

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

GABELLI DIVIDEND & INCOME TRUST  
Form N-PX  
August 22, 2013

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 811-21423

The Gabelli Dividend & Income Trust  
(Exact name of registrant as specified in charter)

One Corporate Center  
Rye, New York 10580-1422  
(Address of principal executive offices) (Zip code)

Bruce N. Alpert  
Gabelli Funds, LLC  
One Corporate Center  
Rye, New York 10580-1422  
(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

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

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

PROXY VOTING RECORD  
FOR PERIOD JULY 1, 2012 TO JUNE 30, 2013

INVESTMENT COMPANY REPORT

THE COCA-COLA COMPANY

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 191216100 MEETING TYPE Special  
 TICKER SYMBOL KO MEETING DATE 10-Jul-2012  
 ISIN US1912161007 AGENDA 933646385 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	TO AMEND ARTICLE FOURTH OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO INCREASE THE AUTHORIZED COMMON STOCK OF THE COMPANY FROM 5,600,000,000 SHARES, PAR VALUE \$.25 PER SHARE, TO 11,200,000,000 SHARES, PAR VALUE \$.25 PER SHARE, AND TO EFFECT A SPLIT OF THE ISSUED COMMON STOCK OF THE COMPANY BY CHANGING EACH ISSUED SHARE OF COMMON STOCK INTO TWO SHARES OF COMMON STOCK.	Management	For	For

YAHOO! INC.

SECURITY 984332106 MEETING TYPE Annual  
 TICKER SYMBOL YHOO MEETING DATE 12-Jul-2012  
 ISIN US9843321061 AGENDA 933658974 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ALFRED J. AMOROSO	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN D. HAYES	Management	For	For
1C.	ELECTION OF DIRECTOR: SUSAN M. JAMES	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID W. KENNY	Management	For	For
1E.	ELECTION OF DIRECTOR: PETER LIGUORI	Management	For	For
1F.	ELECTION OF DIRECTOR: DANIEL S. LOEB	Management	For	For
1G.	ELECTION OF DIRECTOR: THOMAS J. MCINERNEY	Management	For	For
1H.	ELECTION OF DIRECTOR: BRAD D. SMITH	Management	For	For
1I.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Management	For	For
1J.	ELECTION OF DIRECTOR: HARRY J. WILSON	Management	For	For
1K.	ELECTION OF DIRECTOR: MICHAEL J. WOLF	Management	For	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	AMENDMENT TO THE COMPANY'S 1995 STOCK PLAN.	Management	For	For
4.	AMENDMENT TO THE COMPANY'S 1996 DIRECTORS' STOCK PLAN.	Management	For	For
5.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

ENI S.P.A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 26874R108 MEETING TYPE Special  
 TICKER SYMBOL E MEETING DATE 16-Jul-2012  
 ISIN US26874R1086 AGENDA 933663139 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
E1	CANCELLATION OF ENI TREASURY SHARES, WITHOUT REDUCTION OF THE SHARE CAPITAL, SUBJECT TO ELIMINATION OF THE PAR VALUE OF THE SHARES AND CONSEQUENT AMENDMENTS TO ARTICLE 5.1 OF THE BY-LAWS; RELATED AND CONSEQUENT RESOLUTIONS.	Management	For	For
O1	NEW BUY-BACK PLAN OF ENI SHARES; RELATED AND CONSEQUENT RESOLUTIONS.	Management	For	For

LEGG MASON, INC.

SECURITY 524901105 MEETING TYPE Annual  
 TICKER SYMBOL LM MEETING DATE 24-Jul-2012  
 ISIN US5249011058 AGENDA 933657287 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 ROBERT E. ANGELICA		For	For
	2 BARRY W. HUFF		For	For
	3 JOHN E. KOERNER III		For	For
	4 CHERYL GORDON KRONGARD		For	For
2.	AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2013.	Management	For	For

VODAFONE GROUP PLC

SECURITY 92857W209 MEETING TYPE Annual  
 TICKER SYMBOL VOD MEETING DATE 24-Jul-2012  
 ISIN US92857W2098 AGENDA 933661123 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	TO RECEIVE THE COMPANY'S ACCOUNTS AND REPORTS OF THE DIRECTORS AND	Management	For	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2	THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2012 TO RE-ELECT GERARD KLEISTERLEE AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management	For
3	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Management	For
4	TO RE-ELECT ANDY HALFORD AS A DIRECTOR	Management	For
5	TO RE-ELECT STEPHEN PUSEY AS A DIRECTOR	Management	For
6	TO RE-ELECT RENEE JAMES AS A DIRECTOR	Management	For
7	TO RE-ELECT ALAN JEBSON AS A DIRECTOR (MEMBER OF THE AUDIT AND RISK COMMITTEE)	Management	For
8	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
9	TO RE-ELECT NICK LAND AS A DIRECTOR (MEMBER OF THE AUDIT AND RISK COMMITTEE)	Management	For
10	TO RE-ELECT ANNE LAUVERGEON AS A DIRECTOR (MEMBER OF THE AUDIT AND RISK COMMITTEE)	Management	For
11	TO RE-ELECT LUC VANDELVELDE AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
12	TO RE-ELECT ANTHONY WATSON AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
13	TO RE-ELECT PHILIP YEA AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
14	TO APPROVE A FINAL DIVIDEND OF 6.47 PENCE PER ORDINARY SHARE	Management	For
15	TO APPROVE THE REMUNERATION REPORT OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2012	Management	For
16	TO RE-APPOINT DELOITTE LLP AS AUDITOR	Management	For
17	TO AUTHORISE THE AUDIT & RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR	Management	For
18	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management	For
S19	TO AUTHORISE THE DIRECTORS TO DIS- APPLY PRE-EMPTION RIGHTS	Management	Against
S20	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES (SECTION 701, COMPANIES ACT 2006)	Management	For
21	TO AUTHORISE POLITICAL DONATIONS AND EXPENDITURE	Management	For
S22	TO AUTHORISE THE CALLING OF A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING ON NOT LESS THAN 14 CLEAR DAYS' NOTICE	Management	For

ROWAN COMPANIES PLC

SECURITY	G7665A101	MEETING TYPE	Annual
TICKER SYMBOL	RDC	MEETING DATE	25-Jul-2012
ISIN	GB00B6SLMV12	AGENDA	933659534 - Management

FOR/A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1.	TO RE-ELECT THOMAS R. HIX AS A CLASS III DIRECTOR FOR A TERM TO EXPIRE AT THE ANNUAL GENERAL MEETING TO BE HELD IN 2015.	Management	For	For
2.	TO RE-ELECT SUZANNE P. NIMOCKS AS A CLASS III DIRECTOR FOR A TERM TO EXPIRE AT THE ANNUAL GENERAL MEETING TO BE HELD IN 2015.	Management	For	For
3.	TO RE-ELECT P. DEXTER PEACOCK AS A CLASS III DIRECTOR FOR A TERM TO EXPIRE AT THE ANNUAL GENERAL MEETING TO BE HELD IN 2015.	Management	For	For
4.	AN ORDINARY RESOLUTION TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR U.S. INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Management	For	For
5.	AN ORDINARY RESOLUTION TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE UK LLP AS OUR U.K. STATUTORY AUDITORS UNDER THE COMPANIES ACT 2006 (TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AT WHICH ACCOUNTS ARE LAID BEFORE THE COMPANY).	Management	For	For
6.	AN ORDINARY RESOLUTION TO RATIFY THAT THE AUDIT COMMITTEE IS AUTHORIZED TO DETERMINE OUR U.K. STATUTORY AUDITORS' REMUNERATION.	Management	For	For
7.	A NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again

TE CONNECTIVITY LTD

SECURITY H84989104 MEETING TYPE Special  
TICKER SYMBOL TEL MEETING DATE 25-Jul-2012  
ISIN CH0102993182 AGENDA 933660133 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO APPROVE THE REALLOCATION OF LEGAL RESERVES (FROM CAPITAL CONTRIBUTIONS) (CHF 9,745 MILLION) TO FREE RESERVES	Management	For	For
2.	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE EXTRAORDINARY GENERAL MEETING	Management	For	For

TE CONNECTIVITY LTD

SECURITY H84989104 MEETING TYPE Special  
TICKER SYMBOL TEL MEETING DATE 25-Jul-2012  
ISIN CH0102993182 AGENDA 933668141 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	TO APPROVE THE REALLOCATION OF LEGAL RESERVES (FROM CAPITAL CONTRIBUTIONS) (CHF 9,745 MILLION) TO FREE RESERVES	Management	For	For
2.	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE EXTRAORDINARY GENERAL MEETING	Management	For	For

REMY COINTREAU SA, COGNAC

SECURITY F7725A100 MEETING TYPE MIX  
TICKER SYMBOL MEETING DATE 26-Jul-2012  
ISIN FR0000130395 AGENDA 703934225 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions.-The following applies to Non-Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as-Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please contact your representative	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2012/0615/201206151204061.pdf">https://balo.journal-officiel.gouv.fr/pdf/2012/0615/201206151204061.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2012/0706/201207061204704.pdf">ht-tps://balo.journal-officiel.gouv.fr/pdf/2012/0706/201207061204704.pdf</a>	Non-Voting		
0.1	Approval of the corporate financial statements for the financial year ended March 31, 2012	Management	For	For
0.2	Approval of the consolidated financial statements for the financial year ended March 31, 2012	Management	For	For
0.3	Allocation of income and setting the dividend	Management	For	For
0.4	Option for payment of the dividend in shares	Management	For	For
0.5	Approval of the Agreements pursuant to Article L.225-38 of the Commercial Code	Management	For	For
0.6	Discharge of duties to Board members	Management	For	For
0.7	Renewal of term of Mr. Francois Heriard Dubreuil as Board member	Management	For	For
0.8	Renewal of term of Mr. Gabriel Hawawini as Board member	Management	For	For
0.9	Renewal of term of Mr. Jacques-Etienne de T'Serclaes as Board member	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

O.10	Renewal of term of the firm Ernst & Young et Autres as principal Statutory Auditor	Management	For	For
O.11	Renewal of term of the company Auditex as deputy Statutory Auditor	Management	For	For
O.12	Setting the amount of attendance allowances	Management	For	For
O.13	Authorization to the Board of Directors to purchase and sell shares of the Company pursuant to Articles L.225-209 et seq. of the Commercial Code	Management	For	For
O.14	Powers to carry out all legal formalities	Management	For	For
E.15	Authorization the Board of Directors to reduce share capital by cancellation of treasury shares of the Company	Management	For	For
E.16	Delegation of authority to the Board of Directors to decide to increase share capital by issuing shares of the Company and/or securities giving access to capital of the Company and/or by issuing securities entitling to the allotment of debt securities while maintaining shareholders' preferential subscription rights	Management	For	For
E.17	Delegation of authority to the Board of Directors to decide to increase share capital by issuing shares of the Company and/or securities giving access to capital of the Company and/or by issuing securities entitling to the allotment of debt securities with cancellation of shareholders' preferential subscription rights by public offering	Management	Against	Against
E.18	Delegation of authority to the Board of Directors to decide to increase share capital by issuing shares of the Company and/or securities giving access to capital of the Company and/or by issuing securities entitling to the allotment of debt securities with cancellation of shareholders' preferential subscription rights by an offer pursuant to Article L.411-2, II of the Monetary and Financial Code	Management	Against	Against
E.19	Authorization to the Board of Directors to set the issue price of securities to be issued under the seventeenth and eighteenth resolutions with cancellation of shareholders' preferential subscription rights, within the limit of 10% of capital per year	Management	Against	Against
E.20	Authorization to the Board of Directors to increase the number of issuable securities in case of issuance with or without shareholders' preferential subscription rights	Management	Against	Against
E.21	Authorization to the Board of Directors to increase share capital by issuing shares reserved for members of a company savings plan	Management	For	For
E.22	Authorization to reduce share capital	Management	For	For
E.23	Authorization to the Board of Directors to use the authorizations, delegations of authority or delegations of powers in case of public offer on shares of the Company	Management	For	For
E.24	Authorization to the Board of Directors to charge the costs incurred by capital increases on premiums relating to these transactions	Management	For	For
E.25	Amendment to Article 20 of the Bylaws regarding agreements between the Company and a Board members or the CEO or a Chief operating officer	Management	For	For
E.26	Powers to carry out all legal formalities	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

DUE TO RECEIPT OF ADDITIONAL URL  
LINKS. IF-YOU HAVE ALREADY SENT IN  
YOUR VOTES, PLEASE DO NOT RETURN  
THIS PROXY FORM UNL-ESS YOU DECIDE  
TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

ITO EN, LTD.

SECURITY            J25027103            MEETING TYPE Annual General Meeting  
TICKER SYMBOL      MEETING DATE 26-Jul-2012  
ISIN                JP3143000002      AGENDA            703957855 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
2.14	Appoint a Director	Management	For	For
2.15	Appoint a Director	Management	For	For
2.16	Appoint a Director	Management	For	For
3	Appoint a Corporate Auditor	Management	For	For

CONSTELLATION BRANDS, INC.

SECURITY            21036P108            MEETING TYPE Annual  
TICKER SYMBOL      STZ                    MEETING DATE 27-Jul-2012  
ISIN                US21036P1084      AGENDA            933659798 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 BARRY A. FROMBERG		For	For
	2 JEANANNE K. HAUSWALD		For	For
	3 PAUL L. SMITH		For	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2013	Management	For	For
3.	PROPOSAL TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE	Management	Abstain	Again



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT				
4.	PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S ANNUAL MANAGEMENT INCENTIVE PLAN	Management	For	For
5.	PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S LONG-TERM STOCK INCENTIVE PLAN	Management	For	For
6.	STOCKHOLDER PROPOSAL CONCERNING "EQUAL SHAREHOLDER VOTING"	Shareholder	Against	For
7.	STOCKHOLDER PROPOSAL CONCERNING "MULTIPLE PERFORMANCE METRICS"	Shareholder	Against	For

### NATIONAL GRID PLC

SECURITY	636274300	MEETING TYPE	Annual
TICKER SYMBOL	NGG	MEETING DATE	30-Jul-2012
ISIN	US6362743006	AGENDA	933661402 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management	For	
2	TO DECLARE A FINAL DIVIDEND	Management	For	
3	TO ELECT SIR PETER GERSHON	Management	For	
4	TO RE-ELECT STEVE HOLLIDAY	Management	For	
5	TO RE-ELECT ANDREW BONFIELD	Management	For	
6	TO RE-ELECT TOM KING	Management	For	
7	TO RE-ELECT NICK WINSER	Management	For	
8	TO RE-ELECT KEN HARVEY	Management	For	
9	TO RE-ELECT LINDA ADAMANY	Management	For	
10	TO RE-ELECT PHILIP AIKEN	Management	For	
11	TO ELECT NORA BROWNELL	Management	For	
12	TO ELECT PAUL GOLBY	Management	For	
13	TO ELECT RUTH KELLY	Management	For	
14	TO RE-ELECT MARIA RICHTER	Management	For	
15	TO RE-ELECT GEORGE ROSE	Management	For	
16	TO REAPPOINT THE AUDITORS PRICEWATERHOUSECOOPERS LLP	Management	For	
17	TO AUTHORISE THE DIRECTORS TO SET THE AUDITORS' REMUNERATION	Management	For	
18	TO APPROVE THE DIRECTORS' REMUNERATION REPORT	Management	For	
19	TO AUTHORISE THE DIRECTORS TO ALLOT ORDINARY SHARES	Management	For	
S20	TO DISAPPLY PRE-EMPTION RIGHTS	Management	Against	
S21	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES	Management	For	
S22	TO AUTHORISE THE DIRECTORS TO HOLD GENERAL MEETINGS ON 14 CLEAR DAYS' NOTICE	Management	For	
S23	TO AMEND THE EXISTING ARTICLES OF ASSOCIATION	Management	For	

### REALD INC.

SECURITY	75604L105	MEETING TYPE	Annual
----------	-----------	--------------	--------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL    RLD                      MEETING DATE 02-Aug-2012  
 ISIN                US75604L1052            AGENDA            933662000 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1    FRANK J. BIONDI, JR.		For	For
	2    SHERRY LANSING		For	For
	3    RICHARD GRAND-JEAN		For	For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Management	For	For
3.	A NON-BINDING ADVISORY VOTE APPROVING THE COMPENSATION OF REALD'S NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE COMPENSATION TABLES AND NARRATIVE DISCUSSION IN THE PROXY STATEMENT UNDER THE CAPTION "COMPENSATION DISCUSSION AND ANALYSIS".	Management	Abstain	Again

PROGRESS ENERGY, INC.

SECURITY            743263105            MEETING TYPE Annual  
 TICKER SYMBOL                      MEETING DATE 06-Aug-2012  
 ISIN                US7432631056            AGENDA            933663987 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES E. BOSTIC, JR.	Management	For	For
1C	ELECTION OF DIRECTOR: HARRIS E. DELOACH, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES B. HYLER, JR.	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM D. JOHNSON	Management	For	For
1F	ELECTION OF DIRECTOR: ROBERT W. JONES	Management	For	For
1G	ELECTION OF DIRECTOR: W. STEVEN JONES	Management	For	For
1H	ELECTION OF DIRECTOR: MELQUIADES MARTINEZ	Management	For	For
1I	ELECTION OF DIRECTOR: E. MARIE MCKEE	Management	For	For
1J	ELECTION OF DIRECTOR: JOHN H. MULLIN, III	Management	For	For
1K	ELECTION OF DIRECTOR: CHARLES W. PRYOR, JR.	Management	For	For
1L	ELECTION OF DIRECTOR: CARLOS A. SALADRIGAS	Management	For	For
1M	ELECTION OF DIRECTOR: THERESA M. STONE	Management	For	For
1N	ELECTION OF DIRECTOR: ALFRED C. TOLLISON, JR.	Management	For	For
02	ADVISORY (NONBINDING) VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
03	RATIFICATION OF THE SELECTION OF	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

DELOITTE & TOUCHE LLP AS PROGRESS ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.

04 RE-APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE COMPANAY'S 2007 EQUITY INCENTIVE PLAN AS REQUIRED BY SECTION 162(M) OF THE INTERNAL REVENUE CODE.

Management For For

WESTWAY GROUP INC

SECURITY 96169B100 MEETING TYPE Annual  
 TICKER SYMBOL WWAY MEETING DATE 06-Aug-2012  
 ISIN US96169B1008 AGENDA 933668824 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 FRANCIS P. JENKINS, JR.		For	For
	2 JAMES B. JENKINS		For	For

LIBERTY MEDIA CORPORATION

SECURITY 530322106 MEETING TYPE Annual  
 TICKER SYMBOL LMCA MEETING DATE 08-Aug-2012  
 ISIN US5303221064 AGENDA 933668533 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 DONNE F. FISHER		For	For
	2 GREGORY B. MAFFEI		For	For
	3 ANDREA L. WONG		For	For
2.	THE SAY-ON-PAY PROPOSAL, TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3.	THE SAY-ON-FREQUENCY PROPOSAL, TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY AT WHICH STOCKHOLDERS ARE PROVIDED AN ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	A PROPOSAL TO ADOPT THE LIBERTY MEDIA CORPORATION 2011 INCENTIVE PLAN.	Management	Against	Again
5.	A PROPOSAL TO ADOPT THE LIBERTY MEDIA CORPORATION 2011 NONEMPLOYEE DIRECTOR INCENTIVE PLAN.	Management	Against	Again
6.	A PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### LIBERTY INTERACTIVE CORPORATION

SECURITY 53071M104 MEETING TYPE Annual  
 TICKER SYMBOL LINTA MEETING DATE 08-Aug-2012  
 ISIN US53071M1045 AGENDA 933668545 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	A PROPOSAL (THE "TRACKING STOCK PROPOSAL") TO AMEND AND RESTATE OUR CERTIFICATE OF INCORPORATION TO CREATE A NEW TRACKING STOCK TO BE DESIGNATED THE LIBERTY VENTURES COMMON STOCK AND TO MAKE CERTAIN CONFORMING CHANGES TO OUR EXISTING LIBERTY INTERACTIVE COMMON STOCK.	Management	For	For
2.	A PROPOSAL TO AUTHORIZE THE ADJOURNMENT OF THE ANNUAL MEETING BY LIBERTY INTERACTIVE CORPORATION TO PERMIT FURTHER SOLICITATION OF PROXIES, IF NECESSARY OR APPROPRIATE, IF SUFFICIENT VOTES ARE NOT REPRESENTED AT THE ANNUAL MEETING TO APPROVE THE TRACKING STOCK PROPOSAL.	Management	For	For
3.	DIRECTOR 1 MICHAEL A. GEORGE 2 GREGORY B. MAFFEI 3 M. LAVOY ROBISON	Management	For For For	For For For
4.	A PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Management	For	For

### AIRGAS, INC.

SECURITY 009363102 MEETING TYPE Annual  
 TICKER SYMBOL ARG MEETING DATE 14-Aug-2012  
 ISIN US0093631028 AGENDA 933667555 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 JAMES W. HOVEY 2 MICHAEL L. MOLININI 3 PAULA A. SNEED 4 DAVID M. STOUT	Management	For For For For	For For For For
2.	APPROVAL OF THE SECOND AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN.	Management	Against	Against
3.	RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
4.	ADVISORY VOTE TO APPROVE EXECUTIVE	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5. COMPENSATION.  
 A STOCKHOLDER PROPOSAL REGARDING Shareholder Against For  
 OUR CLASSIFIED BOARD OF DIRECTORS.

### H.J. HEINZ COMPANY

SECURITY 423074103 MEETING TYPE Annual  
 TICKER SYMBOL HNZ MEETING DATE 28-Aug-2012  
 ISIN US4230741039 AGENDA 933666010 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: W.R. JOHNSON	Management	For	For
1B.	ELECTION OF DIRECTOR: C.E. BUNCH	Management	For	For
1C.	ELECTION OF DIRECTOR: L.S. COLEMAN, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: J.G. DROSDICK	Management	For	For
1E.	ELECTION OF DIRECTOR: E.E. HOLIDAY	Management	For	For
1F.	ELECTION OF DIRECTOR: C. KENDLE	Management	For	For
1G.	ELECTION OF DIRECTOR: D.R. O'HARE	Management	For	For
1H.	ELECTION OF DIRECTOR: N. PELTZ	Management	For	For
1I.	ELECTION OF DIRECTOR: D.H. REILLEY	Management	For	For
1J.	ELECTION OF DIRECTOR: L.C. SWANN	Management	For	For
1K.	ELECTION OF DIRECTOR: T.J. USHER	Management	For	For
1L.	ELECTION OF DIRECTOR: M.F. WEINSTEIN	Management	For	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	APPROVAL OF THE H.J. HEINZ COMPANY FY2013 STOCK INCENTIVE PLAN	Management	For	For
4.	RE-APPROVAL OF THE PERFORMANCE MEASURES INCLUDED IN THE H.J. HEINZ COMPANY FY03 STOCK INCENTIVE PLAN	Management	For	For
5.	ADVISORY APPROVAL OF THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION	Management	For	For

### EMMIS COMMUNICATIONS CORPORATION

SECURITY 291525202 MEETING TYPE Special  
 TICKER SYMBOL EMMSP MEETING DATE 04-Sep-2012  
 ISIN US2915252025 AGENDA 933666680 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	AMEND EXHIBIT A TO ARTICLES TO CANCEL THE AMOUNT OF UNDECLARED DIVIDENDS IN RESPECT OF PREFERRED STOCK THAT IS ACCUMULATED BUT UNDECLARED ON OR PRIOR TO EFFECTIVENESS OF PROPOSED AMENDMENTS.	Management	Against	Again
2.	AMEND EXHIBIT A TO THE ARTICLES TO CHANGE THE DESIGNATION OF PREFERRED STOCK FROM "CUMULATIVE" TO "NON-CUMULATIVE".	Management	Against	Again
3.	PROPOSAL TO AMEND EXHIBIT A TO THE ARTICLES OF INCORPORATION TO CANCEL	Management	Against	Again

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	THE RESTRICTIONS ON EMMIS' ABILITY TO PAY DIVIDENDS OR MAKE DISTRIBUTIONS ON, OR REPURCHASE, ITS COMMON STOCK OR OTHER JUNIOR STOCK, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.			
4.	AMEND EXHIBIT A TO THE ARTICLES OF INCORPORATION TO CHANGE THE ABILITY OF THE HOLDERS OF THE PREFERRED STOCK TO REQUIRE EMMIS TO REPURCHASE ALL OF SUCH HOLDERS' PREFERRED STOCK.	Management	Against	Against
5.	AMEND EXHIBIT A TO ARTICLES TO CHANGE ABILITY OF PREFERRED STOCK HOLDERS TO CONVERT ALL PREFERRED STOCK TO CLASS A COMMON STOCK.	Management	Against	Against
6.	PROPOSAL TO AMEND EXHIBIT A TO THE ARTICLES OF INCORPORATION TO CHANGE THE ABILITY OF HOLDERS OF THE PREFERRED STOCK TO VOTE AS A SEPARATE CLASS ON A PLAN OF MERGER, SHARE EXCHANGE, SALE OF ASSETS OR SIMILAR TRANSACTION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Against	Against
7.	PROPOSAL TO AMEND EXHIBIT A TO THE ARTICLES OF INCORPORATION TO CHANGE THE CONVERSION PRICE ADJUSTMENT APPLICABLE TO CERTAIN MERGER, RECLASSIFICATION AND OTHER TRANSACTIONS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Against	Against

H&R BLOCK, INC.

SECURITY	093671105	MEETING TYPE	Annual
TICKER SYMBOL	HRB	MEETING DATE	13-Sep-2012
ISIN	US0936711052	AGENDA	933673370 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: PAUL J. BROWN	Management	For	For
1B.	ELECTION OF DIRECTOR: WILLIAM C. COBB	Management	For	For
1C.	ELECTION OF DIRECTOR: MARVIN R. ELLISON	Management	For	For
1D.	ELECTION OF DIRECTOR: ROBERT A. GERARD	Management	For	For
1E.	ELECTION OF DIRECTOR: DAVID BAKER LEWIS	Management	For	For
1F.	ELECTION OF DIRECTOR: VICTORIA J. REICH	Management	For	For
1G.	ELECTION OF DIRECTOR: BRUCE C. ROHDE	Management	For	For
1H.	ELECTION OF DIRECTOR: TOM D. SEIP	Management	For	For
1I.	ELECTION OF DIRECTOR: CHRISTIANNA WOOD	Management	For	For
1J.	ELECTION OF DIRECTOR: JAMES F. WRIGHT	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY APPROVAL OF THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
4.	APPROVAL OF THE 2013 LONG-TERM	Management	Against	Against

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	INCENTIVE PLAN.			
5.	APPROVAL OF THE AMENDED AND RESTATED 2000 EMPLOYEE STOCK PURCHASE PLAN.	Management	For	For
6.	SHAREHOLDER PROPOSAL CONCERNING PROXY ACCESS, IF PRESENTED AT THE MEETING.	Shareholder	Against	For

TYCO INTERNATIONAL LTD.

SECURITY H89128104 MEETING TYPE Special  
TICKER SYMBOL TYC MEETING DATE 17-Sep-2012  
ISIN CH0100383485 AGENDA 933676580 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	THE APPROVAL OF THE DISTRIBUTION OF SHARES OF ADT COMMON STOCK TO BE MADE IN THE FORM OF A SPECIAL DIVIDEND IN KIND OUT OF QUALIFYING CONTRIBUTED SURPLUS.	Management	For	For
2.	THE APPROVAL OF THE DISTRIBUTION OF TYCO FLOW CONTROL COMMON SHARES TO BE MADE IN THE FORM OF A SPECIAL DIVIDEND IN KIND OUT OF QUALIFYING CONTRIBUTED SURPLUS.	Management	For	For
3.	DIRECTOR 1 GEORGE R. OLIVER 2 FRANK M. DRENDEL	Management	For	For
4.	THE APPROVAL OF THE PAYMENT OF AN ORDINARY CASH DIVIDEND OUT OF QUALIFYING CONTRIBUTED SURPLUS IN THE AGGREGATE AMOUNT OF UP TO \$0.30 PER SHARE.	Management	For	For
5.	THE APPROVAL OF THE TYCO INTERNATIONAL LTD. 2012 STOCK AND INCENTIVE PLAN.	Management	Against	Against

TAKE-TWO INTERACTIVE SOFTWARE, INC.

SECURITY 874054109 MEETING TYPE Annual  
TICKER SYMBOL TTWO MEETING DATE 20-Sep-2012  
ISIN US8740541094 AGENDA 933674435 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 STRAUSS ZELNICK 2 ROBERT A. BOWMAN 3 SUNGHWAN CHO 4 MICHAEL DORNEMANN 5 BRETT ICAHN 6 J. MOSES 7 JAMES L. NELSON 8 MICHAEL SHERESKY	Management	For	For
2.	APPROVAL OF THE AMENDMENT TO THE TAKE-TWO INTERACTIVE SOFTWARE, INC.	Management	Against	Against

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	2009 STOCK INCENTIVE PLAN. APPROVAL OF AN AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 150 MILLION TO 200 MILLION.	Management	For	For
4.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
5.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2013.	Management	For	For

CONAGRA FOODS, INC.

SECURITY 205887102 MEETING TYPE Annual  
TICKER SYMBOL CAG MEETING DATE 21-Sep-2012  
ISIN US2058871029 AGENDA 933675576 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 MOGENS C. BAY		For	For
	2 STEPHEN G. BUTLER		For	For
	3 STEVEN F. GOLDSTONE		For	For
	4 JOIE A. GREGOR		For	For
	5 RAJIVE JOHRI		For	For
	6 W.G. JURGENSEN		For	For
	7 RICHARD H. LENNY		For	For
	8 RUTH ANN MARSHALL		For	For
	9 GARY M. RODKIN		For	For
	10 ANDREW J. SCHINDLER		For	For
	11 KENNETH E. STINSON		For	For
2.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Again

GENERAL MILLS, INC.

SECURITY 370334104 MEETING TYPE Annual  
TICKER SYMBOL GIS MEETING DATE 24-Sep-2012  
ISIN US3703341046 AGENDA 933676201 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Management	For	For
1B.	ELECTION OF DIRECTOR: R. KERRY CLARK	Management	For	For
1C.	ELECTION OF DIRECTOR: PAUL DANOS	Management	For	For
1D.	ELECTION OF DIRECTOR: WILLIAM T. ESREY	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1E.	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management	For	For
1F.	ELECTION OF DIRECTOR: JUDITH RICHARDS HOPE	Management	For	For
1G.	ELECTION OF DIRECTOR: HEIDI G. MILLER	Management	For	For
1H.	ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG	Management	For	For
1I.	ELECTION OF DIRECTOR: STEVE ODLAND	Management	For	For
1J.	ELECTION OF DIRECTOR: KENDALL J. POWELL	Management	For	For
1K.	ELECTION OF DIRECTOR: MICHAEL D. ROSE	Management	For	For
1L.	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management	For	For
1M.	ELECTION OF DIRECTOR: DOROTHY A. TERRELL	Management	For	For
2.	CAST AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

### SUNOCO, INC.

SECURITY	86764P109	MEETING TYPE	Special
TICKER SYMBOL	SUN	MEETING DATE	04-Oct-2012
ISIN	US86764P1093	AGENDA	933684450 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	TO APPROVE AND ADOPT AGREEMENT & PLAN OF MERGER, DATED AS OF APRIL 29, 2012, AS AMENDED BY AMENDMENT NO. 1 THERETO, DATED AS OF JUNE 15, 2012, BY AND AMONG SUNOCO, INC. ("SUNOCO"), ENERGY TRANSFER PARTNERS, L.P. ("ETP"), ENERGY TRANSFER PARTNERS GP, L.P., SAM ACQUISITION CORPORATION, AND, FOR LIMITED PURPOSES SET FORTH THEREIN, ENERGY TRANSFER EQUITY, L.P.	Management	For	For
2.	TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, SPECIFIED COMPENSATION THAT MAY BE RECEIVED BY SUNOCO'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain	Again
3.	TO APPROVE ANY ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	For	For

### THE PROCTER & GAMBLE COMPANY

SECURITY	742718109	MEETING TYPE	Annual
TICKER SYMBOL	PG	MEETING DATE	09-Oct-2012
ISIN	US7427181091	AGENDA	933681062 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ANGELA F. BRALY	Management	For	For
1B.	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Management	For	For
1C.	ELECTION OF DIRECTOR: SCOTT D. COOK	Management	For	For
1D.	ELECTION OF DIRECTOR: SUSAN DESMOND- HELLMANN	Management	For	For
1E.	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Management	For	For
1F.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management	For	For
1G.	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Management	For	For
1H.	ELECTION OF DIRECTOR: MARGARET C. WHITMAN	Management	For	For
1I.	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Management	For	For
1J.	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Management	For	For
1K.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Management	For	For
2.	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (THE SAY ON PAY VOTE)	Management	Abstain	Again
4.	SHAREHOLDER PROPOSAL #1 - SAY ON POLITICAL CONTRIBUTION (PAGE 67 OF PROXY STATEMENT)	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL #2 - PRODUCER RESPONSIBILITY FOR PACKAGING (PAGE 70 OF PROXY STATEMENT)	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL #3 - ADOPT SIMPLE MAJORITY VOTE (PAGE 72 OF PROXY STATEMENT)	Shareholder	Against	For

TEXAS INDUSTRIES, INC.

SECURITY 882491103 MEETING TYPE Annual  
TICKER SYMBOL TXI MEETING DATE 10-Oct-2012  
ISIN US8824911031 AGENDA 933681202 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For	For
1B.	ELECTION OF DIRECTOR: MEL G. BREKHUS	Management	For	For
1C.	ELECTION OF DIRECTOR: EUGENIO CLARIOND	Management	For	For
1D.	ELECTION OF DIRECTOR: SAM COATS	Management	For	For
1E.	ELECTION OF DIRECTOR: SEAN P. FOLEY	Management	For	For
1F.	ELECTION OF DIRECTOR: BERNARD LANIGAN, JR.	Management	For	For
1G.	ELECTION OF DIRECTOR: THOMAS R. RANSDELL	Management	For	For
1H.	ELECTION OF DIRECTOR: ROBERT D.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ROGERS				
1I.	ELECTION OF DIRECTOR: THOMAS L. RYAN	Management	For	For
1J.	ELECTION OF DIRECTOR: RONALD G. STEINHART	Management	For	For
1K.	ELECTION OF DIRECTOR: DOROTHY C. WEAVER	Management	For	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS.	Management	For	For
3.	APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	APPROVE THE TEXAS INDUSTRIES, INC. 2004 OMNIBUS EQUITY COMPENSATION PLAN, AS AMENDED AND RESTATED.	Management	Against	Again
5.	APPROVE THE TEXAS INDUSTRIES, INC. MANAGEMENT DEFERRED COMPENSATION PLAN.	Management	Against	Again

HERA SPA, BOLOGNA

SECURITY	T5250M106	MEETING TYPE MIX	
TICKER SYMBOL		MEETING DATE	15-Oct-2012
ISIN	IT0001250932	AGENDA	704065831 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 119144 DUE TO ADDITION OF-RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND-YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting		
E.1	Approval of merger of Acegas-Aps Holding S.r.l into Hera S.p.A and further amendment of art. 5.1 of the company by laws	Management	For	For
E.2	Amendment of Articles 16, 26 and 17 of the Articles of Association: applicable and consequent resolutions	Management	For	For
E.3	Amendments of art. 7 and 17 of the company bylaws	Management	For	For
E.4	Share capital increase up to EUR 84833826 by issuance of 84833826 ordinary shares	Management	For	For
E.5	Mandate of 3 years to board of director to increase the share capital up to EUR 80000000 amendment of art.5 of the company bylaws	Management	For	For
O.1	Appointment of 3 directors	Management	For	For
O.2	Integration of the board of statutory auditors	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN THE ARTICLE NUMBER AND MO-DIFICATION OF THE TEXT OF THE RESOLUTION NO. E.2 AND E.3. IF YOU HAVE ALREADY-SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO-AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

NEWS CORPORATION

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 65248E203 MEETING TYPE Annual  
 TICKER SYMBOL NWS MEETING DATE 16-Oct-2012  
 ISIN US65248E2037 AGENDA 933684563 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JOSE MARIA AZNAR	Management	For	For
1B.	ELECTION OF DIRECTOR: NATALIE BANCROFT	Management	For	For
1C.	ELECTION OF DIRECTOR: PETER L. BARNES	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES W. BREYER	Management	For	For
1E.	ELECTION OF DIRECTOR: CHASE CAREY	Management	For	For
1F.	ELECTION OF DIRECTOR: ELAINE L. CHAO	Management	For	For
1G.	ELECTION OF DIRECTOR: DAVID F. DEVOE	Management	For	For
1H.	ELECTION OF DIRECTOR: VIET DINH	Management	For	For
1I.	ELECTION OF DIRECTOR: SIR RODERICK I. EDDINGTON	Management	For	For
1J.	ELECTION OF DIRECTOR: JOEL I. KLEIN	Management	For	For
1K.	ELECTION OF DIRECTOR: JAMES R. MURDOCH	Management	For	For
1L.	ELECTION OF DIRECTOR: K. RUPERT MURDOCH	Management	For	For
1M.	ELECTION OF DIRECTOR: LACHLAN K. MURDOCH	Management	For	For
1N.	ELECTION OF DIRECTOR: ALVARO URIBE	Management	For	For
2.	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	STOCKHOLDER PROPOSAL - ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.	Shareholder	Against	For
5.	STOCKHOLDER PROPOSAL - ADOPT SIMPLE MAJORITY VOTE.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL - ELIMINATE THE COMPANY'S DUAL CLASS CAPITAL STRUCTURE.	Shareholder	Against	For
7.	CITIZENSHIP CERTIFICATION - PLEASE MARK "YES" IF THE STOCK IS OWNED OF RECORD OR BENEFICIALLY BY A U.S. STOCKHOLDER, OR MARK "NO" IF SUCH STOCK IS OWNED OF RECORD OR BENEFICIALLY BY A NON-U.S. STOCKHOLDER.	Management	For	

### NEWS CORPORATION

SECURITY 65248E203 MEETING TYPE Annual  
 TICKER SYMBOL NWS MEETING DATE 16-Oct-2012  
 ISIN US65248E2037 AGENDA 933693904 - Management

FOR/A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1A.	ELECTION OF DIRECTOR: JOSE MARIA AZNAR	Management	For	For
1B.	ELECTION OF DIRECTOR: NATALIE BANCROFT	Management	For	For
1C.	ELECTION OF DIRECTOR: PETER L. BARNES	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES W. BREYER	Management	For	For
1E.	ELECTION OF DIRECTOR: CHASE CAREY	Management	For	For
1F.	ELECTION OF DIRECTOR: ELAINE L. CHAO	Management	For	For
1G.	ELECTION OF DIRECTOR: DAVID F. DEVOE	Management	For	For
1H.	ELECTION OF DIRECTOR: VIET DINH	Management	For	For
1I.	ELECTION OF DIRECTOR: SIR RODERICK I. EDDINGTON	Management	For	For
1J.	ELECTION OF DIRECTOR: JOEL I. KLEIN	Management	For	For
1K.	ELECTION OF DIRECTOR: JAMES R. MURDOCH	Management	For	For
1L.	ELECTION OF DIRECTOR: K. RUPERT MURDOCH	Management	For	For
1M.	ELECTION OF DIRECTOR: LACHLAN K. MURDOCH	Management	For	For
1N.	ELECTION OF DIRECTOR: ALVARO URIBE	Management	For	For
2.	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	STOCKHOLDER PROPOSAL - ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.	Shareholder	Against	For
5.	STOCKHOLDER PROPOSAL - ADOPT SIMPLE MAJORITY VOTE.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL - ELIMINATE THE COMPANY'S DUAL CLASS CAPITAL STRUCTURE.	Shareholder	Against	For
7.	CITIZENSHIP CERTIFICATION - PLEASE MARK "YES" IF THE STOCK IS OWNED OF RECORD OR BENEFICIALLY BY A U.S. STOCKHOLDER, OR MARK "NO" IF SUCH STOCK IS OWNED OF RECORD OR BENEFICIALLY BY A NON-U.S. STOCKHOLDER.	Management	For	

TELUS CORPORATION

SECURITY 87971M202 MEETING TYPE Contested-Annual  
TICKER SYMBOL TU MEETING DATE 17-Oct-2012  
ISIN CA87971M2022 AGENDA 933685375 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	PASS BY MEANS OF A SEPARATE VOTE, WITH OR WITHOUT VARIATION, A SPECIAL SEPARATE RESOLUTION, APPROVING A PLAN OF ARRANGEMENT TO EFFECT THE EXCHANGE OF NON-VOTING SHARES FOR	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMMON SHARES ON A ONE-FOR-ONE BASIS PURSUANT TO DIVISION 5, PART 9 OF THE BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA) INVOLVING TELUS CORPORATION, AND ITS HOLDERS OF NON-VOTING SHARES, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE MANAGEMENT INFORMATION CIRCULAR OF TELUS CORPORATION DATED AUGUST 30, 2012 (THE "CIRCULAR").

DIAGEO PLC

SECURITY	25243Q205	MEETING TYPE	Annual
TICKER SYMBOL	DEO	MEETING DATE	17-Oct-2012
ISIN	US25243Q2057	AGENDA	933687418 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	REPORT AND ACCOUNTS 2012.	Management	For	For
2.	DIRECTORS' REMUNERATION REPORT 2012.	Management	For	For
3.	DECLARATION OF FINAL DIVIDEND.	Management	For	For
4.	RE-ELECTION OF PB BRUZELIUS AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Management	For	For
5.	RE-ELECTION OF LM DANON AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Management	For	For
6.	RE-ELECTION OF LORD DAVIES AS A DIRECTOR. (AUDIT, NOMINATION, REMUNERATION (CHAIRMAN OF THE COMMITTEE))	Management	For	For
7.	RE-ELECTION OF BD HOLDEN AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Management	For	For
8.	RE-ELECTION OF DR FB HUMER AS A DIRECTOR. (NOMINATION COMMITTEE (CHAIRMAN OF THE COMMITTEE))	Management	For	For
9.	RE-ELECTION OF D MAHLAN AS A DIRECTOR. (EXECUTIVE COMMITTEE)	Management	For	For
10.	RE-ELECTION OF PG SCOTT AS A DIRECTOR. (AUDIT (CHAIRMAN OF THE COMMITTEE), NOMINATION, REMUNERATION COMMITTEE)	Management	For	For
11.	RE-ELECTION OF HT STITZER AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Management	For	For
12.	RE-ELECTION OF PS WALSH AS A DIRECTOR. (EXECUTIVE COMMITTEE (CHAIRMAN OF THE COMMITTEE))	Management	For	For
13.	ELECTION OF HO KWONPING AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Management	For	For
14.	ELECTION OF IM MENEZES AS A DIRECTOR. (EXECUTIVE COMMITTEE)	Management	For	For
15.	RE-APPOINTMENT OF AUDITOR.	Management	For	For
16.	REMUNERATION OF AUDITOR.	Management	For	For
17.	AUTHORITY TO ALLOT SHARES.	Management	For	For
18.	DISAPPLICATION OF PRE-EMPTION RIGHTS.	Management	Against	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

19.	AUTHORITY TO PURCHASE OWN ORDINARY SHARES.	Management	For	For
20.	AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE IN THE EU.	Management	For	For
21.	REDUCED NOTICE OF A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING.	Management	For	For

TELEKOM AUSTRIA AG, WIEN

SECURITY	A8502A102	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	23-Oct-2012
ISIN	AT0000720008	AGENDA	704070527 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1	Election of 1 member to the supervisory board (Mr. Beyrer will resign with effect from 31/10/12, Mr. Rudolf Kemler is nominated for the election)	Management	For	For
CMMT	PLEASE NOTE THAT THE MANAGEMENT MAKES NO RECOMMENDATIONS FOR RESOLUTION 1. THANK YOU	Non-Voting		
CMMT	PLEASE NOTE THAT THE MEETING HAS BEEN SET UP USING THE RECORD DATE 12 OCT 2012-WHICH AT THIS TIME WE ARE UNABLE TO SYSTEMATICALLY UPDATE. THE TRUE RECORD DATE FOR THIS MEETING IS 13 OCT 2012. THANK YOU	Non-Voting		
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE FROM 13 OCT 2-012 TO 12 OCT 2012 AND RECEIPT OF ADDITIONAL COMMENT. IF YOU HAVE ALREADY SENT-IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEN-D YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

AMERIGROUP CORPORATION

SECURITY	03073T102	MEETING TYPE	Special
TICKER SYMBOL	AGP	MEETING DATE	23-Oct-2012
ISIN	US03073T1025	AGENDA	933684842 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 9, 2012, BY AND AMONG WELLPOINT, INC., THE COMPANY AND WELLPOINT MERGER SUB, INC., AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF WELLPOINT (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT").	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT.	Management	For	For
3.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER.	Management	Abstain	Against

THE HILLSHIRE BRANDS COMPANY

SECURITY 432589109 MEETING TYPE Annual  
TICKER SYMBOL HSH MEETING DATE 25-Oct-2012  
ISIN US4325891095 AGENDA 933686694 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: TODD A. BECKER	Management	For	For
1B.	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Management	For	For
1C.	ELECTION OF DIRECTOR: ELLEN L. BROTHERS	Management	For	For
1D.	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management	For	For
1E.	ELECTION OF DIRECTOR: SEAN M. CONNOLLY	Management	For	For
1F.	ELECTION OF DIRECTOR: LAURETTE T. KOELLNER	Management	For	For
1G.	ELECTION OF DIRECTOR: CRAIG P. OMTVEDT	Management	For	For
1H.	ELECTION OF DIRECTOR: SIR IAN PROSSER	Management	For	For
1I.	ELECTION OF DIRECTOR: JONATHAN P. WARD	Management	For	For
1J.	ELECTION OF DIRECTOR: JAMES D. WHITE	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	VOTE ON APPROVAL OF THE 2012 LONG-TERM INCENTIVE STOCK PLAN.	Management	Against	Against

SCHIFF NUTRITION INTERNATIONAL, INC.

SECURITY 806693107 MEETING TYPE Annual  
TICKER SYMBOL SHF MEETING DATE 25-Oct-2012  
ISIN US8066931077 AGENDA 933691746 - Management



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 ERIC WEIDER		For	For
	2 GEORGE F. LENGVARI		For	For
	3 TARANG P. AMIN		For	For
	4 RONALD L. COREY		For	For
	5 MATTHEW T. HOBART		For	For
	6 MICHAEL HYATT		For	For
	7 EUGENE B. JONES		For	For
	8 ROGER H. KIMMEL		For	For
	9 WILLIAM E. MCGLASHAN JR		For	For
	10 BRIAN T. SWETTE		For	For
	11 RICHARD G. WOLFORD		For	For

COOPER INDUSTRIES PLC

SECURITY G24140111 MEETING TYPE Special  
TICKER SYMBOL IE00B40K9117 MEETING DATE 26-Oct-2012  
ISIN IE00B40K9117 AGENDA 933692736 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	APPROVAL OF THE SCHEME OF ARRANGEMENT.	Management	For	For
2.	CANCELLATION OF COOPER SHARES PURSUANT TO THE SCHEME OF ARRANGEMENT.	Management	For	For
3.	DIRECTORS' AUTHORITY TO ALLOT SECURITIES AND APPLICATION OF RESERVES.	Management	For	For
4.	AMENDMENT TO ARTICLES OF ASSOCIATION.	Management	For	For
5.	CREATION OF DISTRIBUTABLE RESERVES OF NEW EATON.	Management	For	For
6.	APPROVAL ON AN ADVISORY BASIS OF SPECIFIED COMPENSATORY ARRANGEMENTS BETWEEN COOPER AND ITS NAMED EXECUTIVES.	Management	Abstain	Again
7.	ADJOURNMENT OF THE EXTRAORDINARY GENERAL MEETING.	Management	For	For

COOPER INDUSTRIES PLC

SECURITY G24140108 MEETING TYPE Special  
TICKER SYMBOL CBE MEETING DATE 26-Oct-2012  
ISIN IE00B40K9117 AGENDA 933692748 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO APPROVE THE SCHEME OF	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ARRANGEMENT.

NORTHEAST UTILITIES

SECURITY 664397106 MEETING TYPE Annual  
 TICKER SYMBOL NU MEETING DATE 31-Oct-2012  
 ISIN US6643971061 AGENDA 933688256 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 RICHARD H. BOOTH		For	For
	2 JOHN S. CLARKESON		For	For
	3 COTTON M. CLEVELAND		For	For
	4 SANFORD CLOUD, JR.		For	For
	5 JAMES S. DISTASIO		For	For
	6 FRANCIS A. DOYLE		For	For
	7 CHARLES K. GIFFORD		For	For
	8 PAUL A. LA CAMERA		For	For
	9 KENNETH R. LEIBLER		For	For
	10 THOMAS J. MAY		For	For
	11 CHARLES W. SHIVERY		For	For
	12 WILLIAM C. VAN FAASEN		For	For
	13 FREDERICA M. WILLIAMS		For	For
	14 DENNIS R. WRAASE		For	For
2.	TO CONSIDER AND APPROVE THE FOLLOWING ADVISORY (NON-BINDING) PROPOSAL: "RESOLVED, THAT THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND ANY RELATED MATERIAL IS HEREBY APPROVED.	Management	Abstain	Again
3.	TO RE-APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE 2009 NORTHEAST UTILITIES INCENTIVE PLAN AS REQUIRED BY SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Management	For	For
4.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Management	For	For

ARCHER-DANIELS-MIDLAND COMPANY

SECURITY 039483102 MEETING TYPE Annual  
 TICKER SYMBOL ADM MEETING DATE 01-Nov-2012  
 ISIN US0394831020 AGENDA 933690807 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: A.L. BOECKMANN	Management	For	For
1B.	ELECTION OF DIRECTOR: G.W. BUCKLEY	Management	For	For
1C.	ELECTION OF DIRECTOR: M.H. CARTER	Management	For	For
1D.	ELECTION OF DIRECTOR: T. CREWS	Management	For	For
1E.	ELECTION OF DIRECTOR: P. DUFOUR	Management	For	For
1F.	ELECTION OF DIRECTOR: D.E. FELSINGER	Management	For	For
1G.	ELECTION OF DIRECTOR: A. MACIEL	Management	For	For
1H.	ELECTION OF DIRECTOR: P.J. MOORE	Management	For	For
1I.	ELECTION OF DIRECTOR: T.F. O'NEILL	Management	For	For
1J.	ELECTION OF DIRECTOR: D. SHIH	Management	For	For
1K.	ELECTION OF DIRECTOR: K.R. WESTBROOK	Management	For	For
1L.	ELECTION OF DIRECTOR: P.A. WOERTZ	Management	For	For
2.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE SIX-MONTH PERIOD ENDING DECEMBER 31, 2012.	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	STOCKHOLDER'S PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shareholder	Against	For

WYNN RESORTS, LIMITED

SECURITY 983134107 MEETING TYPE Annual  
TICKER SYMBOL WYNN MEETING DATE 02-Nov-2012  
ISIN US9831341071 AGENDA 933689979 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	DIRECTOR	Management		
	1 LINDA CHEN		For	For
	2 MARC D. SCHORR		For	For
	3 J. EDWARD (TED) VIRTUE		For	For
	4 ELAINE P. WYNN		For	For
2	TO APPROVE THE AMENDED AND RESTATED ANNUAL PERFORMANCE BASED INCENTIVE PLAN.	Management	For	For
3	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG, LLP AS THE INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY AND ALL OF ITS SUBSIDIARIES FOR 2012.	Management	For	For

PERNOD-RICARD, PARIS

SECURITY F72027109 MEETING TYPE MIX  
TICKER SYMBOL WYNN MEETING DATE 09-Nov-2012  
ISIN FR0000120693 AGENDA 704074234 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions.-The following applies to Non-Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as-Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please contact your representative	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK: <a href="http://www.journal-officiel.gouv.fr//pdf/20-12/1003/201210031205905.pdf">http://www.journal-officiel.gouv.fr//pdf/20-12/1003/201210031205905.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2012-/1019/201210191206055.pdf">https://balo.journal-officiel.gouv.fr/pdf/2012-/1019/201210191206055.pdf</a>	Non-Voting		
0.1	Approval of the corporate financial statements for the financial year ended June 30, 2012	Management	For	For
0.2	Approval of the consolidated financial statements for the financial year ended June 30, 2012	Management	For	For
0.3	Allocation of income for the financial year ended June 30, 2012 and setting the dividend	Management	For	For
0.4	Approval of the regulated Agreements pursuant to Articles L.225-38 et seq. of the Commercial Code	Management	For	For
0.5	Approval of the commitments pursuant to Article L. 225-42-1 of the Commercial Code regarding Mr. Pierre Pringuet	Management	For	For
0.6	Approval of the commitments pursuant to Article L. 225-42-1 of the Commercial Code regarding Mr. Alexandre Ricard	Management	For	For
0.7	Ratification of the cooptation of Mrs. Martina Gonzalez-Gallarza as Board member.	Management	For	For
0.8	Ratification of the cooptation of Mr. Alexandre Ricard as Board member	Management	For	For
0.9	Renewal of term of Mr. Alexandre Ricard as Board member	Management	For	For
0.10	Renewal of term of Mr. Pierre Pringuet as Board member	Management	For	For
0.11	Renewal of term of Mr. Wolfgang Colberg as Board member	Management	For	For
0.12	Renewal of term of Mr. Cesar Giron as Board member	Management	For	For
0.13	Renewal of term of Mrs. Martina Gonzalez-Gallarza as Board member	Management	For	For
0.14	Appointment of Mr. Ian Gallienne as Board member	Management	For	For
0.15	Setting the annual amount of attendance allowances allocated to the Board members	Management	For	For
0.16	Authorization to be granted to the Board of Directors to trade in Company's shares	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E.17	Authorization to be granted to the Board of Directors to carry out free allocation of performance shares to employees and corporate Executives of the Company and Group companies	Management	For	For
E.18	Authorization to be granted to the Board of Directors to grant options entitling to the subscription for shares of the Company to be issued or to purchase existing shares of the Company to employees and corporate Executives of the Company and Group companies	Management	For	For
E.19	Delegation of authority to be granted to the Board of Directors to decide to increase share capital by issuing shares or securities giving access to capital reserved for members of a company savings plan with cancellation of preferential subscription rights in favor of the latter	Management	Against	Against
E.20	Amendment to Article 5 of the bylaws regarding the duration of the Company	Management	For	For
E.21	Amendment to Article 20 of the bylaws regarding the age limit of the Chairman of the Board of Directors	Management	For	For
E.22	Alignment of Article 27 of the bylaws with legal and regulatory provisions	Management	For	For
E.23	Alignment of Article 32 of the bylaws with legal and regulatory provisions	Management	For	For
E.24	Alignment of Article 33 of the bylaws with legal and regulatory provisions	Management	For	For
E.25	Powers to carry out all required legal formalities	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

CAMPBELL SOUP COMPANY

SECURITY 134429109 MEETING TYPE Annual  
TICKER SYMBOL CPB MEETING DATE 14-Nov-2012  
ISIN US1344291091 AGENDA 933694552 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	DIRECTOR	Management		
1	EDMUND M. CARPENTER		For	For
2	PAUL R. CHARRON		For	For
3	BENNETT DORRANCE		For	For
4	LAWRENCE C. KARLSON		For	For
5	RANDALL W. LARRIMORE		For	For
6	MARY ALICE D. MALONE		For	For
7	SARA MATHEW		For	For
8	DENISE M. MORRISON		For	For
9	CHARLES R. PERRIN		For	For
10	A. BARRY RAND		For	For
11	NICK SHREIBER		For	For
12	TRACEY T. TRAVIS		For	For
13	ARCHBOLD D. VAN BEUREN		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	14	LES C. VINNEY		For	For
	15	CHARLOTTE C. WEBER		For	For
2		RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3		ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again

### DELTA NATURAL GAS COMPANY, INC.

SECURITY	247748106	MEETING TYPE	Annual
TICKER SYMBOL	DGAS	MEETING DATE	15-Nov-2012
ISIN	US2477481061	AGENDA	933697647 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF DELOITTE & TOUCHE LLP AS DELTA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Management	For	For
2.	DIRECTOR 1 MICHAEL J. KISTNER 2 MICHAEL R. WHITLEY	Management	For	For
3.	NON-BINDING, ADVISORY VOTE TO APPROVE THE COMPENSATION PAID OUR NAMED EXECUTIVE OFFICERS FOR FISCAL 2012.	Management	Abstain	Again

### SMITHS GROUP PLC, LONDON

SECURITY	G82401111	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	20-Nov-2012
ISIN	GB00B1WY2338	AGENDA	704087293 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1	Adoption of Report and Accounts	Management	For	For
2	Approval of Directors Remuneration Report	Management	For	For
3	Declaration of final dividend	Management	For	For
4	Re-election of Mr B F J Angelici as a director	Management	For	For
5	Re-election of Mr P Bowman as a director	Management	For	For
6	Re-election of Mr D H Brydon as a director	Management	For	For
7	Re-election of Mr D J Challen as a director	Management	For	For
8	Election of Ms T D Fratto as a director	Management	For	For
9	Re-election of Ms A C Quinn as a director	Management	For	For
10	Re-election of Sir Kevin Tebbit as a director	Management	For	For
11	Re-election of Mr P A Turner as a director	Management	For	For
12	Reappointment of PricewaterhouseCoopers LLP as auditors	Management	For	For
13	Auditors remuneration	Management	For	For
14	Authority to issue shares pursuant to Section 551 of Companies Act 2006	Management	For	For
15	Authority to disapply pre-emption rights	Management	Against	Again

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

16	Authority to make market purchases of shares	Management	For	For
17	Authority to call general meetings other than annual general meetings on not less than 14 clear days notice	Management	For	For
18	Authority to make political donations and expenditure	Management	For	For

### COVENTRY HEALTH CARE, INC.

SECURITY	222862104	MEETING TYPE	Special
TICKER SYMBOL	CVH	MEETING DATE	21-Nov-2012
ISIN	US2228621049	AGENDA	933700329 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 19, 2012, AS AMENDED, AND AS MAY BE FURTHER AMENDED, AMONG AETNA INC., JAGUAR MERGER SUBSIDIARY, INC. AND COVENTRY HEALTH CARE, INC.	Management	For	For
2.	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE COVENTRY SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE COVENTRY SPECIAL MEETING.	Management	For	For
3.	PROPOSAL TO APPROVE ON AN ADVISORY, (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY COVENTRY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain	Again

### D.E. MASTER BLENTERS 1753 N.V., UTRECHT

SECURITY	N2563N109	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	28-Nov-2012
ISIN	NL0010157558	AGENDA	704089944 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1	Open meeting	Non-Voting		
2	Presentation by the CEO and CFO of the results for fiscal year 2012	Non-Voting		
3.1	Adopt financial statements	Management	For	For
3.2	Discuss company's reserves and dividend policy	Non-Voting		
4.1	Approve discharge of executive directors	Management	For	For
4.2	Approve discharge of non-executive directors	Management	For	For
5.1	Elect G. Picaud as non-executive director	Management	For	For
5.2	Elect R. Zwartendijk as non-executive director	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

6	Acquisition of own shares. Extension of the authorization of the Board of Directors as the corporate body authorized to acquire ordinary shares in the share capital of the Company	Management	For	For
7	Other business	Non-Voting		
8	Close meeting	Non-Voting		

MICROSOFT CORPORATION

SECURITY 594918104 MEETING TYPE Annual  
 TICKER SYMBOL MSFT MEETING DATE 28-Nov-2012  
 ISIN US5949181045 AGENDA 933691784 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Management	For	For
2.	ELECTION OF DIRECTOR: DINA DUBLON	Management	For	For
3.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management	For	For
4.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Management	For	For
5.	ELECTION OF DIRECTOR: STEPHEN J. LUCZO	Management	For	For
6.	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Management	For	For
7.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management	For	For
8.	ELECTION OF DIRECTOR: HELMUT PANKE	Management	For	For
9.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Management	For	For
10.	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Management	Abstain	Again
11.	APPROVAL OF EMPLOYEE STOCK PURCHASE PLAN (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Management	For	For
12.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2013 (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Management	For	For
13.	SHAREHOLDER PROPOSAL - ADOPT CUMULATIVE VOTING (THE BOARD RECOMMENDS A VOTE AGAINST THIS PROPOSAL)	Shareholder	Against	For

BHP BILLITON LIMITED

SECURITY 088606108 MEETING TYPE Annual  
 TICKER SYMBOL BHP MEETING DATE 29-Nov-2012  
 ISIN US0886061086 AGENDA 933690946 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	TO RECEIVE THE 2012 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
2.	TO ELECT PAT DAVIES AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
3.	TO RE-ELECT MALCOLM BROOMHEAD AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
4.	TO RE-ELECT SIR JOHN BUCHANAN AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
5.	TO RE-ELECT CARLOS CORDEIRO AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
6.	TO RE-ELECT DAVID CRAWFORD AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
7.	TO RE-ELECT CAROLYN HEWSON AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
8.	TO RE-ELECT MARIUS KLOPPERS AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
9.	TO RE-ELECT LINDSAY MAXSTED AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
10.	TO RE-ELECT WAYNE MURDY AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
11.	TO RE-ELECT KEITH RUMBLE AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
12.	TO RE-ELECT JOHN SCHUBERT AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
13.	TO RE-ELECT SHRITI VADERA AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
14.	TO RE-ELECT JAC NASSER AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
15.	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Management	For	For
16.	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Management	For	For
17.	TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH	Management	For	For
18.	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Management	For	For
19.	TO APPROVE THE 2012 REMUNERATION REPORT	Management	For	For
20.	TO APPROVE THE GRANT OF LONG-TERM INCENTIVE PERFORMANCE SHARES TO MARIUS KLOPPERS	Management	For	For

THE MADISON SQUARE GARDEN COMPANY

SECURITY	55826P100	MEETING TYPE	Annual
TICKER SYMBOL	MSG	MEETING DATE	29-Nov-2012
ISIN	US55826P1003	AGENDA	933697217 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 RICHARD D. PARSONS 2 ALAN D. SCHWARTZ 3 VINCENT TESE	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2013.	Management	For	For

HARMAN INTERNATIONAL INDUSTRIES, INC.

SECURITY 413086109 MEETING TYPE Annual  
TICKER SYMBOL HAR MEETING DATE 05-Dec-2012  
ISIN US4130861093 AGENDA 933699728 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: DR. JIREN LIU	Management	For	For
1B.	ELECTION OF DIRECTOR: EDWARD H. MEYER	Management	For	For
1C.	ELECTION OF DIRECTOR: DINESH C. PALIWAL	Management	For	For
1D.	ELECTION OF DIRECTOR: HELLENE S. RUNTAGH	Management	For	For
1E.	ELECTION OF DIRECTOR: FRANK SKLARSKY	Management	For	For
1F.	ELECTION OF DIRECTOR: GARY G. STEEL	Management	For	For
2.	RATIFY THE APPOINTMENT OF KPMG LLP FOR FISCAL 2013.	Management	For	For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Again

MEDICIS PHARMACEUTICAL CORPORATION

SECURITY 584690309 MEETING TYPE Special  
TICKER SYMBOL MRX MEETING DATE 07-Dec-2012  
ISIN US5846903095 AGENDA 933704860 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 2, 2012, BY AND AMONG VALEANT PHARMACEUTICALS INTERNATIONAL, INC., VALEANT PHARMACEUTICALS INTERNATIONAL, MERLIN MERGER SUB, INC. AND MEDICIS PHARMACEUTICAL CORPORATION, AS IT MAY BE AMENDED	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	FROM TIME TO TIME.			
2.	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL VOTES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For
3.	TO APPROVE A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE GOLDEN PARACHUTE COMPENSATION PAYABLE TO MEDICIS' NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain	Against

CNH GLOBAL N.V.

SECURITY N20935206 MEETING TYPE Annual  
TICKER SYMBOL CNH MEETING DATE 17-Dec-2012  
ISIN NL0000298933 AGENDA 933716651 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
2.	PARTIAL AMENDMENT OF THE ARTICLES OF ASSOCIATION.	Management	For	For
3.	DISTRIBUTION TO SHAREHOLDERS.	Management	For	For
4.	ALLOCATION OF PART OF THE RESERVES TO SPECIAL SEPARATE RESERVES.	Management	For	For
5.	RATIFICATION OF THE COMPENSATION OF THE SPECIAL COMMITTEE.	Management	For	For

KOREA ELECTRIC POWER CORPORATION

SECURITY 500631106 MEETING TYPE Special  
TICKER SYMBOL KEP MEETING DATE 17-Dec-2012  
ISIN US5006311063 AGENDA 933717526 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF CHIEF EXECUTIVE OFFICER: MOON, HO	Management	For	
1B.	ELECTION OF CHIEF EXECUTIVE OFFICER: CHO, HWAN EIK	Management	For	

METROPOLITAN HEALTH NETWORKS, INC.

SECURITY 592142103 MEETING TYPE Special  
TICKER SYMBOL MDF MEETING DATE 21-Dec-2012  
ISIN US5921421039 AGENDA 933713376 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, AMONG HUMANA INC. MINER ACQUISITION SUBSIDIARY, INC., A WHOLLY-OWNED SUBSIDIARY OF HUMANA, INC., AND METROPOLITAN HEALTH NETWORKS, INC., PURSUANT TO WHICH METROPOLITAN HEALTH NETWORKS, INC., WILL BECOME A WHOLLY-OWNED SUBSIDIARY OF HUMANA, INC. WHICH IS REFERRED TO AS THE MERGER, AND TO APPROVE THE MERGER.	Management	For	For
2.	A PROPOSAL TO APPROVE AN ADJOURNMENT OF THE METROPOLITAN SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE FOREGOING PROPOSAL.	Management	For	For
3.	A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY METROPOLITAN TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain	Again

VIMPELCOM LTD.

SECURITY 92719A106 MEETING TYPE Consent  
TICKER SYMBOL VIP MEETING DATE 21-Dec-2012  
ISIN US92719A1060 AGENDA 933715813 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO APPROVE A 9 MEMBER SUPERVISORY BOARD.	Management	For	For
2.	ELECTION OF DIRECTOR: JON FREDRIK BAKSAAS	Management	Split	Split
3.	ELECTION OF DIRECTOR: ANDREI BARANOV	Management	Split	Split
4.	ELECTION OF DIRECTOR: AUGIE K. FABELA II	Management	Split	Split
5.	ELECTION OF DIRECTOR: MIKHAIL FRIDMAN	Management	Split	Split
6.	ELECTION OF DIRECTOR: KJELL MORTEN JOHNSEN	Management	Split	Split
7.	ELECTION OF DIRECTOR: DR. HANS-PETER KOHLHAMMER	Management	Split	Split
8.	ELECTION OF DIRECTOR: YURI MUSATOV	Management	Split	Split
9.	ELECTION OF DIRECTOR: LEONID NOVOSELSKY	Management	Split	Split
10.	ELECTION OF DIRECTOR: ALEXEY REZNIKOVICH	Management	Split	Split
11.	ELECTION OF DIRECTOR: OLE BJORN SJULSTAD	Management	Split	Split
12.	ELECTION OF DIRECTOR: MORTEN KARLSEN SORBY	Management	Split	Split
13.	ELECTION OF DIRECTOR: SERGEI TESLIUK	Management	Split	Split
14.	ELECTION OF DIRECTOR: TORBJORN WIST	Management	Split	Split

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

- |     |   |            |     |     |
|-----|---|------------|-----|-----|
| 15. | TO RE-APPOINT ERNST & YOUNG ACCOUNTANTS LLP AS AUDITOR AND TO AUTHORISE THE SUPERVISORY BOARD TO DETERMINE ITS REMUNERATION.  | Management | For | For |
| 16. | THAT THE 50,000,000 AUTHORIZED BUT UNISSUED ORDINARY SHARES OF PAR VALUE US\$0.001 EACH BE CANCELLED AND THE COMPANY'S AUTHORIZED SHARE CAPITAL BE REDUCED BY US\$50,000 ACCORDINGLY. | Management | For | For |

SUNRISE SENIOR LIVING, INC.

SECURITY	86768K106	MEETING TYPE	Special
TICKER SYMBOL	SRZ	MEETING DATE	07-Jan-2013
ISIN	US86768K1060	AGENDA	933717348 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 21, 2012, BY AND AMONG SUNRISE SENIOR LIVING, INC. ("SUNRISE"), HEALTH CARE REIT, INC., BREWER HOLDCO, INC., BREWER HOLDCO SUB, INC. AND RED FOX, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
2.	TO APPROVE AN ADVISORY, NONBINDING VOTE REGARDING THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO SUNRISE NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER.	Management	Abstain	Again
3.	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE SUNRISE BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Management	For	For

WALGREEN CO.

SECURITY	931422109	MEETING TYPE	Annual
TICKER SYMBOL	WAG	MEETING DATE	09-Jan-2013
ISIN	US9314221097	AGENDA	933713465 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: JANICE M. BABIAK	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1B.	ELECTION OF DIRECTOR: DAVID J. BRAILER	Management	For	For
1C.	ELECTION OF DIRECTOR: STEVEN A. DAVIS	Management	For	For
1D.	ELECTION OF DIRECTOR: WILLIAM C. FOOTE	Management	For	For
1E.	ELECTION OF DIRECTOR: MARK P. FRISSORA	Management	For	For
1F.	ELECTION OF DIRECTOR: GINGER L. GRAHAM	Management	For	For
1G.	ELECTION OF DIRECTOR: ALAN G. MCNALLY	Management	For	For
1H.	ELECTION OF DIRECTOR: DOMINIC P. MURPHY	Management	For	For
1I.	ELECTION OF DIRECTOR: STEFANO PESSINA	Management	For	For
1J.	ELECTION OF DIRECTOR: NANCY M. SCHLICHTING	Management	For	For
1K.	ELECTION OF DIRECTOR: ALEJANDRO SILVA	Management	For	For
1L.	ELECTION OF DIRECTOR: JAMES A. SKINNER	Management	For	For
1M.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
3.	APPROVAL OF THE WALGREEN CO. 2013 OMNIBUS INCENTIVE PLAN.	Management	Against	Again
4.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS WALGREEN CO.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
5.	SHAREHOLDER PROPOSAL ON A POLICY REGARDING ACCELERATED VESTING OF EQUITY AWARDS OF SENIOR EXECUTIVES UPON A CHANGE IN CONTROL.	Shareholder	Against	For

JOHNSON CONTROLS, INC.

SECURITY	478366107	MEETING TYPE	Annual
TICKER SYMBOL	JCI	MEETING DATE	23-Jan-2013
ISIN	US4783661071	AGENDA	933717639 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 DAVID P. ABNEY		For	For
	2 JULIE L. BUSHMAN		For	For
	3 EUGENIO CLARIOND		For	For
	4 JEFFREY A. JOERRES		For	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2013.	Management	For	For
3.	APPROVE THE PROPOSED RESTATEMENT OF THE RESTATED ARTICLES OF INCORPORATION.	Management	For	For
4.	APPROVE THE JOHNSON CONTROLS, INC. 2012 OMNIBUS INCENTIVE PLAN.	Management	For	For
5.	APPROVE ON AN ADVISORY BASIS NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
6.	CONSIDER A SHAREHOLDER PROPOSAL FOR AN INDEPENDENT CHAIR OF THE BOARD OF DIRECTORS.	Shareholder	Against	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	ACQUISITION SUB INC. WILL MERGE WITH AND INTO RALCORP HOLDINGS, INC. TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO RALCORP HOLDINGS, INC.'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER OF PHOENIX ACQUISITION SUB INC. WITH AND INTO RALCORP HOLDINGS, INC.	Management	Abstain	Against
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF TO APPROVE PROPOSAL 1.	Management	For	For

SALLY BEAUTY HOLDINGS, INC.

SECURITY 79546E104 MEETING TYPE Annual  
 TICKER SYMBOL SBH MEETING DATE 30-Jan-2013  
 ISIN US79546E1047 AGENDA 933717944 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR 1 CHRISTIAN A. BRICKMAN 2 MARSHALL E. EISENBERG 3 JOHN A. MILLER	Management	For	For
2.	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2013.	Management	For	For
3.	STOCKHOLDER PROPOSAL BY THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD TO REPEAL CLASSIFIED BOARD.	Shareholder	Against	For

ASHLAND INC.

SECURITY 044209104 MEETING TYPE Annual  
 TICKER SYMBOL ASH MEETING DATE 31-Jan-2013  
 ISIN US0442091049 AGENDA 933716853 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.1	ELECTION OF CLASS III DIRECTOR: BRENDAN M. CUMMINS	Management	For	For
1.2	ELECTION OF CLASS III DIRECTOR: MARK C. ROHR	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.3	ELECTION OF CLASS III DIRECTOR: JANICE J. TEAL	Management	For	For
1.4	ELECTION OF CLASS III DIRECTOR: MICHAEL J. WARD	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2013.	Management	For	For
3.	APPROVAL OF AN AMENDMENT TO THE 2011 ASHLAND INC. INCENTIVE PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 2,000,000 SHARES AND TO MAKE CERTAIN OTHER AMENDMENTS INCLUDED THEREIN.	Management	For	For
4.	A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION PAID TO ASHLAND'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION.	Management	Abstain	Against
5.	SHAREHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS TAKE ACTION TO DECLASSIFY THE BOARD.	Shareholder	Against	For

THE LACLEDE GROUP, INC.

SECURITY 505597104 MEETING TYPE Annual  
 TICKER SYMBOL LG MEETING DATE 31-Jan-2013  
 ISIN US5055971049 AGENDA 933718883 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 BRENDA D. NEWBERRY 2 SUZANNE SITHERWOOD 3 MARY ANN VAN LOKEREN	Management	For	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2013.	Management	For	For

ROCHESTER MEDICAL CORPORATION

SECURITY 771497104 MEETING TYPE Annual  
 TICKER SYMBOL ROCM MEETING DATE 31-Jan-2013  
 ISIN US7714971048 AGENDA 933723757 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	DIRECTOR	Management		
	1 DARNELL L. BOEHM		For	For
	2 ANTHONY J. CONWAY		For	For
	3 DAVID A. JONAS		For	For
	4 PETER H. SHEPARD		For	For
	5 RICHARD W. KRAMP		For	For
2.	RATIFICATION OF SELECTION OF GRANT THORNTON LLP AS INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2013.	Management	For	For
3.	ADVISORY APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Again

EMERSON ELECTRIC CO.

SECURITY 291011104 MEETING TYPE Annual  
TICKER SYMBOL EMR MEETING DATE 05-Feb-2013  
ISIN US2910111044 AGENDA 933717261 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 C.A.H. BOERSIG*		For	For
	2 J.B. BOLTEN*		For	For
	3 M.S. LEVATICH*		For	For
	4 R.L. STEPHENSON*		For	For
	5 A.A. BUSCH III#		For	For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
4.	APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For	For
5.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shareholder	Against	For

ROCKWELL AUTOMATION, INC.

SECURITY 773903109 MEETING TYPE Annual  
TICKER SYMBOL ROK MEETING DATE 05-Feb-2013  
ISIN US7739031091 AGENDA 933720167 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
A.	DIRECTOR	Management		
	1 BARRY C. JOHNSON		For	For
	2 W.T. MCCORMICK, JR.		For	For
	3 KEITH D. NOSBUSCH		For	For
B.	TO APPROVE THE SELECTION OF DELOITTE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

& TOUCHE LLP AS THE CORPORATION'S  
 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  
 C. TO APPROVE, ON AN ADVISORY BASIS, THE Management Abstain Again  
 COMPENSATION OF THE CORPORATION'S  
 NAMED EXECUTIVE OFFICERS.

### INGLES MARKETS, INCORPORATED

SECURITY 457030104 MEETING TYPE Annual  
 TICKER SYMBOL IMKTA MEETING DATE 12-Feb-2013  
 ISIN US4570301048 AGENDA 933722010 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 FRED D. AYERS		For	For
	2 JOHN O. POLLARD		For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 28, 2013.	Management	For	For
3.	STOCKHOLDER PROPOSAL CONCERNING EQUAL SHAREHOLDER VOTING.	Shareholder	Against	For

### NAVISTAR INTERNATIONAL CORPORATION

SECURITY 63934E108 MEETING TYPE Annual  
 TICKER SYMBOL NAV MEETING DATE 19-Feb-2013  
 ISIN US63934E1082 AGENDA 933726830 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 JOHN C. POPE		For	For
	2 VINCENT J. INTRIERI		For	For
	3 MICHAEL N. HAMMES		For	For
	4 MARK H. RACHESKY		For	For
	5 SAMUEL J. MERKSAMER		For	For
	6 GENERAL S.A. MCCHRYSTAL		For	For
2.	VOTE TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	APPROVE THE NAVISTAR INTERNATIONAL CORPORATION 2013 PERFORMANCE INCENTIVE PLAN.	Management	For	For

### WYNN RESORTS, LIMITED

SECURITY 983134107 MEETING TYPE Special  
 TICKER SYMBOL WYNN MEETING DATE 22-Feb-2013

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ISIN US9831341071 AGENDA 933724622 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO REMOVE MR. KAZUO OKADA AS A DIRECTOR OF THE COMPANY.	Management	For	For
2.	TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE BOARD OR THE EXECUTIVE COMMITTEE OF THE BOARD, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE REMOVAL PROPOSAL IF THERE ARE INSUFFICIENT PROXIES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE THE REMOVAL PROPOSAL.	Management	For	For

WYNN RESORTS, LIMITED

SECURITY 983134107 MEETING TYPE Special  
 TICKER SYMBOL WYNN MEETING DATE 22-Feb-2013  
 ISIN US9831341071 AGENDA 933727224 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO REMOVE MR. KAZUO OKADA AS A DIRECTOR OF THE COMPANY.	Management	For	For
2.	TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE BOARD OR THE EXECUTIVE COMMITTEE OF THE BOARD, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE REMOVAL PROPOSAL IF THERE ARE INSUFFICIENT PROXIES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE THE REMOVAL PROPOSAL.	Management	For	For

APPLE INC.

SECURITY 037833100 MEETING TYPE Annual  
 TICKER SYMBOL AAPL MEETING DATE 27-Feb-2013  
 ISIN US0378331005 AGENDA 933725042 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 WILLIAM CAMPBELL		For	For
	2 TIMOTHY COOK		For	For
	3 MILLARD DREXLER		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4	AL GORE		For	For
5	ROBERT IGER		For	For
6	ANDREA JUNG		For	For
7	ARTHUR LEVINSON		For	For
8	RONALD SUGAR		For	For
2.	AMENDMENT OF APPLE'S RESTATED ARTICLES OF INCORPORATION TO (I) ELIMINATE CERTAIN LANGUAGE RELATING TO TERM OF OFFICE OF DIRECTORS IN ORDER TO FACILITATE THE ADOPTION OF MAJORITY VOTING FOR ELECTION OF DIRECTORS, (II) ELIMINATE "BLANK CHECK" PREFERRED STOCK, (III) ESTABLISH A PAR VALUE FOR COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE AND (IV) MAKE OTHER CHANGES.	Management	For	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
4.	A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
5.	A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK."	Shareholder	Against	For
6.	A SHAREHOLDER PROPOSAL ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS."	Shareholder	Against	For

DEERE & COMPANY

SECURITY 244199105 MEETING TYPE Annual  
TICKER SYMBOL DE MEETING DATE 27-Feb-2013  
ISIN US2441991054 AGENDA 933725270 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Management	For	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management	For	For
1C.	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Management	For	For
1D.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Management	For	For
1E.	ELECTION OF DIRECTOR: DIPAK C. JAIN	Management	For	For
1F.	ELECTION OF DIRECTOR: CLAYTON M. JONES	Management	For	For
1G.	ELECTION OF DIRECTOR: JOACHIM MILBERG	Management	For	For
1H.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Management	For	For
1I.	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Management	For	For
1J.	ELECTION OF DIRECTOR: AULANA L. PETERS	Management	For	For
1K.	ELECTION OF DIRECTOR: SHERRY M. SMITH	Management	For	For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	RE-APPROVAL OF THE JOHN DEERE MID-TERM INCENTIVE PLAN.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. Management For For

CABLE & WIRELESS COMMUNICATIONS PLC, LONDON

SECURITY G1839G102 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL GB00B5KKT968 MEETING DATE 28-Feb-2013  
 ISIN AGENDA 704255581 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	That the disposal by the Company of its 51% shareholding in Companhia de Telecomunicacoes de Macau S.A.R.L. (the "Disposal"), as described in the circular to shareholders dated 31 January 2013 of which this notice forms part (the "Circular") as a Class 1 transaction on the terms and subject to the conditions of a disposal agreement dated 13 January 2013 between Sable Holding Limited and CITIC Telecom International Holdings Limited is hereby approved for the purposes of Chapter 10 of the Listing Rules of the Financial Services Authority and that each and any of the directors of the Company be and are hereby authorised to conclude and implement the Disposal in accordance with such terms and conditions and to make such non-material modifications, variations, waivers and extensions of any of the terms of the Disposal and of CONTD any documents and arrangements connected with the Disposal as he thinks-necessary or desirable	Management	For	For
CONT		Non-Voting		

AMERISOURCEBERGEN CORPORATION

SECURITY 03073E105 MEETING TYPE Annual  
 TICKER SYMBOL ABC MEETING DATE 28-Feb-2013  
 ISIN US03073E1055 AGENDA 933725890 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: STEVEN H. COLLIS	Management	For	For
1.2	ELECTION OF DIRECTOR: DOUGLAS R. CONANT	Management	For	For
1.3	ELECTION OF DIRECTOR: RICHARD W. GOCHNAUER	Management	For	For
1.4	ELECTION OF DIRECTOR: RICHARD C. GOZON	Management	For	For
1.5	ELECTION OF DIRECTOR: EDWARD E. HAGENLOCKER	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.6	ELECTION OF DIRECTOR: KATHLEEN W. HYLE	Management	For	For
1.7	ELECTION OF DIRECTOR: MICHAEL J. LONG	Management	For	For
1.8	ELECTION OF DIRECTOR: HENRY W. MCGEE	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against

TYCO INTERNATIONAL LTD.

SECURITY	H89128104	MEETING TYPE	Annual
TICKER SYMBOL	TYC	MEETING DATE	06-Mar-2013
ISIN	CH0100383485	AGENDA	933727084 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO APPROVE THE ANNUAL REPORT, THE PARENT COMPANY FINANCIAL STATEMENTS OF TYCO INTERNATIONAL LTD AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012.	Management	For	For
2.	TO DISCHARGE THE BOARD OF DIRECTORS FROM LIABILITY FOR THE FINANCIAL YEAR ENDED SEPTEMBER 28, 2012.	Management	For	For
3.	DIRECTOR	Management		
	1 EDWARD D. BREEN		For	For
	2 MICHAEL E. DANIELS		For	For
	3 FRANK M. DRENDEL		For	For
	4 BRIAN DUPERRAULT		For	For
	5 RAJIV L. GUPTA		For	For
	6 JOHN A. KROL		For	For
	7 GEORGE OLIVER		For	For
	8 BRENDAN R. O'NEILL		For	For
	9 SANDRA S. WIJNBERG		For	For
	10 R. DAVID YOST		For	For
4A.	TO ELECT DELOITTE AG (ZURICH) AS STATUTORY AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For
4B.	TO RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING SEPTEMBER 27, 2013.	Management	For	For
4C.	TO ELECT PRICEWATERHOUSECOOPERS AG (ZURICH) AS SPECIAL AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For
5A.	APPROVE THE ALLOCATION OF FISCAL YEAR 2012 RESULTS.	Management	For	For
5B.	APPROVE THE PAYMENT OF AN ORDINARY CASH DIVIDEND IN AN AMOUNT OF UP TO \$0.64 PER SHARE OUT OF TYCO'S CAPITAL CONTRIBUTION RESERVE IN ITS STATUTORY ACCOUNTS.	Management	For	For
6.	TO CAST A NON-BINDING ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

7.	TO AMEND OUR ARTICLES OF ASSOCIATION IN ORDER TO RENEW THE AUTHORIZED SHARE CAPITAL AVAILABLE FOR NEW ISSUANCE.	Management	For	For
8.	TO APPROVE A REDUCTION IN THE REGISTERED SHARE CAPITAL.	Management	For	For

TE CONNECTIVITY LTD

SECURITY	H84989104	MEETING TYPE	Annual
TICKER SYMBOL	TEL	MEETING DATE	06-Mar-2013
ISIN	CH0102993182	AGENDA	933727868 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: PIERRE R. BRONDEAU	Management	For	For
1B.	ELECTION OF DIRECTOR: JUERGEN W. GROMER	Management	For	For
1C.	ELECTION OF DIRECTOR: WILLIAM A. JEFFREY	Management	For	For
1D.	ELECTION OF DIRECTOR: THOMAS J. LYNCH	Management	For	For
1E.	ELECTION OF DIRECTOR: YONG NAM	Management	For	For
1F.	ELECTION OF DIRECTOR: DANIEL J. PHELAN	Management	For	For
1G.	ELECTION OF DIRECTOR: FREDERIC M. POSES	Management	For	For
1H.	ELECTION OF DIRECTOR: LAWRENCE S. SMITH	Management	For	For
1I.	ELECTION OF DIRECTOR: PAULA A. SNEED	Management	For	For
1J.	ELECTION OF DIRECTOR: DAVID P. STEINER	Management	For	For
1K.	ELECTION OF DIRECTOR: JOHN C. VAN SCOTER	Management	For	For
2.1	TO APPROVE THE 2012 ANNUAL REPORT OF TE CONNECTIVITY LTD. (EXCLUDING THE STATUTORY FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012 AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012)	Management	For	For
2.2	TO APPROVE THE STATUTORY FINANCIAL STATEMENTS OF TE CONNECTIVITY LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012	Management	For	For
2.3	TO APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS OF TE CONNECTIVITY LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012	Management	For	For
3.	TO RELEASE THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS OF TE CONNECTIVITY FOR ACTIVITIES DURING THE FISCAL YEAR ENDED SEPTEMBER 28, 2012	Management	For	For
4.1	TO ELECT DELOITTE & TOUCHE LLP AS TE CONNECTIVITY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013	Management	For	For
4.2	TO ELECT DELOITTE AG, ZURICH, SWITZERLAND, AS TE CONNECTIVITY'S SWISS REGISTERED AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TE CONNECTIVITY	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.3	TO ELECT PRICEWATERHOUSECOOPERS, AG, ZURICH, SWITZERLAND, AS TE CONNECTIVITY'S SPECIAL AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TE CONNECTIVITY	Management	For	For
5.	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Again
6.	TO APPROVE A DIVIDEND PAYMENT TO SHAREHOLDERS IN A SWISS FRANC AMOUNT EQUAL TO US\$1.00 PER ISSUED SHARE TO BE PAID IN FOUR EQUAL QUARTERLY INSTALLMENTS OF US\$0.25 STARTING WITH THE THIRD FISCAL QUARTER OF 2013 AND ENDING IN THE SECOND FISCAL QUARTER OF 2014 PURSUANT TO THE TERMS OF THE DIVIDEND RESOLUTION	Management	For	For
7.	TO APPROVE THE RENEWAL OF AUTHORIZED CAPITAL AND RELATED AMENDMENT TO THE ARTICLES OF ASSOCIATION	Management	For	For
8.	TO APPROVE A REDUCTION OF SHARE CAPITAL FOR SHARES ACQUIRED UNDER TE CONNECTIVITY'S SHARE REPURCHASE PROGRAM AND RELATED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	Management	For	For
9.	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE ANNUAL GENERAL MEETING	Management	For	For

TE CONNECTIVITY LTD

SECURITY	H84989104	MEETING TYPE	Annual
TICKER SYMBOL	TEL	MEETING DATE	06-Mar-2013
ISIN	CH0102993182	AGENDA	933735738 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: PIERRE R. BRONDEAU	Management	For	For
1B.	ELECTION OF DIRECTOR: JUERGEN W. GROMER	Management	For	For
1C.	ELECTION OF DIRECTOR: WILLIAM A. JEFFREY	Management	For	For
1D.	ELECTION OF DIRECTOR: THOMAS J. LYNCH	Management	For	For
1E.	ELECTION OF DIRECTOR: YONG NAM	Management	For	For
1F.	ELECTION OF DIRECTOR: DANIEL J. PHELAN	Management	For	For
1G.	ELECTION OF DIRECTOR: FREDERIC M. POSES	Management	For	For
1H.	ELECTION OF DIRECTOR: LAWRENCE S. SMITH	Management	For	For
1I.	ELECTION OF DIRECTOR: PAULA A. SNEED	Management	For	For
1J.	ELECTION OF DIRECTOR: DAVID P. STEINER	Management	For	For
1K.	ELECTION OF DIRECTOR: JOHN C. VAN SCOTER	Management	For	For
2.1	TO APPROVE THE 2012 ANNUAL REPORT OF TE CONNECTIVITY LTD. (EXCLUDING THE STATUTORY FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012 AND THE CONSOLIDATED FINANCIAL	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012)			
2.2	TO APPROVE THE STATUTORY FINANCIAL STATEMENTS OF TE CONNECTIVITY LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012	Management	For	For
2.3	TO APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS OF TE CONNECTIVITY LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 2012	Management	For	For
3.	TO RELEASE THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS OF TE CONNECTIVITY FOR ACTIVITIES DURING THE FISCAL YEAR ENDED SEPTEMBER 28, 2012	Management	For	For
4.1	TO ELECT DELOITTE & TOUCHE LLP AS TE CONNECTIVITY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013	Management	For	For
4.2	TO ELECT DELOITTE AG, ZURICH, SWITZERLAND, AS TE CONNECTIVITY'S SWISS REGISTERED AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TE CONNECTIVITY	Management	For	For
4.3	TO ELECT PRICEWATERHOUSECOOPERS, AG, ZURICH, SWITZERLAND, AS TE CONNECTIVITY'S SPECIAL AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TE CONNECTIVITY	Management	For	For
5.	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Again
6.	TO APPROVE A DIVIDEND PAYMENT TO SHAREHOLDERS IN A SWISS FRANC AMOUNT EQUAL TO US\$1.00 PER ISSUED SHARE TO BE PAID IN FOUR EQUAL QUARTERLY INSTALLMENTS OF US\$0.25 STARTING WITH THE THIRD FISCAL QUARTER OF 2013 AND ENDING IN THE SECOND FISCAL QUARTER OF 2014 PURSUANT TO THE TERMS OF THE DIVIDEND RESOLUTION	Management	For	For
7.	TO APPROVE THE RENEWAL OF AUTHORIZED CAPITAL AND RELATED AMENDMENT TO THE ARTICLES OF ASSOCIATION	Management	For	For
8.	TO APPROVE A REDUCTION OF SHARE CAPITAL FOR SHARES ACQUIRED UNDER TE CONNECTIVITY'S SHARE REPURCHASE PROGRAM AND RELATED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	Management	For	For
9.	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE ANNUAL GENERAL MEETING	Management	For	For

NATIONAL FUEL GAS COMPANY

SECURITY	636180101	MEETING TYPE	Annual
TICKER SYMBOL	NFG	MEETING DATE	07-Mar-2013
ISIN	US6361801011	AGENDA	933726498 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1	DAVID C. CARROLL		Withheld	Again
2	CRAIG G. MATTHEWS		Withheld	Again
3	DAVID F. SMITH		Withheld	Again
2.	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Management	Abstain	Again

THE ADT CORPORATION

SECURITY 00101J106 MEETING TYPE Annual  
TICKER SYMBOL ADT MEETING DATE 14-Mar-2013  
ISIN US00101J1060 AGENDA 933729432 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
1	THOMAS COLLIGAN		For	For
2	TIMOTHY DONAHUE		For	For
3	ROBERT DUTKOWSKY		For	For
4	BRUCE GORDON		For	For
5	NAREN GURSAHANEY		For	For
6	BRIDGETTE HELLER		For	For
7	KATHLEEN HYLE		For	For
8	KEITH MEISTER		For	For
9	DINESH PALIWAL		For	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ADT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2013.	Management	For	For
3.	TO APPROVE, BY NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4.	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF NAMED EXECUTIVE OFFICER COMPENSATION VOTES.	Management	Abstain	Again

WHOLE FOODS MARKET, INC.

SECURITY 966837106 MEETING TYPE Annual  
TICKER SYMBOL WFM MEETING DATE 15-Mar-2013  
ISIN US9668371068 AGENDA 933728923 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
1	DR. JOHN ELSTROTT		For	For
2	GABRIELLE GREENE		For	For
3	SHAHID (HASS) HASSAN		For	For
4	STEPHANIE KUGELMAN		For	For
5	JOHN MACKEY		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

6	WALTER ROBB		For	For
7	JONATHAN SEIFFER		For	For
8	MORRIS (MO) SIEGEL		For	For
9	JONATHAN SOKOLOFF		For	For
10	DR. RALPH SORENSON		For	For
11	W. (KIP) TINDELL, III		For	For
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE COMPANY FOR THE FISCAL YEAR ENDING SEPTEMBER 29, 2013.	Management	For	For
3.	TO CONDUCT AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	TO RATIFY THE AMENDMENT OF THE COMPANY'S 2009 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE PURSUANT TO SUCH PLAN BY AN ADDITIONAL 14.5 MILLION SHARES AND INCREASE THE NUMBER OF SHARES BY WHICH THE PLAN POOL IS REDUCED FOR EACH FULL VALUE AWARD FROM 2 TO 2.25.	Management	Against	Again
5.	SHAREHOLDER PROPOSAL REGARDING EXTENDED PRODUCER RESPONSIBILITY FOR POST-CONSUMER PRODUCT PACKAGING.	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL TO REQUIRE THE COMPANY TO HAVE, WHENEVER POSSIBLE, AN INDEPENDENT CHAIRMAN OF THE BOARD WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF THE COMPANY.	Shareholder	Against	For

INTERMEC, INC.

SECURITY 458786100 MEETING TYPE Special  
TICKER SYMBOL IN MEETING DATE 19-Mar-2013  
ISIN US4587861000 AGENDA 933734762 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 9, 2012 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG INTERMEC, INC., HONEYWELL INTERNATIONAL INC., AND HAWKEYE MERGER SUB CORP., A WHOLLY OWNED SUBSIDIARY OF HONEYWELL INTERNATIONAL INC.	Management	For	For
2.	TO CONSIDER AND VOTE UPON ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF DETERMINED NECESSARY BY INTERMEC, INC., TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

MEETING TO ADOPT THE MERGER AGREEMENT.

3.	TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY INTERMEC, INC. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	For	For
----	---	------------	-----	-----

COVIDIEN PLC

SECURITY	G2554F113	MEETING TYPE	Annual
TICKER SYMBOL	COV	MEETING DATE	20-Mar-2013
ISIN	IE00B68SQD29	AGENDA	933727779 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A)	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Management	For	For
1B)	ELECTION OF DIRECTOR: JOY A. AMUNDSON	Management	For	For
1C)	ELECTION OF DIRECTOR: CRAIG ARNOLD	Management	For	For
1D)	ELECTION OF DIRECTOR: ROBERT H. BRUST	Management	For	For
1E)	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Management	For	For
1F)	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Management	For	For
1G)	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Management	For	For
1H)	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Management	For	For
1I)	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For	For
1J)	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Management	For	For
2	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Management	For	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
4	APPROVE THE AMENDED AND RESTATED COVIDIEN STOCK AND INCENTIVE PLAN.	Management	Against	Again
5	AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Management	For	For
S6	AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.	Management	For	For
S7	AMEND ARTICLES OF ASSOCIATION TO EXPAND THE AUTHORITY TO EXECUTE INSTRUMENTS OF TRANSFER.	Management	For	For
8	ADVISORY VOTE ON THE CREATION OF MALLINCKRODT DISTRIBUTABLE RESERVES.	Management	For	For

EDISON SPA, MILANO

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY T3552V114 MEETING TYPE MIX  
 TICKER SYMBOL IT0003152417 MEETING DATE 22-Mar-2013  
 ISIN IT0003152417 AGENDA 704266940 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 23 MAR 2013. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL-REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting		
E.1	Amendment of Arts. 9, 10, 11, 13, 14, 17, 18, 21, 22 and 27 of the statute	Management	For	For
E.2	Not reconstitution of the reserve used to cover operating loss of corporate year 2011	Management	For	For
O.3	Financial statements at 31/12/2012	Management	For	For
O.4	Destination of profits	Management	For	For
O.5	Report concerning remuneration policies	Management	For	For
O.6	Determination of number of directors	Management	For	For
O.7	Appointment of the board of directors: List presented by Transalpina Energia: 1. Beatrice Bigois, 2. Paolo Di Benedetto, 3. Philippe Esper, 4. Gian Maria Gros-Pietro, 5. Pierre Lederer, 6. Denis Lepee, 7. Bruno Lescoeur, 8. Jorge Mora, 9. Thomas Piquemal, 10. Henri Proglgio, 11. Nathalie Tocci, 12. Nicole Verdier-Naves	Management	For	For
O.8	Appointment of the chairman of the board of directors	Management	For	For
O.9	Determination of the term of an office of directors	Management	For	For
O.10	Determination of emolument of the board of directors	Management	For	For
O.11	Integration of the board of Auditors	Management	For	For
CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE-URL LINK:- <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_153921.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_153921.PDF</a>	Non-Voting		
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF LIST OF CANDIDATE NAMES.-IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

IBERDROLA SA

SECURITY 450737101 MEETING TYPE Annual  
 TICKER SYMBOL IBDY MEETING DATE 22-Mar-2013  
 ISIN US4507371015 AGENDA 933738025 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
2.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
3.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
4.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
5.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
6A.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
6B.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
7.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
8.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
9A.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
9B.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
10.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
11.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
12.	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For

SULZER AG, WINTERTHUR

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	H83580284	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	27-Mar-2013
ISIN	CH0038388911	AGENDA	704291246 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, -SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting		
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING-152248, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting		
1.1	Annual report, annual accounts and consolidated financial statements 2012 reports of the company's auditors the board of directors proposes that the annual report, the annual accounts and the consolidated financial statements 2012 be approved	Management	No Action	
1.2	Advisory vote on the compensation report 2012 the board of directors proposes to approve the compensation report 2012 according to pages 62, 68 of the annual report	Management	No Action	
2	Appropriation of net profits the board of directors proposes to distribute the total balance of CHF 363,230,184, comprising the net profits for the year 2012 of CHF 349,300,000 and retained profits of CHF 13,930,184, as follows dividend payment CHF 109,639,584 allocation to free reserves CHF 240,000,000 carried forward to new account CHF 13,590,600 if this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35) will amount to CHF 3.20 per share. Dividends will be paid out on April 5, 2013. Any shares held by Sulzer Ltd and its subsidiaries on the dividend payment date shall not be eligible to dividends	Management	No Action	
3	Discharge the board of directors proposes that discharge be granted to its members and the corporate executive management for the business year 2012	Management	No Action	



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.1.1	To re-elect Messrs. Thomas Glanzmann for a further one-year term of office	Management	No Action
4.1.2	To re-elect Vladimir V. Kuznetsov for a further one-year term of office	Management	No Action
4.1.3	To re-elect Mrs. Jill Lee for a further one-year term of office	Management	No Action
4.1.4	To re-elect Messrs. Marco Musetti for a further one-year term of office	Management	No Action
4.1.5	To re-elect Luciano Respini for a further one-year term of office	Management	No Action
4.1.6	To re-elect Klaus Sturany for a further one-year term of office	Management	No Action
4.2	Election of one new member, the board of directors proposes to elect Mr. Manfred Wennemer for a one-year term as new member to the board	Management	No Action
5	Election of auditors, the board of directors proposes to elect KPMG Ltd for a one-year term as auditors for the designated legal duties	Management	No Action
6	Ad Hoc	Management	No Action
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RESOLUTION TEXT. IF YOU H-AVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YO-U DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

KOREA ELECTRIC POWER CORPORATION

SECURITY 500631106 MEETING TYPE Annual  
TICKER SYMBOL KEP MEETING DATE 29-Mar-2013  
ISIN US5006311063 AGENDA 933758279 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	APPROVAL OF FINANCIAL STATEMENTS FOR THE 52ND FISCAL YEAR	Management	For	
2.	APPROVAL OF CEILING AMOUNT OF THE REMUNERATION FOR DIRECTORS	Management	For	

HANESBRANDS INC.

SECURITY 410345102 MEETING TYPE Annual  
TICKER SYMBOL HBI MEETING DATE 03-Apr-2013  
ISIN US4103451021 AGENDA 933734685 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 LEE A. CHADEN		For	For
	2 BOBBY J. GRIFFIN		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3	JAMES C. JOHNSON		For	For
4	JESSICA T. MATHEWS		For	For
5	J. PATRICK MULCAHY		For	For
6	RONALD L. NELSON		For	For
7	RICHARD A. NOLL		For	For
8	ANDREW J. SCHINDLER		For	For
9	ANN E. ZIEGLER		For	For
2.	TO APPROVE THE AMENDED AND RESTATED HANESBRANDS INC. OMNIBUS INCENTIVE PLAN	Management	Against	Against
3.	TO APPROVE, BY A NON-BINDING, ADVISORY VOTE, EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING	Management	Abstain	Against
4.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR HANESBRANDS' 2013 FISCAL YEAR	Management	For	For

THE BANK OF NEW YORK MELLON CORPORATION

SECURITY 064058100 MEETING TYPE Annual  
TICKER SYMBOL BK MEETING DATE 09-Apr-2013  
ISIN US0640581007 AGENDA 933746262 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: RUTH E. BRUCH	Management	For	For
1B.	ELECTION OF DIRECTOR: NICHOLAS M. DONOFRIO	Management	For	For
1C.	ELECTION OF DIRECTOR: GERALD L. HASSELL	Management	For	For
1D.	ELECTION OF DIRECTOR: EDMUND F. KELLY	Management	For	For
1E.	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Management	For	For
1F.	ELECTION OF DIRECTOR: MICHAEL J. KOWALSKI	Management	For	For
1G.	ELECTION OF DIRECTOR: JOHN A. LUKE, JR.	Management	For	For
1H.	ELECTION OF DIRECTOR: MARK A. NORDENBERG	Management	For	For
1I.	ELECTION OF DIRECTOR: CATHERINE A. REIN	Management	For	For
1J.	ELECTION OF DIRECTOR: WILLIAM C. RICHARDSON	Management	For	For
1K.	ELECTION OF DIRECTOR: SAMUEL C. SCOTT III	Management	For	For
1L.	ELECTION OF DIRECTOR: WESLEY W. VON SCHACK	Management	For	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	RATIFICATION OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2013.	Management	For	For

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 806857108 MEETING TYPE Annual  
 TICKER SYMBOL SLB MEETING DATE 10-Apr-2013  
 ISIN AN8068571086 AGENDA 933739382 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Management	For	For
1B.	ELECTION OF DIRECTOR: TONY ISAAC	Management	For	For
1C.	ELECTION OF DIRECTOR: K. VAMAN KAMATH	Management	For	For
1D.	ELECTION OF DIRECTOR: PAAL KIBSGAARD	Management	For	For
1E.	ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV	Management	For	For
1F.	ELECTION OF DIRECTOR: ADRIAN LAJOUS	Management	For	For
1G.	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Management	For	For
1H.	ELECTION OF DIRECTOR: LUBNA S. OLAYAN	Management	For	For
1I.	ELECTION OF DIRECTOR: L. RAFAEL REIF	Management	For	For
1J.	ELECTION OF DIRECTOR: TORE I. SANDVOLD	Management	For	For
1K.	ELECTION OF DIRECTOR: HENRI SEYDOUX	Management	For	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	TO APPROVE THE COMPANY'S 2012 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS.	Management	For	For
4.	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
5.	TO APPROVE THE ADOPTION OF THE 2013 SCHLUMBERGER OMNIBUS INCENTIVE PLAN.	Management	For	For
6.	TO APPROVE THE ADOPTION OF AN AMENDMENT AND RESTATEMENT OF THE SCHLUMBERGER DISCOUNT STOCK PURCHASE PLAN.	Management	For	For

NESTLE SA, CHAM UND VEVEY

SECURITY H57312649 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL MEETING DATE 11-Apr-2013  
 ISIN CH0038863350 AGENDA 704321532 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, -SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHAR-	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	ES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.		
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING-151749, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	
1.1	Approval of the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2012	Management	No Action
1.2	Acceptance of the Compensation Report 2012 (advisory vote)	Management	No Action
2	Release of the members of the Board of Directors and of the Management	Management	No Action
3	Appropriation of profits resulting from the balance sheet of Nestle S.A. (proposed dividend) for the financial year 2012	Management	No Action
4.1.1	Re-elections to the Board of Directors: Mr. Peter Brabeck-Letmathe	Management	No Action
4.1.2	Re-elections to the Board of Directors: Mr. Steven G. Hoch	Management	No Action
4.1.3	Re-elections to the Board of Directors: Ms. Titia de Lange	Management	No Action
4.1.4	Re-elections to the Board of Directors: Mr. Jean-Pierre Roth	Management	No Action
4.2	Election to the Board of Directors Ms. Eva Cheng	Management	No Action
4.3	Re-election of the statutory auditors KPMG SA, Geneva branch	Management	No Action
CMMT	IN THE EVENT OF A NEW OR MODIFIED PROPOSAL BY A SHAREHOLDER DURING THE GENERAL-MEETING, I INSTRUCT THE INDEPENDENT REPRESENTATIVE TO VOTE ACCORDING TO THE FOLLOWING INSTRUCTION: 1 OPTION EITHER 5.A, 5.B OR 5.C NEED TO BE INSTRUCTED (WITH YES) TO SHOW, WHICH VOTING OPTION INVESTOR CHOSE IN THE EVENT OF NEW OR MODIFIED PROPOSALS	Non-Voting	
5.A	MANAGEMENT RECOMMENDS A FOR VOTE ON THIS PROPOSAL: Vote in accordance with the proposal of the Board of Directors	Shareholder	No Action
5.B	Vote against the proposal of the Board of Directors	Shareholder	No Action
5.C	Abstain	Shareholder	No Action

BP P.L.C.

SECURITY	055622104	MEETING TYPE	Annual
TICKER SYMBOL	BP	MEETING DATE	11-Apr-2013
ISIN	US0556221044	AGENDA	933747923 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS.	Management	For	For
2.	TO APPROVE THE DIRECTORS' REMUNERATION REPORT.	Management	For	For
3.	TO RE-ELECT MR. R W DUDLEY AS A DIRECTOR.	Management	For	For
4.	TO RE-ELECT MR. I C CONN AS A DIRECTOR.	Management	For	For
5.	TO RE-ELECT DR. B GILVARY AS A DIRECTOR.	Management	For	For
6.	TO RE-ELECT MR. P M ANDERSON AS A DIRECTOR.	Management	For	For
7.	TO RE-ELECT ADMIRAL F L BOWMAN AS A DIRECTOR.	Management	For	For
8.	TO RE-ELECT MR. A BURGMANS AS A DIRECTOR.	Management	For	For
9.	TO RE-ELECT MRS. C B CARROLL AS A DIRECTOR.	Management	For	For
10.	TO RE-ELECT MR. G DAVID AS A DIRECTOR.	Management	For	For
11.	TO RE-ELECT MR. I E L DAVIS AS A DIRECTOR.	Management	For	For
12.	TO RE-ELECT PROFESSOR DAME ANN DOWLING AS A DIRECTOR.	Management	For	For
13.	TO RE-ELECT MR. B R NELSON AS A DIRECTOR.	Management	For	For
14.	TO RE-ELECT MR. F P NHLEKO AS A DIRECTOR.	Management	For	For
15.	TO RE-ELECT MR. A B SHILSTON AS A DIRECTOR.	Management	For	For
16.	TO RE-ELECT MR. C-H SVANBERG AS A DIRECTOR.	Management	For	For
17.	TO REAPPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION.	Management	For	For
S18	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY.	Management	For	For
19.	TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT.	Management	For	For
S20	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS.	Management	Against	Against
S21	SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS.	Management	For	For

NESTLE S.A.

SECURITY	641069406	MEETING TYPE	Annual
TICKER SYMBOL	NSRGY	MEETING DATE	11-Apr-2013
ISIN	US6410694060	AGENDA	933753154 - Management

FOR/A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1A	APPROVAL OF THE ANNUAL REPORT, THE FINANCIAL STATEMENTS OF NESTLE S.A. AND THE CONSOLIDATED FINANCIAL STATEMENTS OF THE NESTLE GROUP FOR 2012	Management	For	For
1B	ACCEPTANCE OF THE COMPENSATION REPORT 2012 (ADVISORY VOTE)	Management	For	For
2	RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT	Management	For	For
3	APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2012	Management	For	For
4A1	RE-ELECTION TO THE BOARD OF DIRECTOR: MR PETER BRABECK-LETMATHE	Management	For	For
4A2	RE-ELECTION TO THE BOARD OF DIRECTOR: MR STEVEN G. HOCH	Management	For	For
4A3	RE-ELECTION TO THE BOARD OF DIRECTOR: MS TITIA DE LANGE	Management	For	For
4A4	RE-ELECTION TO THE BOARD OF DIRECTOR: MR JEAN-PIERRE ROTH	Management	For	For
4B	ELECTION TO THE BOARD OF DIRECTORS: MS EVA CHENG	Management	For	For
4C	RE-ELECTION OF THE STATUTORY AUDITORS: KPMG SA, GENEVA BRANCH	Management	For	For
5	IN THE EVENT OF A NEW OR MODIFIED PROPOSAL BY A SHAREHOLDER DURING THE GENERAL MEETING, I INSTRUCT THE INDEPENDENT REPRESENTATIVE TO VOTE ACCORDING TO THE FOLLOWING INSTRUCTION: "FOR" = VOTE IN ACCORDANCE WITH THE PROPOSAL OF THE BOARD OF DIRECTORS "AGAINST" = VOTE AGAINST THE PROPOSAL OF THE BOARD OF DIRECTORS "ABSTAIN" = ABSTAIN	Management	For	For
6	MARK THE BOX AT THE RIGHT IF YOU WISH TO GIVE A PROXY TO THE INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMANN (AS FURTHER DISCUSSED IN THE COMPANY'S INVITATION)	Management	For	For

BP P.L.C.

SECURITY 055622104 MEETING TYPE Annual  
TICKER SYMBOL BP MEETING DATE 11-Apr-2013  
ISIN US0556221044 AGENDA 933773954 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS.	Management	For	For
2.	TO APPROVE THE DIRECTORS' REMUNERATION REPORT.	Management	For	For
3.	TO RE-ELECT MR. R W DUDLEY AS A	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	DIRECTOR.			
4.	TO RE-ELECT MR. I C CONN AS A DIRECTOR.	Management	For	For
5.	TO RE-ELECT DR. B GILVARY AS A DIRECTOR.	Management	For	For
6.	TO RE-ELECT MR. P M ANDERSON AS A DIRECTOR.	Management	For	For
7.	TO RE-ELECT ADMIRAL F L BOWMAN AS A DIRECTOR.	Management	For	For
8.	TO RE-ELECT MR. A BURGMANS AS A DIRECTOR.	Management	For	For
9.	TO RE-ELECT MRS. C B CARROLL AS A DIRECTOR.	Management	For	For
10.	TO RE-ELECT MR. G DAVID AS A DIRECTOR.	Management	For	For
11.	TO RE-ELECT MR. I E L DAVIS AS A DIRECTOR.	Management	For	For
12.	TO RE-ELECT PROFESSOR DAME ANN DOWLING AS A DIRECTOR.	Management	For	For
13.	TO RE-ELECT MR. B R NELSON AS A DIRECTOR.	Management	For	For
14.	TO RE-ELECT MR. F P NHLEKO AS A DIRECTOR.	Management	For	For
15.	TO RE-ELECT MR. A B SHILSTON AS A DIRECTOR.	Management	For	For
16.	TO RE-ELECT MR. C-H SVANBERG AS A DIRECTOR.	Management	For	For
17.	TO REAPPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION.	Management	For	For
S18	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY.	Management	For	For
19.	TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT.	Management	For	For
S20	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS.	Management	Against	Against
S21	SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS.	Management	For	For

M&T BANK CORPORATION

SECURITY 55261F104 MEETING TYPE Special  
TICKER SYMBOL MTB MEETING DATE 16-Apr-2013  
ISIN US55261F1049 AGENDA 933739178 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO APPROVE THE ISSUANCE OF M&T BANK CORPORATION COMMON STOCK TO HUDSON CITY BANCORP, INC. STOCKHOLDERS PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 27, 2012, BY AND AMONG M&T BANK CORPORATION, HUDSON CITY BANCORP, INC. AND WILMINGTON TRUST	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	CORPORATION.			
2.	TO APPROVE CERTAIN AMENDMENTS TO THE TERMS OF THE FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES A, PAR VALUE \$1.00 PER SHARE AND LIQUIDATION PREFERENCE \$1,000 PER SHARE, OF M&T BANK CORPORATION, WHICH ARE REFERRED TO AS THE SERIES A PREFERRED SHARES, INCLUDING AMENDMENTS TO THE DIVIDEND RATE AND THE REDEMPTION PROVISIONS OF THE SERIES A PREFERRED SHARES.	Management	For	For
3.	TO APPROVE CERTAIN AMENDMENTS TO THE TERMS OF THE FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES C, PAR VALUE \$1.00 PER SHARE AND LIQUIDATION PREFERENCE \$1,000 PER SHARE, OF M&T BANK CORPORATION, WHICH ARE REFERRED TO AS THE SERIES C PREFERRED SHARES, INCLUDING AMENDMENTS TO THE DIVIDEND RATE AND THE REDEMPTION PROVISIONS OF THE SERIES C PREFERRED SHARES.	Management	For	For
4.	TO APPROVE ONE OR MORE ADJOURNMENTS OF THE M&T BANK CORPORATION SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY OR APPROPRIATE, INCLUDING ADJOURNMENTS TO PERMIT FURTHER SOLICITATION OF PROXIES IN FAVOR OF THE STOCK ISSUANCE PROPOSAL, THE SERIES A PREFERRED SHARE AMENDMENT PROPOSAL OR THE SERIES C PREFERRED SHARE AMENDMENT PROPOSAL.	Management	For	For

MOODY'S CORPORATION

SECURITY 615369105 MEETING TYPE Annual  
TICKER SYMBOL MCO MEETING DATE 16-Apr-2013  
ISIN US6153691059 AGENDA 933739370 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Management	For	For
1B.	ELECTION OF DIRECTOR: DARRELL DUFFIE, PH.D.	Management	For	For
1C.	ELECTION OF DIRECTOR: RAYMOND W. MCDANIEL, JR.	Management	For	For
2.	APPROVAL OF THE AMENDED AND RESTATED 2001 MOODY'S CORPORATION KEY EMPLOYEES' STOCK INCENTIVE PLAN.	Management	Against	Again
3.	APPROVAL OF THE AMENDED AND RESTATED 1998 MOODY'S CORPORATION NON-EMPLOYEE DIRECTORS' STOCK INCENTIVE PLAN.	Management	Against	Again
4.	APPROVAL OF AMENDMENTS TO THE	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

MOODY'S CORPORATION RESTATED  
 CERTIFICATE OF INCORPORATION TO  
 DECLASSIFY THE BOARD OF DIRECTORS  
 AND PROVIDE FOR ANNUAL ELECTION OF  
 ALL DIRECTORS.

5.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2013.	Management	For	For
6.	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Management	Abstain	Against

### NORTHERN TRUST CORPORATION

SECURITY	665859104	MEETING TYPE	Annual
TICKER SYMBOL	NTRS	MEETING DATE	16-Apr-2013
ISIN	US6658591044	AGENDA	933739558 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 LINDA WALKER BYNOE		For	For
	2 NICHOLAS D. CHABRAJA		For	For
	3 SUSAN CROWN		For	For
	4 DIPAK C. JAIN		For	For
	5 ROBERT W. LANE		For	For
	6 EDWARD J. MOONEY		For	For
	7 JOSE LUIS PRADO		For	For
	8 JOHN W. ROWE		For	For
	9 MARTIN P. SLARK		For	For
	10 DAVID H.B. SMITH, JR.		For	For
	11 CHARLES A. TRIBBETT III		For	For
	12 FREDERICK H. WADDELL		For	For
2.	APPROVAL, BY AN ADVISORY VOTE, OF THE 2012 COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
4.	STOCKHOLDER PROPOSAL REGARDING ADDITIONAL DISCLOSURE OF POLITICAL AND LOBBYING CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against	For

### PUBLIC SERVICE ENTERPRISE GROUP INC.

SECURITY	744573106	MEETING TYPE	Annual
TICKER SYMBOL	PEG	MEETING DATE	16-Apr-2013
ISIN	US7445731067	AGENDA	933740195 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.	Management	For	For
1B.	ELECTION OF DIRECTOR: WILLIAM V. HICKEY	Management	For	For
1C.	ELECTION OF DIRECTOR: RALPH IZZO	Management	For	For
1D.	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Management	For	For
1E.	ELECTION OF DIRECTOR: DAVID LILLEY	Management	For	For
1F.	ELECTION OF DIRECTOR: THOMAS A. RENYI	Management	For	For
1G.	ELECTION OF DIRECTOR: HAK CHEOL SHIN	Management	For	For
1H.	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management	For	For
1I.	ELECTION OF DIRECTOR: SUSAN TOMASKY	Management	For	For
1J.	ELECTION OF DIRECTOR: ALFRED W. ZOLLAR	Management	For	For
2.	ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	APPROVAL OF AMENDMENT AND RESTATEMENT OF 2004 LONG-TERM INCENTIVE PLAN.	Management	For	For
4.	APPROVAL OF AMENDMENT AND RESTATEMENT OF EMPLOYEE STOCK PURCHASE PLAN.	Management	For	For
5.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2013.	Management	For	For
6.	STOCKHOLDER PROPOSAL ON SIMPLE MAJORITY VOTE REQUIREMENT.	Shareholder	Against	For

M&T BANK CORPORATION

SECURITY 55261F104 MEETING TYPE Annual  
TICKER SYMBOL MTB MEETING DATE 16-Apr-2013  
ISIN US55261F1049 AGENDA 933742389 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 BRENT D. BAIRD		For	For
	2 C. ANGELA BONTEMPO		For	For
	3 ROBERT T. BRADY		For	For
	4 T.J. CUNNINGHAM III		For	For
	5 MARK J. CZARNECKI		For	For
	6 GARY N. GEISEL		For	For
	7 JOHN D. HAWKE, JR.		For	For
	8 PATRICK W.E. HODGSON		For	For
	9 RICHARD G. KING		For	For
	10 JORGE G. PEREIRA		For	For
	11 MICHAEL P. PINTO		For	For
	12 MELINDA R. RICH		For	For
	13 ROBERT E. SADLER, JR.		For	For
	14 HERBERT L. WASHINGTON		For	For
	15 ROBERT G. WILMERS		For	For
2.	TO APPROVE THE M&T BANK CORPORATION	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	EMPLOYEE STOCK PURCHASE PLAN. TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
4.	TO RECOMMEND THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
5.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For

U.S. BANCORP

SECURITY	902973304	MEETING TYPE	Annual
TICKER SYMBOL	USB	MEETING DATE	16-Apr-2013
ISIN	US9029733048	AGENDA	933744460 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Management	For	For
1B.	ELECTION OF DIRECTOR: Y. MARC BELTON	Management	For	For
1C.	ELECTION OF DIRECTOR: VICTORIA BUYNISKI GLUCKMAN	Management	For	For
1D.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Management	For	For
1E.	ELECTION OF DIRECTOR: RICHARD K. DAVIS	Management	For	For
1F.	ELECTION OF DIRECTOR: ROLAND A. HERNANDEZ	Management	For	For
1G.	ELECTION OF DIRECTOR: DOREEN WOO HO	Management	For	For
1H.	ELECTION OF DIRECTOR: JOEL W. JOHNSON	Management	For	For
1I.	ELECTION OF DIRECTOR: OLIVIA F. KIRTLEY	Management	For	For
1J.	ELECTION OF DIRECTOR: JERRY W. LEVIN	Management	For	For
1K.	ELECTION OF DIRECTOR: DAVID B. O'MALEY	Management	For	For
1L.	ELECTION OF DIRECTOR: O'DELL M. OWENS, M.D., M.P.H.	Management	For	For
1M.	ELECTION OF DIRECTOR: CRAIG D. SCHNUCK	Management	For	For
1N.	ELECTION OF DIRECTOR: PATRICK T. STOKES	Management	For	For
2.	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR THE 2013 FISCAL YEAR.	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR EXECUTIVES DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Against
4.	SHAREHOLDER PROPOSAL: ADOPTION OF A POLICY REQUIRING THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR.	Shareholder	Against	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

SECURITY	B10414116	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	17-Apr-2013
ISIN	BE0003810273	AGENDA	704330531 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
1	Examination of the annual reports of the Board of Directors of Belgacom SA under public law with regard to the annual accounts and the consolidated annual accounts at 31 December 2012	Non-Voting		
2	Examination of the reports of the Board of Auditors of Belgacom SA under public law with regard to the annual accounts and of the Independent Auditors with-regard to the consolidated annual accounts at 31 December 2012	Non-Voting		
3	Examination of the information provided by the Joint Committee	Non-Voting		
4	Examination of the consolidated annual accounts at 31 December 2012	Non-Voting		
5	Ratification of the decisions of the Board of Directors dated 25 October 2012 and 28 February 2013 to recognize for the future, but suspend the dividend rights that were cancelled up to then, for the total amount of shares needed to cover the long-term incentive plans for employees, tranches 2012 and 2013	Management	No Action	
6	approval of the annual accounts with regard to the financial year closed on 31 December 2012, including the following allocation of the results as specified, For 2012, the gross dividend amounts to EUR 2.49 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.8675 per share, of which an interim dividend of EUR 0.81 (EUR 0.6075 per share net of withholding tax)	Management	No Action	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

was already paid out on 14 December 2012; this means that a gross dividend of EUR 1.68 per share (EUR 1.26 per share net of withholding tax) will be paid on 26 April 2013. The ex-dividend date is fixed on 23 April 2013, the record date is 25 April 2013

7	Approval of the remuneration report	Management	No Action
8	Granting of a discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2012	Management	No Action
9	Granting of a discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year closed on 31 December 2012	Management	No Action
10	Granting of a discharge to the Independent Auditors Deloitte Statutory Auditors SC sfd SCRL, represented by Mr. Geert Verstraeten and Mr. Luc Van Coppenolle, for the exercise of their mandate during the financial year closed on 31 December 2012	Management	No Action
11	To appoint, on nomination by the Board of Directors after recommendation of the Nomination and Remuneration Committee, Mr. Guido J.M. Demuynck as Board Member for a period which will expire at the annual general meeting of 2019	Management	No Action
12	To appoint, on nomination by the Board of Directors after recommendation of the Nomination and Remuneration Committee, Mrs. Carine Doutrelepont as Board Member for a period which will expire at the annual general meeting of 2016	Management	No Action
13	To appoint, on nomination by the Board of Directors after recommendation of the Nomination and Remuneration Committee, Mr. Oren G. Shaffer as Board Member for a period which will expire at the annual general meeting of 2014	Management	No Action
14	To set the remuneration for the mandate of Mr. Guido J.M. Demuynck, Mrs. Carine Doutrelepont and Mr. Oren G. Shaffer as follows: Fixed annual remuneration of EUR 25,000; Attendance fee of EUR 5,000 per Board meeting attended; Attendance fee of EUR 2,500 per Board advisory committee meeting attended; EUR 2,000 per year to cover communication costs	Management	No Action
15	To appoint Deloitte Bedrijfsrevisoren/Reviseurs d'Entreprises SC sfd SCRL, represented by Mr. Geert Verstraeten and Mr. Nico Houthaève, for a period of three years for an annual audit fee of 298,061 EUR (to be indexed annually)	Management	No Action
16	Miscellaneous	Non-Voting	Non-Voting
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN TEXT OF RESOLUTION-15. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FO-RM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

DISCOVER FINANCIAL SERVICES

SECURITY 254709108 MEETING TYPE Annual  
 TICKER SYMBOL DFS MEETING DATE 17-Apr-2013  
 ISIN US2547091080 AGENDA 933737097 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Management	For	For
1B.	ELECTION OF DIRECTOR: MARY K. BUSH	Management	For	For
1C.	ELECTION OF DIRECTOR: GREGORY C. CASE	Management	For	For
1D.	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Management	For	For
1E.	ELECTION OF DIRECTOR: RICHARD H. LENNY	Management	For	For
1F.	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Management	For	For
1G.	ELECTION OF DIRECTOR: MICHAEL H. MOSKOW	Management	For	For
1H.	ELECTION OF DIRECTOR: DAVID W. NELMS	Management	For	For
1I.	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Management	For	For
1J.	ELECTION OF DIRECTOR: MARK A. THIERER	Management	For	For
1K.	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
3.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

KAMAN CORPORATION

SECURITY 483548103 MEETING TYPE Annual  
 TICKER SYMBOL KAMN MEETING DATE 17-Apr-2013  
 ISIN US4835481031 AGENDA 933738102 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	DIRECTOR	Management		
1	NEAL J. KEATING		For	For
2	EILEEN S. KRAUS		For	For
3	SCOTT E. KUECHLE		For	For
4	RICHARD J. SWIFT		For	For
2	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3	TO APPROVE THE COMPANY'S 2013 MANAGEMENT INCENTIVE PLAN.	Management	For	For
4	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMPANY'S INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM.

WADDELL & REED FINANCIAL, INC.

SECURITY	930059100	MEETING TYPE	Annual
TICKER SYMBOL	WDR	MEETING DATE	17-Apr-2013
ISIN	US9300591008	AGENDA	933743709 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 HENRY J. HERRMANN		For	For
	2 JAMES M. RAINES		For	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2013.	Management	For	For

TEXAS INSTRUMENTS INCORPORATED

SECURITY	882508104	MEETING TYPE	Annual
TICKER SYMBOL	TXN	MEETING DATE	18-Apr-2013
ISIN	US8825081040	AGENDA	933737693 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: R.W. BABB, JR.	Management	For	For
1B.	ELECTION OF DIRECTOR: M.A. BLINN	Management	For	For
1C.	ELECTION OF DIRECTOR: D.A. CARP	Management	For	For
1D.	ELECTION OF DIRECTOR: C.S. COX	Management	For	For
1E.	ELECTION OF DIRECTOR: P.H. PATSLEY	Management	For	For
1F.	ELECTION OF DIRECTOR: R.E. SANCHEZ	Management	For	For
1G.	ELECTION OF DIRECTOR: W.R. SANDERS	Management	For	For
1H.	ELECTION OF DIRECTOR: R.J. SIMMONS	Management	For	For
1I.	ELECTION OF DIRECTOR: R.K. TEMPLETON	Management	For	For
1J.	ELECTION OF DIRECTOR: C.T. WHITMAN	Management	For	For
2.	BOARD PROPOSAL REGARDING ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

THE AES CORPORATION

SECURITY	00130H105	MEETING TYPE	Annual
----------	-----------	--------------	--------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL    AES                      MEETING DATE 18-Apr-2013  
 ISIN                US00130H1059            AGENDA            933740462 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: ANDRES GLUSKI	Management	For	For
1B	ELECTION OF DIRECTOR: ZHANG GUO BAO	Management	For	For
1C	ELECTION OF DIRECTOR: KRISTINA M. JOHNSON	Management	For	For
1D	ELECTION OF DIRECTOR: TARUN KHANNA	Management	For	For
1E	ELECTION OF DIRECTOR: JOHN A. KOSKINEN	Management	For	For
1F	ELECTION OF DIRECTOR: PHILIP LADER	Management	For	For
1G	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Management	For	For
1H	ELECTION OF DIRECTOR: JOHN B. MORSE, JR.	Management	For	For
1I	ELECTION OF DIRECTOR: MOISES NAIM	Management	For	For
1J	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Management	For	For
1K	ELECTION OF DIRECTOR: SVEN SANDSTROM	Management	For	For
2	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR YEAR 2013.	Management	For	For
3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again

EBAY INC.

SECURITY            278642103            MEETING TYPE Annual  
 TICKER SYMBOL    EBAY                      MEETING DATE 18-Apr-2013  
 ISIN                US2786421030            AGENDA            933756934 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: DAVID M. MOFFETT	Management	For	For
1B.	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Management	For	For
1C.	ELECTION OF DIRECTOR: THOMAS J. TIERNEY	Management	For	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3.	STOCKHOLDER PROPOSAL REGARDING CORPORATE LOBBYING DISCLOSURE.	Shareholder	Against	For
4.	STOCKHOLDER PROPOSAL REGARDING PRIVACY AND DATA SECURITY.	Shareholder	Against	For
5.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL	Management	For	For



# Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

YEAR ENDING DECEMBER 31, 2013.

PORTUGAL TELECOM SGPS SA, LISBOA

SECURITY	X6769Q104	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	19-Apr-2013
ISIN	PTPTC0AM0009	AGENDA	704363213 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE THAT VOTING IN PORTUGUESE MEETINGS REQUIRES THE DISCLOSURE OF-BENEFICIAL OWNER INFORMATION, THROUGH DECLARATIONS OF PARTICIPATION AND-VOTING. BROADRIDGE WILL DISCLOSE THE BENEFICIAL OWNER INFORMATION FOR YOUR-VOTED ACCOUNTS. ADDITIONALLY, PORTUGUESE LAW DOES NOT PERMIT BENEFICIAL-OWNERS TO VOTE INCONSISTENTLY ACROSS THEIR HOLDINGS. OPPOSING VOTES MAY BE-REJECTED SUMMARILY BY THE COMPANY HOLDING THIS BALLOT. PLEASE CONTACT YOUR-CLIENT SERVICE REPRESENTATIVE FOR FURTHER DETAILS.	Non-Voting		
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 06 MAY 2013. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL-REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting		
1	To resolve on the management report, balance sheet and accounts for the year 2012	Management	No Action	
2	To resolve on the consolidated management report, balance sheet and accounts for the year 2012	Management	No Action	
3	To resolve on the proposal for application of profits and distribution of reserves	Management	No Action	
4	To resolve on a general appraisal of the Company's management and supervision	Management	No Action	
5	To resolve on the ratification of the co-option of the Director Fernando Magalhaes Portella	Management	No Action	
6	To resolve on the election of a new member of the Compensation Committee to complete the current term of office	Management	No Action	
7	To resolve on the acquisition and disposal of own shares	Management	No Action	
8	To resolve, pursuant to article 8, number 4, of the Articles of Association, on the parameters applicable in the event of any issuance of bonds convertible into shares that may be resolved upon by the Board of Directors	Management	No Action	
9	To resolve on the suppression of the pre-emptive right of the Shareholders in the subscription of any issuance of convertible bonds as referred to	Management	No Action	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	under item 8 hereof, as may be resolved upon by the Board of Directors		
10	To resolve on the issuance of bonds and other securities, of whatever nature, by the Board of Directors, and notably on the fixing of the value of such securities, in accordance with article 8, number 3 and article 15, number 1, paragraph e), of the Articles of Association	Management	No Action
11	To resolve on the acquisition and disposal of own bonds and other own securities	Management	No Action
12	To resolve on the statement of the Compensation Committee on the remuneration policy for the members of the management and supervisory bodies of the Company	Management	No Action

### SOUTH JERSEY INDUSTRIES, INC.

SECURITY	838518108	MEETING TYPE	Annual
TICKER SYMBOL	SJI	MEETING DATE	19-Apr-2013
ISIN	US8385181081	AGENDA	933748850 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A	ELECTION OF DIRECTOR: SARAH M. BARPOULIS	Management	For	For
1B	ELECTION OF DIRECTOR: THOMAS A. BRACKEN	Management	For	For
1C	ELECTION OF DIRECTOR: KEITH S. CAMPBELL	Management	For	For
1D	ELECTION OF DIRECTOR: SHEILA HARTNETT-DEVLIN	Management	For	For
1E	ELECTION OF DIRECTOR: VICTOR A. FORTKIEWICZ	Management	For	For
1F	ELECTION OF DIRECTOR: EDWARD J. GRAHAM	Management	For	For
1G	ELECTION OF DIRECTOR: WALTER M. HIGGINS III	Management	For	For
1H	ELECTION OF DIRECTOR: SUNITA HOLZER	Management	For	For
1I	ELECTION OF DIRECTOR: JOSEPH H. PETROWSKI	Management	For	For
1J	ELECTION OF DIRECTOR: FRANK L. SIMS	Management	For	For
2	TO APPROVE THE NONBINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
3	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

### ENDESA SA, MADRID

SECURITY	E41222113	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	22-Apr-2013
ISIN	ES0130670112	AGENDA	704337434 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Approval annual accounts, for both the company and its consolidated group	Management	For	For
2	Approval management report	Management	For	For
3	Approval social management	Management	For	For
4	Approval application of results	Management	For	For
5	Re-election of D. Fulvio Conti	Management	For	For
6	Re-election D. Gianluca Comin	Management	For	For
7	Re-election D. Alejandro Echevarria	Management	For	For
8	Re-election D. Miguel Roca Junyent	Management	For	For
9	Annual report remuneration for counselors	Management	For	For
10	Delegation of powers	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE FROM 18 APR 2-013 TO 15 APR 2013. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

PARMALAT SPA, COLLECCHIO

SECURITY T7S73M107 MEETING TYPE MIX  
TICKER SYMBOL MEETING DATE 22-Apr-2013  
ISIN IT0003826473 AGENDA 704370864 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE URL LINK: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158820.P-DF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158820.P-DF</a>	Non-Voting		
0.1	Approval of the statement of financial position, income statement and accompanying notes at 31 December, 2012, and the related report on operations. Motion for the appropriation of the year's net profit. Review of the report of the board of statutory auditors. Pertinent and related resolutions	Management	Abstain	Again
0.2	Approval of the compensation policy, for the purposes of article 123 ter. paragraph 6, of the uniform financial code and the 2013 to 2015 three year cash incentive plan for the top management of Parmalat Group. Integration of the compensation of the board of directors. Pertinent and related resolutions	Management	Abstain	Again
0.3	Award of the assignment pursuant to article 13 of legislative decree no. 39 2010. Pertinent and related resolutions	Management	For	For
0.4	Election of two statutory auditors pursuant to article 2401 of the Italian civil code and election of the chairman of the board of statutory auditors. Pertinent and related resolutions	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E.1	Amendments to articles 8, 9, 10, 11, 12, 13, 17, 18, 21 and abolition of article 31 of the bylaws. Pertinent and related resolutions	Management	For	For
-----	--	------------	-----	-----

PARMALAT SPA, COLLECCHIO

SECURITY	70175R102	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	22-Apr-2013
ISIN	US70175R1023	AGENDA	704391692 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
O.1	Approval of the statement of financial position, income statement and accompanying notes at December 31, 2012 and the related Report on Operations. Motion for the appropriation of the year's net profit. Review of the Report of the Board of Statutory Auditors	Management	Abstain	Again
O.2	Approval of the Compensation Policy, for the purposes of Article 123, Section 6, of the Uniform Financial Code and the 2013-2015 three-year cash incentive plan for the top management of the Parmalat Group. Integration of the Board of Directors' compensation;	Management	Abstain	Again
O.3	Award of the assignment pursuant to Article 13 of Legislative Decree No. 39/2010	Management	For	For
O.4	Election of two Statutory Auditors as required by Article 2401 of the Civil Code and election of the Chairman of the Board of Statutory Auditors;	Management	For	For
E.1	Amendments to Articles 8, 9, 10, 11, 12, 13, 17, 18 and 21 and deletion of Article 31 of the Bylaws.	Management	For	For

GENUINE PARTS COMPANY

SECURITY	372460105	MEETING TYPE	Annual
TICKER SYMBOL	GPC	MEETING DATE	22-Apr-2013
ISIN	US3724601055	AGENDA	933737554 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 DR. MARY B. BULLOCK		For	For
	2 PAUL D. DONAHUE		For	For
	3 JEAN DOUVILLE		For	For
	4 THOMAS C. GALLAGHER		For	For
	5 GEORGE C. "JACK" GUYNN		For	For
	6 JOHN R. HOLDER		For	For
	7 JOHN D. JOHNS		For	For
	8 MICHAEL M.E. JOHNS, MD		For	For
	9 R.C. LOUDERMILK, JR.		For	For
	10 WENDY B. NEEDHAM		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	11	JERRY W. NIX			For	For
	12	GARY W. ROLLINS			For	For
2.		ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management		Abstain	Against
3.		RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management		For	For

### HONEYWELL INTERNATIONAL INC.

SECURITY            438516106            MEETING TYPE Annual  
TICKER SYMBOL    HON                    MEETING DATE 22-Apr-2013  
ISIN                US4385161066        AGENDA            933739368 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management	For	For
1B.	ELECTION OF DIRECTOR: KEVIN BURKE	Management	For	For
1C.	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID M. COTE	Management	For	For
1E.	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Management	For	For
1F.	ELECTION OF DIRECTOR: LINNET F. DEILY	Management	For	For
1G.	ELECTION OF DIRECTOR: JUDD GREGG	Management	For	For
1H.	ELECTION OF DIRECTOR: CLIVE HOLLICK	Management	For	For
1I.	ELECTION OF DIRECTOR: GRACE D. LIEBLEIN	Management	For	For
1J.	ELECTION OF DIRECTOR: GEORGE PAZ	Management	For	For
1K.	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Management	For	For
1L.	ELECTION OF DIRECTOR: ROBIN L. WASHINGTON	Management	For	For
2.	APPROVAL OF INDEPENDENT ACCOUNTANTS.	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	For	For
4.	INDEPENDENT BOARD CHAIRMAN.	Shareholder	Against	For
5.	RIGHT TO ACT BY WRITTEN CONSENT.	Shareholder	Against	For
6.	ELIMINATE ACCELERATED VESTING IN A CHANGE IN CONTROL.	Shareholder	Against	For

### BEAM INC.

SECURITY            073730103            MEETING TYPE Annual  
TICKER SYMBOL    BEAM                   MEETING DATE 23-Apr-2013  
ISIN                US0737301038        AGENDA            933741072 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: RICHARD A.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	GOLDSTEIN				
1B.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Management	For	For	
1C.	ELECTION OF DIRECTOR: ANN F. HACKETT	Management	For	For	
1D.	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Management	For	For	
1E.	ELECTION OF DIRECTOR: GRETCHEN W. PRICE	Management	For	For	
1F.	ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK	Management	For	For	
1G.	ELECTION OF DIRECTOR: ROBERT A. STEELE	Management	For	For	
1H.	ELECTION OF DIRECTOR: PETER M. WILSON	Management	For	For	
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For	
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against	

PRAXAIR, INC.

SECURITY 74005P104 MEETING TYPE Annual  
TICKER SYMBOL PX MEETING DATE 23-Apr-2013  
ISIN US74005P1049 AGENDA 933743088 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: STEPHEN F. ANGEL	Management	For	For
1B.	ELECTION OF DIRECTOR: OSCAR BERNARDES	Management	For	For
1C.	ELECTION OF DIRECTOR: BRET. K. CLAYTON	Management	For	For
1D.	ELECTION OF DIRECTOR: NANCE K. DICCIANI	Management	For	For
1E.	ELECTION OF DIRECTOR: EDWARD G. GALANTE	Management	For	For
1F.	ELECTION OF DIRECTOR: CLAIRE W. GARGALLI	Management	For	For
1G.	ELECTION OF DIRECTOR: IRA D. HALL	Management	For	For
1H.	ELECTION OF DIRECTOR: RAYMOND W. LEBOEUF	Management	For	For
1I.	ELECTION OF DIRECTOR: LARRY D. MCVAY	Management	For	For
1J.	ELECTION OF DIRECTOR: WAYNE T. SMITH	Management	For	For
1K.	ELECTION OF DIRECTOR: ROBERT L. WOOD	Management	For	For
2.	TO APPROVE, ON AN ADVISORY AND NON-BINDING BASIS, THE COMPENSATION OF PRAXAIR'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
3.	A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
4.	TO RATIFY THE APPOINTMENT OF THE INDEPENDENT AUDITOR.	Management	For	For

WELLS FARGO & COMPANY

SECURITY 949746101 MEETING TYPE Annual

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL    WFC                      MEETING DATE 23-Apr-2013  
 ISIN                      US9497461015              AGENDA              933743696 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For	For
1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Management	For	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Management	For	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Management	For	For
1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Management	For	For
1F)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Management	For	For
1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Management	For	For
1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Management	For	For
1I)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Management	For	For
1J)	ELECTION OF DIRECTOR: HOWARD V. RICHARDSON	Management	For	For
1K)	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Management	For	For
1L)	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For	For
1M)	ELECTION OF DIRECTOR: JOHN G. STUMPF	Management	For	For
1N)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Management	For	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATED LONG-TERM INCENTIVE COMPENSATION PLAN.	Management	Against	Again
4.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
5.	STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.	Shareholder	Against	For
7.	STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Shareholder	Against	For

T. ROWE PRICE GROUP, INC.

SECURITY              74144T108              MEETING TYPE Annual  
 TICKER SYMBOL      TROW                      MEETING DATE 23-Apr-2013  
 ISIN                      US74144T1088              AGENDA              933743761 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: EDWARD C. BERNARD	Management	For	For
1B.	ELECTION OF DIRECTOR: JAMES T. BRADY	Management	For	For
1C.	ELECTION OF DIRECTOR: MARY K. BUSH	Management	For	For
1D.	ELECTION OF DIRECTOR: DONALD B. HEBB, JR.	Management	For	For
1E.	ELECTION OF DIRECTOR: DR. FREEMAN A. HRABOWSKI, III	Management	For	For
1F.	ELECTION OF DIRECTOR: JAMES A.C. KENNEDY	Management	For	For
1G.	ELECTION OF DIRECTOR: ROBERT F. MACLELLAN	Management	For	For
1H.	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Management	For	For
1I.	ELECTION OF DIRECTOR: DR. ALFRED SOMMER	Management	For	For
1J.	ELECTION OF DIRECTOR: DWIGHT S. TAYLOR	Management	For	For
1K.	ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE	Management	For	For
2.	TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
3.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

EARTHLINK, INC.

SECURITY 270321102 MEETING TYPE Annual  
TICKER SYMBOL ELNK MEETING DATE 23-Apr-2013  
ISIN US2703211027 AGENDA 933743824 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: SUSAN D. BOWICK	Management	For	For
1B.	ELECTION OF DIRECTOR: MARCE FULLER	Management	For	For
1C.	ELECTION OF DIRECTOR: ROLLA P. HUFF	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID A. KORETZ	Management	For	For
1E.	ELECTION OF DIRECTOR: GARRY K. MCGUIRE	Management	For	For
1F.	ELECTION OF DIRECTOR: THOMAS E. WHEELER	Management	For	For
1G.	ELECTION OF DIRECTOR: M. WAYNE WISEHART	Management	For	For
2.	THE APPROVAL OF A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
3.	THE APPROVAL OF AN AMENDMENT TO OUR THIRD RESTATED CERTIFICATE OF INCORPORATION IN CONNECTION WITH THE REVISION OF OUR FOURTH AMENDED AND RESTATED BYLAWS' ADVANCE NOTICE REQUIREMENTS FOR SHAREHOLDER PROPOSALS/NOMINATIONS.	Management	Against	Against



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
----	---	------------	-----	-----

THE PNC FINANCIAL SERVICES GROUP, INC.

SECURITY	693475105	MEETING TYPE	Annual
TICKER SYMBOL	PNC	MEETING DATE	23-Apr-2013
ISIN	US6934751057	AGENDA	933744561 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Management	For	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Management	For	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Management	For	For
1D	ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	Management	For	For
1E	ELECTION OF DIRECTOR: KAY COLES JAMES	Management	For	For
1F	ELECTION OF DIRECTOR: RICHARD B. KELSON	Management	For	For
1G	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Management	For	For
1H	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Management	For	For
1I	ELECTION OF DIRECTOR: JANE G. PEPPER	Management	For	For
1J	ELECTION OF DIRECTOR: JAMES E. ROHR	Management	For	For
1K	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Management	For	For
1L	ELECTION OF DIRECTOR: LORENE K. STEFFES	Management	For	For
1M	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Management	For	For
1N	ELECTION OF DIRECTOR: THOMAS J. USHER	Management	For	For
1O	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Management	For	For
1P	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Management	For	For
2	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4	A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK.	Shareholder	Against	For

AMERICAN ELECTRIC POWER COMPANY, INC.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 025537101 MEETING TYPE Annual  
 TICKER SYMBOL AEP MEETING DATE 23-Apr-2013  
 ISIN US0255371017 AGENDA 933745107 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: NICHOLAS K. AKINS	Management	For	For
1B.	ELECTION OF DIRECTOR: DAVID J. ANDERSON	Management	For	For
1C.	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Management	For	For
1E.	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Management	For	For
1F.	ELECTION OF DIRECTOR: SANDRA BEACH LIN	Management	For	For
1G.	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Management	For	For
1H.	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Management	For	For
1I.	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Management	For	For
1J.	ELECTION OF DIRECTOR: STEPHEN S. RASMUSSEN	Management	For	For
1K.	ELECTION OF DIRECTOR: OLIVER G. RICHARD, III	Management	For	For
1L.	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Management	For	For
1M.	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Management	For	For
1N.	ELECTION OF DIRECTOR: JOHN F. TURNER	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	SHAREHOLDER PROPOSAL FOR LOBBYING DISCLOSURE REPORT.	Shareholder	Against	For

BLACK HILLS CORPORATION

SECURITY 092113109 MEETING TYPE Annual  
 TICKER SYMBOL BKH MEETING DATE 23-Apr-2013  
 ISIN US0921131092 AGENDA 933748571 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1	JACK W. EUGSTER		For	For
2	GARY L. PECHOTA		For	For
3	THOMAS J. ZELLER		For	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against

RPC, INC.

SECURITY 749660106 MEETING TYPE Annual  
 TICKER SYMBOL RES MEETING DATE 23-Apr-2013  
 ISIN US7496601060 AGENDA 933763270 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 JAMES A. LANE, JR.*		For	For
	2 LINDA H. GRAHAM*		For	For
	3 BILL J. DISMUKE*		For	For
	4 GARY W. ROLLINS#		For	For
2.	TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013	Management	For	For

TELENET GROUP HOLDING NV, MECHELEN

SECURITY B89957110 MEETING TYPE MIX  
 TICKER SYMBOL BE0003826436 MEETING DATE 24-Apr-2013  
 ISIN BE0003826436 AGENDA 704372971 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED

A.1	Reports on the statutory financial statements	Non-Voting Management	No Action
A.2	Communication and approval of the statutory financial statements	Non-Voting Management	No Action
A.3	Reports on the consolidated financial statements	Non-Voting Management	No Action
A.4	Communication of and discussion on the remuneration report	Non-Voting Management	No Action
A.5	Communication of and discussion on the consolidated financial statements	Non-Voting Management	No Action
A.6.A	Discharge from liability to the director: Frank Donck	Management	No Action
A.6.B	Discharge from liability to the director: Duco Sickinghe	Management	No Action
A.6.C	Discharge from liability to the director: Alex Brabers	Management	No Action
A.6.D	Discharge from liability to the director: Andre Sarens	Management	No Action
A.6.E	Discharge from liability to the director: De Wilde J. Management BVBA (Julien De Wilde)	Management	No Action
A.6.F	Discharge from liability to the director: Friso van Oranje-Nassau	Management	No Action
A.6.G	Discharge from liability to the director: Cytifinance NV (Michel Delloye)	Management	No Action
A.6.H	Discharge from liability to the director: Cytindus NV (Michel Delloye)	Management	No Action
A.6.I	Discharge from liability to the director: Charles Bracken	Management	No Action
A.6.J	Discharge from liability to the director: Jim Ryan	Management	No Action
A.6.K	Discharge from liability to the director: Ruth Pirie	Management	No Action
A.6.L	Discharge from liability to the director: Niall Curran	Management	No Action
A.6.M	Discharge from liability to the director: Diederik Karsten	Management	No Action
A.6.N	Discharge from liability to the director: Manuel Kohnstamm	Management	No Action
A.6.O	Discharge from liability to the director: Balan Nair	Management	No Action
A.6.P	Discharge from liability to the director: Angela McMullen	Management	No Action
A.7	Discharge from liability to the statutory auditor	Management	No Action
A.8	Resignation and appointment of directors: Appointment, upon recommendation by the board of directors, based on the advice of the remuneration & nomination committee of the board of directors of the company, of Mr. John Porter as director of the company, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2017	Management	No Action
A.9	Remuneration of directors	Management	No Action
A.10	Approvals in relation to future performance share plans, stock option plans and warrant plans issued by the board of directors	Management	No Action
E.1	Amendment to warrants as a result of the extraordinary dividend payment	Management	No Action

THE COCA-COLA COMPANY

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 191216100 MEETING TYPE Annual  
 TICKER SYMBOL KO MEETING DATE 24-Apr-2013  
 ISIN US1912161007 AGENDA 933739596 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Management	For	For
1B.	ELECTION OF DIRECTOR: RONALD W. ALLEN	Management	For	For
1C.	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Management	For	For
1D.	ELECTION OF DIRECTOR: RICHARD M. DALEY	Management	For	For
1E.	ELECTION OF DIRECTOR: BARRY DILLER	Management	For	For
1F.	ELECTION OF DIRECTOR: HELENE D. GAYLE	Management	For	For
1G.	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Management	For	For
1H.	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Management	For	For
1I.	ELECTION OF DIRECTOR: MUHTAR KENT	Management	For	For
1J.	ELECTION OF DIRECTOR: ROBERT A. KOTICK	Management	For	For
1K.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Management	For	For
1L.	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Management	For	For
1M.	ELECTION OF DIRECTOR: SAM NUNN	Management	For	For
1N.	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Management	For	For
1O.	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Management	For	For
1P.	ELECTION OF DIRECTOR: JACOB WALLENBERG	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	APPROVE AN AMENDMENT TO THE COMPANY'S BY-LAWS TO PERMIT SHAREOWNERS TO CALL SPECIAL MEETINGS.	Management	For	For
5.	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS.	Shareholder	Against	For

MARATHON OIL CORPORATION

SECURITY 565849106 MEETING TYPE Annual  
 TICKER SYMBOL MRO MEETING DATE 24-Apr-2013  
 ISIN US5658491064 AGENDA 933743103 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Management	For	For
1B.	ELECTION OF DIRECTOR: PIERRE BRONDEAU	Management	For	For
1C.	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: LINDA Z. COOK	Management	For	For
1E.	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Management	For	For
1F.	ELECTION OF DIRECTOR: PHILIP LADER	Management	For	For
1G.	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	Management	For	For
1H.	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For	For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2013.	Management	For	For
3.	BOARD PROPOSAL FOR A NON-BINDING ADVISORY VOTE TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
4.	STOCKHOLDER PROPOSAL SEEKING A REPORT REGARDING THE COMPANY'S LOBBYING ACTIVITIES, POLICIES AND PROCEDURES.	Shareholder	Against	For

NEWMONT MINING CORPORATION

SECURITY 651639106 MEETING TYPE Annual  
TICKER SYMBOL NEM MEETING DATE 24-Apr-2013  
ISIN US6516391066 AGENDA 933744559 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: B.R. BROOK	Management	For	For
1B.	ELECTION OF DIRECTOR: J.K. BUCKNOR	Management	For	For
1C.	ELECTION OF DIRECTOR: V.A. CALARCO	Management	For	For
1D.	ELECTION OF DIRECTOR: J.A. CARRABBA	Management	For	For
1E.	ELECTION OF DIRECTOR: N. DOYLE	Management	For	For
1F.	ELECTION OF DIRECTOR: G.J. GOLDBERG	Management	For	For
1G.	ELECTION OF DIRECTOR: V.M. HAGEN	Management	For	For
1H.	ELECTION OF DIRECTOR: J. NELSON	Management	For	For
1I.	ELECTION OF DIRECTOR: D.C. ROTH	Management	For	For
1J.	ELECTION OF DIRECTOR: S.R. THOMPSON	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2013.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
4.	APPROVE THE 2013 STOCK INCENTIVE PLAN.	Management	For	For
5.	APPROVE THE PERFORMANCE PAY PLAN.	Management	For	For

E. I. DU PONT DE NEMOURS AND COMPANY

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 263534109 MEETING TYPE Annual  
 TICKER SYMBOL DD MEETING DATE 24-Apr-2013  
 ISIN US2635341090 AGENDA 933745145 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: LAMBERTO ANDREOTTI	Management	For	For
1B.	ELECTION OF DIRECTOR: RICHARD H. BROWN	Management	For	For
1C.	ELECTION OF DIRECTOR: ROBERT A. BROWN	Management	For	For
1D.	ELECTION OF DIRECTOR: BERTRAND P. COLLOMB	Management	For	For
1E.	ELECTION OF DIRECTOR: CURTIS J. CRAWFORD	Management	For	For
1F.	ELECTION OF DIRECTOR: ALEXANDER M. CUTLER	Management	For	For
1G.	ELECTION OF DIRECTOR: ELEUTHERE I. DU PONT	Management	For	For
1H.	ELECTION OF DIRECTOR: MARILLYN A. HEWSON	Management	For	For
1I.	ELECTION OF DIRECTOR: LOIS D. JULIBER	Management	For	For
1J.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Management	For	For
1K.	ELECTION OF DIRECTOR: LEE M. THOMAS	Management	For	For
2.	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION	Management	Abstain	Again
4.	ON INDEPENDENT BOARD CHAIR	Shareholder	Against	For
5.	ON LOBBYING REPORT	Shareholder	Against	For
6.	ON GENETICALLY ENGINEERED SEED	Shareholder	Against	For
7.	ON EXECUTIVE COMPENSATION REPORT	Shareholder	Against	For

### CIGNA CORPORATION

SECURITY 125509109 MEETING TYPE Annual  
 TICKER SYMBOL CI MEETING DATE 24-Apr-2013  
 ISIN US1255091092 AGENDA 933746022 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: DAVID M. CORDANI	Management	For	For
1.2	ELECTION OF DIRECTOR: ISAIAH HARRIS, JR.	Management	For	For
1.3	ELECTION OF DIRECTOR: JANE E. HENNEY, M.D.	Management	For	For
1.4	ELECTION OF DIRECTOR: DONNA F. ZARCONE	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS, LLP AS	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	CIGNA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.			
3.	ADVISORY APPROVAL OF CIGNA'S EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	APPROVAL OF AN AMENDMENT TO THE CIGNA LONG-TERM INCENTIVE PLAN.	Management	Against	Against
5.	CONSIDERATION OF A SHAREHOLDER PROPOSAL ON LOBBYING DISCLOSURE.	Shareholder	Against	For

TEXTRON INC.

SECURITY 883203101 MEETING TYPE Annual  
TICKER SYMBOL TXT MEETING DATE 24-Apr-2013  
ISIN US8832031012 AGENDA 933746060 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: SCOTT C. DONNELLY	Management	For	For
1B.	ELECTION OF DIRECTOR: KATHLEEN M. BADER	Management	For	For
1C.	ELECTION OF DIRECTOR: R. KERRY CLARK	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES T. CONWAY	Management	For	For
1E.	ELECTION OF DIRECTOR: IVOR J. EVANS	Management	For	For
1F.	ELECTION OF DIRECTOR: LAWRENCE K. FISH	Management	For	For
1G.	ELECTION OF DIRECTOR: PAUL E. GAGNE	Management	For	For
1H.	ELECTION OF DIRECTOR: DAIN M. HANCOCK	Management	For	For
1I.	ELECTION OF DIRECTOR: LORD POWELL OF BAYSWATER KCMG	Management	For	For
1J.	ELECTION OF DIRECTOR: LLOYD G. TROTTER	Management	For	For
1K.	ELECTION OF DIRECTOR: JAMES L. ZIEMER	Management	For	For
2.	APPROVAL OF THE ADVISORY (NON-BINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
4.	SHAREHOLDER PROPOSAL TO REQUIRE THE COMPANY TO HAVE, WHENEVER POSSIBLE, AN INDEPENDENT CHAIRMAN OF THE BOARD WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF THE COMPANY.	Shareholder	Against	For

FIRST NIAGARA FINANCIAL GROUP, INC.

SECURITY 33582V108 MEETING TYPE Annual  
TICKER SYMBOL FNFG MEETING DATE 24-Apr-2013  
ISIN US33582V1089 AGENDA 933746301 - Management

FOR/A



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1.	DIRECTOR	Management		
	1 ROXANNE J. COADY		For	For
	2 CARL A. FLORIO		For	For
	3 NATHANIEL D. WOODSON		For	For
	4 CARLTON L. HIGHSMITH		For	For
	5 N/A		For	For
	6 GEORGE M. PHILIP		For	For
2.	AN ADVISORY (NON-BINDING) VOTE TO APPROVE OUR EXECUTIVE COMPENSATION PROGRAMS AND POLICIES AS DESCRIBED IN THIS PROXY STATEMENT	Management	Abstain	Again
3.	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013	Management	For	For

MARATHON PETROLEUM CORPORATION

SECURITY 56585A102 MEETING TYPE Annual  
TICKER SYMBOL MPC MEETING DATE 24-Apr-2013  
ISIN US56585A1025 AGENDA 933746313 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 EVAN BAYH		For	For
	2 WILLIAM L. DAVIS		For	For
	3 THOMAS J. USHER		For	For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2013.	Management	For	For
3.	ADVISORY APPROVAL OF THE COMPANY'S 2013 NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4.	APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Management	For	For

CITIGROUP INC.

SECURITY 172967424 MEETING TYPE Annual  
TICKER SYMBOL C MEETING DATE 24-Apr-2013  
ISIN US1729674242 AGENDA 933746375 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: MICHAEL L.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CORBAT				
1B.	ELECTION OF DIRECTOR: FRANZ B. HUMER	Management	For	For
1C.	ELECTION OF DIRECTOR: ROBERT L. JOSS	Management	For	For
1D.	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Management	For	For
1E.	ELECTION OF DIRECTOR: JUDITH RODIN	Management	For	For
1F.	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management	For	For
1G.	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Management	For	For
1H.	ELECTION OF DIRECTOR: JOAN E. SPERO	Management	For	For
1I.	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Management	For	For
1J.	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Management	For	For
1K.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON	Management	For	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY APPROVAL OF CITI'S 2012 EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN (RELATING TO DIVIDEND EQUIVALENTS).	Management	For	For
5.	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.	Shareholder	Against	For
7.	STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR DIRECTORS.	Shareholder	Against	For

SJW CORP.

SECURITY 784305104 MEETING TYPE Annual  
TICKER SYMBOL SJW MEETING DATE 24-Apr-2013  
ISIN US7843051043 AGENDA 933748622 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 K. ARMSTRONG		For	For
	2 W.J. BISHOP		For	For
	3 M.L. CALI		For	For
	4 D.R. KING		For	For
	5 R.B. MOSKOVITZ		For	For
	6 G.E. MOSS		For	For
	7 W.R. ROTH		For	For
	8 R.A. VAN VALER		For	For
2.	TO APPROVE THE AMENDED AND RESTATED EXECUTIVE OFFICER SHORT-TERM INCENTIVE PLAN.	Management	For	For
3.	TO APPROVE THE AMENDED AND	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.	RESTATED LONG-TERM INCENTIVE PLAN. RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2013.	Management	For	For
----	---	------------	-----	-----

EATON CORPORATION PLC

SECURITY	G29183103	MEETING TYPE	Annual
TICKER SYMBOL	ETN	MEETING DATE	24-Apr-2013
ISIN	IE00B8KQN827	AGENDA	933749143 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: GEORGE S. BARRETT	Management	For	For
1B.	ELECTION OF DIRECTOR: TODD M. BLUEDORN	Management	For	For
1C.	ELECTION OF DIRECTOR: CHRISTOPHER M. CONNOR	Management	For	For
1D.	ELECTION OF DIRECTOR: MICHAEL J. CRITELLI	Management	For	For
1E.	ELECTION OF DIRECTOR: ALEXANDER M. CUTLER	Management	For	For
1F.	ELECTION OF DIRECTOR: CHARLES E. GOLDEN	Management	For	For
1G.	ELECTION OF DIRECTOR: LINDA A. HILL	Management	For	For
1H.	ELECTION OF DIRECTOR: ARTHUR E. JOHNSON	Management	For	For
1I.	ELECTION OF DIRECTOR: NED C. LAUTENBACH	Management	For	For
1J.	ELECTION OF DIRECTOR: DEBORAH L. MCCOY	Management	For	For
1K.	ELECTION OF DIRECTOR: GREGORY R. PAGE	Management	For	For
1L.	ELECTION OF DIRECTOR: GERALD B. SMITH	Management	For	For
2.	APPROVING THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2013 AND AUTHORIZING THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET ITS REMUNERATION.	Management	For	For
3.	APPROVING THE SENIOR EXECUTIVE INCENTIVE COMPENSATION PLAN.	Management	For	For
4.	APPROVING THE EXECUTIVE STRATEGIC INCENTIVE PLAN.	Management	For	For
5.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
6.	AUTHORIZING THE COMPANY AND OR ANY SUBSIDIARY OF THE COMPANY TO MAKE OVERSEAS MARKET PURCHASES OF COMPANY SHARES.	Management	For	For
7.	AUTHORIZING THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES THAT IT HOLDS AS TREASURY SHARES.	Management	For	For

GENERAL ELECTRIC COMPANY

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 369604103 MEETING TYPE Annual  
 TICKER SYMBOL GE MEETING DATE 24-Apr-2013  
 ISIN US3696041033 AGENDA 933750196 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Management	For	For
A2	ELECTION OF DIRECTOR: JOHN J. BRENNAN	Management	For	For
A3	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management	For	For
A4	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Management	For	For
A5	ELECTION OF DIRECTOR: MARIJN E. DEKKERS	Management	For	For
A6	ELECTION OF DIRECTOR: ANN M. FUDGE	Management	For	For
A7	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Management	For	For
A8	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Management	For	For
A9	ELECTION OF DIRECTOR: ANDREA JUNG	Management	For	For
A10	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	For	For
A11	ELECTION OF DIRECTOR: RALPH S. LARSEN	Management	For	For
A12	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For	For
A13	ELECTION OF DIRECTOR: JAMES J. MULVA	Management	For	For
A14	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Management	For	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Management	For	For
A16	ELECTION OF DIRECTOR: JAMES S. TISCH	Management	For	For
A17	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Management	For	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Management	Abstain	Again
B2	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
C1	CESSATION OF ALL STOCK OPTIONS AND BONUSES	Shareholder	Against	For
C2	DIRECTOR TERM LIMITS	Shareholder	Against	For
C3	INDEPENDENT CHAIRMAN	Shareholder	Against	For
C4	RIGHT TO ACT BY WRITTEN CONSENT	Shareholder	Against	For
C5	EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Shareholder	Against	For
C6	MULTIPLE CANDIDATE ELECTIONS	Shareholder	Against	For

VIMPELCOM LTD.

SECURITY 92719A106 MEETING TYPE Consent  
 TICKER SYMBOL VIP MEETING DATE 24-Apr-2013  
 ISIN US92719A1060 AGENDA 933766036 - Management

FOR/A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1	ELECTION TO THE SUPERVISORY BOARD: DR. HANS PETER KOHLHAMMER	Management	For	
2	ELECTION TO THE SUPERVISORY BOARD: LEONID NOVOSELSKY	Management	For	
3	ELECTION TO THE SUPERVISORY BOARD: MIKHAIL FRIDMAN	Management	For	
4	ELECTION TO THE SUPERVISORY BOARD: KJELL MARTEN JOHNSEN	Management	For	
5	ELECTION TO THE SUPERVISORY BOARD: ANDREI BARANOV	Management	For	
6	ELECTION TO THE SUPERVISORY BOARD: ALEXEY REZNIKOVICH	Management	For	
7	ELECTION TO THE SUPERVISORY BOARD: OLE BJORN SJULSTAD	Management	For	
8	ELECTION TO THE SUPERVISORY BOARD: JAN FREDRIK BAKSAAS	Management	For	
9	ELECTION TO THE SUPERVISORY BOARD: SERGEI TESLIUK	Management	For	
10	TO RE-APPOINT ERNST & YOUNG ACCOUNTANTS LLP AS AUDITOR AND TO AUTHORIZE THE SUPERVISORY BOARD TO DETERMINE ITS REMUNERATION.	Management	For	For

DANONE SA, PARIS

SECURITY F12033134 MEETING TYPE MIX  
TICKER SYMBOL FR0000120644 MEETING DATE 25-Apr-2013  
ISIN FR0000120644 AGENDA 704294355 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	THE FOLLOWING APPLIES TO NON- RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING-INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE-DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN-THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE-INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0301/201303011300526.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0301/201303011300526.pdf</a> . PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINKS: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0301/201303011300526.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0301/201303011300526.pdf</a> .	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

[officiel.gouv.fr/pdf/2013/0311/201303111300672.pdf](http://officiel.gouv.fr/pdf/2013/0311/201303111300672.pdf)  
 AND <https://balo.journal-officiel.gouv.fr/pdf/2013/0403/201304031301056.pdf>.  
 IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

0.1	Approval of the corporate financial statements for the financial year ended December 31, 2012	Management	For	For
0.2	Approval of the consolidated financial statements for the financial year ended December 31, 2012	Management	For	For
0.3	Allocation of income for the financial year ended December 31, 2012 and setting the dividend at EUR 1.45 per share	Management	For	For
0.4	Renewal of term of Mr. Franck Riboud as Board member	Management	For	For
0.5	Renewal of term of Mr. Emmanuel Faber as Board member	Management	For	For
0.6	Approval of the agreements pursuant to Articles L.225-38 et seq. of the Commercial Code	Management	For	For
0.7	Approval of the agreements pursuant to Articles L.225-38 et seq. of the Commercial Code entered in by the Company with J.P. Morgan Group	Management	For	For
0.8	Approval of the agreements and commitments pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code regarding Mr. Franck Riboud	Management	For	For
0.9	Approval of the agreements and commitments pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code regarding Mr. Emmanuel Faber	Management	For	For
0.10	Setting the amount of attendance allowances	Management	For	For
0.11	Authorization to be granted to the Board of Directors to purchase, hold or transfer shares of the Company	Management	For	For
E.12	Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to capital of the Company while maintaining shareholders' preferential subscription rights	Management	For	For
E.13	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to capital of the Company with cancellation of shareholders' preferential subscription rights, but with obligation to grant a priority right	Management	Against	Against
E.14	Delegation of authority to the Board of Directors to increase the number of issuable securities in case of capital increase with cancellation of shareholders' preferential subscription rights	Management	Against	Against
E.15	Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to capital of the Company with cancellation of shareholders' preferential subscription rights in case of public exchange offer initiated by the Company	Management	Against	Against
E.16	Delegation of powers to the Board of Directors to issue ordinary shares with cancellation of shareholders' preferential subscription rights, in consideration for in-kind contributions granted to the Company and comprised of equity securities or securities giving access to capital	Management	Against	Against
E.17	Delegation of authority to the Board of Directors to increase capital of the Company by	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	incorporation of reserves, profits, premiums or other amounts which may be capitalized			
E.18	Delegation of authority to the Board of Directors to decide to carry out capital increases reserved for employees who are members of a company savings plan and/or reserved share transfers with cancellation of shareholders' preferential subscription rights	Management	Against	Against
E.19	Authorization granted to the Board of Directors to carry out allocations of Company's shares existing or to be issued with cancellation of shareholders' preferential subscription rights	Management	Against	Against
E.20	Authorization granted to the Board of Directors to reduce capital by cancellation of shares	Management	For	For
E.21	Amendment to Article 5 of the Bylaws of the Company in order to extend the term of the Company	Management	For	For
E.22	Amendment to Article 22.II of the Bylaws of the Company regarding shareholders representation	Management	For	For
E.23	Amendment to Article 24.I of the Bylaws of the Company regarding shareholders convening	Management	For	For
E.24	Powers to carry out all legal formalities	Management	For	For

BOUYGUES, PARIS

SECURITY	F11487125	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	25-Apr-2013
ISIN	FR0000120503	AGENDA	704300499 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING-INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE-DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN-THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE-INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0304/201303041300554.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0304/201303041300554.pdf</a> .PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0405/201304051301103.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0405/201304051301103.pdf</a> . IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.				
O.1	Approval of the annual corporate financial statements for the financial year ended December 31, 2012	Management	For	For
O.2	Approval of the consolidated financial statements for the financial year ended December 31, 2012	Management	For	For
O.3	Allocation of income and setting the dividend	Management	For	For
O.4	Approval of the regulated agreements and commitments	Management	For	For
O.5	Renewal of term of Mr. Yves Gabriel as Board member	Management	For	For
O.6	Renewal of term of Mr. Patrick Kron as Board member	Management	For	For
O.7	Renewal of term of Mrs. Colette Lewiner as Board member	Management	For	For
O.8	Renewal of term of Mr. Jean Peyrelefade as Board member	Management	For	For
O.9	Renewal of term of Mr. Francois-Henri Pinault as Board member	Management	For	For
O.10	Renewal of term of the company SCDM as Board member	Management	For	For
O.11	Appointment of Mrs. Rose-Marie Van Lerberghe as Board member	Management	For	For
O.12	Appointment of Mr. Jean-Paul Chifflet as Board member	Management	For	For
O.13	Election of Mrs. Sandra Nombret as Board member representing employee shareholders	Management	For	For
O.14	Election of Mrs. Michele Vilain as Board member representing employee shareholders	Management	For	For
O.15	Authorization granted to the Board of Directors to allow the Company to trade its own shares	Management	For	For
E.16	Authorization to be granted to the Board of Directors to reduce share capital by cancellation of treasury shares of the Company	Management	For	For
E.17	Delegation of authority granted to the Board of Directors to increase share capital while maintaining preferential subscription rights by issuing shares and any securities giving immediate and/or future access to shares of the Company or of one of its subsidiaries	Management	For	For
E.18	Delegation of authority granted to the Board of Directors to increase share capital by incorporation of reserves, profits, premiums or other amounts	Management	For	For
E.19	Delegation of authority granted to the Board of Directors to increase share capital by public offering with cancellation of preferential subscription rights by issuing shares and any securities giving immediate and/or future access to shares of the Company or of one of its subsidiaries	Management	Against	Against
E.20	Delegation of authority granted to the Board of Directors to increase share capital through private placement pursuant to Article L.411-2, II of the Monetary and Financial Code with cancellation of preferential subscription rights by issuing shares and any securities giving immediate and/or future access to shares of the Company or of one of its subsidiaries	Management	Against	Against
E.21	Authorization granted to the Board of Directors to set the issue price of equity securities to be	Management	Against	Against



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

issued immediately or in the future according to the terms established by the General Meeting, without preferential subscription rights, by public offering or through private placement pursuant to Article L.411-2, II of the Monetary and Financial Code

E.22	Authorization granted to the Board of Directors to increase the number of issuable securities in case of capital increase with or without preferential subscription rights	Management	Against	Against
E.23	Delegation of powers granted to the Board of Directors to increase share capital with cancellation of preferential subscription rights, in consideration for in-kind contributions granted to the Company and comprised of equity securities or securities giving access to capital of another company outside of public exchange offer	Management	Against	Against
E.24	Delegation of authority granted to the Board of Directors to increase share capital with cancellation of preferential subscription rights, in consideration for contributions securities in case of public exchange offer initiated by the Company	Management	Against	Against
E.25	Delegation of authority granted to the Board of Directors to issue shares with cancellation of preferential subscription rights as a result of the issuance by a subsidiary of securities giving access to shares of the Company	Management	Against	Against
E.26	Delegation of authority granted to the Board of Directors to issue any securities entitling to the allotment of debt securities	Management	For	For
E.27	Delegation of authority granted to the Board of Directors to increase share capital with cancellation of preferential subscription rights in favor of employees or corporate officers of the Company or affiliated companies who are members of a company savings plan	Management	Against	Against
E.28	Authorization granted to the Board of Directors to carry out free allocations of shares existing or to be issued with cancellation of preferential subscription rights to employees or corporate officers of the Company or affiliated companies	Management	Against	Against
E.29	Delegation of authority granted to the Board of Directors to issue share subscription warrants during period of public offer on shares of the Company	Management	Against	Against
E.30	Authorization granted to the Board of Directors to use the various delegations of authority and authorizations for share capital increase during period of public offer on shares of the Company	Management	Against	Against
E.31	Powers to carry out all legal formalities	Management	For	For

HEINEKEN HOLDING NV, AMSTERDAM

SECURITY	N39338194	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	25-Apr-2013
ISIN	NL0000008977	AGENDA	704320287 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

Item	Proposal	Type	Vote	FOR/A MANAG
1	Report for the 2012 financial year	Non-Voting		
2	Adoption of the financial statements for the 2012 financial year	Management	For	For
3	Announcement of the appropriation of the balance of the income statement-pursuant to the provisions in Article 10, paragraph 6, of the Articles of-Association	Non-Voting		
4	Discharge of the members of the Board of Directors	Management	For	For
5a	Authorisation of the Board of Directors to acquire own shares	Management	For	For
5b	Authorisation of the Board of Directors to issue (rights to) shares	Management	For	For
5c	Authorisation of the Board of Directors to restrict or exclude shareholders' pre-emptive rights	Management	Against	Against
6a	Composition of the Board of Directors: Re-appointment of Mr M. Das as a non-executive member of the Board of Directors	Management	For	For
6b	Composition of the Board of Directors: Appointment of Mr A.A.C. de Carvalho as a non-executive member of the Board of Directors	Management	For	For

ACCOR SA, COURCOURONNES

SECURITY F00189120 MEETING TYPE MIX  
TICKER SYMBOL FR0000120404 MEETING DATE 25-Apr-2013  
ISIN FR0000120404 AGENDA 704330478 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING-INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE-DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN-THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE-INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0318/201303181300797.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0318/201303181300797.pdf</a> .PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0405/201304051301125.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0405/201304051301125.pdf</a> . IF YOU HAVE ALREADY SENT IN YOUR	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

VOTES, PLEASE DO NOT RETURN THIS  
PROXY FORM UNLESS YOU DECIDE TO AMEND  
YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

O.1	Approval of the corporate financial statements for the financial year, 2012	Management	For	For
O.2	Approval of the consolidated financial statements for the financial year, 2012	Management	For	For
O.3	Allocation of income and distribution of the dividend	Management	For	For
O.4	Renewal of term of Mrs. Sophie Gasperment as Board member	Management	For	For
O.5	Renewal of term of Mr. Patrick Sayer as Board member	Management	For	For
O.6	Appointment of Mr. Nadra Moussalem as Board member	Management	For	For
O.7	Renewal of term of Deloitte & Associates as principal Statutory Auditor	Management	For	For
O.8	Renewal of term of Ernst & Young et Autres as principal Statutory Auditor	Management	For	For
O.9	Renewal of term of Beas SARL as deputy Statutory Auditor	Management	For	For
O.10	Renewal of term of Auditex as deputy Statutory Auditor	Management	For	For
O.11	Authorization to be granted to the Board of Directors to trade in Company's shares	Management	For	For
E.12	Authorization to the Board of Directors to reduce capital by cancellation of shares	Management	For	For
E.13	Delegation of authority to the Board of Directors to carry out capital increases by issuing shares or securities giving access to share capital while maintaining preferential subscription rights	Management	For	For
E.14	Delegation of authority to the Board of Directors to carry out capital increases by issuing shares or securities giving access to share capital with cancellation of preferential subscription rights by public offering	Management	Against	Against
E.15	Delegation of authority to the Board of Directors to carry out capital increases by issuing shares or securities giving access to share capital with cancellation of preferential subscription rights through reserved offer	Management	For	For
E.16	Delegation of authority to the Board of Directors to increase the number of issuable securities in case of capital increase with or without preferential subscription rights	Management	For	For
E.17	Delegation of powers to the Board of Directors to carry out capital increases by issuing shares or securities, in consideration for in-kind contributions granted to the Company	Management	For	For
E.18	Delegation of powers to the Board of Directors to carry out capital increases by incorporation of reserves, profits or premiums	Management	For	For
E.19	Limitation of the total amount of capital increases that may be carried out pursuant to previous delegations	Management	For	For
E.20	Delegation of authority to the Board of Directors to issue shares or securities giving access to share capital in favor of employees who are members of a Company Savings Plan	Management	For	For
E.21	Authorization to the Board of Directors to grant share subscription or purchase options to employees and corporate officers	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E.22	Authorization to the Board of Directors to carry out free allocations of shares to employees and corporate officers	Management	For	For
E.23	Powers to carry out all legal formalities	Management	For	For

SWEDISH MATCH AB, STOCKHOLM

SECURITY	W92277115	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	25-Apr-2013
ISIN	SE0000310336	AGENDA	704331052 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID-VOTE OPTION. THANK YOU	Non-Voting		
1	Opening of the Meeting and election of the Chairman of the Meeting.: Sven-Unger, attorney at law, is proposed as the Chairman of the Meeting	Non-Voting		
2	Preparation and approval of the voting list	Non-Voting		
3	Election of one or two persons, to verify the Minutes	Non-Voting		
4	Determination of whether the Meeting has been duly convened	Non-Voting		
5	Approval of the Agenda	Non-Voting		
6	Presentation of the Annual Report and the Auditors' Report, the Consolidated-Financial Statements and the Auditors' Report on the Consolidated Financial-Statements for 2012, the Auditors' Statement regarding compliance with the-principles for determination of remuneration to senior executives as well as-the Board of Directors' motion regarding the allocation of profit and-explanatory statements. In connection therewith, the President's address and-the report regarding the work of the Board of Directors and	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

7	the work and-function of the Audit Committee Adoption of the Income Statement and Balance Sheet and of the Consolidated Income Statement and Consolidated Balance Sheet	Management	No Action
8	Resolution in respect of allocation of the Company's profit in accordance with the adopted Balance Sheet and resolution on record day for dividend: The Board of Directors proposes that a dividend be paid to the shareholders in the amount of 7.30 SEK per share and that the remaining profits be carried forward. The proposed record date for entitlement to receive a cash dividend is April 30, 2013. The dividend is expected to be paid through Euroclear Sweden AB, on May 6, 2013	Management	No Action
9	Resolution regarding discharge from liability for the Board members and the President	Management	No Action
10.a	Resolution regarding the reduction of the share capital by way of a recall of repurchased shares, and the transfer of the reduced amount to a fund to be used pursuant to a resolution adopted by the General Meeting; and	Management	No Action
10.b	Resolution regarding a bonus issue	Management	No Action
11	Resolution regarding the authorization of the Board of Directors to decide on the acquisition of shares in the Company	Management	No Action
12	Adoption of principles for determination of remuneration payable to senior executives. In connection therewith the report regarding the work and function of the Compensation Committee	Management	No Action
13	Determination of the number of members of the Board of Directors to be elected by the Meeting: The Board of Directors shall comprise seven members elected by the Annual General Meeting and no deputies	Management	No Action
14	Determination of the remuneration to be paid to the Board of Directors	Management	No Action
15	Election of members of the Board, the Chairman of the Board and the Deputy Chairman of the Board: The following Board members are proposed for re-election: Andrew Cripps, Karen Guerra, Conny Karlsson, Robert F. Sharpe, Meg Tiveus and Joakim Westh. The Nominating Committee proposes the election of Wenche Rolfsen as new member of the Board. Conny Karlsson is proposed to be re-elected as Chairman of the Board and Andrew Cripps is proposed to be re-elected as Deputy Chairman of the Board	Management	No Action
16	Determination of the number of Auditors: The Nominating Committee proposes the number of Auditors shall be one with no Deputy Auditor	Management	No Action
17	Determination of the remuneration to be paid to the Auditors	Management	No Action
18	Election of Auditors: The Nominating Committee proposes re-election of the accounting firm KPMG AB, for the period as of the end of the Annual General Meeting 2013 until the end of the Annual General Meeting 2014	Management	No Action

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SWEDISH MATCH AB, STOCKHOLM

SECURITY	W92277115	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	25-Apr-2013
ISIN	SE0000310336	AGENDA	704331052 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID-VOTE OPTION. THANK YOU	Non-Voting		
1	Opening of the Meeting and election of the Chairman of the Meeting.: Sven-Unger, attorney at law, is proposed as the Chairman of the Meeting	Non-Voting		
2	Preparation and approval of the voting list	Non-Voting		
3	Election of one or two persons, to verify the Minutes	Non-Voting		
4	Determination of whether the Meeting has been duly convened	Non-Voting		
5	Approval of the AGENDA	Non-Voting		
6	Presentation of the Annual Report and the Auditors' Report, the Consolidated-Financial Statements and the Auditors' Report on the Consolidated Financial-Statements for 2012, the Auditors' Statement regarding compliance with the-principles for determination of remuneration to senior executives as well as-the Board of Directors' motion regarding the allocation of profit and-explanatory statements. In connection therewith, the President's address and-the report regarding the work of the Board of Directors and the work and-function of the Audit Committee	Non-Voting		
7	Adoption of the Income Statement and Balance Sheet and of the Consolidated Income Statement and Consolidated Balance Sheet	Management	No Action	
8	Resolution in respect of allocation of the Company's profit in accordance with the adopted	Management	No Action	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	Balance Sheet and resolution on record day for dividend: The Board of Directors proposes that a dividend be paid to the shareholders in the amount of 7.30 SEK per share and that the remaining profits be carried forward. The proposed record date for entitlement to receive a cash dividend is April 30, 2013. The dividend is expected to be paid through Euroclear Sweden AB, on May 6, 2013		
9	Resolution regarding discharge from liability for the Board members and the President	Management	No Action
10.a	Resolution regarding the reduction of the share capital by way of a recall of repurchased shares, and the transfer of the reduced amount to a fund to be used pursuant to a resolution adopted by the General Meeting; and	Management	No Action
10.b	Resolution regarding a bonus issue	Management	No Action
11	Resolution regarding the authorization of the Board of Directors to decide on the acquisition of shares in the Company	Management	No Action
12	Adoption of principles for determination of remuneration payable to senior executives. In connection therewith the report regarding the work and function of the Compensation Committee	Management	No Action
13	Determination of the number of members of the Board of Directors to be elected by the Meeting: The Board of Directors shall comprise seven members elected by the Annual General Meeting and no deputies	Management	No Action
14	Determination of the remuneration to be paid to the Board of Directors	Management	No Action
15	Election of members of the Board, the Chairman of the Board and the Deputy Chairman of the Board: The following Board members are proposed for re-election: Andrew Cripps, Karen Guerra, Conny Karlsson, Robert F. Sharpe, Meg Tiveus and Joakim Westh. The Nominating Committee proposes the election of Wenche Rolfsen as new member of the Board. Conny Karlsson is proposed to be re-elected as Chairman of the Board and Andrew Cripps is proposed to be re-elected as Deputy Chairman of the Board	Management	No Action
16	Determination of the number of Auditors: The Nominating Committee proposes the number of Auditors shall be one with no Deputy Auditor	Management	No Action
17	Determination of the remuneration to be paid to the Auditors	Management	No Action
18	Election of Auditors: The Nominating Committee proposes re-election of the accounting firm KPMG AB, for the period as of the end of the Annual General Meeting 2013 until the end of the Annual General Meeting 2014	Management	No Action

HUMANA INC.

SECURITY	444859102	MEETING TYPE	Annual
TICKER SYMBOL	HUM	MEETING DATE	25-Apr-2013
ISIN	US4448591028	AGENDA	933738049 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: BRUCE D. BROUSSARD	Management	For	For
1B.	ELECTION OF DIRECTOR: FRANK A. D'AMELIO	Management	For	For
1C.	ELECTION OF DIRECTOR: W. ROY DUNBAR	Management	For	For
1D.	ELECTION OF DIRECTOR: KURT J. HILZINGER	Management	For	For
1E.	ELECTION OF DIRECTOR: DAVID A. JONES, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	Management	For	For
1G.	ELECTION OF DIRECTOR: WILLIAM J. MCDONALD	Management	For	For
1H.	ELECTION OF DIRECTOR: WILLIAM E. MITCHELL	Management	For	For
1I.	ELECTION OF DIRECTOR: DAVID B. NASH, M.D.	Management	For	For
1J.	ELECTION OF DIRECTOR: JAMES J. O'BRIEN	Management	For	For
1K.	ELECTION OF DIRECTOR: MARISSA T. PETERSON	Management	For	For
2.	THE RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	THE APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE 2013 PROXY STATEMENT.	Management	Abstain	Again
4.	STOCKHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shareholder	Against	For

THE EMPIRE DISTRICT ELECTRIC COMPANY

SECURITY 291641108 MEETING TYPE Annual  
TICKER SYMBOL EDE MEETING DATE 25-Apr-2013  
ISIN US2916411083 AGENDA 933738114 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 ROSS C. HARTLEY		For	For
	2 HERBERT J. SCHMIDT		For	For
	3 C. JAMES SULLIVAN		For	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	TO VOTE UPON A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE COMPENSATION OF OUR NAMED	Management	Abstain	Again



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.

4.	TO VOTE UPON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED, REQUESTING THE COMPANY PREPARE A REPORT ON PLANS TO REDUCE RISK THROUGHOUT ITS ENERGY PORTFOLIO BY PURSUING COST EFFECTIVE ENERGY EFFICIENCY RESOURCES.	Shareholder	Against	For
----	---	-------------	---------	-----

CORNING INCORPORATED

SECURITY	219350105	MEETING TYPE	Annual
TICKER SYMBOL	GLW	MEETING DATE	25-Apr-2013
ISIN	US2193501051	AGENDA	933742911 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Management	For	For
1B.	ELECTION OF DIRECTOR: STEPHANIE A. BURNS	Management	For	For
1C.	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: RICHARD T. CLARK	Management	For	For
1E.	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS	Management	For	For
1F.	ELECTION OF DIRECTOR: JAMES B. FLAWS	Management	For	For
1G.	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Management	For	For
1H.	ELECTION OF DIRECTOR: KEVIN J. MARTIN	Management	For	For
1I.	ELECTION OF DIRECTOR: DEBORAH D. RIEMAN	Management	For	For
1J.	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Management	For	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Management	For	For
1L.	ELECTION OF DIRECTOR: MARK S. WRIGHTON	Management	For	For
2.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

PFIZER INC.

SECURITY	717081103	MEETING TYPE	Annual
TICKER SYMBOL	PFE	MEETING DATE	25-Apr-2013
ISIN	US7170811035	AGENDA	933743090 - Management

FOR/A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Management	For	For
1B	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Management	For	For
1C	ELECTION OF DIRECTOR: W. DON CORNWELL	Management	For	For
1D	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Management	For	For
1F	ELECTION OF DIRECTOR: HELEN H. HOBBS	Management	For	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Management	For	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Management	For	For
1I	ELECTION OF DIRECTOR: GEORGE A. LORCH	Management	For	For
1J	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management	For	For
1K	ELECTION OF DIRECTOR: IAN C. READ	Management	For	For
1L	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For	For
1M	ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE	Management	For	For
2	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Management	Abstain	Again
4	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE EQUITY RETENTION	Shareholder	Against	For
5	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT	Shareholder	Against	For

OLIN CORPORATION

SECURITY 680665205 MEETING TYPE Annual  
TICKER SYMBOL OLN MEETING DATE 25-Apr-2013  
ISIN US6806652052 AGENDA 933743658 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: C. ROBERT BUNCH	Management	For	For
1.2	ELECTION OF DIRECTOR: RANDALL W. LARRIMORE	Management	For	For
1.3	ELECTION OF DIRECTOR: JOHN M.B. O'CONNOR	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
3.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

EDISON INTERNATIONAL

SECURITY 281020107 MEETING TYPE Annual  
 TICKER SYMBOL EIX MEETING DATE 25-Apr-2013  
 ISIN US2810201077 AGENDA 933744725 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JAGJEET S. BINDRA	Management	For	For
1B.	ELECTION OF DIRECTOR: VANESSA C.L. CHANG	Management	For	For
1C.	ELECTION OF DIRECTOR: FRANCE A. CORDOVA	Management	For	For
1D.	ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.	Management	For	For
1E.	ELECTION OF DIRECTOR: BRADFORD M. FREEMAN	Management	For	For
1F.	ELECTION OF DIRECTOR: LUIS G. NOGALES	Management	For	For
1G.	ELECTION OF DIRECTOR: RONALD L. OLSON	Management	For	For
1H.	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Management	For	For
1I.	ELECTION OF DIRECTOR: THOMAS C. SUTTON	Management	For	For
1J.	ELECTION OF DIRECTOR: PETER J. TAYLOR	Management	For	For
1K.	ELECTION OF DIRECTOR: BRETT WHITE	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	Management	Abstain	Again
4.	SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN	Shareholder	Against	For

DIEBOLD, INCORPORATED

SECURITY 253651103 MEETING TYPE Annual  
 TICKER SYMBOL DBD MEETING DATE 25-Apr-2013  
 ISIN US2536511031 AGENDA 933744814 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
1	PATRICK W. ALLENDER		For	For
2	ROBERTO ARTAVIA		For	For
3	BRUCE L. BYRNES		For	For
4	PHILLIP R. COX		For	For
5	RICHARD L. CRANDALL		For	For
6	GALE S. FITZGERALD		For	For
7	ROBERT S. PRATHER, JR.		For	For
8	RAJESH K. SOIN		For	For
9	HENRY D.G. WALLACE		For	For
10	ALAN J. WEBER		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2013.	Management	For	For
3.	TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against

### JOHNSON & JOHNSON

SECURITY	478160104	MEETING TYPE	Annual
TICKER SYMBOL	JNJ	MEETING DATE	25-Apr-2013
ISIN	US4781601046	AGENDA	933745068 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Management	For	For
1B.	ELECTION OF DIRECTOR: JAMES G. CULLEN	Management	For	For
1C.	ELECTION OF DIRECTOR: IAN E.L. DAVIS	Management	For	For
1D.	ELECTION OF DIRECTOR: ALEX GORSKY	Management	For	For
1E.	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Management	For	For
1F.	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Management	For	For
1G.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Management	For	For
1H.	ELECTION OF DIRECTOR: LEO F. MULLIN	Management	For	For
1I.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Management	For	For
1J.	ELECTION OF DIRECTOR: CHARLES PRINCE	Management	For	For
1K.	ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Management	For	For
1L.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Against
3.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
4.	SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Shareholder	Against	For

### ABB LTD

SECURITY	000375204	MEETING TYPE	Annual
TICKER SYMBOL	ABB	MEETING DATE	25-Apr-2013
ISIN	US0003752047	AGENDA	933769854 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
2.1	APPROVAL OF THE ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS, AND THE ANNUAL FINANCIAL STATEMENTS FOR 2012	Management	For	For
2.2	CONSULTATIVE VOTE ON THE 2012 REMUNERATION REPORT	Management	For	For
3	DISCHARGE OF THE BOARD OF DIRECTORS AND THE PERSONS ENTRUSTED WITH MANAGEMENT	Management	For	For
4	APPROPRIATION OF AVAILABLE EARNINGS AND DISTRIBUTION OF CAPITAL CONTRIBUTION RESERVE	Management	For	For
5	RENEWAL OF AUTHORIZED SHARE CAPITAL	Management	For	For
6.1	RE-ELECTION TO THE BOARD OF DIRECTOR: ROGER AGNELLI	Management	For	For
6.2	RE-ELECTION TO THE BOARD OF DIRECTOR: LOUIS R. HUGHES	Management	For	For
6.3	RE-ELECTION TO THE BOARD OF DIRECTOR: HANS ULRICH MARKI	Management	For	For
6.4	RE-ELECTION TO THE BOARD OF DIRECTOR: MICHEL DE ROSEN	Management	For	For
6.5	RE-ELECTION TO THE BOARD OF DIRECTOR: MICHAEL TRESCHOW	Management	For	For
6.6	RE-ELECTION TO THE BOARD OF DIRECTOR: JACOB WALLENBERG	Management	For	For
6.7	RE-ELECTION TO THE BOARD OF DIRECTOR: YING YEH	Management	For	For
6.8	RE-ELECTION TO THE BOARD OF DIRECTOR: HUBERTUS VON GRUNBERG	Management	For	For
7	RE-ELECTION OF THE AUDITORS ERNST & YOUNG AG	Management	For	For

ABBOTT LABORATORIES

SECURITY 002824100 MEETING TYPE Annual  
TICKER SYMBOL ABT MEETING DATE 26-Apr-2013  
ISIN US0028241000 AGENDA 933743672 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 R.J. ALPERN		For	For
	2 R.S. AUSTIN		For	For
	3 S.E. BLOUNT		For	For
	4 W.J. FARRELL		For	For
	5 E.M. LIDDY		For	For
	6 N. MCKINSTRY		For	For
	7 P.N. NOVAKOVIC		For	For
	8 W.A. OSBORN		For	For
	9 S.C. SCOTT III		For	For
	10 G.F. TILTON		For	For
	11 M.D. WHITE		For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Management	For	For
3.	SAY ON PAY - AN ADVISORY VOTE TO	Management	Abstain	Again

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.	APPROVE EXECUTIVE COMPENSATION SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIR	Shareholder	Against	For
7.	SHAREHOLDER PROPOSAL - EQUITY RETENTION AND HEDGING	Shareholder	Against	For
8.	SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION	Shareholder	Against	For
9.	SHAREHOLDER PROPOSAL - ACCELERATED VESTING OF AWARDS UPON CHANGE IN CONTROL	Shareholder	Against	For

AT&T INC.

SECURITY 00206R102 MEETING TYPE Annual  
TICKER SYMBOL T MEETING DATE 26-Apr-2013  
ISIN US00206R1023 AGENDA 933744016 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Management	For	For
1B.	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Management	For	For
1C.	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Management	For	For
1E.	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management	For	For
1F.	ELECTION OF DIRECTOR: SCOTT T. FORD	Management	For	For
1G.	ELECTION OF DIRECTOR: JAMES P. KELLY	Management	For	For
1H.	ELECTION OF DIRECTOR: JON C. MADONNA	Management	For	For
1I.	ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	Management	For	For
1J.	ELECTION OF DIRECTOR: JOHN B. MCCOY	Management	For	For
1K.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For	For
1L.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Management	For	For
1M.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Management	For	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	APPROVE STOCK PURCHASE AND DEFERRAL PLAN.	Management	For	For
5.	POLITICAL CONTRIBUTIONS REPORT.	Shareholder	Against	For
6.	LEAD BATTERIES REPORT.	Shareholder	Against	For
7.	COMPENSATION PACKAGES.	Shareholder	Against	For
8.	INDEPENDENT BOARD CHAIRMAN.	Shareholder	Against	For

GRACO INC.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 384109104 MEETING TYPE Annual  
 TICKER SYMBOL GGG MEETING DATE 26-Apr-2013  
 ISIN US3841091040 AGENDA 933744787 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 ERIC P. ETCHART		For	For
	2 J. KEVIN GILLIGAN		For	For
	3 WILLIAM G. VAN DYKE		For	For
2.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Again
4.	APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO ADOPT MAJORITY VOTING FOR THE ELECTION OF DIRECTORS.	Management	For	For

KELLOGG COMPANY

SECURITY 487836108 MEETING TYPE Annual  
 TICKER SYMBOL K MEETING DATE 26-Apr-2013  
 ISIN US4878361082 AGENDA 933745157 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 GORDON GUND		For	For
	2 MARY LASCHINGER		For	For
	3 A. MCLAUGHLIN KOROLOGOS		For	For
	4 CYNTHIA MILLIGAN		For	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	APPROVAL OF THE KELLOGG COMPANY 2013 LONG-TERM INCENTIVE PLAN.	Management	Against	Again
4.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Management	For	For
5.	SHAREOWNER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, TO REPEAL CLASSIFIED BOARD.	Shareholder	Against	For

OWENS & MINOR, INC.

SECURITY 690732102 MEETING TYPE Annual

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL OMI MEETING DATE 26-Apr-2013  
 ISIN US6907321029 AGENDA 933745210 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 RICHARD E. FOGG		For	For
	2 JOHN W. GERDELMAN		For	For
	3 LEMUEL E. LEWIS		For	For
	4 MARTHA H. MARSH		For	For
	5 EDDIE N. MOORE, JR.		For	For
	6 JAMES E. ROGERS		For	For
	7 ROBERT C. SLEDD		For	For
	8 CRAIG R. SMITH		For	For
	9 ANNE MARIE WHITTEMORE		For	For
2.	VOTE TO RATIFY KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again

### NOBLE CORPORATION

SECURITY H5833N103 MEETING TYPE Annual  
 TICKER SYMBOL NE MEETING DATE 26-Apr-2013  
 ISIN CH0033347318 AGENDA 933745246 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 MICHAEL A. CAWLEY		For	For
	2 GORDON T. HALL		For	For
	3 ASHLEY ALMANZA		For	For
2.	APPROVAL OF THE 2012 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012	Management	For	For
3.	APPROVAL OF DIVIDEND PAYMENT FUNDED FROM CAPITAL CONTRIBUTION RESERVE IN THE AMOUNT OF USD \$1.00 PER SHARE	Management	For	For
4.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND THE ELECTION OF PRICEWATERHOUSECOOPERS AG AS STATUTORY AUDITOR FOR A ONE-YEAR TERM	Management	For	For
5.	APPROVAL OF THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS OF THE	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMPANY UNDER SWISS LAW FOR FISCAL  
YEAR 2012

6.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
7.	APPROVAL OF AN EXTENSION OF BOARD AUTHORITY TO ISSUE AUTHORIZED SHARE CAPITAL UNTIL APRIL 25, 2015	Management	For	For

### ROWAN COMPANIES PLC

SECURITY	G7665A101	MEETING TYPE	Annual
TICKER SYMBOL	RDC	MEETING DATE	26-Apr-2013
ISIN	GB00B6SLMV12	AGENDA	933746565 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	AN ORDINARY RESOLUTION TO ELECT WILLIAM T. FOX III AS A CLASS I DIRECTOR FOR A TERM TO EXPIRE AT THE ANNUAL MEETING IN 2014.	Management	For	For
02	AN ORDINARY RESOLUTION TO ELECT SIR GRAHAM HEARNE AS A CLASS I DIRECTOR FOR A TERM TO EXPIRE AT THE ANNUAL MEETING IN 2014.	Management	For	For
03	AN ORDINARY RESOLUTION TO ELECT H.E. LENTZ AS A CLASS I DIRECTOR FOR A TERM TO EXPIRE AT THE ANNUAL MEETING IN 2014.	Management	For	For
04	AN ORDINARY RESOLUTION TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR U.S. INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
05	AN ORDINARY RESOLUTION TO REAPPOINT DELOITTE LLP AS OUR U.K. STATUTORY AUDITORS UNDER THE U.K. COMPANIES ACT 2006, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
06	AN ORDINARY RESOLUTION TO AUTHORIZE THE AUDIT COMMITTEE TO DETERMINE OUR U.K. STATUTORY AUDITORS' REMUNERATION.	Management	For	For
07	AN ORDINARY RESOLUTION TO APPROVE OUR 2013 ROWAN COMPANIES PLC INCENTIVE PLAN.	Management	For	For
08	AN ORDINARY RESOLUTION OF A NON-BINDING ADVISORY NATURE TO APPROVE ROWAN COMPANIES PLC'S U.K. STATUTORY DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
9	A NON-BINDING ADVISORY VOTE TO APPROVE ROWAN COMPANIES PLC'S EXECUTIVE COMPENSATION AS REPORTED IN THIS PROXY STATEMENT.	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

GATX CORPORATION

SECURITY	361448103	MEETING TYPE	Annual
TICKER SYMBOL	GMT	MEETING DATE	26-Apr-2013
ISIN	US3614481030	AGENDA	933750576 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: ANNE L. ARVIA	Management	For	For
1.2	ELECTION OF DIRECTOR: ERNST A. HABERLI	Management	For	For
1.3	ELECTION OF DIRECTOR: BRIAN A. KENNEY	Management	For	For
1.4	ELECTION OF DIRECTOR: MARK G. MCGRATH	Management	For	For
1.5	ELECTION OF DIRECTOR: JAMES B. REAM	Management	For	For
1.6	ELECTION OF DIRECTOR: ROBERT J. RITCHIE	Management	For	For
1.7	ELECTION OF DIRECTOR: DAVID S. SUTHERLAND	Management	For	For
1.8	ELECTION OF DIRECTOR: CASEY J. SYLLA	Management	For	For
1.9	ELECTION OF DIRECTOR: PAUL G. YOVOVICH	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again

GATX CORPORATION

SECURITY	361448202	MEETING TYPE	Annual
TICKER SYMBOL	GMTPR	MEETING DATE	26-Apr-2013
ISIN	US3614482020	AGENDA	933750576 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: ANNE L. ARVIA	Management	For	For
1.2	ELECTION OF DIRECTOR: ERNST A. HABERLI	Management	For	For
1.3	ELECTION OF DIRECTOR: BRIAN A. KENNEY	Management	For	For
1.4	ELECTION OF DIRECTOR: MARK G. MCGRATH	Management	For	For
1.5	ELECTION OF DIRECTOR: JAMES B. REAM	Management	For	For
1.6	ELECTION OF DIRECTOR: ROBERT J. RITCHIE	Management	For	For
1.7	ELECTION OF DIRECTOR: DAVID S. SUTHERLAND	Management	For	For
1.8	ELECTION OF DIRECTOR: CASEY J. SYLLA	Management	For	For
1.9	ELECTION OF DIRECTOR: PAUL G. YOVOVICH	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
----	--	------------	---------	-------

OCEANEERING INTERNATIONAL, INC.

SECURITY	675232102	MEETING TYPE	Annual
TICKER SYMBOL	OII	MEETING DATE	26-Apr-2013
ISIN	US6752321025	AGENDA	933763650 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 PAUL B. MURPHY, JR		For	For
	2 HARRIS J. PAPPAS		For	For
2.	ADVISORY VOTE ON A RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For

AGNICO-EAGLE MINES LIMITED

SECURITY	008474108	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	AEM	MEETING DATE	26-Apr-2013
ISIN	CA0084741085	AGENDA	933770035 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 LEANNE M. BAKER		For	For
	2 DOUGLAS R. BEAUMONT		For	For
	3 SEAN BOYD		For	For
	4 MARTINE A. CELEJ		For	For
	5 CLIFFORD J. DAVIS		For	For
	6 ROBERT J. GEMMELL		For	For
	7 BERNARD KRAFT		For	For
	8 MEL LEIDERMAN		For	For
	9 JAMES D. NASSO		For	For
	10 SEAN RILEY		For	For
	11 J. MERFYN ROBERTS		For	For
	12 HOWARD R. STOCKFORD		For	For
	13 PERTTI VOUTILAINEN		For	For
02	APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For
03	AN ORDINARY RESOLUTION APPROVING AN AMENDMENT TO THE COMPANY'S STOCK OPTION PLAN.	Management	For	For
04	A SPECIAL RESOLUTION APPROVING AN	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	AMENDMENT TO THE COMPANY'S ARTICLES TO CHANGE THE COMPANY'S NAME.			
05	AN ORDINARY RESOLUTION CONFIRMING AN AMENDMENT TO THE COMPANY'S BY-LAWS.	Management	Against	Against
06	A NON-BINDING, ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION.	Management	For	For

### NOBLE CORPORATION

SECURITY	H5833N103	MEETING TYPE	Annual
TICKER SYMBOL	NE	MEETING DATE	26-Apr-2013
ISIN	CH0033347318	AGENDA	933789250 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR 1 MICHAEL A. CAWLEY 2 GORDON T. HALL 3 ASHLEY ALMANZA	Management	For	For
2.	APPROVAL OF THE 2012 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012	Management	For	For
3.	APPROVAL OF DIVIDEND PAYMENT FUNDED FROM CAPITAL CONTRIBUTION RESERVE IN THE AMOUNT OF USD \$1.00 PER SHARE	Management	For	For
4.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND THE ELECTION OF PRICEWATERHOUSECOOPERS AG AS STATUTORY AUDITOR FOR A ONE-YEAR TERM	Management	For	For
5.	APPROVAL OF THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS OF THE COMPANY UNDER SWISS LAW FOR FISCAL YEAR 2012	Management	For	For
6.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
7.	APPROVAL OF AN EXTENSION OF BOARD AUTHORITY TO ISSUE AUTHORIZED SHARE CAPITAL UNTIL APRIL 25, 2015	Management	For	For

### PACCAR INC

SECURITY	693718108	MEETING TYPE	Annual
TICKER SYMBOL	PCAR	MEETING DATE	29-Apr-2013
ISIN	US6937181088	AGENDA	933742149 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: ALISON J. CARNWATH	Management	For	For
1B	ELECTION OF DIRECTOR: LUIZ KAUFMANN	Management	For	For
1C	ELECTION OF DIRECTOR: JOHN M. PIGOTT	Management	For	For
1D	ELECTION OF DIRECTOR: GREGORY M. E. SPIERKEL	Management	For	For
2	STOCKHOLDER PROPOSAL REGARDING THE ANNUAL ELECTION OF ALL DIRECTORS	Shareholder	Against	For
3	STOCKHOLDER PROPOSAL REGARDING THE SUPERMAJORITY VOTE PROVISIONS	Shareholder	Against	For

FORTUNE BRANDS HOME & SECURITY, INC.

SECURITY 34964C106 MEETING TYPE Annual  
TICKER SYMBOL FBHS MEETING DATE 29-Apr-2013  
ISIN US34964C1062 AGENDA 933742997 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF CLASS II DIRECTOR: RICHARD A. GOLDSTEIN	Management	For	For
1B.	ELECTION OF CLASS II DIRECTOR: CHRISTOPHER J. KLEIN	Management	For	For
2	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
4	APPROVAL OF THE FORTUNE BRANDS HOME & SECURITY, INC. 2013 LONG-TERM INCENTIVE PLAN.	Management	Against	Against
5	APPROVAL OF THE FORTUNE BRANDS HOME & SECURITY, INC. ANNUAL EXECUTIVE INCENTIVE COMPENSATION PLAN.	Management	For	For

AMERICAN EXPRESS COMPANY

SECURITY 025816109 MEETING TYPE Annual  
TICKER SYMBOL AXP MEETING DATE 29-Apr-2013  
ISIN US0258161092 AGENDA 933746402 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1	C. BARSHEFSKY		For	For
2	U.M. BURNS		For	For
3	K.I. CHENAULT		For	For
4	P. CHERNIN		For	For
5	A. LAUVERGEON		For	For
6	T.J. LEONSIS		For	For
7	R.C. LEVIN		For	For
8	R.A. MCGINN		For	For
9	S.J. PALMISANO		For	For
10	S.S REINEMUND		For	For
11	D.L. VASELLA		For	For
12	R.D. WALTER		For	For
13	R.A. WILLIAMS		For	For
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Shareholder	Against	For

THE BOEING COMPANY

SECURITY 097023105 MEETING TYPE Annual  
TICKER SYMBOL BA MEETING DATE 29-Apr-2013  
ISIN US0970231058 AGENDA 933747315 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Management	For	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Management	For	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management	For	For
1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Management	For	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Management	For	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Management	For	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Management	For	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2013.	Management	For	For
4.	FUTURE EXTRAORDINARY RETIREMENT	Shareholder	Against	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	BENEFITS.			
5.	ACTION BY WRITTEN CONSENT.	Shareholder	Against	For
6.	EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shareholder	Against	For
7.	INDEPENDENT BOARD CHAIRMAN.	Shareholder	Against	For

PEABODY ENERGY CORPORATION

SECURITY 704549104 MEETING TYPE Annual  
 TICKER SYMBOL BTU MEETING DATE 29-Apr-2013  
 ISIN US7045491047 AGENDA 933748800 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 GREGORY H. BOYCE		For	For
	2 WILLIAM A. COLEY		For	For
	3 WILLIAM E. JAMES		For	For
	4 ROBERT B. KARN III		For	For
	5 HENRY E. LENTZ		For	For
	6 ROBERT A. MALONE		For	For
	7 WILLIAM C. RUSNACK		For	For
	8 JOHN F. TURNER		For	For
	9 SANDRA A. VAN TREASE		For	For
	10 ALAN H. WASHKOWITZ		For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4.	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER OUR 2008 MANAGEMENT ANNUAL INCENTIVE COMPENSATION PLAN.	Management	For	For
5.	SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES.	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR.	Shareholder	Against	For

PENTAIR LTD

SECURITY H6169Q108 MEETING TYPE Annual  
 TICKER SYMBOL PNR MEETING DATE 29-Apr-2013  
 ISIN CH0193880173 AGENDA 933750386 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	RE-ELECTION OF DIRECTOR: T. MICHAEL GLENN	Management	For	For
1B.	RE-ELECTION OF DIRECTOR: DAVID H.Y. HO	Management	For	For
1C.	RE-ELECTION OF DIRECTOR: RONALD L.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	MERRIMAN			
2.	TO APPROVE THE 2012 ANNUAL REPORT OF PENTAIR LTD., THE STATUTORY FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS OF PENTAIR LTD. FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
3.	TO DISCHARGE THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FROM LIABILITY FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
4A.	TO RE-ELECT DELOITTE AG AS STATUTORY AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For
4B.	APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
4C.	TO ELECT PRICEWATERHOUSECOOPERS AG AS SPECIAL AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For
5A.	THE APPROPRIATION OF RESULTS FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
5B.	THE CONVERSION AND APPROPRIATION OF RESERVES FROM CAPITAL CONTRIBUTIONS TO DISTRIBUTE AN ORDINARY CASH DIVIDEND.	Management	For	For
6.	TO APPROVE BY ADVISORY VOTE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Again
7.	TO APPROVE PERFORMANCE GOALS AND RELATED MATTERS UNDER THE PENTAIR LTD. 2012 STOCK AND INCENTIVE PLAN.	Management	For	For

PENTAIR LTD

SECURITY	H6169Q108	MEETING TYPE	Annual
TICKER SYMBOL	PNR	MEETING DATE	29-Apr-2013
ISIN	CH0193880173	AGENDA	933786711 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	RE-ELECTION OF DIRECTOR: T. MICHAEL GLENN	Management	For	For
1B.	RE-ELECTION OF DIRECTOR: DAVID H.Y. HO	Management	For	For
1C.	RE-ELECTION OF DIRECTOR: RONALD L. MERRIMAN	Management	For	For
2.	TO APPROVE THE 2012 ANNUAL REPORT OF PENTAIR LTD., THE STATUTORY FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS OF PENTAIR LTD. FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
3.	TO DISCHARGE THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FROM LIABILITY FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
4A.	TO RE-ELECT DELOITTE AG AS STATUTORY AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4B.	APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
4C.	TO ELECT PRICEWATERHOUSECOOPERS AG AS SPECIAL AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For
5A.	THE APPROPRIATION OF RESULTS FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
5B.	THE CONVERSION AND APPROPRIATION OF RESERVES FROM CAPITAL CONTRIBUTIONS TO DISTRIBUTE AN ORDINARY CASH DIVIDEND.	Management	For	For
6.	TO APPROVE BY ADVISORY VOTE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Against
7.	TO APPROVE PERFORMANCE GOALS AND RELATED MATTERS UNDER THE PENTAIR LTD. 2012 STOCK AND INCENTIVE PLAN.	Management	For	For

PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY	71654V408	MEETING TYPE	Special
TICKER SYMBOL	PBR	MEETING DATE	29-Apr-2013
ISIN	US71654V4086	AGENDA	933790316 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	MANAGEMENT REPORT AND FINANCIAL STATEMENTS, ACCOMPANIED OF OPINION FROM THE FISCAL BOARD.	Management	For	For
02	CAPITAL BUDGET, REGARDING THE YEAR OF 2013.	Management	For	For
03	DESTINATION OF INCOME FOR THE YEAR OF 2012.	Management	For	For
04A	ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS: APPOINTED BY THE CONTROLLING SHAREHOLDER.	Management	For	For
04B	ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS: APPOINTED BY THE MINORITY SHAREHOLDERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
05	ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS APPOINTED BY THE CONTROLLING SHAREHOLDER.	Management	For	For
06A	ELECTION OF THE MEMBERS OF THE FISCAL BOARD AND THEIR RESPECTIVE SUBSTITUTES: APPOINTED BY THE CONTROLLING SHAREHOLDER.	Management	For	For
06B	ELECTION OF THE MEMBERS OF THE FISCAL BOARD AND THEIR RESPECTIVE SUBSTITUTES: APPOINTED BY THE MINORITY SHAREHOLDERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

07	ESTABLISHMENT OF COMPENSATION OF MANAGEMENT AND EFFECTIVE MEMBERS IN THE FISCAL BOARD.	Management	For	For
E1	INCREASE OF THE CAPITAL STOCK.	Management	For	For

VIVENDI SA, PARIS

SECURITY	F97982106	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	30-Apr-2013
ISIN	FR0000127771	AGENDA	704300209 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	THE FOLLOWING APPLIES TO NON- RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING-INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE-DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN-THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE-INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0304/201303041300558.pdf">https://balo.journal- officiel.gouv.fr/pdf/2013/0304/201303041300558. pdf</a> .PLEAS-E NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0329/201303291301038.pdf">https://balo.journal- officiel.gouv.fr/pdf/2013/0329/201303291301038. pdf</a> . IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		
0.1	Approval of the reports and annual corporate financial statements for the financial year 2012	Management	For	For
0.2	Approval of the reports and consolidated financial statements for the financial year 2012	Management	For	For
0.3	Approval of the Statutory Auditors' special report on the regulated agreements and commitments	Management	For	For
0.4	Allocation of income for the financial year 2012, setting the dividend and the date of payment	Management	For	For
0.5	Approval of the Statutory Auditors' special report prepared pursuant to Article L.225-88 of the Commercial Code regarding the conditional commitment in favor of Mr. Philippe Capron as Executive Board member	Management	For	For
0.6	Appointment of Mr. Vincent Bollore as Supervisory Board member	Management	For	For
0.7	Appointment of Mr. Pascal Cagni as Supervisory	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	Board member			
O.8	Appointment of Mrs. Yseulys Costes as Supervisory Board member	Management	For	For
O.9	Appointment of Mr. Alexandre de Juniac as Supervisory Board member	Management	For	For
O.10	Appointment of Mrs. Nathalie Bricault representing employee shareholders, as Supervisory Board member	Management	For	For
O.11	Authorization granted to the Executive Board to allow the Company to purchase its own shares	Management	For	For
E.12	Authorization to be granted to the Executive Board to reduce share capital by cancellation of shares	Management	For	For
E.13	Delegation granted to the Executive Board to increase capital by issuing ordinary shares or any securities giving access to capital with shareholders' preferential subscription rights	Management	For	For
E.14	Delegation granted to the Executive Board to increase capital without shareholders' preferential subscription rights and within the limit of 10% of capital and within the overall ceiling provided in the thirteenth resolution, in consideration for in-kind contributions of equity securities or securities giving access to capital of third party companies outside of a public exchange offer	Management	For	For
E.15	Delegation granted to the Executive Board to increase capital by incorporation of reserves, profits, premiums or other amounts	Management	For	For
E.16	Delegation granted to the Executive Board to decide to increase share capital in favor of employees and retired employees who are members of the Company Savings Plan without shareholders' preferential subscription rights	Management	For	For
E.17	Delegation granted to the Executive Board to decide to increase share capital in favor of employees of Vivendi foreign subsidiaries who are members of the Group Savings Plan and to implement any similar plan without shareholders' preferential subscription rights	Management	For	For
E.18	Powers to carry out all legal formalities	Management	For	For

HERA SPA, BOLOGNA

SECURITY T5250M106 MEETING TYPE MIX  
TICKER SYMBOL MEETING DATE 30-Apr-2013  
ISIN IT0001250932 AGENDA 704378757 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE-URL LINK:- <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_159715.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_159715.PDF</a>	Non-Voting		
E.1	Amendment of art. 16 and 26 of the company bylaws	Management	For	For
E.2	Amendment of art. 17 and introduction of art. 34	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

0.1	of the company bylaws Individual and consolidated financial statements as of 31.12.2012 reports of board of directors and board of statutory auditors	Management	For	For
0.2	Presentation of a governance report and deliberations on remuneration policies	Management	For	For
0.3	New authorization to purchase and dispose of own shares	Management	For	For
0.4	Appointment of 1 director	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE CHANGE IN MEETING TYPE FROM AGM TO MIX-. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU	Non-Voting		

DAVIDE CAMPARI - MILANO SPA, MILANO

SECURITY	T24091117	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	30-Apr-2013
ISIN	IT0003849244	AGENDA	704390905 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 174697 DUE TO RECEIPT OF S-LATES FOR DIRECTORS AND AUDITORS NAMES. ALL VOTES RECEIVED ON THE PREVIOUS MEE-TING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTIC-E. THANK YOU.	Non-Voting		
CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE U-RL LINK: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_159145.P-DF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_159145.P-DF</a>	Non-Voting		
1	Approval of financial statements at 31/12/2012. Any adjournment thereof	Management	For	For
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 2 SLATES TO BE ELECTED AS BOARD OF DIRECTO-RS, THERE IS ONLY 1 SLATE AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING-INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQ-UIRED TO VOTE FOR ONLY 1 SLATE OF THE 2 SLATES. THANK YOU.	Non-Voting		
2.1	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Appointment of the board of directors: List presented by Alicros S.p.A. representing 51% of company stock capital: 1. Eugenio Barcellona 2. Camilla Cionini Visani (Independent) 3. Luca Garavoglia 4. Thomas Ingelfinger (Independent) 5. Robert Kunze-Concewitz 6. Paolo Marchesini 7. Marco	Shareholder	For	Again

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	Pasquale Perelli-Cippo 8. Stefano Saccardi 9. Francesca Tarabbo			
2.2	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Appointment of the board of directors: List presented by Cedar Rock Capital LDT representing 10% of company stock capital: 1. Karen Guerra	Shareholder	Take No Action	
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 2 OPTIONS TO INDICATE A PREFERENCE ON THIS-RESOLUTION, ONLY ONE CAN BE SELECTED. THE STANDING INSTRUCTIONS FOR THIS MEET-ING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO VOTE FOR ONLY 1 O-F THE 2 OPTIONS BELOW, YOUR OTHER VOTES MUST BE EITHER AGAINST OR ABSTAIN. THA-NK YOU.	Non-Voting		
3.1	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Appointment of the board of auditors: List presented by Alicros S.p.A. representing 51% of company stock capital: Effective Auditors: 1. Enrico Colombo 2. Chiara Lazzarini 3. Alessandro Masala Alternate Auditors: 1. Piera Tula 2. Giovanni Bandera 3. Alessandro Porcu	Shareholder	For	Again
3.2	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Appointment of the board of auditors: List presented by Cedar Rock Capital LDT representing 10% of company stock capital: Effective Auditors: 1. Pellegrino Libroia Alternate Auditors: 1. Graziano Gallo	Shareholder	Abstain	Again
4	Approval of remuneration report	Management	For	For
5	Approval of the stock option plan	Management	For	For
6	Authorization to shares buyback and sell	Management	For	For

ENEL S.P.A., ROMA

SECURITY	T3679P115	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	30-Apr-2013
ISIN	IT0003128367	AGENDA	704391476 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 171755 DUE TO RECEIPT OF S-LATES FOR INTERNAL AUDITOR NAMES. ALL VOTES RECEIVED ON THE PREVIOUS MEETING W-ILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THA-NK YOU.	Non-Voting		
1	Financial statements as of December 31st, 2012. Reports of the board of directors, of the board of statutory auditors and of the external auditor. Related resolutions. Presentation of the consolidated financial statements for the year ended December 31st, 2012	Management	For	For
2	Allocation of the annual net income	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 2 SLATES TO BE ELECTED AS AUDITORS, THERE-IS ONLY 1 SLATE AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCTIO-NS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO V-OTE FOR ONLY 1 SLATE OF THE 2 SLATES. THANK YOU.	Non-Voting		
3.1	Election of the board of statutory auditors: List presented by Ministero dell'Economia e delle Finanze representing 31.24% of company stock capital: Effective Auditors: 1. Lidia D'Alessio 2. Gennaro Mariconda; Alternate Auditors: 1. Giulia De Martino 2. Pierpaolo Singer	Shareholder	For	Against
3.2	Election of the board of statutory auditors: List presented by Aletti Gestielle SGR SpA, Allianz Global Investors Italia SGR SpA, Anima SGR SpA, APG Alegemene Pensioen Groep NV; Arca SGR SpA, BNP Paribas Investment Partners SpA, Ersel Asset Management SGR SpA, Eurizon Capital SA, Eurizon Capital SA, SpA, FIL Investment International, Fideuram Investimenti SGR SpA, Fideuram Gestions SA, Interfund Sicav, Mediolanum Gestione FondiSGR SpA, Madiolanum Internation Funds Limited, Pioneer Asset Management SA, Pioneer Investment Management SGR SpA, and UBI Pramerica SGR Spa representing 1.07% of company stock capital: Effective Auditors: 1. Sergio Duca; Alternate Auditors: 1. Franco Luciano Tutino	Shareholder	Take No Action	
4	Determination of the compensation of the regular members of the board of statutory auditors	Management	For	For
5	Remuneration report PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION OF AMENDMENT COMMENT.-IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM U-NLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Management Non-Voting	For	For

THE HERSHEY COMPANY

SECURITY 427866108 MEETING TYPE Annual  
TICKER SYMBOL HSY MEETING DATE 30-Apr-2013  
ISIN US4278661081 AGENDA 933746236 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 P.M. ARWAY		For	For
	2 J.P. BILBREY		For	For
	3 R.F. CAVANAUGH		For	For
	4 C.A. DAVIS		For	For
	5 R.M. MALCOLM		For	For
	6 J.M. MEAD		For	For
	7 J.E. NEVELS		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	8	A.J. PALMER			
	9	T.J. RIDGE		For	For
	10	D.L. SHEDLARZ		For	For
2.		RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2013.	Management	For	For
3.		APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Management	Abstain	Against

### AGL RESOURCES INC.

SECURITY	001204106	MEETING TYPE	Annual
TICKER SYMBOL	GAS	MEETING DATE	30-Apr-2013
ISIN	US0012041069	AGENDA	933748785 - Management

	ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----					
1.		DIRECTOR	Management		
	1	SANDRA N. BANE		For	For
	2	THOMAS D. BELL, JR.		For	For
	3	NORMAN R. BOBINS		For	For
	4	CHARLES R. CRISP		For	For
	5	BRENDA J. GAINES		For	For
	6	ARTHUR E. JOHNSON		For	For
	7	WYCK A. KNOX, JR.		For	For
	8	DENNIS M. LOVE		For	For
	9	CHARLES H. "PETE" MCTIER		For	For
	10	DEAN R. O'HARE		For	For
	11	ARMANDO J. OLIVERA		For	For
	12	JOHN E. RAU		For	For
	13	JAMES A. RUBRIGHT		For	For
	14	JOHN W. SOMERHALDER II		For	For
	15	BETTINA M. WHYTE		For	For
	16	HENRY C. WOLF		For	For
2.		THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.		THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
4.		SHAREHOLDER PROPOSAL REGARDING GENDER IDENTITY.	Shareholder	Against	For

### SPECTRA ENERGY CORP

SECURITY	847560109	MEETING TYPE	Annual
TICKER SYMBOL	SE	MEETING DATE	30-Apr-2013
ISIN	US8475601097	AGENDA	933750627 - Management

	ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----					

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: WILLIAM T. ESREY	Management	For	For
1B.	ELECTION OF DIRECTOR: GREGORY L. EBEL	Management	For	For
1C.	ELECTION OF DIRECTOR: AUSTIN A. ADAMS	Management	For	For
1D.	ELECTION OF DIRECTOR: JOSEPH ALVARADO	Management	For	For
1E.	ELECTION OF DIRECTOR: PAMELA L. CARTER	Management	For	For
1F.	ELECTION OF DIRECTOR: F. ANTHONY COMPER	Management	For	For
1G.	ELECTION OF DIRECTOR: PETER B. HAMILTON	Management	For	For
1H.	ELECTION OF DIRECTOR: DENNIS R. HENDRIX	Management	For	For
1I.	ELECTION OF DIRECTOR: MICHAEL MCSHANE	Management	For	For
1J.	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Management	For	For
1K.	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY CORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	SHAREHOLDER PROPOSAL CONCERNING DISCLOSURE OF POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL CONCERNING FUGITIVE METHANE EMISSIONS REPORT.	Shareholder	Against	For

STRYKER CORPORATION

SECURITY 863667101 MEETING TYPE Annual  
TICKER SYMBOL SYK MEETING DATE 30-Apr-2013  
ISIN US8636671013 AGENDA 933750728 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A)	ELECTION OF DIRECTOR: HOWARD E. COX, JR.	Management	For	For
1B)	ELECTION OF DIRECTOR: SRIKANT M. DATAR, PH.D.	Management	For	For
1C)	ELECTION OF DIRECTOR: ROCH DOLIVEUX, DVM	Management	For	For
1D)	ELECTION OF DIRECTOR: LOUISE L. FRANCESCONI	Management	For	For
1E)	ELECTION OF DIRECTOR: ALLAN C. GOLSTON	Management	For	For
1F)	ELECTION OF DIRECTOR: HOWARD L. LANCE	Management	For	For
1G)	ELECTION OF DIRECTOR: KEVIN A. LOBO	Management	For	For
1H)	ELECTION OF DIRECTOR: WILLIAM U. PARFET	Management	For	For
1I)	ELECTION OF DIRECTOR: RONDA E. STRYKER	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2)	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3)	APPROVAL, IN AN ADVISORY VOTE, OF THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again

MEAD JOHNSON NUTRITION COMPANY

SECURITY 582839106 MEETING TYPE Annual  
 TICKER SYMBOL MJN MEETING DATE 30-Apr-2013  
 ISIN US5828391061 AGENDA 933755362 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: STEVEN M. ALTSCHULER, M.D.	Management	For	For
1B.	ELECTION OF DIRECTOR: HOWARD B. BERNICK	Management	For	For
1C.	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Management	For	For
1D.	ELECTION OF DIRECTOR: ANNA C. CATALANO	Management	For	For
1E.	ELECTION OF DIRECTOR: CELESTE A. CLARK, PH.D.	Management	For	For
1F.	ELECTION OF DIRECTOR: JAMES M. CORNELIUS	Management	For	For
1G.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Management	For	For
1H.	ELECTION OF DIRECTOR: PETER KASPER JAKOBSEN	Management	For	For
1I.	ELECTION OF DIRECTOR: PETER G. RATCLIFFE	Management	For	For
1J.	ELECTION OF DIRECTOR: ELLIOTT SIGAL, M.D., PH.D.	Management	For	For
1K.	ELECTION OF DIRECTOR: ROBERT S. SINGER	Management	For	For
2.	ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Again
3.	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For

LADBROKES PLC, HARROW

SECURITY G5337D107 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL MEETING DATE 01-May-2013  
 ISIN GB00B0ZSH635 AGENDA 704322762 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1	That the reports of the directors and auditor and the accounts of the company for the year ended 31 December 2012 be and are hereby received and adopted	Management	For	For
2	That a final dividend of 4.60p on each of the ordinary shares entitled thereto in respect of the year ended 31 December 2012 be and is hereby declared	Management	For	For
3	That C M Hodgson be and is hereby appointed a director of the company	Management	For	For
4	That R Moross be and is hereby appointed a director of the company	Management	For	For
5	That P Erskine be and is hereby re-appointed a director of the company	Management	For	For
6	That R I Glynn be and is hereby re-appointed a director of the company	Management	For	For
7	That I A Bull be and is hereby re-appointed a director of the company	Management	For	For
8	That S Bailey be and is hereby re-appointed a director of the company	Management	For	For
9	That J F Jarvis be and is hereby re-appointed a director of the company	Management	For	For
10	That J M Kelly be and is hereby re-appointed a director of the company	Management	For	For
11	That D M Shapland be and is hereby re-appointed a director of the company	Management	For	For
12	That Ernst & Young LLP be and is hereby re-appointed as auditor to the company	Management	For	For
13	That the directors be and are hereby authorised to agree the remuneration of the auditor	Management	For	For
14	That the 2012 directors' remuneration report be and is hereby approved	Management	For	For
15	That for the purposes of section 366 of the Companies Act 2006 (authorisations required for donations or expenditure) the company and all companies that are subsidiaries of the company at any time during the period for which this resolution has effect be and are hereby authorised to: (i) make political donations to political parties or independent election candidates not exceeding GBP 50,000 in total; (ii) make political donations to political organisations other than political parties not exceeding GBP 50,000 in total; and (iii) incur political expenditure not exceeding GBP 50,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed GBP 50,000 during the period beginning with the date of the passing of this resolution and ending on the date of the annual general meeting of CONTD	Management	For	For
CONT	CONTD the company to be held in 2014 or, if earlier, on 30 June 2014. For the purpose of this resolution the terms 'political donations', 'independent-election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Companies Act 2006	Non-Voting		
16	That the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	<p>281/3p each of the company provided that: (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 91,759,548; (b) the minimum price (excluding expenses) which may be paid for an ordinary share shall be 281/3p; (c) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of: (i) an amount equal to 105% of the average market value of an ordinary share for the 5 business days immediately preceding the day the ordinary share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the</p>			
CONT	<p>CONTD purchase is carried out at the relevant time; (d) the authority hereby-conferred shall expire at the conclusion of the annual general meeting of the-company to be held in 2014 or, if earlier, on 30 June 2014, unless such-authority is renewed prior to such time; and (e) the company may enter into-contracts to purchase ordinary shares under the authority hereby conferred-prior to the expiry of such authority, which contracts will or may be-executed wholly or partly after the expiry of such authority, and may make-purchases of ordinary shares pursuant to any such contracts</p>		Non-Voting	
17	<p>That , in substitution for all previous authorities to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company conferred upon the directors (save to the extent relied upon prior to the passing of this resolution), the directors be and they are hereby generally and unconditionally authorised: (a) for the purposes of section 551 of the Companies Act 2006 ('the Act') to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company up to a maximum nominal amount of GBP 86,661,796; and (b) to exercise all the powers of the company to allot equity securities (within the meaning in section 560 of the Act) and to sell equity securities which immediately before the sale are held by the company as treasury</p>	Management	For	For
CONT	<p>CONTD shares in connection with a rights issue (being for the purposes of-this resolution a rights issue in favour of (i) holders of ordinary shares- (not being treasury shares) where the equity securities respectively-attributable to the interests of all holders of ordinary shares (not being-treasury shares) are proportionate (or as nearly as may be) to the respective-numbers of ordinary shares (not being treasury shares) held by them and (ii)-holders of securities, bonds, debentures or warrants which, in accordance-with the rights attaching thereto, are entitled to participate in such a-rights issue, but in either case subject to such exclusions or other-arrangements as the directors may deem fit to deal with fractional-entitlements or problems which may arise in any</p>		Non-Voting	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	overseas territory or under-the requirements of any CONTD			
CONT	CONTD regulatory body or any stock exchange or otherwise howsoever) up to a-maximum nominal amount of GBP 86,661,796, provided that this authorisation-shall expire at the conclusion of the annual general meeting of the company-to be held in 2014, or, if earlier, on 30 June 2014, save that the company-may before this authorisation expires make an offer or agreement which would-or might require shares to be allotted or sold, or rights to subscribe for,-or to convert any security into, shares in the company to be granted, after-this authorisation expires	Non-Voting		
18	That, conditional upon resolution 17 being passed, the directors be and they are hereby empowered to allot equity securities (within the meaning in section 560 of the Companies Act 2006 ('the Act')) for cash pursuant to the authority conferred by resolution 17 and to sell equity securities which immediately before the sale are held by the company as treasury shares for cash in each case as if section 561(1) of the Act (existing shareholders' right of pre-emption) did not apply to such allotment or sale provided that this power shall be limited to: (a) in the case of the authority granted under paragraph (a) of resolution 17 and/or in the case of any sale of treasury shares for cash, the allotment of equity securities or sale of treasury shares for cash (otherwise than pursuant to paragraph (b) of this resolution) up to CONTD	Management	For	For
CONT	CONTD an aggregate nominal amount of GBP 13,449,211; and (b) the allotment of-equity securities or sale of treasury shares for cash in connection with an-offer of, or invitation to apply for, equity securities (but in the case of-the authority granted under paragraph (b) of resolution 17, by way of a-rights issue only) to: (i) holders of ordinary shares (not being treasury-shares) where the equity securities respectively attributable to the-interests of all holders of ordinary shares (not being treasury shares) are-proportionate (or as nearly as may be practicable) to the respective numbers-of ordinary shares (not being treasury shares) held by them; and (ii) holders-of securities, bonds, debentures or warrants which, in accordance with the-rights attaching thereto, are entitled to participate in such a rights issue-or CONTD	Non-Voting		
CONT	CONTD other issue, but in either case subject to such exclusions or other-arrangements as the directors may deem fit to deal with fractional-entitlements or problems which may arise in any overseas territory or under-the requirements of any regulatory body or any stock exchange or otherwise-howsoever, and that this power shall expire at the conclusion of the annual-general meeting of the company to be held in 2014, or, if earlier, on 30 June-2014, save that the company may before this power expires make any offer or-	Non-Voting		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

agreement which would or might require equity securities of the company to be-allotted after the power expires

19	That a general meeting of the company other than an annual general meeting may be called on not less than 14 clear days' notice	Management	For	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN RESOLUTION 17. IF Y-OU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLES-S YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

KKR FINANCIAL HOLDINGS LLC

SECURITY	48248A306	MEETING TYPE	Annual
TICKER SYMBOL	KFN	MEETING DATE	01-May-2013
ISIN	US48248A3068	AGENDA	933746010 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 TRACY L. COLLINS		For	For
	2 ROBERT L. EDWARDS		For	For
	3 VINCENT PAUL FINIGAN		For	For
	4 PAUL M. HAZEN		For	For
	5 R. GLENN HUBBARD		For	For
	6 ROSS J. KARI		For	For
	7 ELY L. LICHT		For	For
	8 DEBORAH H. MCANENY		For	For
	9 SCOTT C. NUTTALL		For	For
	10 SCOTT A. RYLES		For	For
	11 WILLIAM C. SONNEBORN		For	For
	12 WILLY R. STROTHOTTE		For	For
2.	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF DELOITTE & TOUCHE LLP AS KKR FINANCIAL HOLDINGS LLP INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For

PEPSICO, INC.

SECURITY	713448108	MEETING TYPE	Annual
TICKER SYMBOL	PEP	MEETING DATE	01-May-2013
ISIN	US7134481081	AGENDA	933748521 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: S.L. BROWN	Management	For	For
1B.	ELECTION OF DIRECTOR: G.W. BUCKLEY	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1C.	ELECTION OF DIRECTOR: I.M. COOK	Management	For	For
1D.	ELECTION OF DIRECTOR: D. DUBLON	Management	For	For
1E.	ELECTION OF DIRECTOR: V.J. DZAU	Management	For	For
1F.	ELECTION OF DIRECTOR: R.L. HUNT	Management	For	For
1G.	ELECTION OF DIRECTOR: A. IBARGUEN	Management	For	For
1H.	ELECTION OF DIRECTOR: I.K. NOOYI	Management	For	For
1I.	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Management	For	For
1J.	ELECTION OF DIRECTOR: J.J. SCHIRO	Management	For	For
1K.	ELECTION OF DIRECTOR: L.G. TROTTER	Management	For	For
1L.	ELECTION OF DIRECTOR: D. VASELLA	Management	For	For
1M.	ELECTION OF DIRECTOR: A. WEISSER	Management	For	For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2013.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against

ECHOSTAR CORPORATION

SECURITY 278768106 MEETING TYPE Annual  
TICKER SYMBOL SATS MEETING DATE 01-May-2013  
ISIN US2787681061 AGENDA 933752241 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 R. STANTON DODGE		For	For
	2 MICHAEL T. DUGAN		For	For
	3 CHARLES W. ERGEN		For	For
	4 ANTHONY M. FEDERICO		For	For
	5 PRADMAN P. KAUL		For	For
	6 TOM A. ORTOLF		For	For
	7 C. MICHAEL SCHROEDER		For	For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Management	Abstain	Against

NORTHEAST UTILITIES

SECURITY 664397106 MEETING TYPE Annual  
TICKER SYMBOL NU MEETING DATE 01-May-2013  
ISIN US6643971061 AGENDA 933752443 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1	RICHARD H. BOOTH		For	For
2	JOHN S. CLARKESON		For	For
3	COTTON M. CLEVELAND		For	For
4	SANFORD CLOUD, JR.		For	For
5	JAMES S. DISTASIO		For	For
6	FRANCIS A. DOYLE		For	For
7	CHARLES K. GIFFORD		For	For
8	PAUL A. LA CAMERA		For	For
9	KENNETH R. LEIBLER		For	For
10	THOMAS J. MAY		For	For
11	CHARLES W. SHIVERY		For	For
12	WILLIAM C. VAN FAASEN		For	For
13	FREDERICA M. WILLIAMS		For	For
14	DENNIS R. WRAASE		For	For
2.	TO CONSIDER AND APPROVE THE FOLLOWING ADVISORY (NON-BINDING) PROPOSAL: "RESOLVED, THAT THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND ANY RELATED MATERIAL IS HEREBY APPROVED"	Management	Abstain	Again
3.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013	Management	For	For

CIRCOR INTERNATIONAL, INC.

SECURITY 17273K109 MEETING TYPE Annual  
TICKER SYMBOL CIR MEETING DATE 01-May-2013  
ISIN US17273K1097 AGENDA 933753724 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	DIRECTOR 1 JEROME D. BRADY 2 PETER M. WILVER	Management	For	For
2	TO RATIFY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS' SELECTION OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3	TO CONSIDER AN ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again

LUFKIN INDUSTRIES, INC.

SECURITY 549764108 MEETING TYPE Annual  
TICKER SYMBOL LUFK MEETING DATE 01-May-2013

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ISIN                      US5497641085      AGENDA                      933767191 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: J.F. GLICK	Management	For	For
1.2	ELECTION OF DIRECTOR: J.D. HOFMEISTER	Management	For	For
1.3	ELECTION OF DIRECTOR: A.Z. SELIM	Management	For	For
1.4	ELECTION OF DIRECTOR: T.E. WIENER	Management	For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Management	For	For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	TO APPROVE AND ADOPT THE LUFKIN INDUSTRIES, INC. INCENTIVE STOCK COMPENSATION PLAN 2013.	Management	For	For

ROLLS-ROYCE HOLDINGS PLC, LONDON

SECURITY	G76225104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	02-May-2013
ISIN	GB00B63H8491	AGENDA	704332701 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	That the directors' report and the audited financial statements for the year ended 31 December 2012 be received	Management	For	For
2	That the directors' remuneration report for the year ended 31 December 2012 be approved	Management	For	For
3	That Ian Davis be elected as a director of the Company	Management	For	For
4	That Jasmin Staiblin be elected as a director of the Company	Management	For	For
5	That John Rishton be re-elected as a director of the Company	Management	For	For
6	That Dame Helen Alexander be re-elected as a director of the Company	Management	For	For
7	That Lewis Booth CBE be re-elected as a director of the Company	Management	For	For
8	That Sir Frank Chapman be re-elected as a director of the Company	Management	For	For
9	That Iain Conn be re-elected as a director of the Company	Management	For	For
10	That James Guyette be re-elected as a director of the Company	Management	For	For
11	That John McAdam be re-elected as a director of the Company	Management	For	For
12	That Mark Morris be re-elected as a director of the Company	Management	For	For
13	That John Neill CBE be re-elected as a director of the Company	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

14	That Colin Smith CBE be re-elected as a director of the Company	Management	For	For
15	That KPMG Audit Plc be reappointed as the Company's auditor to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company	Management	For	For
16	That the directors be authorised to agree the auditor's remuneration	Management	For	For
17	That, the directors be and are hereby authorised: a) on one or more occasions, to capitalise such sums as they may determine from time to time but not exceeding the aggregate nominal sum of GBP 500 million standing to the credit of the Company's merger reserve, capital redemption reserve and/or such other reserves as the Company may legally use in paying up in full at par, up to 500 billion non-cumulative redeemable preference shares in the capital of the Company with a nominal value of 0.1 pence each (C Shares) from time to time having the rights and being subject to the restrictions contained in the Articles of Association (the Articles) of the Company from time to time or any other terms and conditions approved by the directors from time to time; b) pursuant to Section 551 of the Companies Act 2006 (the Act), to CONTD	Management	For	For
CONT	CONTD exercise all powers of the Company to allot and issue C Shares credited-as fully paid up to an aggregate nominal amount of GBP 500 million to the-holders of ordinary shares of 20 pence each in the capital of the Company on-the register of members of the Company on any dates determined by the-directors from time to time and on the basis of the number of C Shares for-every ordinary share held as may be determined by the directors from time to-time; and provided that the authority conferred by this resolution shall-expire at the end of the 2014 AGM of the Company or 15 months after the date-on which this resolution is passed (whichever is the earlier) and so that-such authority shall be additional to, and without prejudice to, the-unexercised portion of any other authorities and powers granted to the-directors, and CONTD	Non-Voting		
CONT	CONTD any resolution passed prior to the date of passing of this resolution;-and c) to do all acts and things they may consider necessary or desirable to-give effect to this resolution and to satisfy any entitlement to C Shares-howsoever arising	Non-Voting		
18	That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution is effective be and is hereby authorised to: a) make donations to political parties and/or independent election candidates; b) make donations to political organisations other than political parties; and c) incur political expenditure during the period commencing on the date of this resolution and ending on the date of the 2014 AGM or 15 months after the date on which this resolution is	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	passed (whichever is the earlier), provided that in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed GBP 25,000 per company and the aggregate of those made by the Company and any such subsidiary shall not exceed GBP 50,000. For the purposes of this resolution, CONTD			
CONT	CONTD the terms 'political donation', 'political parties', 'independent-election candidates', 'political organisation' and 'political expenditure'-	Non-Voting		
19	have the meanings given by Part 14 of the Act That: a) the first Section 551 amount as defined in article 12 of the Articles shall be GBP 124,821,118; and b) the second Section 551 amount as defined in article 12 of the Articles shall be GBP 249,642,235; and c) the prescribed period as defined in article 12 of the Articles for which the authorities conferred by this resolution are given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the 2014 AGM of the Company or 15 months after the date on which this resolution is passed (whichever is the earlier)	Management	For	For
20	That, subject to the passing of Resolution 19, the Section 561 amount as defined in article 12 of the Articles shall be GBP 18,723,167 and the prescribed period for which the authority conferred by this resolution is given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the 2014 AGM of the Company or 15 months after the date on which this resolution is passed (whichever is the earlier)	Management	For	For
21	That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares, subject to the following conditions: a) the maximum aggregate number of ordinary shares authorised to be purchased is 187,231,677; b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 20 pence (being the nominal value of an ordinary share); c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: i) an amount equal to 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which an ordinary share is contracted to be	Management	For	For
CONT	CONTD purchased; and ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current-independent bid for an ordinary share as derived from the London Stock-Exchange Trading System; d) this authority shall expire at the end of the 2014-AGM of the Company or 15 months from the date of this resolution (whichever is the earlier); and e) a contract to	Non-Voting		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

purchase shares under this authority-may be made prior to the expiry of this authority, and concluded, in whole or-in part, after the expiry of this authority

22	That with immediate effect, the amended Articles of Association of the Company produced to the meeting and initialed by the Chairman for the purpose of identification (the New Articles) be approved and adopted as the Articles of Association of the Company, in substitution for the existing Articles of Association (the Existing Articles)	Management	For	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION OF TEXT IN RESOLUTION-NO 9. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY-FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

KIMBERLY-CLARK CORPORATION

SECURITY 494368103 MEETING TYPE Annual  
 TICKER SYMBOL KMB MEETING DATE 02-May-2013  
 ISIN US4943681035 AGENDA 933742214 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: JOHN R. ALM	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Management	For	For
1C.	ELECTION OF DIRECTOR: ABELARDO E. BRU	Management	For	For
1D.	ELECTION OF DIRECTOR: ROBERT W. DECHERD	Management	For	For
1E.	ELECTION OF DIRECTOR: THOMAS J. FALK	Management	For	For
1F.	ELECTION OF DIRECTOR: FABIAN T. GARCIA	Management	For	For
1G.	ELECTION OF DIRECTOR: MAE C. JEMISON, M.D.	Management	For	For
1H.	ELECTION OF DIRECTOR: JAMES M. JENNESS	Management	For	For
1I.	ELECTION OF DIRECTOR: NANCY J. KARCH	Management	For	For
1J.	ELECTION OF DIRECTOR: IAN C. READ	Management	For	For
1K.	ELECTION OF DIRECTOR: LINDA JOHNSON RICE	Management	For	For
1L.	ELECTION OF DIRECTOR: MARC J. SHAPIRO	Management	For	For
2.	RATIFICATION OF AUDITORS	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Again

WISCONSIN ENERGY CORPORATION

SECURITY 976657106 MEETING TYPE Annual  
 TICKER SYMBOL WEC MEETING DATE 02-May-2013  
 ISIN US9766571064 AGENDA 933742834 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Management	For	For
1.2	ELECTION OF DIRECTOR: BARBARA L. BOWLES	Management	For	For
1.3	ELECTION OF DIRECTOR: PATRICIA W. CHADWICK	Management	For	For
1.4	ELECTION OF DIRECTOR: CURT S. CULVER	Management	For	For
1.5	ELECTION OF DIRECTOR: THOMAS J. FISCHER	Management	For	For
1.6	ELECTION OF DIRECTOR: GALE E. KLAPPA	Management	For	For
1.7	ELECTION OF DIRECTOR: HENRY W. KNUEPPEL	Management	For	For
1.8	ELECTION OF DIRECTOR: ULICE PAYNE, JR.	Management	For	For
1.9	ELECTION OF DIRECTOR: MARY ELLEN STANEK	Management	For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again

DUKE ENERGY CORPORATION

SECURITY 26441C204 MEETING TYPE Annual  
TICKER SYMBOL DUK MEETING DATE 02-May-2013  
ISIN US26441C2044 AGENDA 933746705 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 WILLIAM BARNET, III		For	For
	2 G. ALEX BERNHARDT, SR.		For	For
	3 MICHAEL G. BROWNING		For	For
	4 HARRIS E. DELOACH, JR.		For	For
	5 DANIEL R. DIMICCO		For	For
	6 JOHN H. FORSGREN		For	For
	7 ANN M. GRAY		For	For
	8 JAMES H. HANCE, JR.		For	For
	9 JOHN T. HERRON		For	For
	10 JAMES B. HYLER, JR.		For	For
	11 E. MARIE MCKEE		For	For
	12 E. JAMES REINSCH		For	For
	13 JAMES T. RHODES		For	For
	14 JAMES E. ROGERS		For	For
	15 CARLOS A. SALADRIGAS		For	For
	16 PHILIP R. SHARP		For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2013	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Again

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.	APPROVAL OF THE AMENDED DUKE ENERGY CORPORATION EXECUTIVE SHORT-TERM INCENTIVE PLAN	Management	For	For
5.	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS	Shareholder	Against	For

VERIZON COMMUNICATIONS INC.

SECURITY 92343V104 MEETING TYPE Annual  
TICKER SYMBOL VZ MEETING DATE 02-May-2013  
ISIN US92343V1044 AGENDA 933747872 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Management	For	For
1B	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Management	For	For
1C	ELECTION OF DIRECTOR: M. FRANCES KEETH	Management	For	For
1D	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	For	For
1E	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Management	For	For
1F	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Management	For	For
1G	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Management	For	For
1H	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	For	For
1I	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Management	For	For
1J	ELECTION OF DIRECTOR: HUGH B. PRICE	Management	For	For
1K	ELECTION OF DIRECTOR: RODNEY E. SLATER	Management	For	For
1L	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Management	For	For
1M	ELECTION OF DIRECTOR: GREGORY D. WASSON	Management	For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Again
04	APPROVAL OF LONG-TERM INCENTIVE PLAN	Management	For	For
05	NETWORK NEUTRALITY	Shareholder	Against	For
06	LOBBYING ACTIVITIES	Shareholder	Against	For
07	PROXY ACCESS BYLAWS	Shareholder	Against	For
08	SEVERANCE APPROVAL POLICY	Shareholder	Against	For
09	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shareholder	Against	For
10	SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT	Shareholder	Against	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ST. JUDE MEDICAL, INC.

SECURITY 790849103 MEETING TYPE Annual  
 TICKER SYMBOL STJ MEETING DATE 02-May-2013  
 ISIN US7908491035 AGENDA 933751667 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: STUART M. ESSIG	Management	For	For
1B.	ELECTION OF DIRECTOR: BARBARA B. HILL	Management	For	For
1C.	ELECTION OF DIRECTOR: MICHAEL A. ROCCA	Management	For	For
2.	TO APPROVE AMENDMENTS TO OUR ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY OUR BOARD OF DIRECTORS.	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

DIRECTV

SECURITY 25490A309 MEETING TYPE Annual  
 TICKER SYMBOL DTV MEETING DATE 02-May-2013  
 ISIN US25490A3095 AGENDA 933751910 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: NEIL AUSTRIAN	Management	For	For
1B.	ELECTION OF DIRECTOR: RALPH BOYD, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: ABELARDO BRU	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID DILLON	Management	For	For
1E.	ELECTION OF DIRECTOR: SAMUEL DIPIAZZA, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: DIXON DOLL	Management	For	For
1G.	ELECTION OF DIRECTOR: CHARLES LEE	Management	For	For
1H.	ELECTION OF DIRECTOR: PETER LUND	Management	For	For
1I.	ELECTION OF DIRECTOR: NANCY NEWCOMB	Management	For	For
1J.	ELECTION OF DIRECTOR: LORRIE NORRINGTON	Management	For	For
1K.	ELECTION OF DIRECTOR: MICHAEL WHITE	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR DIRECTV FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	AN ADVISORY VOTE TO APPROVE	Management	Abstain	Again

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### COMPENSATION OF OUR NAMED EXECUTIVES.

4.	SHAREHOLDER PROPOSAL TO PROHIBIT ACCELERATED VESTING OF EQUITY AWARDS UPON A CHANGE IN CONTROL.	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL TO REQUIRE THAT AN INDEPENDENT BOARD MEMBER BE THE CHAIRMAN OF THE COMPANY.	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL TO GRANT A RIGHT TO SHAREHOLDERS TO ACT BY WRITTEN CONSENT.	Shareholder	Against	For

### DISH NETWORK CORPORATION

SECURITY	25470M109	MEETING TYPE	Annual
TICKER SYMBOL	DISH	MEETING DATE	02-May-2013
ISIN	US25470M1099	AGENDA	933751960 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 JOSEPH P. CLAYTON		For	For
	2 JAMES DEFRANCO		For	For
	3 CANTEY M. ERGEN		For	For
	4 CHARLES W. ERGEN		For	For
	5 STEVEN R. GOODBARN		For	For
	6 GARY S. HOWARD		For	For
	7 DAVID K. MOSKOWITZ		For	For
	8 TOM A. ORTOLF		For	For
	9 CARL E. VOGEL		For	For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	TO AMEND AND RESTATE OUR EMPLOYEE STOCK PURCHASE PLAN.	Management	For	For

### BELL ALIANT INC.

SECURITY	07786R105	MEETING TYPE	Annual
TICKER SYMBOL		MEETING DATE	02-May-2013
ISIN	US07786R1059	AGENDA	933754283 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
01	DIRECTOR	Management		
	1 GEORGE COPE		For	For
	2 CATHERINE BENNETT		For	For
	3 ROBERT DEXTER		For	For
	4 EDWARD REEVEY		For	For
	5 KAREN SHERIFF		For	For
	6 LOUIS TANGUAY		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

7	MARTINE TURCOTTE		For	For
8	SIIM VANASELJA		For	For
9	JOHN WATSON		For	For
10	DAVID WELLS		For	For
02	RE-APPOINTMENT OF DELOITTE LLP AS BELL ALIANT'S AUDITORS.	Management	For	For
03	APPROVAL OF A NON-BINDING ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION (THE FULL TEXT OF WHICH IS SET OUT IN THE SECTION OF BELL ALIANT'S INFORMATION CIRCULAR ENTITLED "BUSINESS OF THE MEETING - WHAT THE MEETING WILL COVER - 4. NON-BINDING ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION").	Management	For	For

ARCHER-DANIELS-MIDLAND COMPANY

SECURITY 039483102 MEETING TYPE Annual  
 TICKER SYMBOL ADM MEETING DATE 02-May-2013  
 ISIN US0394831020 AGENDA 933759396 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: A.L. BOECKMANN	Management	For	For
1B.	ELECTION OF DIRECTOR: G.W. BUCKLEY	Management	For	For
1C.	ELECTION OF DIRECTOR: M.H. CARTER	Management	For	For
1D.	ELECTION OF DIRECTOR: T.K. CREWS	Management	For	For
1E.	ELECTION OF DIRECTOR: P. DUFOUR	Management	For	For
1F.	ELECTION OF DIRECTOR: D.E. FELSINGER	Management	For	For
1G.	ELECTION OF DIRECTOR: A. MACIEL	Management	For	For
1H.	ELECTION OF DIRECTOR: P.J. MOORE	Management	For	For
1I.	ELECTION OF DIRECTOR: T.F. O'NEILL	Management	For	For
1J.	ELECTION OF DIRECTOR: D. SHIH	Management	For	For
1K.	ELECTION OF DIRECTOR: K.R. WESTBROOK	Management	For	For
1L.	ELECTION OF DIRECTOR: P.A. WOERTZ	Management	For	For
2.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again

KANSAS CITY SOUTHERN

SECURITY 485170302 MEETING TYPE Annual  
 TICKER SYMBOL KSU MEETING DATE 02-May-2013  
 ISIN US4851703029 AGENDA 933761416 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 TERENCE P. DUNN	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	2	ANTONIO O. GARZA, JR.			For	For
	3	DAVID L. STARLING			For	For
2.		RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management		For	For
3.		RE-APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE MEASURES UNDER THE KANSAS CITY SOUTHERN 2008 STOCK OPTION AND PERFORMANCE AWARD PLAN FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Management		For	For
4.		ADVISORY (NON-BINDING) VOTE APPROVING THE 2012 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management		Abstain	Again
5.		CONSIDER AND ACT ON A STOCKHOLDER PROPOSAL TO ELECT EACH DIRECTOR ANNUALLY.	Shareholder		Against	For

MUELLER INDUSTRIES, INC.

SECURITY 624756102 MEETING TYPE Annual  
TICKER SYMBOL MLI MEETING DATE 02-May-2013  
ISIN US6247561029 AGENDA 933773170 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 GREGORY L. CHRISTOPHER		For	For
	2 PAUL J. FLAHERTY		For	For
	3 GENNARO J. FULVIO		For	For
	4 GARY S. GLADSTEIN		For	For
	5 SCOTT J. GOLDMAN		For	For
	6 TERRY HERMANSON		For	For
2.	APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY.	Management	For	For
3.	TO APPROVE, ON AN ADVISORY BASIS BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Again

TENARIS, S.A.

SECURITY 88031M109 MEETING TYPE Annual  
TICKER SYMBOL TS MEETING DATE 02-May-2013  
ISIN US88031M1099 AGENDA 933776239 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
A1.	CONSIDERATION OF THE CONSOLIDATED MANAGEMENT REPORT AND RELATED MANAGEMENT CERTIFICATIONS ON THE	Management	For	

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2012, AND ON THE ANNUAL ACCOUNTS AS AT 31 DECEMBER 2012, AND OF THE INDEPENDENT AUDITORS' REPORTS ON SUCH CONSOLIDATED FINANCIAL STATEMENTS AND ANNUAL ACCOUNTS.

A2.	APPROVAL OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2012.	Management	For
A3.	APPROVAL OF THE COMPANY'S ANNUAL ACCOUNTS AS AT 31 DECEMBER 2012.	Management	For
A4.	ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT FOR THE YEAR ENDED 31 DECEMBER 2012.	Management	For
A5.	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE EXERCISE OF THEIR MANDATE DURING THE YEAR ENDED 31 DECEMBER 2012.	Management	For
A6.	ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS.	Management	For
A7.	COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS.	Management	For
A8.	APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING 31 DECEMBER 2013, AND APPROVAL OF THEIR FEES.	Management	For
A9.	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CAUSE THE DISTRIBUTION OF ALL SHAREHOLDER COMMUNICATIONS, INCLUDING ITS SHAREHOLDER MEETING AND PROXY MATERIALS AND ANNUAL REPORTS TO SHAREHOLDERS, BY SUCH ELECTRONIC MEANS AS IS PERMITTED BY ANY APPLICABLE LAWS OR REGULATIONS.	Management	For

AVON PRODUCTS, INC.

SECURITY	054303102	MEETING TYPE	Annual
TICKER SYMBOL	AVP	MEETING DATE	02-May-2013
ISIN	US0543031027	AGENDA	933779146 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 DOUGLAS R. CONANT		For	For
	2 W. DON CORNWELL		For	For
	3 V. ANN HAILEY		For	For
	4 FRED HASSAN		For	For
	5 MARIA ELENA LAGOMASINO		For	For
	6 SHERI S. MCCOY		For	For
	7 ANN S. MOORE		For	For
	8 CHARLES H. NOSKI		For	For
	9 GARY M. RODKIN		For	For
	10 PAULA STERN		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	APPROVAL OF 2013 STOCK INCENTIVE PLAN.	Management	Against	Again
4.	APPROVAL OF 2013 - 2017 EXECUTIVE INCENTIVE PLAN.	Management	For	For
5.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
6.	RESOLUTION REQUESTING A REPORT ON SUBSTITUTING SAFER ALTERNATIVES IN PERSONAL CARE PRODUCTS.	Shareholder	Against	For

TENARIS, S.A.

SECURITY	88031M109	MEETING TYPE	Annual
TICKER SYMBOL	TS	MEETING DATE	02-May-2013
ISIN	US88031M1099	AGENDA	933802539 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
A1.	CONSIDERATION OF THE CONSOLIDATED MANAGEMENT REPORT AND RELATED MANAGEMENT CERTIFICATIONS ON THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2012, AND ON THE ANNUAL ACCOUNTS AS AT 31 DECEMBER 2012, AND OF THE INDEPENDENT AUDITORS' REPORTS ON SUCH CONSOLIDATED FINANCIAL STATEMENTS AND ANNUAL ACCOUNTS.	Management	For	
A2.	APPROVAL OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2012.	Management	For	
A3.	APPROVAL OF THE COMPANY'S ANNUAL ACCOUNTS AS AT 31 DECEMBER 2012.	Management	For	
A4.	ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT FOR THE YEAR ENDED 31 DECEMBER 2012.	Management	For	
A5.	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE EXERCISE OF THEIR MANDATE DURING THE YEAR ENDED 31 DECEMBER 2012.	Management	For	
A6.	ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS.	Management	For	
A7.	COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS.	Management	For	
A8.	APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING 31 DECEMBER 2013, AND APPROVAL OF THEIR FEES.	Management	For	
A9.	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CAUSE THE DISTRIBUTION OF ALL SHAREHOLDER COMMUNICATIONS, INCLUDING ITS SHAREHOLDER MEETING	Management	For	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

AND PROXY MATERIALS AND ANNUAL  
REPORTS TO SHAREHOLDERS, BY SUCH  
ELECTRONIC MEANS AS IS PERMITTED BY  
ANY APPLICABLE LAWS OR REGULATIONS.

### UNS ENERGY CORP

SECURITY            903119105            MEETING TYPE Annual  
TICKER SYMBOL    UNS                    MEETING DATE 03-May-2013  
ISIN                US9031191052        AGENDA            933747290 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	DIRECTOR	Management		
	1 PAUL J. BONAVIA		For	For
	2 LAWRENCE J. ALDRICH		For	For
	3 BARBARA M. BAUMANN		For	For
	4 LARRY W. BICKLE		For	For
	5 ROBERT A. ELLIOTT		For	For
	6 DANIEL W.L. FESSLER		For	For
	7 LOUISE L. FRANCESCONI		For	For
	8 RAMIRO G. PERU		For	For
	9 GREGORY A. PIVIROTTA		For	For
	10 JOAQUIN RUIZ		For	For
2	RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR, PRICEWATERHOUSECOOPERS, LLP, FOR THE FISCAL YEAR 2013.	Management	For	For
3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again

### ALCOA INC.

SECURITY            013817101            MEETING TYPE Annual  
TICKER SYMBOL    AA                    MEETING DATE 03-May-2013  
ISIN                US0138171014        AGENDA            933751643 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Management	For	For
1.2	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Management	For	For
1.3	ELECTION OF DIRECTOR: E. STANLEY O'NEAL	Management	For	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Again
4.	APPROVE THE 2013 ALCOA STOCK	Management	Against	Again

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5.	INCENTIVE PLAN APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BY-LAWS TO PERMIT THE CALLING OF SPECIAL MEETINGS, INCLUDING BY SHAREHOLDERS OF 25% OF THE COMPANY'S OUTSTANDING COMMON STOCK	Management	For	For
----	---	------------	-----	-----

### THE BRINK'S COMPANY

SECURITY	109696104	MEETING TYPE	Annual
TICKER SYMBOL	BCO	MEETING DATE	03-May-2013
ISIN	US1096961040	AGENDA	933752140 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 PAUL G. BOYNTON		For	For
	2 MURRAY D. MARTIN		For	For
	3 RONALD L. TURNER		For	For
2.	APPROVE AN ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
3.	APPROVE THE 2013 EQUITY INCENTIVE PLAN.	Management	Against	Again
4.	APPROVE KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

### DOMINION RESOURCES, INC.

SECURITY	25746U109	MEETING TYPE	Annual
TICKER SYMBOL	D	MEETING DATE	03-May-2013
ISIN	US25746U1097	AGENDA	933752289 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: WILLIAM P. BARR	Management	For	For
1B.	ELECTION OF DIRECTOR: PETER W. BROWN, M.D.	Management	For	For
1C.	ELECTION OF DIRECTOR: HELEN E. DRAGAS	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES O. ELLIS, JR.	Management	For	For
1E.	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Management	For	For
1F.	ELECTION OF DIRECTOR: JOHN W. HARRIS	Management	For	For
1G.	ELECTION OF DIRECTOR: ROBERT S. JEPSON, JR.	Management	For	For
1H.	ELECTION OF DIRECTOR: MARK J. KINGTON	Management	For	For
1I.	ELECTION OF DIRECTOR: PAMELA J. ROYAL, M.D.	Management	For	For
1J.	ELECTION OF DIRECTOR: ROBERT H.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1K.	SPILMAN, JR. ELECTION OF DIRECTOR: MICHAEL E. SZYMANCZYK	Management	For	For
1L.	ELECTION OF DIRECTOR: DAVID A. WOLLARD	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS FOR 2013	Management	For	For
3.	ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION (SAY ON PAY)	Management	Abstain	Against
4.	APPROVAL OF AMENDMENT TO BYLAWS TO ALLOW SHAREHOLDERS TO CALL SPECIAL MEETINGS	Management	For	For
5.	REPORT ON FUTURE POLICY TO END USE OF MOUNTAINTOP REMOVAL COAL	Shareholder	Against	For
6.	SUSTAINABILITY AS A PERFORMANCE MEASURE FOR EXECUTIVE COMPENSATION	Shareholder	Against	For
7.	POLICY RELATED TO MINIMIZING STORAGE OF NUCLEAR WASTE IN SPENT FUEL POOLS	Shareholder	Against	For
8.	REPORT ON THE FINANCIAL RISKS TO DOMINION POSED BY CLIMATE CHANGE	Shareholder	Against	For

### CINCINNATI BELL INC.

SECURITY	171871403	MEETING TYPE	Annual
TICKER SYMBOL	CBBPRB	MEETING DATE	03-May-2013
ISIN	US1718714033	AGENDA	933752479 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: PHILLIP R. COX	Management	For	For
1B.	ELECTION OF DIRECTOR: BRUCE L. BYRNES	Management	For	For
1C.	ELECTION OF DIRECTOR: JOHN F. CASSIDY	Management	For	For
1D.	ELECTION OF DIRECTOR: JAKKI L. HAUSSLER	Management	For	For
1E.	ELECTION OF DIRECTOR: CRAIG F. MAIER	Management	For	For
1F.	ELECTION OF DIRECTOR: ALAN R. SCHRIBER	Management	For	For
1G.	ELECTION OF DIRECTOR: LYNN A. WENTWORTH	Management	For	For
1H.	ELECTION OF DIRECTOR: JOHN M. ZRNO	Management	For	For
1I.	ELECTION OF DIRECTOR: THEODORE H. TORBECK	Management	For	For
2.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	For	For
3.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Management	For	For

### TENET HEALTHCARE CORPORATION

SECURITY	88033G407	MEETING TYPE	Annual
TICKER SYMBOL	THC	MEETING DATE	03-May-2013
ISIN	US88033G4073	AGENDA	933753661 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JOHN ELLIS "JEB" BUSH	Management	For	For
1B.	ELECTION OF DIRECTOR: TREVOR FETTER	Management	For	For
1C.	ELECTION OF DIRECTOR: BRENDA J. GAINES	Management	For	For
1D.	ELECTION OF DIRECTOR: KAREN M. GARRISON	Management	For	For
1E.	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Management	For	For
1F.	ELECTION OF DIRECTOR: J. ROBERT KERREY	Management	For	For
1G.	ELECTION OF DIRECTOR: RICHARD R. PETTINGILL	Management	For	For
1H.	ELECTION OF DIRECTOR: RONALD A. RITTENMEYER	Management	For	For
1I.	ELECTION OF DIRECTOR: JAMES A. UNRUH	Management	For	For
2.	PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For

OCCIDENTAL PETROLEUM CORPORATION

SECURITY 674599105 MEETING TYPE Annual  
TICKER SYMBOL OXY MEETING DATE 03-May-2013  
ISIN US6745991058 AGENDA 933771063 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Management	For	For
1B.	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Management	For	For
1C.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Management	For	For
1D.	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Management	For	For
1E.	ELECTION OF DIRECTOR: JOHN E. FEICK	Management	For	For
1F.	ELECTION OF DIRECTOR: MARGARET M. FORAN	Management	For	For
1G.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Management	For	For
1H.	ELECTION OF DIRECTOR: RAY R. IRANI	Management	For	For
1I.	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Management	For	For
1J.	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Management	For	For
2.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Management	Abstain	Again
3.	RATIFICATION OF SELECTION OF KPMG LLP	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4. AS INDEPENDENT AUDITORS  
 STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT  
 Shareholder Against For

SANOFI

SECURITY 80105N105 MEETING TYPE Annual  
 TICKER SYMBOL SNY MEETING DATE 03-May-2013  
 ISIN US80105N1054 AGENDA 933783753 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Management	For	For
02	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Management	For	For
03	APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Management	For	For
04	APPOINTMENT OF A DIRECTOR (FABIENNE LECORVAISIER)	Management	For	For
05	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Management	For	For
E6	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHTS MAINTAINED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS	Management	For	For
E7	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHT BEING CANCELLED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS BY PUBLIC OFFERING	Management	Against	Against
E8	POSSIBILITY OF ISSUING, WITHOUT PREEMPTIVE RIGHT, SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AS CONSIDERATION FOR ASSETS TRANSFERRED TO THE COMPANY AS A CAPITAL CONTRIBUTION IN KIND IN THE FORM OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF ANOTHER COMPANY	Management	Against	Against
E9	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREEMPTIVE RIGHTS	Management	Against	Against
E10	DELEGATION TO THE BOARD OF	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	DIRECTORS OF AUTHORITY TO DECIDE TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY INCORPORATION OF SHARE PREMIUM, RESERVES, PROFITS OR OTHER ITEMS			
E11	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE OF SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL RESERVED FOR MEMBERS OF SAVINGS PLANS, WITH WAIVER OF PREEMPTIVE RIGHT IN THEIR FAVOR	Management	Against	Against
E12	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT, WITHOUT PREEMPTIVE RIGHT, EXISTING OR NEW RESTRICTED SHARES IN FULL OR PARTIAL SUBSTITUTION FOR THE DISCOUNT TO A CAPITAL INCREASE RESERVED FOR SALARIED EMPLOYEES	Management	Against	Against
E13	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO GRANT, WITHOUT PREEMPTIVE RIGHT, OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES	Management	Against	Against
E14	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES	Management	For	For
E15	POWERS FOR FORMALITIES	Management	For	For

BERKSHIRE HATHAWAY INC.

SECURITY 084670702 MEETING TYPE Annual  
TICKER SYMBOL BRKB MEETING DATE 04-May-2013  
ISIN US0846707026 AGENDA 933747529 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 WARREN E. BUFFETT		For	For
	2 CHARLES T. MUNGER		For	For
	3 HOWARD G. BUFFETT		For	For
	4 STEPHEN B. BURKE		For	For
	5 SUSAN L. DECKER		For	For
	6 WILLIAM H. GATES III		For	For
	7 DAVID S. GOTTESMAN		For	For
	8 CHARLOTTE GUYMAN		For	For
	9 DONALD R. KEOUGH		For	For
	10 THOMAS S. MURPHY		For	For
	11 RONALD L. OLSON		For	For
	12 WALTER SCOTT, JR.		For	For
	13 MERYL B. WITMER		For	For
2.	SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.	Shareholder	Against	For

THE YORK WATER COMPANY

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 987184108 MEETING TYPE Annual  
 TICKER SYMBOL YORW MEETING DATE 06-May-2013  
 ISIN US9871841089 AGENDA 933741111 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 CYNTHIA A. DOTZEL, CPA		For	For
	2 JEFFREY S. OSMAN		For	For
	3 S.R. RASMUSSEN, CPA		For	For
2.	APPOINT PARENTEBEARD LLC AS AUDITORS TO RATIFY THE APPOINTMENT OF PARENTEBEARD LLC AS AUDITORS.	Management	Abstain	Again

### ELI LILLY AND COMPANY

SECURITY 532457108 MEETING TYPE Annual  
 TICKER SYMBOL LLY MEETING DATE 06-May-2013  
 ISIN US5324571083 AGENDA 933750057 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: R. ALVAREZ	Management	For	For
1B.	ELECTION OF DIRECTOR: W. BISCHOFF	Management	For	For
1C.	ELECTION OF DIRECTOR: R.D. HOOVER	Management	For	For
1D.	ELECTION OF DIRECTOR: F.G. PRENDERGAST	Management	For	For
1E.	ELECTION OF DIRECTOR: K.P. SEIFERT	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2013.	Management	For	For
3.	APPROVE, BY NON-BINDING VOTE, COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	REAPPROVE MATERIAL TERMS OF THE PERFORMANCE GOALS FOR THE 2002 LILLY STOCK PLAN.	Management	For	For

### AFLAC INCORPORATED

SECURITY 001055102 MEETING TYPE Annual  
 TICKER SYMBOL AFL MEETING DATE 06-May-2013  
 ISIN US0010551028 AGENDA 933751833 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: DANIEL P. AMOS	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN SHELBY AMOS II	Management	For	For
1C.	ELECTION OF DIRECTOR: PAUL S. AMOS II	Management	For	For
1D.	ELECTION OF DIRECTOR: W. PAUL BOWERS	Management	For	For
1E.	ELECTION OF DIRECTOR: KRISS CLONINGER III	Management	For	For
1F.	ELECTION OF DIRECTOR: ELIZABETH J. HUDSON	Management	For	For
1G.	ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON	Management	For	For
1H.	ELECTION OF DIRECTOR: ROBERT B. JOHNSON	Management	For	For
1I.	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Management	For	For
1J.	ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.	Management	For	For
1K.	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Management	For	For
1L.	ELECTION OF DIRECTOR: MELVIN T. STITH	Management	For	For
1M.	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Management	For	For
1N.	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Management	For	For
2.	TO CONSIDER THE FOLLOWING NON- BINDING ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCUSSION IN THE PROXY STATEMENT"	Management	Abstain	Again
3.	TO CONSIDER AND ACT UPON THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013	Management	For	For

ABBVIE INC.

SECURITY	00287Y109	MEETING TYPE	Annual
TICKER SYMBOL	ABBV	MEETING DATE	06-May-2013
ISIN	US00287Y1091	AGENDA	933751869 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 WILLIAM H.L. BURNSIDE		For	For
	2 EDWARD J. RAPP		For	For
	3 ROY S. ROBERTS		For	For
2.	RATIFICATION OF ERNST & YOUNG LLP AS	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	AUDITORS OF ABBVIE FOR 2013. SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY STOCKHOLDER VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
5.	APPROVAL OF THE ABBVIE 2013 INCENTIVE STOCK PROGRAM.	Management	For	For

ZIMMER HOLDINGS, INC.

SECURITY 98956P102 MEETING TYPE Annual  
TICKER SYMBOL ZMH MEETING DATE 07-May-2013  
ISIN US98956P1021 AGENDA 933751679 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Management	For	For
1B.	ELECTION OF DIRECTOR: BETSY J. BERNARD	Management	For	For
1C.	ELECTION OF DIRECTOR: GAIL K. BOUDREAUX	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID C. DVORAK	Management	For	For
1E.	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Management	For	For
1F.	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Management	For	For
1G.	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Management	For	For
1H.	ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK	Management	For	For
1I.	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Against
3.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
4.	APPROVE THE AMENDED ZIMMER HOLDINGS, INC. EXECUTIVE PERFORMANCE INCENTIVE PLAN	Management	For	For
5.	APPROVE THE AMENDED ZIMMER HOLDINGS, INC. 2009 STOCK INCENTIVE PLAN	Management	Against	Against

ORMAT TECHNOLOGIES, INC.

SECURITY 686688102 MEETING TYPE Annual  
TICKER SYMBOL ORA MEETING DATE 07-May-2013  
ISIN US6866881021 AGENDA 933755778 - Management

FOR/A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1A	ELECTION OF DIRECTOR: GILLON BECK	Management	For	For
1B	ELECTION OF DIRECTOR: DAN FALK	Management	For	For
2	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2013	Management	For	For

BRISTOL-MYERS SQUIBB COMPANY

SECURITY 110122108 MEETING TYPE Annual  
TICKER SYMBOL BMY MEETING DATE 07-May-2013  
ISIN US1101221083 AGENDA 933756794 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: L. ANDREOTTI	Management	For	For
1B.	ELECTION OF DIRECTOR: L.B. CAMPBELL	Management	For	For
1C.	ELECTION OF DIRECTOR: J.M. CORNELIUS	Management	For	For
1D.	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Management	For	For
1E.	ELECTION OF DIRECTOR: M. GROBSTEIN	Management	For	For
1F.	ELECTION OF DIRECTOR: A.J. LACY	Management	For	For
1G.	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Management	For	For
1H.	ELECTION OF DIRECTOR: E. SIGAL, M.D., PH.D.	Management	For	For
1I.	ELECTION OF DIRECTOR: G.L. STORCH	Management	For	For
1J.	ELECTION OF DIRECTOR: T.D. WEST, JR.	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again

ITT CORPORATION

SECURITY 450911201 MEETING TYPE Annual  
TICKER SYMBOL ITT MEETING DATE 07-May-2013  
ISIN US4509112011 AGENDA 933758293 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: DENISE L. RAMOS	Management	For	For
1B.	ELECTION OF DIRECTOR: FRANK T. MACINNIS	Management	For	For
1C.	ELECTION OF DIRECTOR: ORLANDO D. ASHFORD	Management	For	For
1D.	ELECTION OF DIRECTOR: PETER D'ALOIA	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1E.	ELECTION OF DIRECTOR: DONALD DEFOSSET, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: CHRISTINA A. GOLD	Management	For	For
1G.	ELECTION OF DIRECTOR: RICHARD P. LAVIN	Management	For	For
1H.	ELECTION OF DIRECTOR: DONALD J. STEBBINS	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	APPROVAL OF THE MATERIAL TERMS OF THE ITT CORPORATION ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.	Management	For	For
4.	TO APPROVE, IN A NON-BINDING VOTE, THE 2012 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again

XYLEM INC.

SECURITY 98419M100 MEETING TYPE Annual  
TICKER SYMBOL XYL MEETING DATE 07-May-2013  
ISIN US98419M1009 AGENDA 933758344 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: CURTIS J. CRAWFORD	Management	For	For
1B.	ELECTION OF DIRECTOR: ROBERT F. FRIEL	Management	For	For
1C.	ELECTION OF DIRECTOR: SURYA N. MOHAPATRA	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	TO VOTE ON A MANAGEMENT PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS STARTING IN 2016.	Management	For	For
5.	TO VOTE ON A SHAREOWNER PROPOSAL TO ALLOW SHAREOWNERS TO CALL A SPECIAL MEETING.	Shareholder	Against	For

ACCO BRANDS CORPORATION

SECURITY 00081T108 MEETING TYPE Annual  
TICKER SYMBOL ACCO MEETING DATE 07-May-2013  
ISIN US00081T1088 AGENDA 933758534 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	DIRECTOR	Management		
	1 GEORGE V. BAYLY		For	For
	2 JAMES A. BUZZARD		For	For
	3 KATHLEEN S. DVORAK		For	For
	4 G. THOMAS HARGROVE		For	For
	5 ROBERT H. JENKINS		For	For
	6 ROBERT J. KELLER		For	For
	7 THOMAS KROEGER		For	For
	8 MICHAEL NORKUS		For	For
	9 E. MARK RAJKOWSKI		For	For
	10 SHEILA G. TALTON		For	For
	11 NORMAN H. WESLEY		For	For
	12 BORIS ELISMAN		For	For
2.	THE RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	THE APPROVAL, BY NON-BINDING ADVISORY VOTE, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again

GREAT PLAINS ENERGY INCORPORATED

SECURITY 391164100 MEETING TYPE Annual  
TICKER SYMBOL GXP MEETING DATE 07-May-2013  
ISIN US3911641005 AGENDA 933760781 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 TERRY BASSHAM		For	For
	2 DAVID L. BODDE		For	For
	3 R.C. FERGUSON, JR.		For	For
	4 GARY D. FORSEE		For	For
	5 THOMAS D. HYDE		For	For
	6 JAMES A. MITCHELL		For	For
	7 ANN D. MURTLOW		For	For
	8 JOHN J. SHERMAN		For	For
	9 LINDA H. TALBOTT		For	For
	10 ROBERT H. WEST		For	For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Management	For	For

DARLING INTERNATIONAL INC.

SECURITY 237266101 MEETING TYPE Annual  
TICKER SYMBOL DAR MEETING DATE 07-May-2013  
ISIN US2372661015 AGENDA 933760907 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: RANDALL C. STUEWE	Management	For	For
1.2	ELECTION OF DIRECTOR: O. THOMAS ALBRECHT	Management	For	For
1.3	ELECTION OF DIRECTOR: D. EUGENE EWING	Management	For	For
1.4	ELECTION OF DIRECTOR: CHARLES MACALUSO	Management	For	For
1.5	ELECTION OF DIRECTOR: JOHN D. MARCH	Management	For	For
1.6	ELECTION OF DIRECTOR: MICHAEL RESCOE	Management	For	For
1.7	ELECTION OF DIRECTOR: MICHAEL URBUT	Management	For	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 28, 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again

KINDER MORGAN INC

SECURITY 49456B101 MEETING TYPE Annual  
TICKER SYMBOL KMI MEETING DATE 07-May-2013  
ISIN US49456B1017 AGENDA 933761771 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 RICHARD D. KINDER		For	For
	2 C. PARK SHAPER		For	For
	3 STEVEN J. KEAN		For	For
	4 ANTHONY W. HALL, JR.		For	For
	5 DEBORAH A. MACDONALD		For	For
	6 MICHAEL MILLER		For	For
	7 MICHAEL C. MORGAN		For	For
	8 FAYEZ SAROFIM		For	For
	9 JOEL V. STAFF		For	For
	10 JOHN STOKES		For	For
	11 ROBERT F. VAGT		For	For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

WYNN RESORTS, LIMITED

SECURITY 983134107 MEETING TYPE Annual  
TICKER SYMBOL WYNN MEETING DATE 07-May-2013  
ISIN US9831341071 AGENDA 933761783 - Management

FOR/A



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1.	DIRECTOR	Management		
	1 RAY R. IRANI		For	For
	2 ALVIN V. SHOEMAKER		For	For
	3 D. BOONE WAYSON		For	For
	4 STEPHEN A. WYNN		For	For
2.	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG, LLP AS THE INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY AND ALL OF ITS SUBSIDIARIES FOR 2013.	Management	For	For

PROGRESSIVE WASTE SOLUTIONS LTD.

SECURITY 74339G101 MEETING TYPE Annual  
TICKER SYMBOL BIN MEETING DATE 07-May-2013  
ISIN CA74339G1019 AGENDA 933769753 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	APPOINTMENT OF DELOITTE LLP, INDEPENDENT REGISTERED CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION AND AUTHORIZING THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.	Management	For	For
02	DIRECTOR	Management		
	1 JOHN T. DILLON		For	For
	2 JAMES J. FORESE		For	For
	3 JEFFREY L. KEEFER		For	For
	4 DOUGLAS W. KNIGHT		For	For
	5 DANIEL R. MILLIARD		For	For
	6 JOSEPH D. QUARIN		For	For
03	APPROVAL OF THE ADVISORY RESOLUTION ON THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION AS SET OUT IN THE NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR.	Management	For	For

HAWAIIAN ELECTRIC INDUSTRIES, INC.

SECURITY 419870100 MEETING TYPE Annual  
TICKER SYMBOL HE MEETING DATE 08-May-2013  
ISIN US4198701009 AGENDA 933748672 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	DIRECTOR	Management		
	1 THOMAS B. FARGO		For	For
	2 KELVIN H. TAKETA		For	For
	3 JEFFREY N. WATANABE		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2	ADVISORY VOTE TO APPROVE HEI'S EXECUTIVE COMPENSATION.	Management	For	For
3	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HEI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

PHILLIPS 66

SECURITY 718546104 MEETING TYPE Annual  
 TICKER SYMBOL PSX MEETING DATE 08-May-2013  
 ISIN US7185461040 AGENDA 933753560 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: GREG C. GARLAND	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN E. LOWE	Management	For	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2013.	Management	For	For
3.	PROPOSAL TO APPROVE ADOPTION OF THE 2013 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF PHILLIPS 66.	Management	For	For
4.	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Again
5.	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Again

AQUA AMERICA, INC.

SECURITY 03836W103 MEETING TYPE Annual  
 TICKER SYMBOL WTR MEETING DATE 08-May-2013  
 ISIN US03836W1036 AGENDA 933753837 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 NICK DEBENEDICTIS		For	For
	2 RICHARD GLANTON		For	For
	3 LON GREENBERG		For	For
	4 WILLIAM HANKOWSKY		For	For
	5 WENDELL HOLLAND		For	For
	6 ANDREW SORDONI III		For	For
2.	TO CONSIDER AND TAKE ACTION ON THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2013 FISCAL YEAR.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	TO CONSIDER AND TAKE ACTION ON AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION PROGRAMS AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Again
4.	TO CONSIDER AND TAKE ACTION ON A SHAREHOLDER PROPOSAL REQUESTING THAT THE BOARD OF DIRECTORS CREATE A COMPREHENSIVE POLICY ARTICULATING THE COMPANY'S RESPECT FOR AND COMMITMENT TO THE HUMAN RIGHT TO WATER, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For

PHILIP MORRIS INTERNATIONAL INC.

SECURITY 718172109 MEETING TYPE Annual  
TICKER SYMBOL PM MEETING DATE 08-May-2013  
ISIN US7181721090 AGENDA 933754182 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: HAROLD BROWN	Management	For	For
1B.	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Management	For	For
1C.	ELECTION OF DIRECTOR: ANDRE CALANTZOPOULOS	Management	For	For
1D.	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Management	For	For
1E.	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Management	For	For
1F.	ELECTION OF DIRECTOR: JENNIFER LI	Management	For	For
1G.	ELECTION OF DIRECTOR: GRAHAM MACKAY	Management	For	For
1H.	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Management	For	For
1I.	ELECTION OF DIRECTOR: KALPANA MORPARIA	Management	For	For
1J.	ELECTION OF DIRECTOR: LUCIO A. NOTO	Management	For	For
1K.	ELECTION OF DIRECTOR: ROBERT B. POLET	Management	For	For
1L.	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Management	For	For
1M.	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Management	For	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management	For	For
3.	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION	Management	Abstain	Again

MURPHY OIL CORPORATION

SECURITY 626717102 MEETING TYPE Annual  
TICKER SYMBOL MUR MEETING DATE 08-May-2013  
ISIN US6267171022 AGENDA 933755639 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A	ELECTION OF DIRECTOR: F.W. BLUE	Management	For	For
1B	ELECTION OF DIRECTOR: S.A. COSSE	Management	For	For
1C	ELECTION OF DIRECTOR: C.P. DEMING	Management	For	For
1D	ELECTION OF DIRECTOR: R.A. HERMES	Management	For	For
1E	ELECTION OF DIRECTOR: J.V. KELLEY	Management	For	For
1F	ELECTION OF DIRECTOR: W. MIROSH	Management	For	For
1G	ELECTION OF DIRECTOR: R.M. MURPHY	Management	For	For
1H	ELECTION OF DIRECTOR: J.W. NOLAN	Management	For	For
1I	ELECTION OF DIRECTOR: N.E. SCHMALE	Management	For	For
1J	ELECTION OF DIRECTOR: D.J.H. SMITH	Management	For	For
1K	ELECTION OF DIRECTOR: C.G. THEUS	Management	For	For
2	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
3	APPROVE THE PROPOSED 2013 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	For	For
4	APPROVE THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

LABORATORY CORP. OF AMERICA HOLDINGS

SECURITY 50540R409 MEETING TYPE Annual  
TICKER SYMBOL LH MEETING DATE 08-May-2013  
ISIN US50540R4092 AGENDA 933756643 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: KERRII B. ANDERSON	Management	For	For
1B.	ELECTION OF DIRECTOR: JEAN-LUC BELINGARD	Management	For	For
1C.	ELECTION OF DIRECTOR: DAVID P. KING	Management	For	For
1D.	ELECTION OF DIRECTOR: WENDY E. LANE	Management	For	For
1E.	ELECTION OF DIRECTOR: ROBERT E. MITTELSTAEDT, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: PETER M. NEUPERT	Management	For	For
1G.	ELECTION OF DIRECTOR: ARTHUR H. RUBENSTEIN, MBBCH	Management	For	For
1H.	ELECTION OF DIRECTOR: ADAM H. SCHECHTER	Management	For	For
1I.	ELECTION OF DIRECTOR: M. KEITH WEIKEL, PH.D.	Management	For	For
1J.	ELECTION OF DIRECTOR: R. SANDERS WILLIAMS, M.D.	Management	For	For
2.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS LABORATORY CORPORATION OF AMERICA HOLDINGS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

EXELIS, INC

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 30162A108 MEETING TYPE Annual  
 TICKER SYMBOL XLS MEETING DATE 08-May-2013  
 ISIN US30162A1088 AGENDA 933758166 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JOHN J. HAMRE	Management	For	For
1B.	ELECTION OF DIRECTOR: PATRICK J. MOORE	Management	For	For
1C.	ELECTION OF DIRECTOR: R. DAVID YOST	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	APPROVAL OF THE MATERIAL TERMS OF THE EXELIS INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.	Management	For	For
4.	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2013 PROXY STATEMENT.	Management	Abstain	Again

### BANK OF AMERICA CORPORATION

SECURITY 060505104 MEETING TYPE Annual  
 TICKER SYMBOL BAC MEETING DATE 08-May-2013  
 ISIN US0605051046 AGENDA 933759017 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: SHARON L. ALLEN	Management	For	For
1B.	ELECTION OF DIRECTOR: SUSAN S. BIES	Management	For	For
1C.	ELECTION OF DIRECTOR: JACK O. BOVENDER, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Management	For	For
1E.	ELECTION OF DIRECTOR: ARNOLD W. DONALD	Management	For	For
1F.	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Management	For	For
1G.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Management	For	For
1H.	ELECTION OF DIRECTOR: LINDA P. HUDSON	Management	For	For
1I.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Management	For	For
1J.	ELECTION OF DIRECTOR: THOMAS J. MAY	Management	For	For
1K.	ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN	Management	For	For
1L.	ELECTION OF DIRECTOR: LIONEL L. NOWELL, III	Management	For	For
1M.	ELECTION OF DIRECTOR: R. DAVID YOST	Management	For	For
2.	AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY).	Management	Abstain	Again

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	RATIFICATION OF THE APPOINTMENT OF THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
4.	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
5.	STOCKHOLDER PROPOSAL - PROXY ACCESS.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL - MULTIPLE BOARD SERVICE.	Shareholder	Against	For
7.	STOCKHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
8.	STOCKHOLDER PROPOSAL - MORTGAGE SERVICING.	Shareholder	Against	For

CAMERON INTERNATIONAL CORPORATION

SECURITY 13342B105 MEETING TYPE Annual  
TICKER SYMBOL CAM MEETING DATE 08-May-2013  
ISIN US13342B1052 AGENDA 933759194 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: JAMES T. HACKETT	Management	For	For
1B	ELECTION OF DIRECTOR: MICHAEL E. PATRICK	Management	For	For
1C	ELECTION OF DIRECTOR: JON ERIK REINHARDSEN	Management	For	For
1D	ELECTION OF DIRECTOR: BRUCE W. WILKINSON	Management	For	For
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Management	For	For
3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S 2012 EXECUTIVE COMPENSATION.	Management	Abstain	Again
4	TO APPROVE THE AMENDMENTS TO AND THE RESTATEMENT OF THE COMPANY'S EQUITY INCENTIVE PLAN.	Management	For	For

CONSOL ENERGY INC.

SECURITY 20854P109 MEETING TYPE Annual  
TICKER SYMBOL CNX MEETING DATE 08-May-2013  
ISIN US20854P1093 AGENDA 933769335 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 J. BRETT HARVEY		For	For
	2 PHILIP W. BAXTER		For	For
	3 JAMES E. ALTMAYER, SR.		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	4	WILLIAM E. DAVIS		For	For
	5	RAJ K. GUPTA		For	For
	6	DAVID C. HARDESTY, JR.		For	For
	7	JOHN T. MILLS		For	For
	8	WILLIAM P. POWELL		For	For
	9	JOSEPH T. WILLIAMS		For	For
2.		AP PROVAL OF THE AMENDED AND RESTATED CONSOL ENERGY INC. EXECUTIVE ANNUAL INCENTIVE PLAN.	Management	For	For
3.		RATIFICATION OF ANTICIPATED SELECTION OF INDEPENDENT AUDITOR: ERNST & YOUNG LLP.	Management	For	For
4.		APPROVAL OF COMPENSATION PAID TO CONSOL ENERGY INC.'S NAMED EXECUTIVES.	Management	For	For
5.		A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
6.		A SHAREHOLDER PROPOSAL REGARDING A CLIMATE CHANGE REPORT.	Shareholder	Against	For

THOMSON REUTERS CORPORATION

SECURITY 884903105 MEETING TYPE Annual and Special Meeting  
TICKER SYMBOL TRI MEETING DATE 08-May-2013  
ISIN CA8849031056 AGENDA 933772104 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 DAVID THOMSON		For	For
	2 JAMES C. SMITH		For	For
	3 MANVINDER S. BANGA		For	For
	4 DAVID W. BINET		For	For
	5 MARY CIRILLO		For	For
	6 STEVEN A. DENNING		For	For
	7 LAWTON W. FITT		For	For
	8 SIR DERYCK MAUGHAN		For	For
	9 KEN OLISA, OBE		For	For
	10 VANCE K. OPPERMAN		For	For
	11 JOHN M. THOMPSON		For	For
	12 PETER J. THOMPSON		For	For
	13 WULF VON SCHIMMELMANN		For	For
02	TO APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITOR AND TO AUTHORIZE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION.	Management	For	For
03	TO APPROVE AN AMENDMENT TO THE THOMSON REUTERS U.S. EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE MAXIMUM NUMBER OF COMMON SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY SEVEN MILLION COMMON SHARES.	Management	For	For
04	TO ACCEPT, ON AN ADVISORY BASIS, THE APPROACH TO EXECUTIVE COMPENSATION DESCRIBED IN THE MANAGEMENT PROXY CIRCULAR.	Management	For	For

MOHAWK INDUSTRIES, INC.

SECURITY 608190104 MEETING TYPE Annual

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL    MHK                      MEETING DATE 08-May-2013  
 ISIN                      US6081901042              AGENDA              933773574 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1    MR. FIEDLER 2    MR. WELLBORN	Management	For For	For For
2.	THE RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Abstain	Again
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION, AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT FOR THE 2013 ANNUAL MEETING OF STOCKHOLDERS.	Management	For	For

### EL PASO ELECTRIC COMPANY

SECURITY              283677854              MEETING TYPE Annual  
 TICKER SYMBOL    EE                      MEETING DATE 09-May-2013  
 ISIN                      US2836778546              AGENDA              933750122 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1    JOHN ROBERT BROWN 2    JAMES W. CICCONI 3    P.Z. HOLLAND-BRANCH 4    THOMAS V. SHOCKLEY, III	Management	For For For For	For For For For
2.	RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	For	For

### AVISTA CORP.

SECURITY              05379B107              MEETING TYPE Annual  
 TICKER SYMBOL    AVA                      MEETING DATE 09-May-2013  
 ISIN                      US05379B1070              AGENDA              933750211 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ERIK J. ANDERSON	Management	For	For
1B.	ELECTION OF DIRECTOR: KRISTIANNE	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

BLAKE				
1C.	ELECTION OF DIRECTOR: DONALD C. BURKE	Management	For	For
1D.	ELECTION OF DIRECTOR: RICK R. HOLLEY	Management	For	For
1E.	ELECTION OF DIRECTOR: JOHN F. KELLY	Management	For	For
1F.	ELECTION OF DIRECTOR: REBECCA A. KLEIN	Management	For	For
1G.	ELECTION OF DIRECTOR: SCOTT L. MORRIS	Management	For	For
1H.	ELECTION OF DIRECTOR: MARC F. RACICOT	Management	For	For
1I.	ELECTION OF DIRECTOR: HEIDI B. STANLEY	Management	For	For
1J.	ELECTION OF DIRECTOR: R. JOHN TAYLOR	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO REDUCE CERTAIN SHAREHOLDER APPROVAL REQUIREMENTS.	Management	For	For
4.	ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against

FORD MOTOR COMPANY

SECURITY	345370860	MEETING TYPE	Annual
TICKER SYMBOL	F	MEETING DATE	09-May-2013
ISIN	US3453708600	AGENDA	933751720 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Management	For	For
1B.	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Management	For	For
1C.	ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: EDSEL B. FORD II	Management	For	For
1E.	ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: RICHARD A. GEPHARDT	Management	For	For
1G.	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management	For	For
1H.	ELECTION OF DIRECTOR: WILLIAM W. HELMAN IV	Management	For	For
1I.	ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.	Management	For	For
1J.	ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN	Management	For	For
1K.	ELECTION OF DIRECTOR: ELLEN R. MARRAM	Management	For	For
1L.	ELECTION OF DIRECTOR: ALAN MULALLY	Management	For	For
1M.	ELECTION OF DIRECTOR: HOMER A. NEAL	Management	For	For
1N.	ELECTION OF DIRECTOR: GERALD L. SHAHEEN	Management	For	For
1O.	ELECTION OF DIRECTOR: JOHN L. THORNTON	Management	For	For
2.	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	SAY ON PAY - AN ADVISORY VOTE TO	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.	APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES. APPROVAL OF THE TERMS OF THE COMPANY'S ANNUAL INCENTIVE COMPENSATION PLAN.	Management	For	For
5.	APPROVAL OF THE TERMS OF THE COMPANY'S 2008 LONG-TERM INCENTIVE PLAN.	Management	For	For
6.	APPROVAL OF THE TAX BENEFIT PRESERVATION PLAN.	Management	For	For
7.	RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.	Shareholder	Against	For
8.	RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETING OF SHAREHOLDERS.	Shareholder	Against	For

### SEMPRA ENERGY

SECURITY	816851109	MEETING TYPE	Annual
TICKER SYMBOL	SRE	MEETING DATE	09-May-2013
ISIN	US8168511090	AGENDA	933753332 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Management	For	For
1B.	ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: WILLIAM D. JONES	Management	For	For
1D.	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Management	For	For
1E.	ELECTION OF DIRECTOR: DEBRA L. REED	Management	For	For
1F.	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Management	For	For
1G.	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Management	For	For
1H.	ELECTION OF DIRECTOR: LYNN SCHENK	Management	For	For
1I.	ELECTION OF DIRECTOR: JACK T. TAYLOR	Management	For	For
1J.	ELECTION OF DIRECTOR: LUIS M. TELLEZ	Management	For	For
1K.	ELECTION OF DIRECTOR: JAMES C. YARDLEY	Management	For	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	APPROVAL OF 2013 LONG-TERM INCENTIVE PLAN.	Management	For	For
5.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shareholder	Against	For

### SOUTHWEST GAS CORPORATION

SECURITY	844895102	MEETING TYPE	Annual
TICKER SYMBOL	SWX	MEETING DATE	09-May-2013
ISIN	US8448951025	AGENDA	933755653 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 ROBERT L. BOUGHNER		For	For
	2 JOSE A. CARDENAS		For	For
	3 THOMAS E. CHESTNUT		For	For
	4 STEPHEN C. COMER		For	For
	5 LEROY C. HANNEMAN, JR.		For	For
	6 MICHAEL O. MAFFIE		For	For
	7 ANNE L. MARIUCCI		For	For
	8 MICHAEL J. MELARKEY		For	For
	9 JEFFREY W. SHAW		For	For
	10 A. RANDALL THOMAN		For	For
	11 THOMAS A. THOMAS		For	For
	12 TERRENCE L. WRIGHT		For	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR FISCAL YEAR 2013.	Management	For	For

EXPRESS SCRIPTS HOLDING COMPANY

SECURITY 30219G108 MEETING TYPE Annual  
TICKER SYMBOL ESRX MEETING DATE 09-May-2013  
ISIN US30219G1085 AGENDA 933758306 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: GARY G. BENANAV	Management	For	For
1B.	ELECTION OF DIRECTOR: MAURA C. BREEN	Management	For	For
1C.	ELECTION OF DIRECTOR: WILLIAM J. DELANEY	Management	For	For
1D.	ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC	Management	For	For
1E.	ELECTION OF DIRECTOR: THOMAS P. MAC MAHON	Management	For	For
1F.	ELECTION OF DIRECTOR: FRANK MERGENTHALER	Management	For	For
1G.	ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD	Management	For	For
1H.	ELECTION OF DIRECTOR: JOHN O. PARKER, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: GEORGE PAZ	Management	For	For
1J.	ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH	Management	For	For
1K.	ELECTION OF DIRECTOR: SAMUEL K. SKINNER	Management	For	For
1L.	ELECTION OF DIRECTOR: SEYMOUR STERNBERG	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3. PUBLIC ACCOUNTANTS.  
 TO APPROVE, BY NON-BINDING VOTE,  
 EXECUTIVE COMPENSATION. Management Abstain Again

### THE DOW CHEMICAL COMPANY

SECURITY 260543103 MEETING TYPE Annual  
 TICKER SYMBOL DOW MEETING DATE 09-May-2013  
 ISIN US2605431038 AGENDA 933758609 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ARNOLD A. ALLEMANG	Management	For	For
1B.	ELECTION OF DIRECTOR: AJAY BANGA	Management	For	For
1C.	ELECTION OF DIRECTOR: JACQUELINE K. BARTON	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES A. BELL	Management	For	For
1E.	ELECTION OF DIRECTOR: JEFF M. FETTIG	Management	For	For
1F.	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Management	For	For
1G.	ELECTION OF DIRECTOR: PAUL POLMAN	Management	For	For
1H.	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For	For
1I.	ELECTION OF DIRECTOR: JAMES M. RINGLER	Management	For	For
1J.	ELECTION OF DIRECTOR: RUTH G. SHAW	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION.	Shareholder	Against	For

### REPUBLIC SERVICES, INC.

SECURITY 760759100 MEETING TYPE Annual  
 TICKER SYMBOL RSG MEETING DATE 09-May-2013  
 ISIN US7607591002 AGENDA 933758926 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JAMES W. CROWNOVER	Management	For	For
1B.	ELECTION OF DIRECTOR: WILLIAM J. FLYNN	Management	For	For
1C.	ELECTION OF DIRECTOR: MICHAEL LARSON	Management	For	For
1D.	ELECTION OF DIRECTOR: NOLAN LEHMANN	Management	For	For
1E.	ELECTION OF DIRECTOR: W. LEE NUTTER	Management	For	For
1F.	ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ	Management	For	For
1G.	ELECTION OF DIRECTOR: DONALD W.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	SLAGER			
1H.	ELECTION OF DIRECTOR: ALLAN C. SORENSEN	Management	For	For
1I.	ELECTION OF DIRECTOR: JOHN M. TRANI	Management	For	For
1J.	ELECTION OF DIRECTOR: MICHAEL W. WICKHAM	Management	For	For
2.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Management	For	For
4.	APPROVAL OF THE AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.	Management	For	For
5.	STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shareholder	Against	For

BCE INC.

SECURITY	05534B760	MEETING TYPE	Annual
TICKER SYMBOL	BCE	MEETING DATE	09-May-2013
ISIN	CA05534B7604	AGENDA	933759598 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 B.K. ALLEN		For	For
	2 A. BERARD		For	For
	3 R.A. BRENNEMAN		For	For
	4 S. BROCHU		For	For
	5 R.E. BROWN		For	For
	6 G.A. COPE		For	For
	7 D.F. DENISON		For	For
	8 A.S. FELL		For	For
	9 E.C. LUMLEY		For	For
	10 T.C. O'NEILL		For	For
	11 J. PRENTICE		For	For
	12 R.C. SIMMONDS		For	For
	13 C. TAYLOR		For	For
	14 P.R. WEISS		For	For
02	APPOINTMENT OF DELOITTE LLP AS AUDITORS.	Management	For	For
03	RESOLVED, ON AN ADVISORY BASIS AND NOT TO DIMINISH THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS, THAT THE SHAREHOLDERS ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN THE 2013 MANAGEMENT PROXY CIRCULAR DATED MARCH 7, 2013 DELIVERED IN ADVANCE OF THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BCE INC.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4A	PROPOSAL NO. 1 EQUITY RATIO	Shareholder	Against	For
4B	PROPOSAL NO. 2 CRITICAL MASS OF QUALIFIED WOMEN ON BOARD OF DIRECTORS	Shareholder	Against	For
4C	PROPOSAL NO. 3 POST-EXECUTIVE COMPENSATION ADVISORY VOTE DISCLOSURE	Shareholder	Against	For
4D	PROPOSAL NO. 4 RISK MANAGEMENT COMMITTEE	Shareholder	Against	For
4E	PROPOSAL NO. 5 DIVERSITY POLICIES AND INITIATIVES	Shareholder	Against	For

### CVS CAREMARK CORPORATION

SECURITY	126650100	MEETING TYPE	Annual
TICKER SYMBOL	CVS	MEETING DATE	09-May-2013
ISIN	US1266501006	AGENDA	933763509 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: C. DAVID BROWN II	Management	For	For
1B.	ELECTION OF DIRECTOR: DAVID W. DORMAN	Management	For	For
1C.	ELECTION OF DIRECTOR: ANNE M. FINUCANE	Management	For	For
1D.	ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS	Management	For	For
1E.	ELECTION OF DIRECTOR: LARRY J. MERLO	Management	For	For
1F.	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Management	For	For
1G.	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management	For	For
1H.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management	For	For
1I.	ELECTION OF DIRECTOR: TONY L. WHITE	Management	For	For
2.	PROPOSAL TO RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	AMEND THE COMPANY'S 2007 EMPLOYEE STOCK PURCHASE PLAN TO ADD SHARES TO THE PLAN.	Management	For	For
5.	AMEND THE COMPANY'S CHARTER TO REDUCE VOTING THRESHOLDS IN THE FAIR PRICE PROVISION.	Management	For	For
6.	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shareholder	Against	For
7.	STOCKHOLDER PROPOSAL REGARDING POLICY ON ACCELERATED VESTING OF EQUITY AWARDS UPON A CHANGE IN CONTROL.	Shareholder	Against	For
8.	STOCKHOLDER PROPOSAL REGARDING LOBBYING EXPENDITURES.	Shareholder	Against	For

### ALLIANT ENERGY CORPORATION

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	018802108	MEETING TYPE	Annual
TICKER SYMBOL	LNT	MEETING DATE	09-May-2013
ISIN	US0188021085	AGENDA	933765414 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 MICHAEL L. BENNETT		For	For
	2 DARRYL B. HAZEL		For	For
	3 DAVID A. PERDUE		For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

### TELUS CORPORATION

SECURITY	87971M103	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	TU	MEETING DATE	09-May-2013
ISIN	CA87971M1032	AGENDA	933774401 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 R.H. (DICK) AUCHINLECK		For	For
	2 A. CHARLES BAILLIE		For	For
	3 MICHELINE BOUCHARD		For	For
	4 R. JOHN BUTLER		For	For
	5 BRIAN A. CANFIELD		For	For
	6 STOCKWELL DAY		For	For
	7 DARREN ENTWISTLE		For	For
	8 RUSTON E.T. GOEPEL		For	For
	9 JOHN S. LACEY		For	For
	10 WILLIAM A. MACKINNON		For	For
	11 JOHN MANLEY		For	For
	12 DONALD WOODLEY		For	For
02	APPOINT DELOITTE LLP AS AUDITORS FOR THE ENSUING YEAR AND AUTHORIZE DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For
03	ACCEPT THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION.	Management	For	For
4A	APPROVE ALTERATION OF AUTHORIZED SHARE STRUCTURE TO ELIMINATE NON-VOTING SHARES AND INCREASE MAXIMUM NUMBER OF COMMON SHARES TO 2,000,000,000.	Management	For	For
4B	APPROVE, BY SPECIAL RESOLUTION, THE AMENDMENT AND RESTATEMENT OF THE ARTICLES.	Management	For	For
05	APPROVE AMENDMENT TO, AND	Management	Against	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

RECONFIRMATION OF THE SHAREHOLDER  
RIGHTS PLAN, AS AMENDED AND  
RESTATED.

### BROOKFIELD ASSET MANAGEMENT INC.

SECURITY	112585104	MEETING TYPE	Annual
TICKER SYMBOL	BAM	MEETING DATE	09-May-2013
ISIN	CA1125851040	AGENDA	933775857 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 MARCEL R. COUTU		For	For
	2 MAUREEN KEMPSTON DARKES		For	For
	3 LANCE LIEBMAN		For	For
	4 FRANK J. MCKENNA		For	For
	5 YOUSSEF A. NASR		For	For
	6 JAMES A. PATTISON		For	For
	7 SEEK NGE E HUAT		For	For
	8 DIANA L. TAYLOR		For	For
02	THE APPOINTMENT OF THE EXTERNAL AUDITOR AND AUTHORIZING THE	Management	For	For
	DIRECTORS TO SET ITS REMUNERATION;			
03	THE SAY ON PAY RESOLUTION.	Management	For	For

### WASTE MANAGEMENT, INC.

SECURITY	94106L109	MEETING TYPE	Annual
TICKER SYMBOL	WM	MEETING DATE	10-May-2013
ISIN	US94106L1098	AGENDA	933750209 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Management	For	For
1B.	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: PATRICK W. GROSS	Management	For	For
1D.	ELECTION OF DIRECTOR: VICTORIA M. HOLT	Management	For	For
1E.	ELECTION OF DIRECTOR: JOHN C. POPE	Management	For	For
1F.	ELECTION OF DIRECTOR: W. ROBERT REUM	Management	For	For
1G.	ELECTION OF DIRECTOR: DAVID P. STEINER	Management	For	For
1H.	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	APPROVAL OF OUR EXECUTIVE COMPENSATION.	Management	Abstain	Again



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.	STOCKHOLDER PROPOSAL REGARDING A REQUIREMENT FOR SENIOR EXECUTIVES TO HOLD A SIGNIFICANT PERCENTAGE OF EQUITY AWARDS UNTIL RETIREMENT, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For
5.	STOCKHOLDER PROPOSAL REGARDING DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL REGARDING COMPENSATION BENCHMARKING CAP, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For

ACTAVIS, INC.

SECURITY	00507K103	MEETING TYPE	Annual
TICKER SYMBOL	ACT	MEETING DATE	10-May-2013
ISIN	US00507K1034	AGENDA	933763434 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: JACK MICHELSON	Management	For	For
1B.	ELECTION OF DIRECTOR: RONALD R. TAYLOR	Management	For	For
1C.	ELECTION OF DIRECTOR: ANDREW L. TURNER	Management	For	For
1D.	ELECTION OF DIRECTOR: PAUL M. BISARO	Management	For	For
1E.	ELECTION OF DIRECTOR: CHRISTOPHER W. BODINE	Management	For	For
1F.	ELECTION OF DIRECTOR: MICHEL J. FELDMAN	Management	For	For
1G.	ELECTION OF DIRECTOR: FRED G. WEISS	Management	For	For
2.	TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
3.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
4.	TO VOTE ON A PROPOSAL SUBMITTED BY A STOCKHOLDER TO REQUEST THAT THE COMPANY ADOPT A POLICY REQUIRING ITS SENIOR EXECUTIVES TO RETAIN A SIGNIFICANT PERCENTAGE OF THE COMPANY SHARES THEY ACQUIRE THROUGH THE COMPANY'S EQUITY COMPENSATION PROGRAMS UNTIL REACHING RETIREMENT AGE.	Shareholder	Against	For

ENI S.P.A

SECURITY	26874R108	MEETING TYPE	Annual
TICKER SYMBOL	E	MEETING DATE	10-May-2013
ISIN	US26874R1086	AGENDA	933785543 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	ENI S.P.A. FINANCIAL STATEMENTS AT DECEMBER 31, 2012. RELATED RESOLUTIONS. ENI CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2012. REPORTS OF THE DIRECTORS, OF THE BOARD OF STATUTORY AUDITORS AND OF THE AUDIT FIRM.	Management	For	For
2.	ALLOCATION OF NET PROFIT.	Management	For	For
3.	REMUNERATION REPORT: POLICY ON REMUNERATION.	Management	For	For
4.	AUTHORISATION OF BUY-BACK PLAN OF ENI SHARES AFTER FIRST CANCELLING THE PREVIOUS BUY-BACK PLAN AUTHORISED BY THE SHAREHOLDERS' MEETING ON JULY 16, 2012, WITH RESPECT TO THAT PORTION NOT IMPLEMENTED. RELATED AND CONSEQUENT RESOLUTIONS.	Management	For	For

INVESTMENT AB KINNEVIK, STOCKHOLM

SECURITY W4832D110 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 13-May-2013  
ISIN SE0000164626 AGENDA 704401099 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID-VOTE OPTION. THANK YOU	Non-Voting		
1	Opening of the Annual General Meeting	Non-Voting		
2	Election of Chairman of the Annual General Meeting: Wilhelm Luning	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3	Preparation and approval of the voting list	Non-Voting	
4	Approval of the AGENDA	Non-Voting	
5	Election of one or two persons to check and verify the minutes	Non-Voting	
6	Determination of whether the Annual General Meeting has been duly convened	Non-Voting	
7	Remarks by the Chairman of the Board	Non-Voting	
8	Presentation by the Chief Executive Officer	Non-Voting	
9	Presentation of the Annual Report and the Auditor's Report and of the Group-Annual Report and the Group Auditor's Report	Non-Voting	
10	Resolution on the adoption of the Profit and Loss Statement and the Balance Sheet and of the Group Profit and Loss Statement and the Group Balance Sheet	Management	No Action
11	Resolution on the proposed treatment of the Company's earnings as stated in the adopted Balance Sheet: The Board proposes a dividend of SEK 6.50 per share. The record date is proposed to be on Thursday 16 May 2013. The dividend is estimated to be paid out to the shareholders on Wednesday 22 May 2013	Management	No Action
12	Resolution on the discharge of liability of the directors of the Board and the Chief Executive Officer	Management	No Action
13	Determination of the number of directors of the Board: The Nomination Committee proposes that the Board shall consist of eight directors	Management	No Action
14	Determination of the remuneration to the directors of the Board and the auditor	Management	No Action
15	Election of the directors of the Board and the Chairman of the Board: The Nomination Committee proposes that the Annual General Meeting shall, for the period until the close of the next Annual General Meeting, re-elect Tom Boardman, Vigo Carlund, Dame Amelia Fawcett, Wilhelm Klingspor, Erik Mitteregger, Allen Sangines-Krause and Cristina Stenbeck as directors of the Board and to elect Lorenzo Grabau as new director of the Board. The Nomination Committee proposes that the Annual General Meeting shall re-elect Cristina Stenbeck as Chairman of the Board	Management	No Action
16	Election of auditor: The Nomination Committee proposes that the Annual General Meeting shall elect the registered accounting firm Deloitte AB as new auditor for the period until the close of the Annual General Meeting 2017 (i.e. the auditor's term of office shall be four years). Deloitte AB will appoint the authorised public accountant Jan Berntsson as auditor-in-charge	Management	No Action
17	Approval of the procedure of the Nomination Committee	Management	No Action
18	Resolution regarding guidelines for remuneration to senior executives	Management	No Action
19.a	Resolution regarding incentive programme comprising the following resolutions: Adoption of an incentive programme	Management	No Action
19.b	Resolution regarding incentive programme comprising the following resolution: Authorisation for the Board to resolve on new issue of C-shares	Management	No Action
19.c	Resolution regarding incentive programme	Management	No Action

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	comprising the following resolution: Authorisation for the Board to resolve to repurchase own C-shares		
19.d	Resolution regarding incentive programme comprising the following resolution: Transfer of B-shares	Management	No Action
20	Resolution to authorise the Board to resolve on repurchase of own shares	Management	No Action
21.a	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Thorwald Arvidsson's proposals for resolution: To instruct the Board to take appropriate actions in order to establish a shareholders' association in the Company	Shareholder	No Action
21.b	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Thorwald Arvidsson's proposals for resolution: To instruct the Board to prepare a proposal for the Annual General Meeting 2014 regarding Board representation for the small and mid-size shareholders of the Company	Shareholder	No Action
21.c	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Thorwald Arvidsson's proposals for resolution: To instruct the Board to write to the Swedish government with a request that an inquiry examination is established as soon as possible with the instruction to present a law proposal to revoke the differences in voting powers between shares in Swedish limited liability companies	Shareholder	No Action
21.d	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Thorwald Arvidsson's proposals for resolution: Special examination regarding the Company's external and internal entertainment	Shareholder	No Action
21.e	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Thorwald Arvidsson's proposals for resolution: To adopt a vision regarding gender equality on every level in the Company" and "to instruct the Board to establish a working group assigned to seek to implement this vision" as well as to "monitor the development on the ethnicity area" and "account for its work at the Annual General Meeting each year	Shareholder	No Action
22.a	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Examine to distribute the unlisted assets directly to the shareholders	Shareholder	No Action
22.b	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Examine the alternative to divide Kinnevik into two companies: "Kinnevik Telecom" and "Kinnevik Retail	Shareholder	No Action
22.c	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Examine the alternative to divide Kinnevik into two listed companies: "Kinnevik listed" and "Kinnevik unlisted	Shareholder	No Action

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

22.d	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Examine the issue to make an extraordinary dividend of SEK 10 and increase the debt ratio	Shareholder	No Action
22.e	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Make a more long-term and more aggressive forecast for the dividend in Kinnevik	Shareholder	No Action
22.f	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Examine the alternative to repurchase large number of shares without "cancelling them"	Shareholder	No Action
22.g	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Establish a team from the major investment companies in Sweden which shall prepare proposals and measures in order to eliminate the investment company discount in each company	Shareholder	No Action
22.h	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Contact Warren Buffett for his advice on how Kinnevik shall meet the future	Shareholder	No Action
22.i	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Examine the alternative to make Kinnevik's Annual General Meeting the largest annual general meeting in Sweden	Shareholder	No Action
22.j	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Evaluate which shareholder benefits that can be offered from subsidiaries and partly owned companies	Shareholder	No Action
22.k	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Make a five item agenda with concrete measures to eliminate Kinnesvik's investment company discount	Shareholder	No Action
22.l	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Daniel Sward's proposals for resolution: Establish and write it down on paper that the investment company discount, the billions in shareholder value that are lost, is unacceptable, and establish the goal that the investment company discount shall be turned into a premium	Shareholder	No Action
23 CMMT	Closing of the Annual General Meeting PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF RESOLUTIONS 22.b TO 22.l. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK-YOU.	Non-Voting Non-Voting	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

AMERICAN WATER WORKS COMPANY, INC.

SECURITY 030420103 MEETING TYPE Annual  
 TICKER SYMBOL AWK MEETING DATE 13-May-2013  
 ISIN US0304201033 AGENDA 933763597 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: STEPHEN P. ADIK	Management	For	For
1B.	ELECTION OF DIRECTOR: MARTHA CLARK GOSS	Management	For	For
1C.	ELECTION OF DIRECTOR: JULIE A. DOBSON	Management	For	For
1D.	ELECTION OF DIRECTOR: PAUL J. EVANSON	Management	For	For
1E.	ELECTION OF DIRECTOR: RICHARD R. GRIGG	Management	For	For
1F.	ELECTION OF DIRECTOR: JULIA L. JOHNSON	Management	For	For
1G.	ELECTION OF DIRECTOR: GEORGE MACKENZIE	Management	For	For
1H.	ELECTION OF DIRECTOR: WILLIAM J. MARRAZZO	Management	For	For
1I.	ELECTION OF DIRECTOR: JEFFRY E. STERBA	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDED DECEMBER 31, 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.	Management	Abstain	Again

INTERNATIONAL PAPER COMPANY

SECURITY 460146103 MEETING TYPE Annual  
 TICKER SYMBOL IP MEETING DATE 13-May-2013  
 ISIN US4601461035 AGENDA 933779362 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: DAVID J. BRONCZEK	Management	For	For
1B.	ELECTION OF DIRECTOR: AHMET C. DORDUNCU	Management	For	For
1C.	ELECTION OF DIRECTOR: JOHN V. FARACI	Management	For	For
1D.	ELECTION OF DIRECTOR: ILENE S. GORDON	Management	For	For
1E.	ELECTION OF DIRECTOR: STACEY J. MOBLEY	Management	For	For
1F.	ELECTION OF DIRECTOR: JOAN E. SPERO	Management	For	For
1G.	ELECTION OF DIRECTOR: JOHN L. TOWNSEND, III	Management	For	For
1H.	ELECTION OF DIRECTOR: JOHN F. TURNER	Management	For	For
1I.	ELECTION OF DIRECTOR: WILLIAM G. WALTER	Management	For	For
1J.	ELECTION OF DIRECTOR: J. STEVEN	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	WHISLER RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
3.	AMENDMENT OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION REGARDING SHAREOWNER ACTION BY WRITTEN CONSENT	Management	For	For
4.	A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED UNDER THE HEADING "COMPENSATION DISCUSSION & ANALYSIS"	Management	Abstain	Again
5.	SHAREOWNER PROPOSAL CONCERNING A POLICY ON ACCELERATED VESTING OF EQUITY AWARDS OF SENIOR EXECUTIVES UPON A CHANGE IN CONTROL	Shareholder	Against	For

VEOLIA ENVIRONNEMENT SA, PARIS

SECURITY F9686M107 MEETING TYPE MIX  
TICKER SYMBOL MEETING DATE 14-May-2013  
ISIN FR0000124141 AGENDA 704344528 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	THE FOLLOWING APPLIES TO NON- RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING-INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE-DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN-THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE-INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0322/201303221300897.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0322/201303221300897.pdf</a> . PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0426/201304261301627.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0426/201304261301627.pdf</a> . IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		
0.1	Approval of the corporate financial statements for	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	the financial year 2012			
O.2	Approval of the consolidated financial statements for the financial year 2012	Management	For	For
O.3	Approval of non-tax deductible expenses and expenditures pursuant to Article 39-4 of the General Tax Code	Management	For	For
O.4	Allocation of income for the financial year 2012 and payment of the dividend	Management	For	For
O.5	Option for payment of the dividend in shares	Management	For	For
O.6	Approval of the regulated agreements pursuant to the provisions of Articles L.225-38 and L.225-40 to L.225-42 of the Commercial Code	Management	For	For
O.7	Approval of a regulated agreement including commitments in favor of Mr. Antoine Frerot pursuant to the provisions of Article L.225-42-1 of the Commercial Code	Management	For	For
O.8	Renewal of term of Caisse des depots et consignations represented by Mr. Olivier Mareuse as Board member	Management	For	For
O.9	Renewal of term of Mr. Paolo Scaroni as Board member	Management	For	For
O.10	Ratification of the cooptation and renewal of term of Mrs. Marion Guillou as Board member	Management	For	For
O.11	Renewal of term of the company KPMG SA as principal Statutory Auditor	Management	For	For
O.12	Appointment of the company KPMG Audit ID as deputy Statutory Auditor, in substitution for Mr. Philippe Mathis	Management	For	For
O.13	Authorization to be granted to the Board of Directors to trade in Company's shares	Management	For	For
E.14	Delegation of authority to be granted to the Board of Directors to decide to increase share capital by issuing shares or securities giving access to capital reserved for members of company savings plans with cancellation of preferential subscription rights in favor of the latter	Management	Against	Against
E.15	Delegation of authority to be granted to the Board of Directors to decide to increase share capital by issuing shares reserved for a category of persons with cancellation of preferential subscription rights in favor of the latter	Management	Against	Against
E.16	Amendment to Article 12 the bylaws regarding Vice-Chairman's duties	Management	For	For
OE.17	Powers to carry out all legal formalities	Management	For	For

ALLETE, INC.

SECURITY	018522300	MEETING TYPE	Annual
TICKER SYMBOL	ALE	MEETING DATE	14-May-2013
ISIN	US0185223007	AGENDA	933761199 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: KATHRYN W. DINDO	Management	For	For
1B.	ELECTION OF DIRECTOR: HEIDI J. EDDINS	Management	For	For
1C.	ELECTION OF DIRECTOR: SIDNEY W.	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1D.	EMERY, JR. ELECTION OF DIRECTOR: GEORGE G. GOLDFARB	Management	For	For
1E.	ELECTION OF DIRECTOR: JAMES S. HAINES, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: ALAN R. HODNIK	Management	For	For
1G.	ELECTION OF DIRECTOR: JAMES J. HOOLIHAN	Management	For	For
1H.	ELECTION OF DIRECTOR: MADELEINE W. LUDLOW	Management	For	For
1I.	ELECTION OF DIRECTOR: DOUGLAS C. NEVE	Management	For	For
1J.	ELECTION OF DIRECTOR: LEONARD C. RODMAN	Management	For	For
1K.	ELECTION OF DIRECTOR: BRUCE W. STENDER	Management	For	For
2.	APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	APPROVAL OF AN AMENDMENT TO THE ALLETE NON-EMPLOYEE DIRECTOR STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES AVAILABLE FOR ISSUANCE UNDER THE PLAN.	Management	For	For
4.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS ALLETE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For

SAFEWAY INC.

SECURITY	786514208	MEETING TYPE	Annual
TICKER SYMBOL	SWY	MEETING DATE	14-May-2013
ISIN	US7865142084	AGENDA	933763092 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JANET E. GROVE	Management	For	For
1B.	ELECTION OF DIRECTOR: MOHAN GYANI	Management	For	For
1C.	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Management	For	For
1D.	ELECTION OF DIRECTOR: GEORGE J. MORROW	Management	For	For
1E.	ELECTION OF DIRECTOR: KENNETH W. ODER	Management	For	For
1F.	ELECTION OF DIRECTOR: T. GARY ROGERS	Management	For	For
1G.	ELECTION OF DIRECTOR: ARUN SARIN	Management	For	For
1H.	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Management	For	For
2.	NON-BINDING ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Management	Abstain	Against
3.	RE-APPROVAL OF THE 2007 EQUITY AND INCENTIVE AWARD PLAN.	Management	For	For
4.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### ANADARKO PETROLEUM CORPORATION

SECURITY	032511107	MEETING TYPE	Annual
TICKER SYMBOL	APC	MEETING DATE	14-May-2013
ISIN	US0325111070	AGENDA	933764715 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: KEVIN P. CHILTON	Management	For	For
1B.	ELECTION OF DIRECTOR: LUKE R. CORBETT	Management	For	For
1C.	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Management	For	For
1D.	ELECTION OF DIRECTOR: PETER J. FLUOR	Management	For	For
1E.	ELECTION OF DIRECTOR: RICHARD L. GEORGE	Management	For	For
1F.	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Management	For	For
1G.	ELECTION OF DIRECTOR: CHARLES W. GOODYEAR	Management	For	For
1H.	ELECTION OF DIRECTOR: JOHN R. GORDON	Management	For	For
1I.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Management	For	For
1J.	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Management	For	For
1K.	ELECTION OF DIRECTOR: R. A. WALKER	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR.	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4.	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Against	For

### CONOCOPHILLIPS

SECURITY	20825C104	MEETING TYPE	Annual
TICKER SYMBOL	COP	MEETING DATE	14-May-2013
ISIN	US20825C1045	AGENDA	933764842 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Management	For	For
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Management	For	For
1C.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: JODY L. FREEMAN	Management	For	For
1E.	ELECTION OF DIRECTOR: GAY HUEY EVANS	Management	For	For
1F.	ELECTION OF DIRECTOR: RYAN M. LANCE	Management	For	For
1G.	ELECTION OF DIRECTOR: MOHD H. MARICAN	Management	For	For
1H.	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Management	For	For
1I.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1J.	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Management	For	For
2.	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shareholder	Against	For
5.	GREENHOUSE GAS REDUCTION TARGETS.	Shareholder	Against	For
6.	GENDER IDENTITY NON-DISCRIMINATION.	Shareholder	Against	For

MORGAN STANLEY

SECURITY 617446448 MEETING TYPE Annual  
TICKER SYMBOL MS MEETING DATE 14-May-2013  
ISIN US6174464486 AGENDA 933767228 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ERSKINE B. BOWLES	Management	For	For
1B.	ELECTION OF DIRECTOR: HOWARD J. DAVIES	Management	For	For
1C.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES P. GORMAN	Management	For	For
1E.	ELECTION OF DIRECTOR: ROBERT H. HERZ	Management	For	For
1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Management	For	For
1G.	ELECTION OF DIRECTOR: KLAUS KLEINFELD	Management	For	For
1H.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	For	For
1I.	ELECTION OF DIRECTOR: HUTHAM S. OLAYAN	Management	For	For
1J.	ELECTION OF DIRECTOR: JAMES W. OWENS	Management	For	For
1K.	ELECTION OF DIRECTOR: O. GRIFFITH SEXTON	Management	For	For
1L.	ELECTION OF DIRECTOR: RYOSUKE TAMAKOSHI	Management	For	For
1M.	ELECTION OF DIRECTOR: MASAOKI TANAKA	Management	For	For
1N.	ELECTION OF DIRECTOR: LAURA D. TYSON	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR	Management	For	For
3.	TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION)	Management	Abstain	Again
4.	TO AMEND THE 2007 EQUITY INCENTIVE COMPENSATION PLAN TO INCREASE SHARES AVAILABLE FOR GRANT	Management	Against	Again
5.	TO AMEND THE 2007 EQUITY INCENTIVE COMPENSATION PLAN TO PROVIDE FOR QUALIFYING PERFORMANCE-BASED LONG-TERM INCENTIVE AWARDS UNDER SECTION 162 (M)	Management	For	For
6.	TO AMEND THE SECTION 162 (M) PERFORMANCE FORMULA GOVERNING	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### ANNUAL INCENTIVE COMPENSATION FOR CERTAIN OFFICERS

NISOURCE INC.

SECURITY	65473P105	MEETING TYPE	Annual
TICKER SYMBOL	NI	MEETING DATE	14-May-2013
ISIN	US65473P1057	AGENDA	933768650 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
I1	ELECTION OF DIRECTOR: RICHARD A. ABDOO	Management	For	For
I2	ELECTION OF DIRECTOR: ARISTIDES S. CANDRIS	Management	For	For
I3	ELECTION OF DIRECTOR: SIGMUND L. CORNELIUS	Management	For	For
I4	ELECTION OF DIRECTOR: MICHAEL E. JESANIS	Management	For	For
I5	ELECTION OF DIRECTOR: MARTY R. KITTRELL	Management	For	For
I6	ELECTION OF DIRECTOR: W. LEE NUTTER	Management	For	For
I7	ELECTION OF DIRECTOR: DEBORAH S. PARKER	Management	For	For
I8	ELECTION OF DIRECTOR: ROBERT C. SKAGGS, JR.	Management	For	For
I9	ELECTION OF DIRECTOR: TERESA A. TAYLOR	Management	For	For
I10	ELECTION OF DIRECTOR: RICHARD L. THOMPSON	Management	For	For
I11	ELECTION OF DIRECTOR: CAROLYN Y. WOO	Management	For	For
II	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	For	For
III	TO CONSIDER ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Again
IV	TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT.	Shareholder	Against	For
V	TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING A POLICY TO END BENCHMARKING CEO COMPENSATION.	Shareholder	Against	For

UNITED STATES CELLULAR CORPORATION

SECURITY	911684108	MEETING TYPE	Annual
TICKER SYMBOL	USM	MEETING DATE	14-May-2013
ISIN	US9116841084	AGENDA	933786987 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR 1 P.H. DENUIT	Management	For	For
2.	RATIFY ACCOUNTANTS FOR 2013.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	2013 LONG-TERM INCENTIVE PLAN.	Management	Against	Again
4.	NON-EMPLOYEE DIRECTOR COMPENSATION PLAN.	Management	Against	Again
5.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again

### STATOIL ASA

SECURITY            85771P102            MEETING TYPE Special  
TICKER SYMBOL    STO                    MEETING DATE 14-May-2013  
ISIN                US85771P1021        AGENDA            933810803 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
3.	ELECTION OF CHAIR FOR THE MEETING	Management	For	
4.	APPROVAL OF THE NOTICE AND THE AGENDA	Management	For	
5.	ELECTION OF TWO PERSONS TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING	Management	For	
6.	APPROVAL OF THE ANNUAL REPORT AND ACCOUNTS FOR STATOIL ASA AND THE STATOIL GROUP FOR 2012 INCLUDING THE BOARD OF DIRECTORS' PROPOSAL FOR DISTRIBUTION OF DIVIDEND	Management	For	
7.	PROPOSAL SUBMITTED BY A SHAREHOLDER REGARDING STATOIL'S ACTIVITIES IN CANADA	Shareholder	Against	
8.	PROPOSAL SUBMITTED BY A SHAREHOLDER REGARDING STATOIL'S ACTIVITIES IN THE ARCTIC	Shareholder	Against	
9.	REPORT ON CORPORATE GOVERNANCE	Management	For	
10.	DECLARATION ON STIPULATION OF SALARY AND OTHER REMUNERATION FOR EXECUTIVE MANAGEMENT	Management	For	
11.	DETERMINATION OF REMUNERATION FOR THE COMPANY'S EXTERNAL AUDITOR FOR 2012	Management	For	
12.	AMENDMENT OF ARTICLES OF ASSOCIATION	Management	For	
13.	DETERMINATION OF REMUNERATION FOR THE CORPORATE ASSEMBLY	Management	For	
14.	ELECTION OF MEMBER TO THE NOMINATION COMMITTEE	Management	For	
15.	DETERMINATION OF REMUNERATION FOR THE NOMINATION COMMITTEE	Management	For	
16.	AUTHORISATION TO ACQUIRE STATOIL ASA SHARES IN THE MARKET IN ORDER TO CONTINUE OPERATION OF THE SHARE SAVING PLAN FOR EMPLOYEES	Management	For	
17.	AUTHORISATION TO ACQUIRE STATOIL ASA SHARES IN THE MARKET FOR SUBSEQUENT ANNULMENT	Management	For	

### PINNACLE WEST CAPITAL CORPORATION

SECURITY            723484101            MEETING TYPE Annual  
TICKER SYMBOL    PNW                    MEETING DATE 15-May-2013  
ISIN                US7234841010        AGENDA            933763066 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 EDWARD N. BASHA, JR.		For	For
	2 DONALD E. BRANDT		For	For
	3 SUSAN CLARK-JOHNSON		For	For
	4 DENIS A. CORTESE, M.D.		For	For
	5 MICHAEL L. GALLAGHER		For	For
	6 R.A. HERBERGER, JR, PHD		For	For
	7 DALE E. KLEIN, PH.D.		For	For
	8 HUMBERTO S. LOPEZ		For	For
	9 KATHRYN L. MUNRO		For	For
	10 BRUCE J. NORDSTROM		For	For
2.	VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION AS DISCLOSED IN THE 2013 PROXY STATEMENT.	Management	Abstain	Again
3.	RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For

HALLIBURTON COMPANY

SECURITY 406216101 MEETING TYPE Annual  
TICKER SYMBOL HAL MEETING DATE 15-May-2013  
ISIN US4062161017 AGENDA 933767317 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: A.M. BENNETT	Management	For	For
1B.	ELECTION OF DIRECTOR: J.R. BOYD	Management	For	For
1C.	ELECTION OF DIRECTOR: M. CARROLL	Management	For	For
1D.	ELECTION OF DIRECTOR: N.K. DICCIANI	Management	For	For
1E.	ELECTION OF DIRECTOR: M.S. GERBER	Management	For	For
1F.	ELECTION OF DIRECTOR: J.C. GRUBISICH	Management	For	For
1G.	ELECTION OF DIRECTOR: A.S. JUM'AH	Management	For	For
1H.	ELECTION OF DIRECTOR: D.J. LESAR	Management	For	For
1I.	ELECTION OF DIRECTOR: R.A. MALONE	Management	For	For
1J.	ELECTION OF DIRECTOR: J.L. MARTIN	Management	For	For
1K.	ELECTION OF DIRECTOR: D.L. REED	Management	For	For
2.	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Management	For	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN.	Management	For	For
5.	PROPOSAL ON HUMAN RIGHTS POLICY.	Shareholder	Against	For

STATE STREET CORPORATION

SECURITY 857477103 MEETING TYPE Annual

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL STT MEETING DATE 15-May-2013  
 ISIN US8574771031 AGENDA 933768662 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: K. BURNES	Management	For	For
1B	ELECTION OF DIRECTOR: P. COYM	Management	For	For
1C	ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN	Management	For	For
1D	ELECTION OF DIRECTOR: A. FAWCETT	Management	For	For
1E	ELECTION OF DIRECTOR: L. HILL	Management	For	For
1F	ELECTION OF DIRECTOR: J. HOOLEY	Management	For	For
1G	ELECTION OF DIRECTOR: R. KAPLAN	Management	For	For
1H	ELECTION OF DIRECTOR: R. SERGEL	Management	For	For
1I	ELECTION OF DIRECTOR: R. SKATES	Management	For	For
1J	ELECTION OF DIRECTOR: G. SUMME	Management	For	For
1K	ELECTION OF DIRECTOR: T. WILSON	Management	For	For
2	TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
3	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For

THE HARTFORD FINANCIAL SVCS GROUP, INC.

SECURITY 416515104 MEETING TYPE Annual  
 TICKER SYMBOL HIG MEETING DATE 15-May-2013  
 ISIN US4165151048 AGENDA 933770718 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ROBERT B. ALLARDICE, III	Management	For	For
1B.	ELECTION OF DIRECTOR: TREVOR FETTER	Management	For	For
1C.	ELECTION OF DIRECTOR: PAUL G. KIRK, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: LIAM E. MCGEE	Management	For	For
1E.	ELECTION OF DIRECTOR: KATHRYN A. MIKELLS	Management	For	For
1F.	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Management	For	For
1G.	ELECTION OF DIRECTOR: THOMAS A. RENYI	Management	For	For
1H.	ELECTION OF DIRECTOR: CHARLES B. STRAUSS	Management	For	For
1I.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013	Management	For	For
3.	MANAGEMENT PROPOSAL TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE	Management	Abstain	Again

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMPENSATION OF THE COMPANY'S  
NAMED EXECUTIVE OFFICERS AS  
DISCLOSED IN THE COMPANY'S PROXY STATEMENT

AMERICAN INTERNATIONAL GROUP, INC.

SECURITY	026874784	MEETING TYPE	Annual
TICKER SYMBOL	AIG	MEETING DATE	15-May-2013
ISIN	US0268747849	AGENDA	933772560 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ROBERT H. BENMOSCHE	Management	For	For
1B.	ELECTION OF DIRECTOR: W. DON CORNWELL	Management	For	For
1C.	ELECTION OF DIRECTOR: JOHN H. FITZPATRICK	Management	For	For
1D.	ELECTION OF DIRECTOR: WILLIAM G. JURGENSEN	Management	For	For
1E.	ELECTION OF DIRECTOR: CHRISTOPHER S. LYNCH	Management	For	For
1F.	ELECTION OF DIRECTOR: ARTHUR C. MARTINEZ	Management	For	For
1G.	ELECTION OF DIRECTOR: GEORGE L. MILES, JR.	Management	For	For
1H.	ELECTION OF DIRECTOR: HENRY S. MILLER	Management	For	For
1I.	ELECTION OF DIRECTOR: ROBERT S. MILLER	Management	For	For
1J.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management	For	For
1K.	ELECTION OF DIRECTOR: RONALD A. RITTENMEYER	Management	For	For
1L.	ELECTION OF DIRECTOR: DOUGLAS M. STEENLAND	Management	For	For
1M.	ELECTION OF DIRECTOR: THERESA M. STONE	Management	For	For
2.	TO APPROVE THE AMERICAN INTERNATIONAL GROUP, INC. 2013 OMNIBUS INCENTIVE PLAN.	Management	For	For
3.	TO VOTE UPON A NON-BINDING SHAREHOLDER RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Again
5.	TO ACT UPON A PROPOSAL TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS AIG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
6.	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO RESTRICTING SERVICE ON OTHER BOARDS BY DIRECTORS OF AIG.	Shareholder	Against	For

DIAMOND OFFSHORE DRILLING, INC.



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	25271C102	MEETING TYPE	Annual
TICKER SYMBOL	DO	MEETING DATE	15-May-2013
ISIN	US25271C1027	AGENDA	933772902 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: JAMES S. TISCH	Management	For	For
1B	ELECTION OF DIRECTOR: LAWRENCE R. DICKERSON	Management	For	For
1C	ELECTION OF DIRECTOR: JOHN R. BOLTON	Management	For	For
1D	ELECTION OF DIRECTOR: CHARLES L. FABRIKANT	Management	For	For
1E	ELECTION OF DIRECTOR: PAUL G. GAFFNEY II	Management	For	For
1F	ELECTION OF DIRECTOR: EDWARD GREBOW	Management	For	For
1G	ELECTION OF DIRECTOR: HERBERT C. HOFMANN	Management	For	For
1H	ELECTION OF DIRECTOR: CLIFFORD M. SOBEL	Management	For	For
1I	ELECTION OF DIRECTOR: ANDREW H. TISCH	Management	For	For
1J	ELECTION OF DIRECTOR: RAYMOND S. TROUBH	Management	For	For
2	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2013.	Management	For	For
3	TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION.	Management	Abstain	Again

### UNILEVER PLC

SECURITY	904767704	MEETING TYPE	Annual
TICKER SYMBOL	UL	MEETING DATE	15-May-2013
ISIN	US9047677045	AGENDA	933778548 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO RECEIVE THE REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2012	Management	For	For
2.	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2012	Management	For	For
3.	TO RE-ELECT MR P G J M POLMAN AS A DIRECTOR	Management	For	For
4.	TO RE-ELECT MR R J-M S HUET AS A DIRECTOR	Management	For	For
5.	TO RE-ELECT PROFESSOR L O FRESCO AS A DIRECTOR	Management	For	For
6.	TO RE-ELECT MS A M FUDGE AS A DIRECTOR	Management	For	For
7.	TO RE-ELECT MR C E GOLDEN AS A DIRECTOR	Management	For	For
8.	TO RE-ELECT DR B E GROTE AS A	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

9.	DIRECTOR TO RE-ELECT MS H NYASULU AS A DIRECTOR	Management	For	For
10.	TO RE-ELECT THE RT HON SIR MALCOLM RIFKIND MP AS A DIRECTOR	Management	For	For
11.	TO RE-ELECT MR K J STORM AS A DIRECTOR	Management	For	For
12.	TO RE-ELECT MR M TRESCHOW AS A DIRECTOR	Management	For	For
13.	TO RE-ELECT MR P S WALSH AS A DIRECTOR	Management	For	For
14.	TO ELECT MRS L M CHA AS A DIRECTOR	Management	For	For
15.	TO ELECT MS M MA AS A DIRECTOR	Management	For	For
16.	TO ELECT MR J RISHTON AS A DIRECTOR	Management	For	For
17.	TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE COMPANY	Management	For	For
18.	TO AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS	Management	For	For
19.	TO RENEW THE AUTHORITY TO DIRECTORS TO ISSUE SHARES	Management	For	For
20.	TO RENEW THE AUTHORITY TO DIRECTORS TO DISAPPLY PRE-EMPTION RIGHTS	Management	Against	Against
21.	TO RENEW THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES	Management	For	For
22.	TO AUTHORISE POLITICAL DONATIONS AND EXPENDITURE	Management	For	For
23.	TO SHORTEN THE NOTICE PERIOD FOR GENERAL MEETINGS	Management	For	For

DR PEPPER SNAPPLE GROUP, INC.

SECURITY	26138E109	MEETING TYPE	Annual
TICKER SYMBOL	DPS	MEETING DATE	16-May-2013
ISIN	US26138E1091	AGENDA	933758180 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: JOHN L. ADAMS	Management	For	For
1B	ELECTION OF DIRECTOR: RONALD G. ROGERS	Management	For	For
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Management	For	For
3	RESOLVED, THAT THE COMPENSATION PAID TO NAMED EXECUTIVE OFFICERS WITH RESPECT TO 2012, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES AND REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES & NARRATIVE DISCUSSION, IS HEREBY APPROVED.	Management	Abstain	Against
4	TO RE-APPROVE THE MANAGEMENT INCENTIVE PLAN TO COMPLY WITH SECTION	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

162 (M) OF THE INTERNAL REVENUE CODE  
AND THE REGULATIONS PROMULGATED THEREUNDER.

### INTEL CORPORATION

SECURITY            458140100            MEETING TYPE Annual  
TICKER SYMBOL    INTC                    MEETING DATE 16-May-2013  
ISIN                US4581401001        AGENDA                933758611 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Management	For	For
1B.	ELECTION OF DIRECTOR: ANDY D. BRYANT	Management	For	For
1C.	ELECTION OF DIRECTOR: SUSAN L. DECKER	Management	For	For
1D.	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Management	For	For
1E.	ELECTION OF DIRECTOR: REED E. HUNDT	Management	For	For
1F.	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Management	For	For
1G.	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Management	For	For
1H.	ELECTION OF DIRECTOR: FRANK D. YEARY	Management	For	For
1I.	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Management	For	For
2.	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Again
4.	APPROVAL OF AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Management	Against	Again
5.	STOCKHOLDER PROPOSAL TITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK"	Shareholder	Against	For

### OGE ENERGY CORP.

SECURITY            670837103            MEETING TYPE Annual  
TICKER SYMBOL    OGE                    MEETING DATE 16-May-2013  
ISIN                US6708371033        AGENDA                933763220 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	DIRECTOR	Management		
1	JAMES H. BRANDI		For	For
2	WAYNE H. BRUNETTI		For	For
3	LUKE R. CORBETT		For	For
4	PETER B. DELANEY		For	For
5	JOHN D. GROENDYKE		For	For
6	KIRK HUMPHREYS		For	For
7	ROBERT KELLEY		For	For
8	ROBERT O. LORENZ		For	For
9	JUDY R. MCREYNOLDS		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2	10 LEROY C. RICHIE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S PRINCIPAL INDEPENDENT ACCOUNTANTS FOR 2013.	Management	For	For
3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS.	Management	For	For
5	APPROVAL OF THE OGE ENERGY CORP. 2013 STOCK INCENTIVE PLAN.	Management	For	For
6	APPROVAL OF THE OGE ENERGY CORP. 2013 ANNUAL INCENTIVE COMPENSATION PLAN.	Management	For	For
7	AMENDMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 225,000,000 TO 450,000,000.	Management	For	For
8	SHAREHOLDER PROPOSAL REGARDING REINCORPORATION IN DELAWARE.	Shareholder	Against	For

INTEGRYS ENERGY GROUP INC

SECURITY 45822P105 MEETING TYPE Annual  
 TICKER SYMBOL TEG MEETING DATE 16-May-2013  
 ISIN US45822P1057 AGENDA 933764602 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 WILLIAM J. BRODSKY		For	For
	2 ALBERT J. BUDNEY, JR.		For	For
	3 ELLEN CARNAHAN		For	For
	4 MICHELLE L. COLLINS		For	For
	5 K.M. HASSELBLAD-PASCALE		For	For
	6 JOHN W. HIGGINS		For	For
	7 PAUL W. JONES		For	For
	8 HOLLY KELLER KOEPPPEL		For	For
	9 MICHAEL E. LAVIN		For	For
	10 WILLIAM F. PROTZ, JR.		For	For
	11 CHARLES A. SCHROCK		For	For
2.	THE APPROVAL OF A NON-BINDING ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3.	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR INTEGRYS ENERGY GROUP AND ITS SUBSIDIARIES FOR 2013.	Management	For	For

ALTRIA GROUP, INC.

SECURITY 02209S103 MEETING TYPE Annual  
 TICKER SYMBOL MO MEETING DATE 16-May-2013  
 ISIN US02209S1033 AGENDA 933764979 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: GERALD L. BALILES	Management	For	For
1B.	ELECTION OF DIRECTOR: MARTIN J. BARRINGTON	Management	For	For
1C.	ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Management	For	For
1D.	ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Management	For	For
1E.	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Management	For	For
1F.	ELECTION OF DIRECTOR: THOMAS W. JONES	Management	For	For
1G.	ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS	Management	For	For
1H.	ELECTION OF DIRECTOR: W. LEO KIELY III	Management	For	For
1I.	ELECTION OF DIRECTOR: KATHRYN B. MCQUADE	Management	For	For
1J.	ELECTION OF DIRECTOR: GEORGE MUNOZ	Management	For	For
1K.	ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Management	For	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Again
4.	SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES	Shareholder	Against	For

INVESCO LTD

SECURITY G491BT108 MEETING TYPE Annual  
TICKER SYMBOL IVZ MEETING DATE 16-May-2013  
ISIN BMG491BT1088 AGENDA 933765236 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: JOSEPH R. CANION	Management	For	For
1B	ELECTION OF DIRECTOR: EDWARD P. LAWRENCE	Management	For	For
1C	ELECTION OF DIRECTOR: PHOEBE A. WOOD	Management	For	For
2	ADVISORY VOTE TO APPROVE 2012 EXECUTIVE COMPENSATION	Management	Abstain	Again
3	APPROVAL OF THE INVESCO LTD. AMENDED AND RESTATED EXECUTIVE INCENTIVE BONUS PLAN	Management	For	For
4	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

WESTAR ENERGY, INC.

SECURITY	95709T100	MEETING TYPE	Annual
TICKER SYMBOL	WR	MEETING DATE	16-May-2013
ISIN	US95709T1007	AGENDA	933769272 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1	DIRECTOR	Management		
	1 RICHARD L. HAWLEY		For	For
	2 B. ANTHONY ISAAC		For	For
	3 S. CARL SODERSTROM, JR.		For	For
2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Again
3	RATIFICATION AND CONFIRMATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For

TIME WARNER CABLE INC

SECURITY	88732J207	MEETING TYPE	Annual
TICKER SYMBOL	TWC	MEETING DATE	16-May-2013
ISIN	US88732J2078	AGENDA	933770643 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: CAROLE BLACK	Management	For	For
1B.	ELECTION OF DIRECTOR: GLENN A. BRITT	Management	For	For
1C.	ELECTION OF DIRECTOR: THOMAS H. CASTRO	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID C. CHANG	Management	For	For
1E.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: PETER R. HAJE	Management	For	For
1G.	ELECTION OF DIRECTOR: DONNA A. JAMES	Management	For	For
1H.	ELECTION OF DIRECTOR: DON LOGAN	Management	For	For
1I.	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Management	For	For
1J.	ELECTION OF DIRECTOR: WAYNE H. PACE	Management	For	For
1K.	ELECTION OF DIRECTOR: EDWARD D. SHIRLEY	Management	For	For
1L.	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Management	For	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4.	STOCKHOLDER PROPOSAL ON DISCLOSURE OF LOBBYING ACTIVITIES.	Shareholder	Against	For
5.	STOCKHOLDER PROPOSAL ON ACCELERATED VESTING OF EQUITY AWARDS IN A CHANGE IN CONTROL.	Shareholder	Against	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### BOYD GAMING CORPORATION

SECURITY 103304101 MEETING TYPE Annual  
 TICKER SYMBOL BYD MEETING DATE 16-May-2013  
 ISIN US1033041013 AGENDA 933774033 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 ROBERT L. BOUGHNER		For	For
	2 WILLIAM R. BOYD		For	For
	3 WILLIAM S. BOYD		For	For
	4 RICHARD E. FLAHERTY		For	For
	5 THOMAS V. GIRARDI		For	For
	6 MARIANNE BOYD JOHNSON		For	For
	7 BILLY G. MCCOY		For	For
	8 FREDERICK J. SCHWAB		For	For
	9 KEITH E. SMITH		For	For
	10 CHRISTINE J. SPADAFOR		For	For
	11 PETER M. THOMAS		For	For
	12 VERONICA J. WILSON		For	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

### APACHE CORPORATION

SECURITY 037411105 MEETING TYPE Annual  
 TICKER SYMBOL APA MEETING DATE 16-May-2013  
 ISIN US0374111054 AGENDA 933774944 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	ELECTION OF DIRECTOR: EUGENE C. FIEDOREK	Management	For	For
2.	ELECTION OF DIRECTOR: CHANSOO JOUNG	Management	For	For
3.	ELECTION OF DIRECTOR: WILLIAM C. MONTGOMERY	Management	For	For
4.	RATIFICATION OF ERNST & YOUNG LLP AS APACHE'S INDEPENDENT AUDITORS	Management	For	For
5.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Again
6.	APPROVAL OF AMENDMENT TO APACHE'S 2011 OMNIBUS EQUITY COMPENSATION PLAN TO INCREASE THE NUMBER OF SHARES ISSUABLE UNDER THE PLAN	Management	Against	Again
7.	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE APACHE'S CLASSIFIED BOARD OF DIRECTORS	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SEALED AIR CORPORATION

SECURITY 81211K100 MEETING TYPE Annual  
 TICKER SYMBOL SEE MEETING DATE 16-May-2013  
 ISIN US81211K1007 AGENDA 933775275 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	ELECTION OF HANK BROWN AS A DIRECTOR.	Management	For	For
02	ELECTION OF MICHAEL CHU AS A DIRECTOR.	Management	For	For
03	ELECTION OF LAWRENCE R. CODEY AS A DIRECTOR.	Management	For	For
04	ELECTION OF PATRICK DUFF AS A DIRECTOR.	Management	For	For
05	ELECTION OF WILLIAM V. HICKEY AS A DIRECTOR.	Management	For	For
06	ELECTION OF JACQUELINE B. KOSECOFF AS A DIRECTOR.	Management	For	For
07	ELECTION OF KENNETH P. MANNING AS A DIRECTOR.	Management	For	For
08	ELECTION OF WILLIAM J. MARINO AS A DIRECTOR.	Management	For	For
09	ELECTION OF JEROME A. PERIBERE AS A DIRECTOR.	Management	For	For
10	ELECTION OF RICHARD L. WAMBOLD AS A DIRECTOR.	Management	For	For
11	ELECTION OF JERRY R. WHITAKER AS A DIRECTOR.	Management	For	For
12	APPROVAL OF THE AMENDED 2005 CONTINGENT STOCK PLAN OF SEALED AIR CORPORATION.	Management	For	For
13	APPROVAL OF THE AMENDED PERFORMANCE-BASED COMPENSATION PROGRAM OF SEALED AIR CORPORATION.	Management	For	For
14	ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.	Management	Abstain	Again
15	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

INTERNAP NETWORK SERVICES CORPORATION

SECURITY 45885A300 MEETING TYPE Annual  
 TICKER SYMBOL INAP MEETING DATE 16-May-2013  
 ISIN US45885A3005 AGENDA 933780276 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 GARY M. PFEIFFER	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	MICHAEL A. RUFFOLO TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For For	For For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Again

### HESS CORPORATION

SECURITY	42809H107	MEETING TYPE	Contested-Annual
TICKER SYMBOL	HES	MEETING DATE	16-May-2013
ISIN	US42809H1077	AGENDA	933787648 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR 1 J. KRENICKI 2 K. MEYERS 3 F.G. REYNOLDS 4 W.G. SCHRADER 5 M. WILLIAMS	Management	For For For For For	For For For For For
2.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	APPROVAL OF AN AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION AND BY-LAWS TO DECLASSIFY THE BOARD.	Management	For	For
5.	STOCKHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS ADOPT A POLICY THAT REQUIRES AN INDEPENDENT CHAIRMAN.	Shareholder	Against	For
6.	STOCKHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS TAKE ACTION TO IMPLEMENT A SIMPLE MAJORITY VOTE STANDARD.	Shareholder	Against	For
7.	STOCKHOLDER PROPOSAL RECOMMENDING THAT THE COMPANY PROVIDE A REPORT REGARDING POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
8.	STOCKHOLDER PROPOSAL SUBMITTED BY ELLIOTT ASSOCIATES, L.P. AND ELLIOTT INTERNATIONAL, L.P. RECOMMENDING THAT THE COMPANY REPEAL ANY PROVISION OR AMENDMENT OF THE BY-LAWS ADOPTED WITHOUT STOCKHOLDER APPROVAL AFTER FEBRUARY 2, 2011 AND PRIOR TO THE ANNUAL MEETING.	Shareholder	Against	For

### DEUTSCHE TELEKOM AG

SECURITY	251566105	MEETING TYPE	Annual
TICKER SYMBOL	DTEGY	MEETING DATE	16-May-2013
ISIN	US2515661054	AGENDA	933792360 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
2.	RESOLUTION ON THE APPROPRIATION OF NET INCOME.	Management	For	
3.	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THE 2012 FINANCIAL YEAR.	Management	For	
4.	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2012 FINANCIAL YEAR.	Management	For	
5.	RESOLUTION ON THE APPOINTMENT OF THE INDEPENDENT AUDITOR AND THE GROUP AUDITOR FOR THE 2013 FINANCIAL YEAR.	Management	For	
6.	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management	For	
7.	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management	For	
8.	RESOLUTION ON AMENDMENT TO SUPERVISORY BOARD REMUNERATION & RELATED AMENDMENT TO SECTION 13 ARTICLES OF INCORPORATION.	Management	For	
9.	RESOLUTION ON THE CANCELLATION OF CONTINGENT CAPITAL II AND THE RELATED AMENDMENT TO SECTION 5 ARTICLES OF INCORPORATION.	Management	For	
10.	CANCELLATION OF AUTHORIZED CAPITAL 2009/I AND THE CREATION OF AUTHORIZED CAPITAL 2013 FOR CASH AND/OR NON-CASH CONTRIBUTIONS.	Management	For	
11.	APPROVAL OF A CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH PASM POWER AND AIR CONDITION SOLUTION MANAGEMENT GMBH.	Management	For	
12.	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH GMG GENERALMIETGESELLSCHAFT MBH.	Management	For	
13.	APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH DETEMEDIEN, DEUTSCHE TELEKOM MEDIEN GMBH.	Management	For	
14.	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE CONTROL AGREEMENT WITH GMG GENERALMIETGESELLSCHAFT MBH.	Management	For	
15.	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE CONTROL AGREEMENT WITH DETEMEDIEN, DEUTSCHE TELEKOM MEDIEN GMBH.	Management	For	

PARMALAT SPA, COLLECCHIO

SECURITY 70175R102 MEETING TYPE Ordinary General Meeting  
TICKER SYMBOL MEETING DATE 17-May-2013  
ISIN US70175R1023 AGENDA 704488685 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1	Decision on the substitution of the Member of the Board of Directors Antonio Sala. Pertinent and related resolutions	Management	Abstain	Again
2	Decision on the substitution of the Effective Statutory Auditor Roberto Cravero. Pertinent and related resolutions	Management	Abstain	Again

OWENS-ILLINOIS, INC.

SECURITY	690768403	MEETING TYPE	Annual
TICKER SYMBOL	OI	MEETING DATE	17-May-2013
ISIN	US6907684038	AGENDA	933767103 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 JAY L. GELDMACHER		For	For
	2 ALBERT P.L. STROUCKEN		For	For
	3 DENNIS K. WILLIAMS		For	For
	4 THOMAS L. YOUNG		For	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	TO APPROVE, BY ADVISORY VOTE, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

SECURITY	18451C109	MEETING TYPE	Annual
TICKER SYMBOL	CCO	MEETING DATE	17-May-2013
ISIN	US18451C1099	AGENDA	933769121 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 BLAIR E. HENDRIX		Withheld	Again
	2 DOUGLAS L. JACOBS		Withheld	Again
	3 DANIEL G. JONES		Withheld	Again
2.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For

PEPCO HOLDINGS, INC.

SECURITY	713291102	MEETING TYPE	Annual
TICKER SYMBOL	POM	MEETING DATE	17-May-2013
ISIN	US7132911022	AGENDA	933772825 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 JACK B. DUNN, IV		For	For
	2 H. RUSSELL FRISBY, JR.		For	For
	3 TERENCE C. GOLDEN		For	For
	4 PATRICK T. HARKER		For	For
	5 FRANK O. HEINTZ		For	For
	6 BARBARA J. KRUMSIEK		For	For
	7 GEORGE F. MACCORMACK		For	For
	8 LAWRENCE C. NUSSDORF		For	For
	9 PATRICIA A. OELRICH		For	For
	10 JOSEPH M. RIGBY		For	For
	11 FRANK K. ROSS		For	For
	12 PAULINE A. SCHNEIDER		For	For
	13 LESTER P. SILVERMAN		For	For
2.	A PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	A PROPOSAL TO RATIFY THE APPOINTMENT, BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS, OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2013.	Management	For	For

MACY'S INC.

SECURITY 55616P104 MEETING TYPE Annual  
TICKER SYMBOL M MEETING DATE 17-May-2013  
ISIN US55616P1049 AGENDA 933789591 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Management	For	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Management	For	For
1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Management	For	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Management	For	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Management	For	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Management	For	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For	For
1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Management	For	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Management	For	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Management	For	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	THAT ARE LINKED TO INDUSTRIAL SAFETY INDICATORS.			
O15	TOTAL'S COMMITMENT TO THE DIVERSITY LABEL.	Shareholder	Against	For
O16	EMPLOYEE REPRESENTATIVE ON THE COMPENSATION COMMITTEE.	Shareholder	Against	For
E17	EXPANSION OF INDIVIDUAL SHARE OWNERSHIP (LOYALTY DIVIDEND).	Shareholder	Against	For

TRANSOCEAN, LTD.

SECURITY	H8817H100	MEETING TYPE	Contested-Annual
TICKER SYMBOL	RIG	MEETING DATE	17-May-2013
ISIN	CH0048265513	AGENDA	933805193 - Opposition

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1	APPROVAL OF THE 2012 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENT OF TRANSOCEAN LTD. FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2012.	Management	For	
2	APPROPRIATION OF THE AVAILABLE EARNINGS FOR FISCAL YEAR 2012.	Management	For	
3A	APPROVAL OF THE COMPANY'S PAYMENT OF A DIVIDEND IN PRINCIPLE.	Management	For	For
3B1	COMPANY DISTRIBUTION PROPOSAL IN AN AMOUNT OF USD 2.24 PER SHARE MARK EITHER 3B1 OR 3B2 BUT NOT BOTH.	Management	Abstain	Again
3B2	ICAHN GROUP DISTRIBUTION PROPOSAL IN AN AMOUNT OF USD 4.00 PER SHARE. MARK EITHER 3B1 OR 3B2 BUT NOT BOTH.	Management	For	For
4	READoption OF AUTHORIZED SHARE CAPITAL ALLOWING THE BOARD OF DIRECTORS TO ISSUE UP TO A MAXIMUM OF 74,728,750 SHARES OF THE COMPANY	Management	Against	For
5	REPEAL OF STAGGERED BOARD.	Management	For	For
6A	FREDERICO F. CURADO: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
6B	STEVEN L. NEWMAN: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
6C	THOMAS W. CASON: ICAHN GROUP RECOMMENDS A VOTE "AGAINST" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	Again
6D	ROBERT M. SPRAGUE: ICAHN GROUP RECOMMENDS A VOTE "AGAINST" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES	Management	Against	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

6E	LISTED IN PROPOSALS 6A - 6H. J. MICHAEL TALBERT: ICAHN GROUP RECOMMENDS A VOTE "AGAINST" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	Against	For
6F	JOHN J. LIPINSKI: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	Against	Against
6G	JOSE MARIA ALAPONT: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
6H	SAMUEL MERKSAMER: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
7	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM.	Management	For	For
8	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	

TRANSOCEAN, LTD.

SECURITY	H8817H100	MEETING TYPE	Contested-Annual
TICKER SYMBOL	RIG	MEETING DATE	17-May-2013
ISIN	CH0048265513	AGENDA	933820599 - Opposition

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	APPROVAL OF THE 2012 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENT OF TRANSOCEAN LTD. FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2012.	Management	For	
2	APPROPRIATION OF THE AVAILABLE EARNINGS FOR FISCAL YEAR 2012.	Management	For	
3A	APPROVAL OF THE COMPANY'S PAYMENT OF A DIVIDEND IN PRINCIPLE.	Management	For	For
3B1	COMPANY DISTRIBUTION PROPOSAL IN AN AMOUNT OF USD 2.24 PER SHARE MARK EITHER 3B1 OR 3B2 BUT NOT BOTH.	Shareholder	Abstain	Against
3B2	ICAHN GROUP DISTRIBUTION PROPOSAL IN AN AMOUNT OF USD 4.00 PER SHARE. MARK EITHER 3B1 OR 3B2 BUT NOT BOTH.	Management	For	For
4	READOPTION OF AUTHORIZED SHARE CAPITAL ALLOWING THE BOARD OF DIRECTORS TO ISSUE UP TO A MAXIMUM OF	Shareholder	Against	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5	74,728,750 SHARES OF THE COMPANY. REPEAL OF STAGGERED BOARD.	Management	For	For
6A	FREDERICO F. CURADO: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
6B	STEVEN L. NEWMAN: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
6C	THOMAS W. CASON: ICAHN GROUP RECOMMENDS A VOTE "AGAINST" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Shareholder	For	Against
6D	ROBERT M. SPRAGUE: ICAHN GROUP RECOMMENDS A VOTE "AGAINST" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Shareholder	Against	For
6E	J. MICHAEL TALBERT: ICAHN GROUP RECOMMENDS A VOTE "AGAINST" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Shareholder	Against	For
6F	JOHN J. LIPINSKI: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	Against	Against
6G	JOSE MARIA ALAPONT: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
6H	SAMUEL MERKSAMER: ICAHN GROUP RECOMMENDS A VOTE "FOR" THIS NOMINEE; PLEASE NOTE: YOU CAN ONLY VOTE "FOR" ON 5 OF THE 8 NOMINEES LISTED IN PROPOSALS 6A - 6H.	Management	For	For
7	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM.	Management	For	For
8	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	

CONSOLIDATED EDISON, INC.

SECURITY	209115104	MEETING TYPE	Annual
TICKER SYMBOL	ED	MEETING DATE	20-May-2013
ISIN	US2091151041	AGENDA	933770732 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: KEVIN BURKE	Management	For	For
1B.	ELECTION OF DIRECTOR: VINCENT A. CALARCO	Management	For	For
1C.	ELECTION OF DIRECTOR: GEORGE CAMPBELL, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: GORDON J. DAVIS	Management	For	For
1E.	ELECTION OF DIRECTOR: MICHAEL J. DEL GIUDICE	Management	For	For
1F.	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Management	For	For
1G.	ELECTION OF DIRECTOR: JOHN F. HENNESSY III	Management	For	For
1H.	ELECTION OF DIRECTOR: JOHN F. KILLIAN	Management	For	For
1I.	ELECTION OF DIRECTOR: EUGENE R. MCGRATH	Management	For	For
1J.	ELECTION OF DIRECTOR: SALLY H. PINERO	Management	For	For
1K.	ELECTION OF DIRECTOR: MICHAEL W. RANGER	Management	For	For
1L.	ELECTION OF DIRECTOR: L. FREDERICK SUTHERLAND	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.	Management	For	For
3.	APPROVAL OF THE COMPANY'S LONG TERM INCENTIVE PLAN.	Management	For	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
5.	END PRACTICE OF BENCHMARKING THE CEOS TOTAL COMPENSATION TO THAT OF CEOS OF PEER COMPANIES.	Shareholder	Against	For

MACQUARIE INFRASTRUCTURE CO. LLC

SECURITY 55608B105 MEETING TYPE Annual  
TICKER SYMBOL MIC MEETING DATE 20-May-2013  
ISIN US55608B1052 AGENDA 933780973 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 NORMAN H. BROWN, JR.		For	For
	2 GEORGE W. CARMANY, III		For	For
	3 H.E. (JACK) LENTZ		For	For
	4 OUMA SANANIKONE		For	For
	5 WILLIAM H. WEBB		For	For
2.	THE RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	THE APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Management	Abstain	Against

CHEMED CORPORATION

SECURITY 16359R103 MEETING TYPE Annual  
TICKER SYMBOL CHE MEETING DATE 20-May-2013  
ISIN US16359R1032 AGENDA 933782698 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: KEVIN J. MCNAMARA	Management	For	For
1B.	ELECTION OF DIRECTOR: JOEL F. GEMUNDER	Management	For	For
1C.	ELECTION OF DIRECTOR: PATRICK P. GRACE	Management	For	For
1D.	ELECTION OF DIRECTOR: THOMAS C. HUTTON	Management	For	For
1E.	ELECTION OF DIRECTOR: WALTER L. KREBS	Management	For	For
1F.	ELECTION OF DIRECTOR: ANDREA R. LINDELL	Management	For	For
1G.	ELECTION OF DIRECTOR: THOMAS P. RICE	Management	For	For
1H.	ELECTION OF DIRECTOR: DONALD E. SAUNDERS	Management	For	For
1I.	ELECTION OF DIRECTOR: GEORGE J. WALSH III	Management	For	For
1J.	ELECTION OF DIRECTOR: FRANK E. WOOD	Management	For	For
2.	RATIFICATION OF AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT ACCOUNTANTS FOR 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	For	For

MONDELEZ INTL, INC

SECURITY 609207105 MEETING TYPE Annual  
TICKER SYMBOL MDLZ MEETING DATE 21-May-2013  
ISIN US6092071058 AGENDA 933759625 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Management	For	For
1B.	ELECTION OF DIRECTOR: LEWIS W.K. BOOTH	Management	For	For
1C.	ELECTION OF DIRECTOR: LOIS D. JULIBER	Management	For	For
1D.	ELECTION OF DIRECTOR: MARK D. KETCHUM	Management	For	For
1E.	ELECTION OF DIRECTOR: JORGE S. MESQUITA	Management	For	For
1F.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Management	For	For
1G.	ELECTION OF DIRECTOR: IRENE B. ROSENFELD	Management	For	For
1H.	ELECTION OF DIRECTOR: PATRICK T. SIEWERT	Management	For	For
1I.	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Management	For	For
1J	ELECTION OF DIRECTOR: RATAN N. TATA	Management	For	For
1K	ELECTION OF DIRECTOR: J.F. VAN	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	BOXMEER			
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Against
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR 2013	Management	For	For
4.	SHAREHOLDER PROPOSAL: REPORT ON EXTENDED PRODUCER RESPONSIBILITY	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL: SUSTAINABILITY REPORT ON GENDER EQUALITY IN THE COMPANY'S SUPPLY CHAIN	Shareholder	Against	For

FIRSTENERGY CORP.

SECURITY	337932107	MEETING TYPE	Annual
TICKER SYMBOL	FE	MEETING DATE	21-May-2013
ISIN	US3379321074	AGENDA	933763357 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 PAUL T. ADDISON		For	For
	2 ANTHONY J. ALEXANDER		For	For
	3 MICHAEL J. ANDERSON		For	For
	4 DR. CAROL A. CARTWRIGHT		For	For
	5 WILLIAM T. COTTLE		For	For
	6 ROBERT B. HEISLER, JR.		For	For
	7 JULIA L. JOHNSON		For	For
	8 TED J. KLEISNER		For	For
	9 DONALD T. MISHEFF		For	For
	10 ERNEST J. NOVAK, JR.		For	For
	11 CHRISTOPHER D. PAPPAS		For	For
	12 CATHERINE A. REIN		For	For
	13 GEORGE M. SMART		For	For
	14 WES M. TAYLOR		For	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Against
4.	AN AMENDMENT TO THE COMPANY'S AMENDED ARTICLES OF INCORPORATION AND AMENDED CODE OF REGULATIONS TO ALLOW FOR A MAJORITY VOTING POWER THRESHOLD	Management	For	For
5.	SHAREHOLDER PROPOSAL: CEO COMPENSATION BENCHMARKING	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL: RETIREMENT BENEFITS	Shareholder	Against	For
7.	SHAREHOLDER PROPOSAL: EQUITY RETENTION	Shareholder	Against	For
8.	SHAREHOLDER PROPOSAL: DIRECTOR ELECTION MAJORITY VOTE STANDARD	Shareholder	Against	For
9.	SHAREHOLDER PROPOSAL: ACT BY WRITTEN CONSENT	Shareholder	Against	For

MGE ENERGY, INC.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 55277P104 MEETING TYPE Annual  
 TICKER SYMBOL MGEE MEETING DATE 21-May-2013  
 ISIN US55277P1049 AGENDA 933764931 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 F. CURTIS HASTINGS		For	For
	2 JAMES L. POSSIN		For	For
	3 MARK D. BUGHER		For	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP FOR FISCAL YEAR 2013.	Management	For	For

W. R. BERKLEY CORPORATION

SECURITY 084423102 MEETING TYPE Annual  
 TICKER SYMBOL WRB MEETING DATE 21-May-2013  
 ISIN US0844231029 AGENDA 933777041 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: W. ROBERT BERKLEY, JR.	Management	For	For
1.2	ELECTION OF DIRECTOR: RONALD E. BLAYLOCK	Management	For	For
1.3	ELECTION OF DIRECTOR: MARK E. BROCKBANK	Management	For	For
1.4	ELECTION OF DIRECTOR: GEORGE G. DALY	Management	For	For
1.5	ELECTION OF DIRECTOR: MARY C. FARRELL	Management	For	For
2.	TO CONSIDER AND CAST A NON-BINDING ADVISORY VOTE ON A RESOLUTION APPROVING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, OR "SAY-ON-PAY" VOTE.	Management	For	For
3.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

AMERICAN STATES WATER COMPANY

SECURITY 029899101 MEETING TYPE Annual  
 TICKER SYMBOL AWR MEETING DATE 21-May-2013  
 ISIN US0298991011 AGENDA 933777445 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	DIRECTOR	Management		
	1 DR. DIANA M. BONTA		For	For
	2 MR. ROBERT J. SPROWLS		For	For
	3 MR. LLOYD E. ROSS		For	For
2.	TO APPROVE THE 2013 NON-EMPLOYEE DIRECTORS STOCK PLAN.	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
4.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

JPMORGAN CHASE & CO.

SECURITY 46625H100 MEETING TYPE Annual  
TICKER SYMBOL JPM MEETING DATE 21-May-2013  
ISIN US46625H1005 AGENDA 933779728 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JAMES A. BELL	Management	For	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management	For	For
1C.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID M. COTE	Management	For	For
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	Management	For	For
1F.	ELECTION OF DIRECTOR: JAMES DIMON	Management	For	For
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Management	For	For
1H.	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Management	For	For
1I.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Management	For	For
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Management	For	For
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management	For	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Against
4.	AMENDMENT TO THE FIRM'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY WRITTEN CONSENT	Management	For	For
5.	REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN	Management	For	For
6.	REQUIRE SEPARATION OF CHAIRMAN AND CEO	Shareholder	Against	For
7.	REQUIRE EXECUTIVES TO RETAIN SIGNIFICANT STOCK UNTIL REACHING NORMAL RETIREMENT AGE	Shareholder	Against	For
8.	ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS	Shareholder	Against	For
9.	DISCLOSE FIRM PAYMENTS USED DIRECTLY OR INDIRECTLY FOR LOBBYING, INCLUDING	Shareholder	Against	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### SPECIFIC AMOUNTS AND RECIPIENTS' NAMES

RUSH ENTERPRISES, INC.

SECURITY	781846308	MEETING TYPE	Annual
TICKER SYMBOL	RUSHB	MEETING DATE	21-May-2013
ISIN	US7818463082	AGENDA	933799605 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1)	DIRECTOR	Management		
	1 W. MARVIN RUSH		For	For
	2 W.M. "RUSTY" RUSH		For	For
	3 JAMES C. UNDERWOOD		For	For
	4 HAROLD D. MARSHALL		For	For
	5 THOMAS A. AKIN		For	For
	6 GERALD R. SZCZEPANSKI		For	For
2)	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.	Management	For	For

ROYAL DUTCH SHELL PLC

SECURITY	780259206	MEETING TYPE	Annual
TICKER SYMBOL	RDSA	MEETING DATE	21-May-2013
ISIN	US7802592060	AGENDA	933802476 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1	ADOPTION OF ANNUAL REPORT & ACCOUNTS	Management	For	For
2	APPROVAL OF REMUNERATION REPORT	Management	For	For
3	RE-APPOINTMENT OF JOSEF ACKERMANN AS A DIRECTOR OF THE COMPANY	Management	For	For
4	RE-APPOINTMENT OF GUY ELLIOTT AS A DIRECTOR OF THE COMPANY	Management	For	For
5	RE-APPOINTMENT OF SIMON HENRY AS A DIRECTOR OF THE COMPANY	Management	For	For
6	RE-APPOINTMENT OF CHARLES O. HOLLIDAY AS A DIRECTOR OF THE COMPANY	Management	For	For
7	RE-APPOINTMENT OF GERARD KLEISTERLEE AS A DIRECTOR OF THE COMPANY	Management	For	For
8	RE-APPOINTMENT OF JORMA OLLILA AS A DIRECTOR OF THE COMPANY	Management	For	For
9	RE-APPOINTMENT OF SIR NIGEL SHEINWALD AS A DIRECTOR OF THE COMPANY	Management	For	For
10	RE-APPOINTMENT OF LINDA G. STUNTZ AS A DIRECTOR OF THE COMPANY	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

11	RE-APPOINTMENT OF PETER VOSER AS A DIRECTOR OF THE COMPANY	Management	For	For
12	RE-APPOINTMENT OF HANS WIJERS AS A DIRECTOR OF THE COMPANY	Management	For	For
13	RE-APPOINTMENT OF GERRIT ZALM AS A DIRECTOR OF THE COMPANY	Management	For	For
14	RE-APPOINTMENT OF AUDITORS	Management	For	For
15	REMUNERATION OF AUDITORS	Management	For	For
16	AUTHORITY TO ALLOT SHARES	Management	For	For
17	DISAPPLICATION OF PRE-EMPTION RIGHTS	Management	Against	Against
18	AUTHORITY TO PURCHASE OWN SHARES	Management	For	For
19	AUTHORITY FOR CERTAIN DONATIONS AND EXPENDITURE	Management	For	For

KRAFT FOODS GROUP, INC.

SECURITY 50076Q106 MEETING TYPE Annual  
 TICKER SYMBOL KRFT MEETING DATE 22-May-2013  
 ISIN US50076Q1067 AGENDA 933755499 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: ABELARDO E. BRU	Management	For	For
1B.	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Management	For	For
1C.	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Management	For	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	ADVISORY VOTE ON THE FREQUENCY OF AN EXECUTIVE COMPENSATION VOTE.	Management	Abstain	Against
4.	APPROVAL OF THE MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE KRAFT FOODS GROUP, INC. 2012 PERFORMANCE INCENTIVE PLAN.	Management	For	For
5.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 28, 2013.	Management	For	For
6.	SHAREHOLDER PROPOSAL: LABEL GENETICALLY ENGINEERED PRODUCTS.	Shareholder	Against	For

FIDELITY NATIONAL FINANCIAL, INC

SECURITY 31620R105 MEETING TYPE Annual  
 TICKER SYMBOL FNF MEETING DATE 22-May-2013  
 ISIN US31620R1059 AGENDA 933772938 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 DANIEL D. (RON) LANE*		For	For
	2 RICHARD N. MASSEY*		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	3	JOHN D. ROOD#			For	For
	4	CARY H. THOMPSON*			For	For
2.		TO APPROVE A NON-BINDING ADVISORY RESOLUTION ON THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS.	Management		For	For
3.		TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR AMENDED AND RESTATED 2005 OMNIBUS INCENTIVE PLAN TO INCREASE THE AUTHORIZED SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 5,500,000 SHARES.	Management		Abstain	Again
4.		TO APPROVE AMENDMENTS TO OUR CERTIFICATE OF INCORPORATION TO PERMIT SHAREHOLDERS TO ACT BY WRITTEN CONSENT UPON A MAJORITY VOTE.	Management		For	For
5.		TO APPROVE AMENDMENTS TO OUR CERTIFICATE OF INCORPORATION TO ELIMINATE ALL SUPERMAJORITY VOTING PROVISIONS.	Management		For	For
6.		TO RATIFY THE APPOINTMENT OF KPMG, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.	Management		For	For

### AMGEN INC.

SECURITY	031162100	MEETING TYPE	Annual
TICKER SYMBOL	AMGN	MEETING DATE	22-May-2013
ISIN	US0311621009	AGENDA	933774968 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: DR. DAVID BALTIMORE	Management	For	For
1B.	ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: MR. ROBERT A. BRADWAY	Management	For	For
1D.	ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL	Management	For	For
1E.	ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN	Management	For	For
1F.	ELECTION OF DIRECTOR: MR. ROBERT A. ECKERT	Management	For	For
1G.	ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON	Management	For	For
1H.	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Management	For	For
1I.	ELECTION OF DIRECTOR: DR. TYLER JACKS	Management	For	For
1J.	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Management	For	For
1K.	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Management	For	For
1L.	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Management	For	For
1M.	ELECTION OF DIRECTOR: DR. RONALD D. SUGAR	Management	For	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.			
3.	ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	APPROVAL OF OUR PROPOSED AMENDED AND RESTATED 2009 EQUITY INCENTIVE PLAN.	Management	Against	Against

### XCEL ENERGY INC.

SECURITY	98389B100	MEETING TYPE	Annual
TICKER SYMBOL	XEL	MEETING DATE	22-May-2013
ISIN	US98389B1008	AGENDA	933774970 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: GAIL KOZIARA BOUDREAUX	Management	For	For
1B.	ELECTION OF DIRECTOR: FREDRIC W. CORRIGAN	Management	For	For
1C.	ELECTION OF DIRECTOR: RICHARD K. DAVIS	Management	For	For
1D.	ELECTION OF DIRECTOR: BENJAMIN G.S. FOWKE III	Management	For	For
1E.	ELECTION OF DIRECTOR: ALBERT F. MORENO	Management	For	For
1F.	ELECTION OF DIRECTOR: RICHARD T. O'BRIEN	Management	For	For
1G.	ELECTION OF DIRECTOR: CHRISTOPHER J. POLICINSKI	Management	For	For
1H.	ELECTION OF DIRECTOR: A. PATRICIA SAMPSON	Management	For	For
1I.	ELECTION OF DIRECTOR: JAMES J. SHEPPARD	Management	For	For
1J.	ELECTION OF DIRECTOR: DAVID A. WESTERLUND	Management	For	For
1K.	ELECTION OF DIRECTOR: KIM WILLIAMS	Management	For	For
1L.	ELECTION OF DIRECTOR: TIMOTHY V. WOLF	Management	For	For
2.	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS XCEL ENERGY INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
3.	COMPANY PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, OUR EXECUTIVE COMPENSATION	Management	Abstain	Against
4.	SHAREHOLDER PROPOSAL ON THE SEPARATION OF THE ROLE OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER	Shareholder	Against	For

### THE TRAVELERS COMPANIES, INC.

SECURITY	89417E109	MEETING TYPE	Annual
TICKER SYMBOL	TRV	MEETING DATE	22-May-2013
ISIN	US89417E1091	AGENDA	933777887 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: ALAN L. BELLER	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN H. DASBURG	Management	For	For
1C.	ELECTION OF DIRECTOR: JANET M. DOLAN	Management	For	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management	For	For
1E.	ELECTION OF DIRECTOR: JAY S. FISHMAN	Management	For	For
1F.	ELECTION OF DIRECTOR: PATRICIA L. HIGGINS	Management	For	For
1G.	ELECTION OF DIRECTOR: THOMAS R. HODGSON	Management	For	For
1H.	ELECTION OF DIRECTOR: WILLIAM J. KANE	Management	For	For
1I.	ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH JR.	Management	For	For
1J.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Management	For	For
1K.	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	NON-BINDING VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	AMENDMENT TO ARTICLES OF INCORPORATION TO PROVIDE ADDITIONAL AUTHORITY TO ISSUE PREFERRED STOCK.	Management	For	For
5.	SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS AND EXPENDITURES, IF PRESENTED AT THE ANNUAL MEETING OF SHAREHOLDERS.	Shareholder	Against	For

ONEOK, INC.

SECURITY 682680103 MEETING TYPE Annual  
TICKER SYMBOL OKE MEETING DATE 22-May-2013  
ISIN US6826801036 AGENDA 933777902 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JAMES C. DAY	Management	For	For
1B.	ELECTION OF DIRECTOR: JULIE H. EDWARDS	Management	For	For
1C.	ELECTION OF DIRECTOR: WILLIAM L. FORD	Management	For	For
1D.	ELECTION OF DIRECTOR: JOHN W. GIBSON	Management	For	For
1E.	ELECTION OF DIRECTOR: BERT H. MACKIE	Management	For	For
1F.	ELECTION OF DIRECTOR: STEVEN J. MALCOLM	Management	For	For
1G.	ELECTION OF DIRECTOR: JIM W. MOGG	Management	For	For
1H.	ELECTION OF DIRECTOR: PATTYE L. MOORE	Management	For	For
1I.	ELECTION OF DIRECTOR: GARY D. PARKER	Management	For	For
1J.	ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ	Management	For	For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	A PROPOSAL TO APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS FOR OUR EQUITY COMPENSATION PLAN.	Management	For	For
4.	AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
5.	A SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF A REPORT ON METHANE EMISSIONS.	Shareholder	Against	For

### ENDO HEALTH SOLUTIONS INC.

SECURITY	29264F205	MEETING TYPE	Annual
TICKER SYMBOL	ENDP	MEETING DATE	22-May-2013
ISIN	US29264F2056	AGENDA	933781913 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: ROGER H. KIMMEL	Management	For	For
1B.	ELECTION OF DIRECTOR: RAJIV DE SILVA	Management	For	For
1C.	ELECTION OF DIRECTOR: JOHN J. DELUCCA	Management	For	For
1D.	ELECTION OF DIRECTOR: NANCY J. HUTSON, PH.D.	Management	For	For
1E.	ELECTION OF DIRECTOR: MICHAEL HYATT	Management	For	For
1F.	ELECTION OF DIRECTOR: WILLIAM P. MONTAGUE	Management	For	For
1G.	ELECTION OF DIRECTOR: DAVID B. NASH, M.D., M.B.A.	Management	For	For
1H.	ELECTION OF DIRECTOR: JOSEPH C. SCODARI	Management	For	For
1I.	ELECTION OF DIRECTOR: JILL D. SMITH	Management	For	For
1J.	ELECTION OF DIRECTOR: WILLIAM F. SPENGLER	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	TO APPROVE, BY ADVISORY VOTE, NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again

### CME GROUP INC.

SECURITY	12572Q105	MEETING TYPE	Annual
TICKER SYMBOL	CME	MEETING DATE	22-May-2013
ISIN	US12572Q1058	AGENDA	933784781 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 TERRENCE A. DUFFY		For	For
	2 CHARLES P. CAREY		For	For
	3 MARK E. CERMAK		For	For
	4 MARTIN J. GEPSMAN		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5	LEO MELAMED		For	For
6	JOSEPH NICIFORO		For	For
7	C.C. ODOM II		For	For
8	JOHN F. SANDNER		For	For
9	DENNIS A. SUSKIND		For	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS.	Shareholder	Against	For

### THE SOUTHERN COMPANY

SECURITY	842587107	MEETING TYPE	Annual
TICKER SYMBOL	SO	MEETING DATE	22-May-2013
ISIN	US8425871071	AGENDA	933789490 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: J.P. BARANCO	Management	For	For
1B.	ELECTION OF DIRECTOR: J.A. BOSCIA	Management	For	For
1C.	ELECTION OF DIRECTOR: H.A. CLARK III	Management	For	For
1D.	ELECTION OF DIRECTOR: T.A. FANNING	Management	For	For
1E.	ELECTION OF DIRECTOR: D.J. GRAIN	Management	For	For
1F.	ELECTION OF DIRECTOR: H.W. HABERMEYER, JR.	Management	For	For
1G.	ELECTION OF DIRECTOR: V.M. HAGEN	Management	For	For
1H.	ELECTION OF DIRECTOR: W.A. HOOD, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: D.M. JAMES	Management	For	For
1J.	ELECTION OF DIRECTOR: D.E. KLEIN	Management	For	For
1K.	ELECTION OF DIRECTOR: W.G. SMITH, JR.	Management	For	For
1L.	ELECTION OF DIRECTOR: S.R. SPECKER	Management	For	For
1M.	ELECTION OF DIRECTOR: E.J. WOOD III	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION	Management	Abstain	Again
4.	RATIFICATION OF BY-LAW AMENDMENT	Management	For	For
5.	AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE TWO- THIRDS SUPERMAJORITY REQUIREMENTS	Management	For	For
6.	AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE 75% SUPERMAJORITY REQUIREMENTS IN ARTICLE THIRTEENTH TO A TWO-THIRDS VOTE	Management	For	For

### BLUCORA INC

SECURITY	095229100	MEETING TYPE	Annual
TICKER SYMBOL	BCOR	MEETING DATE	22-May-2013
ISIN	US0952291005	AGENDA	933805523 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 LANCE DUNN 2 STEVEN HOOPER 3 DAVID CHUNG	Management	For	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2013.	Management	For	For
3.	PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Again
4.	PROPOSAL TO APPROVE THE FLEXIBLE SETTLEMENT FEATURE FOR THE POTENTIAL CONVERSION OF THE CONVERTIBLE NOTES.	Management	For	For

FERRO CORPORATION

SECURITY 315405100 MEETING TYPE Contested-Annual  
TICKER SYMBOL FOE MEETING DATE 22-May-2013  
ISIN US3154051003 AGENDA 933821957 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR 1 DAVID A. LORBER 2 JEFFRY N. QUINN 3 RONALD P. VARGO	Management	For	For
2.	APPROVAL OF THE 2013 OMNIBUS INCENTIVE PLAN.	Management	For	For
3.	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
4.	APPROVAL OF THE EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
5.	AMENDMENT OF THE COMPANY'S CODE OF REGULATIONS TO OPT OUT OF THE OHIO CONTROL SHARE ACQUISITION ACT.	Management	For	For
6.	IF PROPERLY PRESENTED, A SHAREHOLDER PROPOSAL.	Shareholder	Against	For

SEVEN & I HOLDINGS CO.,LTD.

SECURITY J7165H108 MEETING TYPE Annual General Meeting  
TICKER SYMBOL JP342295000 MEETING DATE 23-May-2013  
ISIN JP3422950000 AGENDA 704468289 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Please reference meeting materials. Approve Appropriation of Surplus	Non-Voting Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
2.14	Appoint a Director	Management	For	For
2.15	Appoint a Director	Management	For	For
2.16	Appoint a Director	Management	For	For
3	Entrusting to the Company's Board of Directors determination of the subscription requirements for the share subscription rights, as stock options for stock-linked compensation issued to the executive officers of the Company, as well as the directors and executive officers of the Company's subsidiaries.	Management	For	For

VECTREN CORPORATION

SECURITY 92240G101 MEETING TYPE Annual  
TICKER SYMBOL VVC MEETING DATE 23-May-2013  
ISIN US92240G1013 AGENDA 933753875 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
1	CARL L. CHAPMAN		For	For
2	J.H. DEGRAFFENREIDT, JR		For	For
3	NIEL C. ELLERBROOK		For	For
4	JOHN D. ENGELBRECHT		For	For
5	ANTON H. GEORGE		For	For
6	MARTIN C. JISCHKE		For	For
7	ROBERT G. JONES		For	For
8	J. TIMOTHY MCGINLEY		For	For
9	R. DANIEL SADLIER		For	For
10	MICHAEL L. SMITH		For	For
11	JEAN L. WOJTOWICZ		For	For
2.	APPROVE A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	RATIFY THE REAPPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4. FOR VECTREN FOR 2013.  
IF PRESENTED AT THE MEETING, A SHAREHOLDER PROPOSAL BY THE UTILITY WORKERS UNION OF AMERICA REGARDING THE SEPARATION OF THE ROLES OF CHAIR OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER, WHICH THE BOARD OF DIRECTORS OPPOSES.

Shareholder      Against      For

TIME WARNER INC.

SECURITY            887317303            MEETING TYPE Annual  
TICKER SYMBOL    TWX                    MEETING DATE 23-May-2013  
ISIN                US8873173038        AGENDA                933774956 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Management	For	For
1B.	ELECTION OF DIRECTOR: WILLIAM P. BARR	Management	For	For
1C.	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Management	For	For
1D.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Management	For	For
1E.	ELECTION OF DIRECTOR: ROBERT C. CLARK	Management	For	For
1F.	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Management	For	For
1G.	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Management	For	For
1H.	ELECTION OF DIRECTOR: FRED HASSAN	Management	For	For
1I.	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Management	For	For
1J.	ELECTION OF DIRECTOR: PAUL D. WACHTER	Management	For	For
1K.	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Again
4.	APPROVAL OF THE TIME WARNER INC. 2013 STOCK INCENTIVE PLAN.	Management	For	For

NEXTERA ENERGY, INC.

SECURITY            65339F101            MEETING TYPE Annual  
TICKER SYMBOL    NEE                    MEETING DATE 23-May-2013  
ISIN                US65339F1012        AGENDA                93377205 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: SHERRY S. BARRAT	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1B.	ELECTION OF DIRECTOR: ROBERT M. BEALL, II	Management	For	For
1C.	ELECTION OF DIRECTOR: JAMES L. CAMAREN	Management	For	For
1D.	ELECTION OF DIRECTOR: KENNETH B. DUNN	Management	For	For
1E.	ELECTION OF DIRECTOR: LEWIS HAY, III	Management	For	For
1F.	ELECTION OF DIRECTOR: TONI JENNINGS	Management	For	For
1G.	ELECTION OF DIRECTOR: JAMES L. ROBO	Management	For	For
1H.	ELECTION OF DIRECTOR: RUDY E. SCHUPP	Management	For	For
1I.	ELECTION OF DIRECTOR: JOHN L. SKOLDS	Management	For	For
1J.	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Management	For	For
1K.	ELECTION OF DIRECTOR: MICHAEL H. THAMAN	Management	For	For
1L.	ELECTION OF DIRECTOR: HANSEL E. TOOKES, II	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	APPROVAL, AS REQUIRED BY INTERNAL REVENUE CODE SECTION 162(M), OF THE MATERIAL TERMS FOR PAYMENT OF PERFORMANCE-BASED ANNUAL INCENTIVE COMPENSATION UNDER THE NEXTERA ENERGY, INC. 2013 EXECUTIVE ANNUAL INCENTIVE PLAN.	Management	For	For
4.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Against
5.	SHAREHOLDER PROPOSAL-POLICY REGARDING STORAGE OF NUCLEAR WASTE.	Shareholder	Against	For

CROWN CASTLE INTERNATIONAL CORP

SECURITY	228227104	MEETING TYPE	Annual
TICKER SYMBOL	CCI	MEETING DATE	23-May-2013
ISIN	US2282271046	AGENDA	933777863 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: EDWARD C. HUTCHESON, JR.	Management	For	For
1B.	ELECTION OF DIRECTOR: J. LANDIS MARTIN	Management	For	For
1C.	ELECTION OF DIRECTOR: W. BENJAMIN MORELAND	Management	For	For
2.	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2013.	Management	For	For
3.	THE PROPOSAL TO APPROVE THE COMPANY'S 2013 LONG-TERM INCENTIVE PLAN.	Management	For	For
4.	THE AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE COMPANY'S BOARD OF DIRECTORS.	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5. THE NON-BINDING, ADVISORY VOTE REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. Management Abstain Again

THE HOME DEPOT, INC.

SECURITY 437076102 MEETING TYPE Annual  
 TICKER SYMBOL HD MEETING DATE 23-May-2013  
 ISIN US4370761029 AGENDA 933779259 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Management	For	For
1B.	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Management	For	For
1C.	ELECTION OF DIRECTOR: ARI BOUSBIB	Management	For	For
1D.	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Management	For	For
1E.	ELECTION OF DIRECTOR: J. FRANK BROWN	Management	For	For
1F.	ELECTION OF DIRECTOR: ALBERT P. CAREY	Management	For	For
1G.	ELECTION OF DIRECTOR: ARMANDO CODINA	Management	For	For
1H.	ELECTION OF DIRECTOR: BONNIE G. HILL	Management	For	For
1I.	ELECTION OF DIRECTOR: KAREN L. KATEN	Management	For	For
1J.	ELECTION OF DIRECTOR: MARK VADON	Management	For	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Again
4.	APPROVAL OF THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN	Management	For	For
5.	APPROVAL OF THE AMENDED AND RESTATED 2005 OMNIBUS STOCK INCENTIVE PLAN	Management	For	For
6.	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shareholder	Against	For
7.	SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY	Shareholder	Against	For

CABLEVISION SYSTEMS CORPORATION

SECURITY 12686C109 MEETING TYPE Annual  
 TICKER SYMBOL CVC MEETING DATE 23-May-2013  
 ISIN US12686C1099 AGENDA 933783400 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 ZACHARY W. CARTER		For	For
	2 THOMAS V. REIFENHEISER		For	For
	3 JOHN R. RYAN		For	For
	4 VINCENT TESE		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2. 5 LEONARD TOW Management For For  
 TO RATIFY THE APPOINTMENT OF KPMG LLP For For  
 AS INDEPENDENT REGISTERED PUBLIC  
 ACCOUNTING FIRM OF THE COMPANY FOR  
 FISCAL YEAR 2013.

LEVEL 3 COMMUNICATIONS, INC.

SECURITY 52729N308 MEETING TYPE Annual  
 TICKER SYMBOL LVLT MEETING DATE 23-May-2013  
 ISIN US52729N3089 AGENDA 933784616 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
1	WALTER SCOTT, JR.		For	For
2	JEFF K. STOREY		For	For
3	GENERAL K.P. CHILTON		For	For
4	ADMIRAL A.R. CLEMINS		For	For
5	STEVEN T. CLONTZ		For	For
6	ADMIRAL J.O. ELLIS, JR.		For	For
7	T. MICHAEL GLENN		For	For
8	RICHARD R. JAROS		For	For
9	MICHAEL J. MAHONEY		For	For
10	CHARLES C. MILLER, III		For	For
11	JOHN T. REED		For	For
12	PETER SEAH LIM HUAT		For	For
13	PETER VAN OPPEN		For	For
14	DR. ALBERT C. YATES		For	For
2.	TO APPROVE THE NAMED EXECUTIVE OFFICER COMPENSATION, WHICH VOTE IS ON AN ADVISORY BASIS.	Management	Abstain	Again

PETROCHINA COMPANY LIMITED

SECURITY 71646E100 MEETING TYPE Annual  
 TICKER SYMBOL PTR MEETING DATE 23-May-2013  
 ISIN US71646E1001 AGENDA 933802692 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	TO CONSIDER AND APPROVE THE REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2012.	Management	For	For
2	TO CONSIDER AND APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR 2012.	Management	For	For
3	TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2012.	Management	For	For
4	TO CONSIDER AND APPROVE THE DECLARATION AND PAYMENT OF THE FINAL	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	DIVIDEND IN THE AMOUNT AND IN THE MANNER RECOMMENDED BY BOARD.			
5	TO CONSIDER AND APPROVE THE AUTHORISATION OF THE BOARD OF DIRECTORS TO DETERMINE THE DISTRIBUTION OF INTERIM DIVIDENDS.	Management	For	For
6	TO CONSIDER AND APPROVE THE APPOINTMENT OF KPMG HUAZHEN AND KPMG AS THE DOMESTIC AND INTERNATIONAL AUDITORS OF THE COMPANY.	Management	For	For
7A	TO CONSIDER AND APPROVE THE ELECTION OF MR. LI QINGYI AS THE SUPERVISOR OF THE COMPANY.	Management	For	For
7B	TO CONSIDER AND APPROVE THE ELECTION OF MR. FAN FUCHUN AS THE INDEPENDENT SUPERVISOR OF THE COMPANY.	Management	For	For
S8	TO CONSIDER AND APPROVE, BY WAY OF SPECIAL RESOLUTION, CERTAIN AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY.	Management	For	For
S9	TO CONSIDER AND APPROVE, BY WAY OF SPECIAL RESOLUTION, TO UNCONDITIONALLY GRANT A GENERAL MANDATE TO DETERMINE AND HANDLE THE ISSUE OF DEBT FINANCING INSTRUMENTS OF THE COMPANY WITH THE OUTSTANDING BALANCE AMOUNT OF UP TO RMB100 BILLION, UPON SUCH TERMS AND CONDITIONS TO BE DETERMINED BY THE BOARD OF DIRECTORS.			
S10	TO GRANT A GENERAL MANDATE TO THE BOARD TO SEPARATELY OR CONCURRENTLY ISSUE, ALLOT AND DEAL WITH ADDITIONAL DOMESTIC SHARES AND OVERSEAS LISTED FOREIGN SHARES IN THE COMPANY.	Management	For	For

3SBIO INC.

SECURITY	88575Y105	MEETING TYPE	Special
TICKER SYMBOL	SSRX	MEETING DATE	24-May-2013
ISIN	US88575Y1055	AGENDA	933767937 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
S1	AS A SPECIAL RESOLUTION THAT THE AGREEMENT AND PLAN OF MERGER DATED FEBRUARY 8, 2013 (THE "ORIGINAL MERGER AGREEMENT"), AS AMENDED BY AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 24, 2013, AMONG PARENT, MERGER SUB AND THE COMPANY, AND THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, AND ARE HEREBY, AUTHORIZED AND APPROVED.	Management	For	For
S2	AS A SPECIAL RESOLUTION THAT THE DIRECTORS OF THE COMPANY BE, AND ARE	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

HEREBY, AUTHORIZED TO DO ALL THINGS NECESSARY TO GIVE EFFECT TO THE MERGER AGREEMENT.

3 THAT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING BE INSTRUCTED TO ADJOURN OR POSTPONE THE EXTRAORDINARY GENERAL MEETING IN ORDER TO ALLOW THE COMPANY TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE EXTRAORDINARY GENERAL MEETING TO PASS THE SPECIAL RESOLUTIONS TO BE PROPOSED AT THE EXTRAORDINARY GENERAL MEETING.

Management For For

TUPPERWARE BRANDS CORPORATION

SECURITY 899896104 MEETING TYPE Annual  
 TICKER SYMBOL TUP MEETING DATE 24-May-2013  
 ISIN US8998961044 AGENDA 933775023 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: CATHERINE A. BERTINI	Management	For	For
1B	ELECTION OF DIRECTOR: SUSAN M. CAMERON	Management	For	For
1C	ELECTION OF DIRECTOR: KRISS CLONINGER, III	Management	For	For
1D	ELECTION OF DIRECTOR: E. V. GOINGS	Management	For	For
1E	ELECTION OF DIRECTOR: JOE R. LEE	Management	For	For
1F	ELECTION OF DIRECTOR: ANGEL R. MARTINEZ	Management	For	For
1G	ELECTION OF DIRECTOR: A. MONTEIRO DE CASTRO	Management	For	For
1H	ELECTION OF DIRECTOR: ROBERT J. MURRAY	Management	For	For
1I	ELECTION OF DIRECTOR: DAVID R. PARKER	Management	For	For
1J	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For	For
1K	ELECTION OF DIRECTOR: M. ANNE SZOSTAK	Management	For	For
2	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM	Management	Abstain	Again
3	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For

HSBC HOLDINGS PLC

SECURITY 404280406 MEETING TYPE Annual  
 TICKER SYMBOL HBC MEETING DATE 24-May-2013  
 ISIN US4042804066 AGENDA 933785656 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS 2012	Management	For	For
2.	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR 2012	Management	For	For
3A.	TO RE-ELECT S A CATZ A DIRECTOR	Management	For	For
3B.	TO RE-ELECT L M L CHA A DIRECTOR	Management	For	For
3C.	TO RE-ELECT M K T CHEUNG A DIRECTOR	Management	For	For
3D.	TO ELECT J B COMEY A DIRECTOR	Management	For	For
3E.	TO RE-ELECT J D COOMBE A DIRECTOR	Management	For	For
3F.	TO RE-ELECT J FABER A DIRECTOR	Management	For	For
3G.	TO RE-ELECT R A FAIRHEAD A DIRECTOR	Management	For	For
3H.	TO ELECT R FASSBIND A DIRECTOR	Management	For	For
3I.	TO RE-ELECT D J FLINT A DIRECTOR	Management	For	For
3J.	TO RE-ELECT S T GULLIVER A DIRECTOR	Management	For	For
3K.	TO RE-ELECT J W J HUGHES-HALLETT A DIRECTOR	Management	For	For
3L.	TO RE-ELECT W S H LAIDLAW A DIRECTOR	Management	For	For
3M.	TO RE-ELECT J P LIPSKY A DIRECTOR	Management	For	For
3N.	TO RE-ELECT J R LOMAX A DIRECTOR	Management	For	For
3O.	TO RE-ELECT I J MACKAY A DIRECTOR	Management	For	For
3P.	TO RE-ELECT SIR SIMON ROBERTSON A DIRECTOR	Management	For	For
3Q.	TO RE-ELECT J L THORNTON A DIRECTOR	Management	For	For
4.	TO REAPPOINT THE AUDITOR AT REMUNERATION TO BE DETERMINED BY THE GROUP AUDIT COMMITTEE	Management	For	For
5.	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management	For	For
S6.	TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)	Management	Against	Against
7.	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES	Management	For	For
S8.	TO APPROVE GENERAL MEETINGS (OTHER THAN ANNUAL GENERAL MEETINGS) BEING CALLED ON 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION)	Management	For	For

MYLAN INC.

SECURITY	628530107	MEETING TYPE	Annual
TICKER SYMBOL	MYL	MEETING DATE	24-May-2013
ISIN	US6285301072	AGENDA	933793968 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: HEATHER BRESCH	Management	For	For
1B.	ELECTION OF DIRECTOR: WENDY CAMERON	Management	For	For
1C.	ELECTION OF DIRECTOR: ROBERT J. CINDRICH	Management	For	For
1D.	ELECTION OF DIRECTOR: ROBERT J. COURY	Management	For	For
1E.	ELECTION OF DIRECTOR: NEIL DIMICK, C.P.A.	Management	For	For
1F.	ELECTION OF DIRECTOR: MELINA HIGGINS	Management	For	For
1G.	ELECTION OF DIRECTOR: DOUGLAS J. LEECH, C.P.A.	Management	For	For
1H.	ELECTION OF DIRECTOR: RAJIV MALIK	Management	For	For
1I.	ELECTION OF DIRECTOR: JOSEPH C.	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	MAROON, M.D.			
1J.	ELECTION OF DIRECTOR: MARK W. PARRISH	Management	For	For
1K.	ELECTION OF DIRECTOR: RODNEY L. PIATT, C.P.A.	Management	For	For
1L.	ELECTION OF DIRECTOR: C.B. TODD	Management	For	For
1M.	ELECTION OF DIRECTOR: RANDALL L. (PETE) VANDERVEEN, PH.D., R.P.H., C.P.A.	Management	For	For
2.	RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF THE COMPANY.	Management	Abstain	Again
4.	CONSIDER A SHAREHOLDER PROPOSAL REQUESTING THE ADOPTION OF A MANDATORY POLICY REQUIRING THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.	Shareholder	Against	For

TELEPHONE AND DATA SYSTEMS, INC.

SECURITY	879433829	MEETING TYPE	Contested-Annual
TICKER SYMBOL	TDS	MEETING DATE	24-May-2013
ISIN	US8794338298	AGENDA	933818051 - Opposition

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR 1 RYAN J. MORRIS	Management	For	For
2.	COMPANY'S PROPOSAL TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	COMPANY'S PROPOSAL TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S RESTATED COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	Against	For
4.	COMPANY'S PROPOSAL TO APPROVE EXECUTIVE COMPENSATION ON AN ADVISORY BASIS.	Management	Against	For
5.	SHAREHOLDER'S PROPOSAL TO RECAPITALIZE THE COMPANY'S OUTSTANDING STOCK.	Management	For	For

MERCK & CO., INC.

SECURITY	58933Y105	MEETING TYPE	Annual
TICKER SYMBOL	MRK	MEETING DATE	28-May-2013
ISIN	US58933Y1055	AGENDA	933782319 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: LESLIE A. BRUN	Management	For	For
1B.	ELECTION OF DIRECTOR: THOMAS R. CECH	Management	For	For
1C.	ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Management	For	For
1D.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Management	For	For
1E.	ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Management	For	For
1G.	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For	For
1H.	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Management	For	For
1I.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Management	For	For
1J.	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Management	For	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Management	For	For
1L.	ELECTION OF DIRECTOR: PETER C. WENDELL	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS.	Shareholder	Against	For
6.	SHAREHOLDER PROPOSAL CONCERNING A REPORT ON CHARITABLE AND POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
7.	SHAREHOLDER PROPOSAL CONCERNING A REPORT ON LOBBYING ACTIVITIES.	Shareholder	Against	For

FRANCE TELECOM

SECURITY 35177Q105 MEETING TYPE Annual  
TICKER SYMBOL FTE MEETING DATE 28-May-2013  
ISIN US35177Q1058 AGENDA 933807729 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	APPROVAL OF THE NON-CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012	Management	For	For
02	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012	Management	For	For
03	ALLOCATION OF THE INCOME FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012, AS STATED IN THE ANNUAL FINANCIAL STATEMENTS	Management	For	For
04	AGREEMENTS REFERRED TO IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE (CODE DE COMMERCE) - APPROVAL OF THE	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	AGREEMENT ENTERED INTO WITH THALES AND CDC REGARDING CLOUDWATT			
05	APPOINTMENT OF THE FONDS STRATEGIQUE D'INVESTISSEMENT AS A NEW DIRECTOR	Management	For	For
06	AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE OR TRANSFER SHARES OF THE COMPANY	Management	For	For
E7	CHANGE IN THE COMPANY'S NAME AND SUBSEQUENT AMENDMENTS OF ARTICLE 1 AND ARTICLE 3 OF THE BY-LAWS	Management	For	For
E8	AMENDMENT OF ARTICLE 13 OF THE BY-LAWS, DELETION OF VOID PROVISIONS	Management	For	For
E9	AMENDMENT OF POINT 2 OF ARTICLE 13 OF THE BY-LAWS, PROVISIONS FOR THE ELECTION OF DIRECTORS REPRESENTING EMPLOYEES	Management	For	For
E10	AMENDMENT OF POINT 3 OF ARTICLE 13 OF THE BY-LAWS, PROVISIONS FOR THE ELECTION OF THE DIRECTOR REPRESENTING THE EMPLOYEE SHAREHOLDERS	Management	For	For
E11	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITH SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS	Management	For	For
E12	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS IN THE CONTEXT OF A PUBLIC OFFER	Management	Against	Against
E13	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS, IN THE CONTEXT OF AN OFFER AS DESCRIBED IN PARAGRAPH II OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (CODE MONETAIRE ET FINANCIER)	Management	Against	Against
E14	AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF ISSUABLE SECURITIES, IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS	Management	Against	Against
E15	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO SHARES, WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS, IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY	Management	Against	Against
E16	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO SHARES, WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS, IN ORDER TO COMPENSATE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND	Management	Against	Against



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E17	COMPRISED OF SHARES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE SHARES RESERVED FOR PERSONS THAT SIGNED A LIQUIDITY CONTRACT WITH THE COMPANY IN THEIR CAPACITY AS HOLDERS OF SHARES OR STOCK OPTIONS OF ORANGE HOLDING S.A., EX. ORANGE S.A. WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS	Management	Against	Against
E18	OVERALL LIMIT OF AUTHORIZATIONS	Management	For	For
E19	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE COMPANY'S CAPITAL BY CAPITALIZATION OF RESERVES, PROFITS OR PREMIUMS	Management	For	For
E20	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO PROCEED WITH CAPITAL INCREASES RESERVED FOR MEMBERS OF SAVINGS PLANS WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS	Management	Against	Against
E21	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF SHARES	Management	For	For
E22	POWERS FOR FORMALITIES	Management	For	For

TELEKOM AUSTRIA AG, WIEN

SECURITY	A8502A102	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-May-2013
ISIN	AT0000720008	AGENDA	704504302 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 194179 DUE TO RECEIPT OF S-UPERVISORY NAMES. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting		
CMMT	PLEASE NOTE THAT THE MEETING HAS BEEN SET UP USING THE RECORD DATE 17 MAY 2013-WHICH AT THIS TIME WE ARE UNABLE TO SYSTEMATICALLY UPDATE. THE TRUE RECORD DATE FOR THIS MEETING IS 19 MAY 2013. THANK YOU	Non-Voting		
1	Receive financial statements and statutory reports	Non-Voting		
2	Approve allocation of income	Management	For	For
3	Approve discharge of management board	Management	For	For
4	Approve discharge of supervisory board	Management	For	For
5	Approve remuneration of supervisory board members	Management	For	For
6	Ratify auditors	Management	For	For
7.1	Elect Alfred Brogyanyi as supervisory board member	Management	For	For
7.2	Elect Elisabetta Castiglioni as supervisory board	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	member			
7.3	Elect Henrietta Egerth-Stadlhuber as supervisory board member	Management	For	For
7.4	Elect Michael Enzinger as supervisory board member	Management	For	For
7.5	Elect Oscar Von Hauske Solis as supervisory board member	Management	For	For
7.6	Elect Rudolf Kemler as supervisory board member	Management	For	For
7.7	Elect Peter J. Oswald supervisory board member	Management	For	For
7.8	Elect Ronny Pecik as supervisory board member	Management	For	For
7.9	Elect Wolfgang Ruttendorfer as supervisory board member	Management	For	For
7.10	Elect Harald Stoeber as supervisory board member	Management	For	For
8	Receive report on share repurchase program	Non-Voting		
9	Approve extension of share repurchase program and associated share usage authority	Management	For	For
10	Amend articles re the company law amendment act 2011	Management	For	For

### FIDELITY NAT'L INFORMATION SERVICES INC

SECURITY 31620M106 MEETING TYPE Annual  
TICKER SYMBOL FIS MEETING DATE 29-May-2013  
ISIN US31620M1062 AGENDA 933784565 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: STEPHAN A. JAMES	Management	For	For
1B.	ELECTION OF DIRECTOR: FRANK R. MARTIRE	Management	For	For
1C.	ELECTION OF DIRECTOR: GARY A. NORCROSS	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES B. STALLINGS, JR.	Management	For	For
2.	ADVISORY VOTE ON FIDELITY NATIONAL INFORMATION SERVICES, INC. EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE FIS 2008 OMNIBUS INCENTIVE PLAN.	Management	Against	Again
4.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.	Management	For	For

### CHEVRON CORPORATION

SECURITY 166764100 MEETING TYPE Annual  
TICKER SYMBOL CVX MEETING DATE 29-May-2013  
ISIN US1667641005 AGENDA 933786874 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A.	ELECTION OF DIRECTOR: L.F. DEILY	Management	For	For
1B.	ELECTION OF DIRECTOR: R.E. DENHAM	Management	For	For
1C.	ELECTION OF DIRECTOR: A.P. GAST	Management	For	For
1D.	ELECTION OF DIRECTOR: E. HERNANDEZ	Management	For	For
1E.	ELECTION OF DIRECTOR: G.L. KIRKLAND	Management	For	For
1F.	ELECTION OF DIRECTOR: C.W. MOORMAN	Management	For	For
1G.	ELECTION OF DIRECTOR: K.W. SHARER	Management	For	For
1H.	ELECTION OF DIRECTOR: J.G. STUMPF	Management	For	For
1I.	ELECTION OF DIRECTOR: R.D. SUGAR	Management	For	For
1J.	ELECTION OF DIRECTOR: C. WARE	Management	For	For
1K.	ELECTION OF DIRECTOR: J.S. WATSON	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Again
4.	APPROVAL OF AMENDMENTS TO LONG-TERM INCENTIVE PLAN	Management	Against	Again
5.	SHALE ENERGY OPERATIONS	Shareholder	Against	For
6.	OFFSHORE OIL WELLS	Shareholder	Against	For
7.	CLIMATE RISK	Shareholder	Against	For
8.	LOBBYING DISCLOSURE	Shareholder	Against	For
9.	CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES	Shareholder	Against	For
10.	CUMULATIVE VOTING	Shareholder	Against	For
11.	SPECIAL MEETINGS	Shareholder	Against	For
12.	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shareholder	Against	For
13.	COUNTRY SELECTION GUIDELINES	Shareholder	Against	For

EXXON MOBIL CORPORATION

SECURITY 30231G102 MEETING TYPE Annual  
 TICKER SYMBOL XOM MEETING DATE 29-May-2013  
 ISIN US30231G1022 AGENDA 933791243 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
1	M.J. BOSKIN		For	For
2	P. BRABECK-LETMATHE		For	For
3	U.M. BURNS		For	For
4	L.R. FAULKNER		For	For
5	J.S. FISHMAN		For	For
6	H.H. FORE		For	For
7	K.C. FRAZIER		For	For
8	W.W. GEORGE		For	For
9	S.J. PALMISANO		For	For
10	S.S. REINEMUND		For	For
11	R.W. TILLERSON		For	For
12	W.C. WELDON		For	For
13	E.E. WHITACRE, JR.		For	For
2.	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 60)	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 61)	Management	Abstain	Again
4.	INDEPENDENT CHAIRMAN (PAGE 63)	Shareholder	Against	For
5.	MAJORITY VOTE FOR DIRECTORS (PAGE 64)	Shareholder	Against	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

6.	LIMIT DIRECTORSHIPS (PAGE 65)	Shareholder	Against	For
7.	REPORT ON LOBBYING (PAGE 66)	Shareholder	Against	For
8.	POLITICAL CONTRIBUTIONS POLICY (PAGE 67)	Shareholder	Against	For
9.	AMENDMENT OF EEO POLICY (PAGE 69)	Shareholder	Against	For
10.	REPORT ON NATURAL GAS PRODUCTION (PAGE 70)	Shareholder	Against	For
11.	GREENHOUSE GAS EMISSIONS GOALS (PAGE 72)	Shareholder	Against	For

### LABRADOR IRON ORE ROYALTY CORPORATION

SECURITY            505440107            MEETING TYPE Annual and Special Meeting  
TICKER SYMBOL    LIFZF                MEETING DATE 29-May-2013  
ISIN                CA5054401073        AGENDA            933804709 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
01	DIRECTOR	Management		
	1 BRUCE C. BONE		For	For
	2 WILLIAM J. CORCORAN		For	For
	3 DUNCAN N.R. JACKMAN		For	For
	4 JAMES C. MCCARTNEY		For	For
	5 PAUL H. PALMER		For	For
	6 HAROLD S. (HAP) STEPHEN		For	For
	7 ALAN R. THOMAS		For	For
	8 DONALD J. WORTH		For	For
02	THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF LIORC, AND AUTHORIZING THE DIRECTORS OF LIORC TO FIX THEIR REMUNERATION.	Management	For	For
03	THE ORDINARY RESOLUTION CONFIRMING BY-LAW NO. 4 OF LIORC WHICH INCREASES THE QUORUM AT MEETINGS OF SHAREHOLDERS.	Management	For	For

### BLACKROCK, INC.

SECURITY            09247X101            MEETING TYPE Annual  
TICKER SYMBOL    BLK                MEETING DATE 30-May-2013  
ISIN                US09247X1019        AGENDA            933791027 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: ABDLATIF YOUSEF AL-HAMAD	Management	For	For
1B.	ELECTION OF DIRECTOR: MATHIS CABIALAVETTA	Management	For	For
1C.	ELECTION OF DIRECTOR: DENNIS D. DAMMERMAN	Management	For	For
1D.	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Management	For	For
1E.	ELECTION OF DIRECTOR: FABRIZIO FREDA	Management	For	For
1F.	ELECTION OF DIRECTOR: DAVID H. KOMANSKY	Management	For	For
1G.	ELECTION OF DIRECTOR: JAMES E. ROHR	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1H.	ELECTION OF DIRECTOR: SUSAN L. WAGNER	Management	For	For
2.	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, AS DISCLOSED AND DISCUSSED IN THE PROXY STATEMENT.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS BLACKROCK'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Management	For	For

### SLM CORPORATION

SECURITY	78442P106	MEETING TYPE	Annual
TICKER SYMBOL	SLM	MEETING DATE	30-May-2013
ISIN	US78442P1066	AGENDA	933797132 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: ANN TORRE BATES	Management	For	For
1B.	ELECTION OF DIRECTOR: W.M. DIEFENDERFER III	Management	For	For
1C.	ELECTION OF DIRECTOR: DIANE SUITT GILLELAND	Management	For	For
1D.	ELECTION OF DIRECTOR: EARL A. GOODE	Management	For	For
1E.	ELECTION OF DIRECTOR: RONALD F. HUNT	Management	For	For
1F.	ELECTION OF DIRECTOR: ALBERT L. LORD	Management	For	For
1G.	ELECTION OF DIRECTOR: BARRY A. MUNITZ	Management	For	For
1H.	ELECTION OF DIRECTOR: HOWARD H. NEWMAN	Management	For	For
1I.	ELECTION OF DIRECTOR: FRANK C. PULEO	Management	For	For
1J.	ELECTION OF DIRECTOR: WOLFGANG SCHOELLKOPF	Management	For	For
1K.	ELECTION OF DIRECTOR: STEVEN L. SHAPIRO	Management	For	For
1L.	ELECTION OF DIRECTOR: ANTHONY P. TERRACCIANO	Management	For	For
1M.	ELECTION OF DIRECTOR: BARRY L. WILLIAMS	Management	For	For
2.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
4.	STOCKHOLDER PROPOSAL REGARDING DISCLOSURE OF LOBBYING EXPENDITURES AND CONTRIBUTIONS.	Shareholder	Against	For

### TELEFONICA, S.A.

SECURITY	879382208	MEETING TYPE	Annual
TICKER SYMBOL	TEF	MEETING DATE	30-May-2013
ISIN	US8793822086	AGENDA	933827682 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE INDIVIDUAL ANNUAL ACCOUNTS, THE CONSOLIDATED FINANCIAL STATEMENTS (CONSOLIDATED ANNUAL ACCOUNTS) AND THE MANAGEMENT REPORT OF TELEFONICA, S.A. AND OF ITS CONSOLIDATED GROUP OF COMPANIES, AS WELL AS OF THE PROPOSED ALLOCATION OF THE PROFITS/LOSSES OF TELEFONICA, S.A. AND THE MANAGEMENT OF ITS BOARD OF DIRECTORS, ALL WITH RESPECT TO FISCAL YEAR 2012.	Management	For	
2A.	RE-ELECTION OF MR. JOSE MARIA ABRIL PEREZ AS DIRECTOR.	Management	For	
2B.	RE-ELECTION OF MR. JOSE FERNANDO DE ALMANSA MORENO-BARREDA AS DIRECTOR.	Management	For	
2C.	RE-ELECTION OF MS. EVA CASTILLO SANZ AS DIRECTOR.	Management	For	
2D.	RE-ELECTION OF MR. LUIZ FERNANDO FURLAN AS DIRECTOR.	Management	For	
2E.	RE-ELECTION OF MR. FRANCISCO JAVIER DE PAZ MANCHO AS DIRECTOR.	Management	For	
2F.	RATIFICATION OF MR. SANTIAGO FERNANDEZ VALBUENA AS DIRECTOR.	Management	For	
3.	RE-ELECTION OF THE AUDITOR FOR FISCAL YEAR 2013.	Management	For	
4A.	AMENDMENT OF ARTICLES 17 (IN CONNECTION WITH A PART OF ITS CONTENT WHICH WILL BECOME A NEW ARTICLE 20), AND 20 BIS OF THE BY-LAWS (WHICH BECOMES THE NEW ARTICLE 25), AND ADDITION OF TWO NEW ARTICLES, NUMBERED 32 AND 40, TO IMPROVE THE REGULATIONS OF THE GOVERNING BODIES OF TELEFONICA, S.A.	Management	For	
4B.	AMENDMENT OF ARTICLES 16, 18, 18 BIS AND 21 OF THE BY-LAWS (WHICH BECOME ARTICLES 17, 22, 4 AND 26, RESPECTIVELY) AND ADDITION OF TWO NEW ARTICLES, NUMBERED 43 AND 44, WITH A VIEW TO BRINGING THE PROVISIONS OF THE BY-LAWS INTO LINE WITH THE LATEST LEGISLATIVE CHANGES.	Management	For	
4C.	APPROVAL OF A CONSOLIDATED TEXT OF THE BY-LAWS WITH A VIEW TO SYSTEMATIZING AND STANDARDIZING ITS CONTENT, INCORPORATING THE AMENDMENTS APPROVED, AND RENUMBERING SEQUENTIALLY THE TITLES, SECTIONS, AND ARTICLES INTO WHICH IT IS DIVIDED.	Management	For	
5.	AMENDMENT AND APPROVAL OF THE CONSOLIDATED REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING.	Management	For	
6.	SHAREHOLDER COMPENSATION. DISTRIBUTION OF DIVIDENDS WITH A CHARGE TO UNRESTRICTED RESERVES.	Management	For	

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

7.	DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO ISSUE DEBENTURES, BONDS, NOTES AND OTHER FIXED-INCOME SECURITIES, BE THEY SIMPLE, EXCHANGEABLE AND/OR CONVERTIBLE, GRANTING THE BOARD, IN THE LAST CASE, THE POWER TO EXCLUDE THE PRE-EMPTIVE RIGHTS OF SHAREHOLDERS, AS WELL AS THE POWER TO ISSUE PREFERRED SHARES AND THE POWER TO GUARANTEE ISSUANCES BY COMPANIES OF THE GROUP.	Management	Against
8.	DELEGATION OF POWERS TO FORMALIZE, INTERPRET, CORRECT AND IMPLEMENT THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS' MEETING.	Management	For
9.	CONSULTATIVE VOTE ON THE REPORT ON DIRECTOR COMPENSATION POLICY OF TELEFONICA, S.A.	Management	For

LOWE'S COMPANIES, INC.

SECURITY 548661107 MEETING TYPE Annual  
TICKER SYMBOL LOW MEETING DATE 31-May-2013  
ISIN US5486611073 AGENDA 933791546 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 RAUL ALVAREZ		For	For
	2 DAVID W. BERNAUER		For	For
	3 LEONARD L. BERRY		For	For
	4 PETER C. BROWNING		For	For
	5 RICHARD W. DREILING		For	For
	6 DAWN E. HUDSON		For	For
	7 ROBERT L. JOHNSON		For	For
	8 MARSHALL O. LARSEN		For	For
	9 RICHARD K. LOCHRIDGE		For	For
	10 ROBERT A. NIBLOCK		For	For
	11 ERIC C. WISEMAN		For	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Management	For	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
4.	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE STOCK RETENTION REQUIREMENTS.	Shareholder	Against	For

REPSOL S.A.

SECURITY 76026T205 MEETING TYPE Annual  
TICKER SYMBOL REPLY MEETING DATE 31-May-2013  
ISIN US76026T2050 AGENDA 933820044 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	REVIEW AND APPROVAL, IF APPROPRIATE, OF THE ANNUAL FINANCIAL STATEMENTS AND MANAGEMENT REPORT OF REPSOL, S.A., THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED MANAGEMENT REPORT, FOR FISCAL YEAR ENDED 31 DECEMBER 2012.	Management	For	For
2.	REVIEW AND APPROVAL, IF APPROPRIATE, OF THE MANAGEMENT OF THE BOARD OF DIRECTORS OF REPSOL, S.A. DURING 2012.	Management	For	For
3.	APPOINTMENT OF THE ACCOUNTS AUDITOR OF REPSOL, S.A. AND ITS CONSOLIDATED GROUP FOR FISCAL YEAR 2013.	Management	For	For
4.	REVIEW AND APPROVAL, IF APPROPRIATE, EFFECTIVE AS OF JANUARY 1, 2013, OF THE UPDATED BALANCE SHEET OF REPSOL, S.A., IN ACCORDANCE WITH LAW 16/2012, OF 27 DECEMBER.	Management	For	For
5.	REVIEW AND APPROVAL, IF APPROPRIATE, OF THE PROPOSED APPLICATION OF PROFITS AND DISTRIBUTION OF THE DIVIDEND FOR 2012.	Management	For	For
6.	INCREASE OF SHARE CAPITAL IN AN AMOUNT DETERMINABLE PURSUANT TO THE TERMS OF THE RESOLUTION, BY ISSUING NEW COMMON SHARES HAVING A PAR VALUE OF ONE (1) EURO EACH, OF THE SAME CLASS AND SERIES AS THOSE CURRENTLY IN CIRCULATION, CHARGED TO VOLUNTARY RESERVES, OFFERING THE SHAREHOLDERS THE POSSIBILITY OF SELLING THE SCRIP DIVIDEND RIGHTS TO THE COMPANY ITSELF OR ON THE MARKET, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
7.	SECOND CAPITAL INCREASE IN AN AMOUNT DETERMINABLE PURSUANT TO THE TERMS OF THE RESOLUTION, BY ISSUING NEW COMMON SHARES HAVING A PAR VALUE OF ONE (1) EURO EACH, OF THE SAME CLASS AND SERIES AS THOSE CURRENTLY IN CIRCULATION, CHARGED TO VOLUNTARY RESERVES, OFFERING THE SHAREHOLDERS THE POSSIBILITY OF SELLING THE SCRIP DIVIDEND RIGHTS TO THE COMPANY ITSELF OR ON THE MARKET, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
8.	RE-ELECTION OF MR. LUIS SUAREZ DE LEZO MANTILLA AS DIRECTOR.	Management	For	For
9.	RE-ELECTION OF MS. MA ISABEL GABARRO MIQUEL AS DIRECTOR.	Management	For	For
10.	RATIFICATION OF THE INTERIM APPOINTMENT AND RE-ELECTION OF MR. MANUEL MANRIQUE CECILIA AS DIRECTOR OF THE COMPANY.	Management	For	For
11.	APPOINTMENT OF MR. RENE DAHAN AS DIRECTOR.	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

12.	DIRECTORS' REMUNERATION SYSTEM: AMENDMENT OF ARTICLE 45 ("REMUNERATION OF DIRECTORS") OF THE BYLAWS.	Management	For	For
13.	REMUNERATION OF BOARD MEMBERS.	Management	For	For
14.	ADVISORY VOTE ON THE REPORT ON THE REMUNERATION POLICY FOR DIRECTORS OF REPSOL S.A. FOR 2012.	Management	For	For
15.	DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO ISSUE DEBENTURES, BONDS AND ANY OTHER FIXED RATE SECURITIES OR DEBT INSTRUMENTS OF ANALOGOUS NATURE, SIMPLES OR EXCHANGEABLES BY ISSUED SHARES OR OTHER PRE-EXISTING SECURITIES OF OTHER ENTITIES, AS WELL AS PROMISSORY NOTES AND PREFERENCE SHARES, AND TO GUARANTEE THE ISSUE OF SECURITIES BY COMPANIES WITHIN THE GROUP, LEAVING WITHOUT EFFECT, IN THE PORTION NOT USED, THE EIGHTH RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING HELD ON MAY 14, 2009.	Management	For	For
16.	COMPOSITION OF THE DELEGATE COMMITTEE: AMENDMENT OF ARTICLE 38 ("DELEGATE COMMITTEE") OF THE BYLAWS.	Management	For	For
17.	DELEGATION OF POWERS TO INTERPRET, SUPPLEMENT, DEVELOP, EXECUTE, RECTIFY AND FORMALIZE THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS' MEETING.	Management	For	For

UNITEDHEALTH GROUP INCORPORATED

SECURITY	91324P102	MEETING TYPE	Annual
TICKER SYMBOL	UNH	MEETING DATE	03-Jun-2013
ISIN	US91324P1021	AGENDA	933799390 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Management	For	For
1B.	ELECTION OF DIRECTOR: EDSON BUENO, M.D.	Management	For	For
1C.	ELECTION OF DIRECTOR: RICHARD T. BURKE	Management	For	For
1D.	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Management	For	For
1E.	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Management	For	For
1F.	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Management	For	For
1G.	ELECTION OF DIRECTOR: RODGER A. LAWSON	Management	For	For
1H.	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Management	For	For
1I.	ELECTION OF DIRECTOR: GLENN M. RENWICK	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1J.	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Management	For	For
1K.	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Management	For	For
2.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Again
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
4.	THE SHAREHOLDER PROPOSAL SET FORTH IN THE PROXY STATEMENT REQUESTING ADDITIONAL LOBBYING DISCLOSURE, IF PROPERLY PRESENTED AT THE 2013 ANNUAL MEETING OF SHAREHOLDERS.	Shareholder	Against	For

LIBERTY GLOBAL, INC.

SECURITY 530555101 MEETING TYPE Special  
TICKER SYMBOL LBTYA MEETING DATE 03-Jun-2013  
ISIN US5305551013 AGENDA 933820498 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO APPROVE THE ISSUANCE OF ORDINARY SHARES BY LIBERTY GLOBAL CORPORATION LIMITED TO LIBERTY GLOBAL, INC. AND VIRGIN MEDIA INC. STOCKHOLDERS ON THE TERMS AND CONDITIONS SET OUT IN THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 5, 2013, AMONG LIBERTY GLOBAL, INC., CERTAIN OF ITS SUBSIDIARIES AND VIRGIN MEDIA INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
2.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 5, 2013, AMONG LIBERTY GLOBAL, INC., CERTAIN OF ITS SUBSIDIARIES AND VIRGIN MEDIA INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
3.	TO APPROVE ANY ADJOURNMENT OF THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO EITHER APPROVE THE ISSUANCE OF ORDINARY SHARES IN PROPOSAL 1 OR THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER IN PROPOSAL 2.	Management	For	For

LIBERTY MEDIA CORPORATION

SECURITY 531229102 MEETING TYPE Annual  
TICKER SYMBOL LMCA MEETING DATE 04-Jun-2013

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ISIN                      US5312291025      AGENDA                      933802286 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1     JOHN C. MALONE		For	For
	2     ROBERT R. BENNETT		For	For
	3     M. IAN G. GILCHRIST		For	For
2.	A PROPOSAL TO ADOPT THE LIBERTY MEDIA CORPORATION 2013 INCENTIVE PLAN.	Management	Against	Again
3.	A PROPOSAL TO ADOPT THE LIBERTY MEDIA CORPORATION 2013 NONEMPLOYEE DIRECTOR INCENTIVE PLAN.	Management	Against	Again
4.	A PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

### LIBERTY INTERACTIVE CORPORATION

SECURITY                      53071M880                      MEETING TYPE Annual  
TICKER SYMBOL              LVNTA                              MEETING DATE 04-Jun-2013  
ISIN                              US53071M8800                      AGENDA                      933803947 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1     JOHN C. MALONE		For	For
	2     M. IAN G. GILCHRIST		For	For
	3     ANDREA L. WONG		For	For
2.	A PROPOSAL TO ADOPT THE LIBERTY INTERACTIVE CORPORATION 2012 INCENTIVE PLAN.	Management	Against	Again
3.	A PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

### LIBERTY INTERACTIVE CORPORATION

SECURITY                      53071M104                      MEETING TYPE Annual  
TICKER SYMBOL              LINTA                              MEETING DATE 04-Jun-2013  
ISIN                              US563071M1045                      AGENDA                      933803947 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1     JOHN C. MALONE		For	For
	2     M. IAN G. GILCHRIST		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	3 ANDREA L. WONG A PROPOSAL TO ADOPT THE LIBERTY INTERACTIVE CORPORATION 2012 INCENTIVE PLAN.	Management	For Against	For Against
3.	A PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

### VIRGIN MEDIA INC

SECURITY	92769L101	MEETING TYPE	Special
TICKER SYMBOL	VMED	MEETING DATE	04-Jun-2013
ISIN	US92769L1017	AGENDA	933821678 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	PROPOSAL TO ADOPT THE MERGER AGREEMENT, DATED AS OF FEBRUARY 5, 2013, AS AMENDED FROM TIME TO TIME, WITH LIBERTY GLOBAL, INC. AND CERTAIN AFFILIATES.	Management	For	For
2.	PROPOSAL TO APPROVE, ON AN ADVISORY NON-BINDING BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO VIRGIN MEDIA'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE VIRGIN MEDIA MERGERS PROVIDED FOR IN THE MERGER AGREEMENT.	Management	Abstain	Against
3.	PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE IF THERE ARE INSUFFICIENT VOTES TO APPROVE PROPOSAL 1 AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

### DEVON ENERGY CORPORATION

SECURITY	25179M103	MEETING TYPE	Annual
TICKER SYMBOL	DVN	MEETING DATE	05-Jun-2013
ISIN	US25179M1036	AGENDA	933803086 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 ROBERT H. HENRY		For	For
	2 JOHN A. HILL		For	For
	3 MICHAEL M. KANOVSKY		For	For
	4 ROBERT A. MOSBACHER, JR		For	For
	5 J. LARRY NICHOLS		For	For
	6 DUANE C. RADTKE		For	For
	7 MARY P. RICCIARDELLO		For	For
	8 JOHN RICHEL		For	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITORS FOR 2013.	Management	For	For
4.	REPORT DISCLOSING LOBBYING POLICIES AND PRACTICES.	Shareholder	Against	For
5.	MAJORITY VOTE STANDARD FOR DIRECTOR ELECTIONS.	Shareholder	Against	For
6.	RIGHT TO ACT BY WRITTEN CONSENT.	Shareholder	Against	For

LAS VEGAS SANDS CORP.

SECURITY	517834107	MEETING TYPE	Annual
TICKER SYMBOL	LVS	MEETING DATE	05-Jun-2013
ISIN	US5178341070	AGENDA	933807387 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 SHELDON G. ADELSON		For	For
	2 IRWIN CHAFETZ		For	For
	3 VICTOR CHALTIEL		For	For
	4 CHARLES A. KOPPELMAN		For	For
2.	TO APPROVE THE PERFORMANCE-BASED PROVISIONS OF THE COMPANY'S 2004 EQUITY AWARD PLAN.	Management	For	For
3.	TO APPROVE THE PERFORMANCE-BASED PROVISIONS OF THE COMPANY'S EXECUTIVE CASH INCENTIVE PLAN.	Management	For	For
4.	TO CONSIDER AND ACT UPON AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again

GOOGLE INC.

SECURITY	38259P508	MEETING TYPE	Annual
TICKER SYMBOL	GOOG	MEETING DATE	06-Jun-2013
ISIN	US38259P5089	AGENDA	933801905 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1.	DIRECTOR	Management		
	1 LARRY PAGE		For	For
	2 SERGEY BRIN		For	For
	3 ERIC E. SCHMIDT		For	For
	4 L. JOHN DOERR		For	For
	5 DIANE B. GREENE		For	For
	6 JOHN L. HENNESSY		For	For
	7 ANN MATHER		For	For
	8 PAUL S. OTELLINI		For	For
	9 K. RAM SHRIRAM		For	For
	10 SHIRLEY M. TILGHMAN		For	For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR THE FISCAL YEAR  
ENDING DECEMBER 31, 2013.

3.	A STOCKHOLDER PROPOSAL REGARDING A REPORT ON LEAD BATTERIES IN GOOGLE'S SUPPLY CHAIN, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For
4.	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For
5.	A STOCKHOLDER PROPOSAL REGARDING EXECUTIVE STOCK RETENTION, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For
6.	A STOCKHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	For

NEW YORK COMMUNITY BANCORP, INC.

SECURITY 649445103 MEETING TYPE Annual  
TICKER SYMBOL NYCB MEETING DATE 06-Jun-2013  
ISIN US6494451031 AGENDA 933803303 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: MICHAEL J. LEVINE	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN M. TSIMBINOS	Management	For	For
1C.	ELECTION OF DIRECTOR: RONALD A. ROSENFELD	Management	For	For
1D.	ELECTION OF DIRECTOR: LAWRENCE J. SAVARESE	Management	For	For
2.	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF NEW YORK COMMUNITY BANCORP, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

GENERAL MOTORS COMPANY

SECURITY 37045V100 MEETING TYPE Annual  
TICKER SYMBOL GM MEETING DATE 06-Jun-2013  
ISIN US37045V1008 AGENDA 933803935 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: DANIEL F. AKERSON	Management	For	For
1B.	ELECTION OF DIRECTOR: DAVID BONDERMAN	Management	For	For
1C.	ELECTION OF DIRECTOR: ERROLL B. DAVIS, JR.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1D.	ELECTION OF DIRECTOR: STEPHEN J. GIRSKY	Management	For	For
1E.	ELECTION OF DIRECTOR: E. NEVILLE ISDELL	Management	For	For
1F.	ELECTION OF DIRECTOR: ROBERT D. KREBS	Management	For	For
1G.	ELECTION OF DIRECTOR: KATHRYN V. MARINELLO	Management	For	For
1H.	ELECTION OF DIRECTOR: MICHAEL G. MULLEN	Management	For	For
1I.	ELECTION OF DIRECTOR: JAMES J. MULVA	Management	For	For
1J.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Management	For	For
1K.	ELECTION OF DIRECTOR: THOMAS M. SCHOEWE	Management	For	For
1L.	ELECTION OF DIRECTOR: THEODORE M. SOLSO	Management	For	For
1M.	ELECTION OF DIRECTOR: CAROL M. STEPHENSON	Management	For	For
1N.	ELECTION OF DIRECTOR: CYNTHIA A. TELLES	Management	For	For
2.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS GM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Against
4.	INDEPENDENT BOARD CHAIRMAN	Shareholder	Against	For
5.	EXECUTIVE STOCK RETENTION	Shareholder	Against	For

### AMC NETWORKS INC

SECURITY 00164V103 MEETING TYPE Annual  
TICKER SYMBOL AMCX MEETING DATE 06-Jun-2013  
ISIN US00164V1035 AGENDA 933804165 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	DIRECTOR	Management		
	1 NEIL M. ASHE		For	For
	2 ALAN D. SCHWARTZ		For	For
	3 LEONARD TOW		For	For
	4 CARL E. VOGEL		For	For
	5 ROBERT C. WRIGHT		For	For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2013	Management	For	For

### STARZ

SECURITY 85571Q102 MEETING TYPE Annual  
TICKER SYMBOL STRZA MEETING DATE 06-Jun-2013  
ISIN US85571Q1022 AGENDA 933815473 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANAG
1.	DIRECTOR 1 GREGORY B. MAFFEI 2 IRVING L. AZOFF 3 SUSAN M. LYNE	Management	For For For	For For For
2.	THE SAY-ON-PAY PROPOSAL, TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
3.	THE SAY-ON-FREQUENCY PROPOSAL, TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY AT WHICH STOCKHOLDERS ARE PROVIDED AN ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	A PROPOSAL TO AMEND AND RESTATE THE CURRENT CHARTER TO RECAPITALIZE THE COMPANY BY DELETING THE PROVISIONS RELATING TO OUR COMPANY'S CAPITAL AND STARZ TRACKING STOCK GROUPS.	Management	For	For
5.	A PROPOSAL TO AMEND AND RESTATE THE CURRENT CHARTER TO RECAPITALIZE OUR COMPANY BY CREATING A NEW CLASS OF OUR COMPANY'S COMMON STOCK, WHICH IS DIVIDED INTO THREE SERIES.	Management	For	For
6.	A PROPOSAL TO AMEND AND RESTATE THE CURRENT CHARTER TO RECLASSIFY EACH SHARE OF EACH SERIES OF OUR COMPANY'S EXISTING LIBERTY CAPITAL COMMON STOCK INTO ONE SHARE OF THE CORRESPONDING SERIES OF OUR COMPANY'S COMMON STOCK.	Management	For	For
7.	A PROPOSAL TO AMEND AND RESTATE THE CURRENT CHARTER TO MAKE CERTAIN CONFORMING CHANGES AS A RESULT OF THE CHARTER PROPOSALS.	Management	For	For
8.	A PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

LAYNE CHRISTENSEN COMPANY

SECURITY 521050104 MEETING TYPE Annual  
TICKER SYMBOL LAYN MEETING DATE 06-Jun-2013  
ISIN US5210501046 AGENDA 933822959 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANAG
1.	DIRECTOR 1 DAVID A.B. BROWN 2 J. SAMUEL BUTLER 3 ROBERT R. GILMORE 4 ANTHONY B. HELFET 5 NELSON OBUS 6 RENE J. ROBICHAUD	Management	For For For For For For	For For For For For For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Again



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.	PROPOSAL TO RATIFY THE SELECTION OF THE ACCOUNTING FIRM OF DELOITTE & TOUCHE LLP AS LAYNE CHRISTENSEN'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JANUARY 31, 2014.	Management	For	For
----	---	------------	-----	-----

CHINA MENGNIU DAIRY CO LTD

SECURITY	G21096105	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	07-Jun-2013
ISIN	KYG210961051	AGENDA	704468734 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST' FOR-ALL RESOLUTIONS. THANK YOU.	Non-Voting		
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM ARE AVAILABLE BY CLICKING-ON THE URL LINKS:- <a href="http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0429/LTN20130429347.pdf">http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0429/LTN20130429347.pdf</a> -AND- <a href="http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0429/LTN20130429329.pdf">http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0429/LTN20130429329.pdf</a>	Non-Voting		
1	To review and consider the audited financial statements and the reports of the directors and the independent auditors for the year ended 31 December 2012	Management	For	For
2	To approve the proposed final dividend	Management	For	For
3.A	To re-elect Mr. Bai Ying as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
3.B	To re-elect Mr. Wu Jingshui as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
3.C	To re-elect Mr. Ding Sheng as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
3.D	To re-elect Mr. Niu Gensheng as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
3.E	To re-elect Mr. Tim Orting Jorgensen as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
3.F	To re-elect Mr. Finn S. Hansen as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
3.G	To re-elect Ms. Liu Ding as director and authorise the board of directors of the Company to fix her remuneration	Management	For	For
3.H	To re-elect Mr. Andrew Y. Yan as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
3.I	To re-elect Mr. Wu Kwok Keung Andrew as director and authorise the board of directors of the Company to fix his remuneration	Management	For	For
4	To re-appoint Ernst & Young as the auditors of	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	the Company and authorise the board of directors to fix their remuneration			
5	Ordinary resolution No. 5 set out in the Notice of Annual General Meeting (to give a general mandate to the directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company)	Management	For	For
6	Ordinary resolution No. 6 set out in the Notice of Annual General Meeting (to give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company)	Management	For	For

### WAL-MART STORES, INC.

SECURITY	931142103	MEETING TYPE	Annual
TICKER SYMBOL	WMT	MEETING DATE	07-Jun-2013
ISIN	US9311421039	AGENDA	933799364 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----				
1A.	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Management	For	For
1B.	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: ROGER C. CORBETT	Management	For	For
1D.	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Management	For	For
1E.	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Management	For	For
1F.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Management	For	For
1G.	ELECTION OF DIRECTOR: MARISSA A. MAYER	Management	For	For
1H.	ELECTION OF DIRECTOR: GREGORY B. PENNER	Management	For	For
1I.	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Management	For	For
1J.	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Management	For	For
1K.	ELECTION OF DIRECTOR: JIM C. WALTON	Management	For	For
1L.	ELECTION OF DIRECTOR: S. ROBSON WALTON	Management	For	For
1M.	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Management	For	For
1N.	ELECTION OF DIRECTOR: LINDA S. WOLF	Management	For	For
2.	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Management	For	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Again
4.	APPROVAL OF THE WAL-MART STORES, INC. MANAGEMENT INCENTIVE PLAN, AS AMENDED	Management	For	For
5.	SPECIAL SHAREOWNER MEETING RIGHT	Shareholder	Against	For
6.	EQUITY RETENTION REQUIREMENT	Shareholder	Against	For
7.	INDEPENDENT CHAIRMAN	Shareholder	Against	For
8.	REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY	Shareholder	Against	For

### NEWS CORPORATION

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	65248E203	MEETING TYPE	Special
TICKER SYMBOL	NWS	MEETING DATE	11-Jun-2013
ISIN	US65248E2037	AGENDA	933811019 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	AMENDMENT TO PARENT'S RESTATED CERTIFICATE OF INCORPORATION CLARIFYING OUR ABILITY TO MAKE DISTRIBUTIONS IN COMPARABLE SECURITIES IN CONNECTION WITH SEPARATION TRANSACTIONS, INCLUDING THE SEPARATION.	Management	For	For
2.	AMENDMENT TO PARENT'S RESTATED CERTIFICATE OF INCORPORATION TO ALLOW US TO MAKE CERTAIN DISTRIBUTIONS ON SUBSIDIARY-OWNED SHARES AND CREATE ADDITIONAL SUBSIDIARY-OWNED SHARES.	Management	For	For
3.	AMENDMENT TO PARENT'S RESTATED CERTIFICATE OF INCORPORATION TO CHANGE OUR NAME.	Management	For	For
4.	CITIZENSHIP CERTIFICATION - PLEASE MARK "YES" IF THE STOCK IS OWNED OF RECORD OR BENEFICIALLY BY A U.S. STOCKHOLDER, OR MARK "NO" IF SUCH STOCK IS OWNED OF RECORD OR BENEFICIALLY BY A NON-U.S. STOCKHOLDER. (PLEASE REFER TO APPENDIX B OF THE PROXY STATEMENT FOR ADDITIONAL GUIDANCE.)	Management	For	

### SANDISK CORPORATION

SECURITY	80004C101	MEETING TYPE	Annual
TICKER SYMBOL	SNDK	MEETING DATE	12-Jun-2013
ISIN	US80004C1018	AGENDA	933811590 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.1	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Management	For	For
1.2	ELECTION OF DIRECTOR: KEVIN DENUCCIO	Management	For	For
1.3	ELECTION OF DIRECTOR: IRWIN FEDERMAN	Management	For	For
1.4	ELECTION OF DIRECTOR: STEVEN J. GOMO	Management	For	For
1.5	ELECTION OF DIRECTOR: EDDY W. HARTENSTEIN	Management	For	For
1.6	ELECTION OF DIRECTOR: DR. CHENMING HU	Management	For	For
1.7	ELECTION OF DIRECTOR: CATHERINE P. LEGO	Management	For	For
1.8	ELECTION OF DIRECTOR: SANJAY MEHROTRA	Management	For	For
2	TO APPROVE THE SANDISK CORPORATION 2013 INCENTIVE PLAN AND THE INITIAL	Management	Against	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

RESERVATION OF 20,000,000 SHARES OF  
THE COMPANY'S COMMON STOCK TO BE  
ISSUED UNDER THE SANDISK  
CORPORATION 2013 INCENTIVE PLAN.

3	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
4	TO PASS AN ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

MEDASSETS, INC.

SECURITY	584045108	MEETING TYPE	Annual
TICKER SYMBOL	MDAS	MEETING DATE	13-Jun-2013
ISIN	US5840451083	AGENDA	933819508 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1	DIRECTOR 1 JOHN A. BARDIS 2 HARRIS HYMAN IV 3 TERRENCE J. MULLIGAN	Management		
			For	For
			For	For
			For	For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP, AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S LONG TERM PERFORMANCE INCENTIVE PLAN.	Management	Against	Against
5.	TO APPROVE THE COMPANY'S 2013 ANNUAL INCENTIVE COMPENSATION PLAN.	Management	For	For

PARMALAT SPA, COLLECCHIO

SECURITY	T7S73M107	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	14-Jun-2013
ISIN	IT0003826473	AGENDA	704506091 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 188715 DUE TO POSTPONEMENT-OF THE MEETING DATE FROM 17 MAY 2013 TO 14 JUNE 2013 AND ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE URL LINK: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_168664.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_168664.PDF</a>	Non-Voting		
1	Approval of the statement of financial position, income statement and accompanying notes at December 31, 2012 and the related Report on Operations. Motion for the appropriation of the year's net profit. Review of the Report of the Board of Statutory Auditors. Pertinent and related resolutions	Management	Against	Again
2	Decision on the substitution of the Member of the Board of Directors Antonio Sala. Pertinent and related resolutions	Management	Abstain	Again
3	Decision on the substitution of the Effective Statutory Auditor Roberto Cravero. Pertinent and related resolutions	Management	Abstain	Again
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF RESOLUTION 3. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY-FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

PARMALAT SPA, COLLECCHIO

SECURITY 70175R102 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 14-Jun-2013  
ISIN US70175R1023 AGENDA 704593981 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1	Approval of the statement of financial position, income statement and accompanying notes at December 31, 2012 and the related Report on Operations	Management	Against	Again
2	Motion for the appropriation of the year's net profit	Management	For	For
3	Decision on the substitution of the Member of the Board of Directors Antonio Sala. Pertinent and related resolutions	Management	Abstain	Again
4	Decision on the substitution of the Effective Statutory Auditor Roberto Cravero. Pertinent and related resolutions	Management	Abstain	Again

CHESAPEAKE ENERGY CORPORATION

SECURITY 165167107 MEETING TYPE Annual  
TICKER SYMBOL CHK MEETING DATE 14-Jun-2013  
ISIN US1651671075 AGENDA 933808315 - Management

FOR/A

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAG
1A.	ELECTION OF DIRECTOR: BOB G. ALEXANDER	Management	For	For
1B.	ELECTION OF DIRECTOR: MERRILL A. "PETE" MILLER, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: THOMAS L. RYAN	Management	For	For
1D.	ELECTION OF DIRECTOR: VINCENT J. INTRIERI	Management	For	For
1E.	ELECTION OF DIRECTOR: FREDERIC M. POSES	Management	For	For
1F.	ELECTION OF DIRECTOR: ARCHIE W. DUNHAM	Management	For	For
1G.	ELECTION OF DIRECTOR: R. BRAD MARTIN	Management	For	For
1H.	ELECTION OF DIRECTOR: LOUIS A. RASPINO	Management	For	For
2.	TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS.	Management	For	For
3.	TO APPROVE AN AMENDMENT TO OUR BYLAWS TO IMPLEMENT PROXY ACCESS.	Management	For	For
4.	TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS.	Management	For	For
5.	TO APPROVE AN AMENDMENT TO OUR 2003 STOCK AWARD PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	For	For
6.	AN ADVISORY VOTE TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
7.	TO APPROVE AN AMENDMENT TO OUR LONG TERM INCENTIVE PLAN.	Management	For	For
8.	TO APPROVE THE ADOPTION OF OUR ANNUAL INCENTIVE PLAN.	Management	For	For
9.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
10.	SHAREHOLDER PROPOSAL RELATING TO CREATION OF RISK OVERSIGHT COMMITTEE.	Shareholder	Against	For
11.	SHAREHOLDER PROPOSAL RELATING TO RE-INCORPORATION IN DELAWARE.	Shareholder	Against	For
12.	SHAREHOLDER PROPOSAL RELATING TO ACCELERATED VESTING OF SENIOR EXECUTIVES' EQUITY AWARDS UPON A CHANGE OF CONTROL.	Shareholder	Against	For

WASTE CONNECTIONS, INC.

SECURITY 941053100 MEETING TYPE Annual  
TICKER SYMBOL WCN MEETING DATE 14-Jun-2013  
ISIN US9410531001 AGENDA 933809797 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.1	ELECTION OF DIRECTOR: EDWARD E. NED GUILLET	Management	For	For
1.2	ELECTION OF DIRECTOR: RONALD J. MITTELSTAEDT	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	APPROVAL ON A NON-BINDING, ADVISORY BASIS OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT ("SAY ON PAY").	Management	Abstain	Against
4.	PROPOSAL TO AMEND OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO REMOVE SUPERMAJORITY VOTING REQUIREMENTS.	Management	For	For

DAVITA HEALTHCARE PARTNERS, INC.

SECURITY 23918K108 MEETING TYPE Annual  
TICKER SYMBOL DVA MEETING DATE 17-Jun-2013  
ISIN US23918K1088 AGENDA 933811730 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: PAMELA M. ARWAY	Management	For	For
1B.	ELECTION OF DIRECTOR: CHARLES G. BERG	Management	For	For
1C.	ELECTION OF DIRECTOR: CAROL ANTHONY DAVIDSON	Management	For	For
1D.	ELECTION OF DIRECTOR: PAUL J. DIAZ	Management	For	For
1E.	ELECTION OF DIRECTOR: PETER T. GRAUER	Management	For	For
1F.	ELECTION OF DIRECTOR: ROBERT J. MARGOLIS	Management	For	For
1G.	ELECTION OF DIRECTOR: JOHN M. NEHRA	Management	For	For
1H.	ELECTION OF DIRECTOR: WILLIAM L. ROPER	Management	For	For
1I.	ELECTION OF DIRECTOR: KENT J. THIRY	Management	For	For
1J.	ELECTION OF DIRECTOR: ROGER J. VALINE	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Management	For	For
3.	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
4.	TO ADOPT AND APPROVE AN AMENDMENT TO OUR 2011 INCENTIVE AWARD PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Against	Against
5.	TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, REGARDING EXECUTIVE PAY.	Shareholder	Against	For
6.	TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, REGARDING LOBBYING.	Shareholder	Against	For

INVESTMENT AB KINNEVIK, STOCKHOLM

SECURITY W4832D110 MEETING TYPE ExtraOrdinary General Meeting  
TICKER SYMBOL MEETING DATE 18-Jun-2013

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ISIN SE0000164626 AGENDA 704539533 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID-VOTE OPTION. THANK YOU	Non-Voting		
1	Opening of the Extraordinary General Meeting	Non-Voting		
2	Election of Chairman of the Extraordinary General Meeting	Non-Voting		
3	Preparation and approval of the voting list	Non-Voting		
4	Approval of the agenda	Non-Voting		
5	Election of one or two persons to check and verify the minutes	Non-Voting		
6	Determination of whether the Extraordinary General Meeting has been duly-convened	Non-Voting		
7	Offer on reclassification of Class A shares into Class B shares	Management	No Action	
8	Closing of the Extraordinary General Meeting	Non-Voting		

MASTERCARD INCORPORATED

SECURITY 57636Q104 MEETING TYPE Annual  
TICKER SYMBOL MA MEETING DATE 18-Jun-2013  
ISIN US57636Q1040 AGENDA 933809761 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: RICHARD HAYTHORNTHWAITE	Management	For	For
1B.	ELECTION OF DIRECTOR: AJAY BANGA	Management	For	For
1C.	ELECTION OF DIRECTOR: SILVIO BARZI	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID R. CARLUCCI	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1E.	ELECTION OF DIRECTOR: STEVEN J. FREIBERG	Management	For	For
1F.	ELECTION OF DIRECTOR: NANCY J. KARCH	Management	For	For
1G.	ELECTION OF DIRECTOR: MARC OLIVIE	Management	For	For
1H.	ELECTION OF DIRECTOR: RIMA QURESHI	Management	For	For
1I.	ELECTION OF DIRECTOR: JOSE OCTAVIO REYES LAGUNES	Management	For	For
1J.	ELECTION OF DIRECTOR: MARK SCHWARTZ	Management	For	For
1K.	ELECTION OF DIRECTOR: JACKSON P. TAI	Management	For	For
1L.	ELECTION OF DIRECTOR: EDWARD SUNING TIAN	Management	For	For
2.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For

### WEATHERFORD INTERNATIONAL LTD

SECURITY	H27013103	MEETING TYPE	Annual
TICKER SYMBOL	WFT	MEETING DATE	20-Jun-2013
ISIN	CH0038838394	AGENDA	933820753 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	APPROVE THE 2012 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF WEATHERFORD INTERNATIONAL LTD. FOR FISCAL YEAR 2012.	Management	For	For
2.	DISCHARGE THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FROM LIABILITY UNDER SWISS LAW FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
3A.	ELECTION OF DIRECTOR: BERNARD J. DUROC-DANNER	Management	For	For
3B.	ELECTION OF DIRECTOR: NICHOLAS F. BRADY	Management	For	For
3C.	ELECTION OF DIRECTOR: DAVID J. BUTTERS	Management	For	For
3D.	ELECTION OF DIRECTOR: JOHN D. GASS	Management	For	For
3E.	ELECTION OF DIRECTOR: FRANCIS S. KALMAN	Management	For	For
3F.	ELECTION OF DIRECTOR: WILLIAM E. MACAULAY	Management	For	For
3G.	ELECTION OF DIRECTOR: ROBERT K. MOSES, JR.	Management	For	For
3H.	ELECTION OF DIRECTOR: GUILLERMO ORTIZ	Management	For	For
3I.	ELECTION OF DIRECTOR: EMYR JONES PARRY	Management	For	For
3J.	ELECTION OF DIRECTOR: ROBERT A. RAYNE	Management	For	For
4.	RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND ELECT KPMG AG AS OUR SWISS STATUTORY AUDITOR.	Management	For	For
5.	APPROVE AMENDMENTS TO WEATHERFORD'S ARTICLES OF	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ASSOCIATION TO AUTHORIZE ISSUABLE  
 AUTHORIZED SHARE CAPITAL IN AN  
 AMOUNT EQUAL TO 18.22% OF CURRENT  
 STATED CAPITAL AND GRANT AN  
 AUTHORIZATION OF THE BOARD OF  
 DIRECTORS TO ISSUE SHARES FROM  
 AUTHORIZED SHARE CAPITAL FOR THE  
 PERIOD FROM JUNE 20, 2013 TO JUNE 20, 2015.

6.	ADOPT AN ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
----	--	------------	---------	---------

ORTHOPIX INTERNATIONAL N.V.

SECURITY	N6748L102	MEETING TYPE	Annual
TICKER SYMBOL	OFIX	MEETING DATE	20-Jun-2013
ISIN	ANN6748L1027	AGENDA	933822151 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	DIRECTOR	Management		
	1 JAMES F. GERO		For	For
	2 GUY J. JORDAN		For	For
	3 MICHAEL R. MAINELLI		For	For
	4 BRADLEY R. MASON		For	For
	5 MARIA SAINZ		For	For
	6 DAVEY S. SCOON		For	For
	7 WALTER P. VON WARTBURG		For	For
	8 KENNETH R. WEISSHAAR		For	For
2.	APPROVAL OF THE BALANCE SHEET AND INCOME STATEMENT AT AND FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
3.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ORTHOFIX AND ITS SUBSIDIARIES FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
4.	APPROVAL OF AN ADVISORY AND NON-BINDING RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

WEATHERFORD INTERNATIONAL LTD

SECURITY	H27013103	MEETING TYPE	Annual
TICKER SYMBOL	WFT	MEETING DATE	20-Jun-2013
ISIN	CH0038838394	AGENDA	933844575 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	APPROVE THE 2012 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	WEATHERFORD INTERNATIONAL LTD. FOR FISCAL YEAR 2012. DISCHARGE THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FROM LIABILITY UNDER SWISS LAW FOR THE YEAR ENDED DECEMBER 31, 2012.	Management	For	For
3A.	ELECTION OF DIRECTOR: BERNARD J. DUROC-DANNER	Management	For	For
3B.	ELECTION OF DIRECTOR: NICHOLAS F. BRADY	Management	For	For
3C.	ELECTION OF DIRECTOR: DAVID J. BUTTERS	Management	For	For
3D.	ELECTION OF DIRECTOR: JOHN D. GASS	Management	For	For
3E.	ELECTION OF DIRECTOR: FRANCIS S. KALMAN	Management	For	For
3F.	ELECTION OF DIRECTOR: WILLIAM E. MACAULAY	Management	For	For
3G.	ELECTION OF DIRECTOR: ROBERT K. MOSES, JR.	Management	For	For
3H.	ELECTION OF DIRECTOR: GUILLERMO ORTIZ	Management	For	For
3I.	ELECTION OF DIRECTOR: EMYR JONES PARRY	Management	For	For
3J.	ELECTION OF DIRECTOR: ROBERT A. RAYNE	Management	For	For
4.	RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND ELECT KPMG AG AS OUR SWISS STATUTORY AUDITOR.	Management	For	For
5.	APPROVE AMENDMENTS TO WEATHERFORD'S ARTICLES OF ASSOCIATION TO AUTHORIZE ISSUABLE AUTHORIZED SHARE CAPITAL IN AN AMOUNT EQUAL TO 18.22% OF CURRENT STATED CAPITAL AND GRANT AN AUTHORIZATION OF THE BOARD OF DIRECTORS TO ISSUE SHARES FROM AUTHORIZED SHARE CAPITAL FOR THE PERIOD FROM JUNE 20, 2013 TO JUNE 20, 2015.	Management	For	For
6.	ADOPT AN ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

### KIKKOMAN CORPORATION

SECURITY	J32620106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	25-Jun-2013
ISIN	JP3240400006	AGENDA	704561439 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
	Please reference meeting materials.	Non-Voting		
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.14	Appoint a Director	Management	For	For
1.15	Appoint a Director	Management	For	For

SPRINT NEXTEL CORPORATION

SECURITY	852061100	MEETING TYPE	Special
TICKER SYMBOL	S	MEETING DATE	25-Jun-2013
ISIN	US8520611000	AGENDA	933817643 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1.	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 15, 2012, AS AMENDED ON NOVEMBER 29, 2012, APRIL 12, 2013 AND JUNE 10, 2013 (THE "MERGER AGREEMENT") AMONG SOFTBANK CORP., STARBURST I, INC., STARBURST II, INC., STARBURST III, INC., AND SPRINT NEXTEL CORPORATION.	Management	For	For
2.	APPROVAL, BY A NON-BINDING ADVISORY VOTE, OF CERTAIN COMPENSATION ARRANGEMENTS FOR SPRINT NEXTEL CORPORATION'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Management	Abstain	Again
3.	APPROVAL OF ANY MOTION TO POSTPONE OR ADJOURN THE SPRINT NEXTEL CORPORATION SPECIAL STOCKHOLDERS' MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES TO APPROVE PROPOSAL 1.	Management	For	For

YAHOO! INC.

SECURITY	984332106	MEETING TYPE	Annual
TICKER SYMBOL	YHOO	MEETING DATE	25-Jun-2013
ISIN	US9843321061	AGENDA	933818544 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
-----	-----	-----	-----	-----
1A.	ELECTION OF DIRECTOR: JOHN D. HAYES	Management	For	For
1B.	ELECTION OF DIRECTOR: SUSAN M. JAMES	Management	For	For
1C.	ELECTION OF DIRECTOR: MAX R. LEVCHIN	Management	For	For
1D.	ELECTION OF DIRECTOR: PETER LIGUORI	Management	For	For
1E.	ELECTION OF DIRECTOR: DANIEL S. LOEB	Management	For	For
1F.	ELECTION OF DIRECTOR: MARISSA A. MAYER	Management	For	For
1G.	ELECTION OF DIRECTOR: THOMAS J. MCINERNEY	Management	For	For
1H.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: HARRY J. WILSON	Management	For	For
1J.	ELECTION OF DIRECTOR: MICHAEL J. WOLF	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain	Against
3.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
4.	SHAREHOLDER PROPOSAL REGARDING SOCIAL RESPONSIBILITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL REGARDING POLITICAL DISCLOSURE AND ACCOUNTABILITY, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against	For

### FLY LEASING LTD

SECURITY            34407D109            MEETING TYPE Annual  
TICKER SYMBOL    FLY                    MEETING DATE 25-Jun-2013  
ISIN                US34407D1090        AGENDA            933829737 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO RE-ELECT ERIK G. BRAATHEN AS A DIRECTOR OF THE COMPANY.	Management	For	For
2.	TO RE-ELECT SEAN DONLON AS A DIRECTOR OF THE COMPANY.	Management	For	For
3.	TO RE-ELECT JOSEPH M. DONOVAN AS A DIRECTOR OF THE COMPANY.	Management	For	For
4.	TO RE-ELECT SUSAN M. WALTON AS A DIRECTOR OF THE COMPANY.	Management	For	For
5.	TO APPOINT ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS AND TO AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO DETERMINE THEIR REMUNERATION.	Management	For	For

### NISSIN FOODS HOLDINGS CO.,LTD.

SECURITY            J58063124            MEETING TYPE Annual General Meeting  
TICKER SYMBOL    JP3675600005        MEETING DATE 26-Jun-2013  
ISIN                JP3675600005        AGENDA            704574462 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Please reference meeting materials.	Non-Voting		
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
3	Appoint a Corporate Auditor	Management	For	For
4	Approve Renewal of Countermeasures to Large-Scale Acquisitions of the Company's Shares	Management	Against	Against

### TOHOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J85108108	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	26-Jun-2013
ISIN	JP3605400005	AGENDA	704574943 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Please reference meeting materials. Amend Articles to: Allow Use of Electronic Systems for Public Notifications, Adopt Reduction of Liability System for Outside Directors and Outside Corporate Auditors	Non-Voting Management	For	For
2	Approve Reduction of Special Reserve Fund	Management	For	For
3.1	Appoint a Director	Management	For	For
3.2	Appoint a Director	Management	For	For
3.3	Appoint a Director	Management	For	For
3.4	Appoint a Director	Management	For	For
3.5	Appoint a Director	Management	For	For
3.6	Appoint a Director	Management	For	For
3.7	Appoint a Director	Management	For	For
3.8	Appoint a Director	Management	For	For
3.9	Appoint a Director	Management	For	For
3.10	Appoint a Director	Management	For	For
3.11	Appoint a Director	Management	For	For
3.12	Appoint a Director	Management	For	For
3.13	Appoint a Director	Management	For	For
3.14	Appoint a Director	Management	For	For
3.15	Appoint a Director	Management	For	For
3.16	Appoint a Director	Management	For	For
4.1	Appoint a Corporate Auditor	Management	For	For
4.2	Appoint a Corporate Auditor	Management	For	For
5	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Abolishment of The Onagawa Nuclear Power Plant	Shareholder	Against	For
6	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Abolishment of The Higashidori Nuclear Power Plant	Shareholder	Against	For
7	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Unification of Nationwide Power Grid System	Shareholder	Against	For

### CHUBU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J06510101	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	26-Jun-2013
ISIN	JP3526600006	AGENDA	704574955 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
	Please reference meeting materials.	Non-Voting		
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
3	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Change in Business Strategy	Shareholder	Against	For
4	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Withdrawal from Nuclear Power Generation	Shareholder	Against	For
5	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Limitation on Investment and Debt Guarantee	Shareholder	Against	For
6	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Implementation of Disclosure of Donation, Financial Assistance, and Compensation	Shareholder	Against	For
7	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Establishment of Committee on Nuclear Power Plant Decommissioning	Shareholder	Against	For
8	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Plutonium Management	Shareholder	Against	For
9	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Basic Policy for Countermeasure Against Earthquake and Tsunami	Shareholder	Against	For

HOKKAIDO ELECTRIC POWER COMPANY, INCORPORATED

SECURITY J21378104 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 26-Jun-2013  
ISIN JP3850200001 AGENDA 704578686 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
	Please reference meeting materials.	Non-Voting		
1.1	Appoint a Director	Management	For	For
1.2	Appoint a Director	Management	For	For
1.3	Appoint a Director	Management	For	For
1.4	Appoint a Director	Management	For	For
1.5	Appoint a Director	Management	For	For
1.6	Appoint a Director	Management	For	For
1.7	Appoint a Director	Management	For	For
1.8	Appoint a Director	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.9	Appoint a Director	Management	For	For
1.10	Appoint a Director	Management	For	For
1.11	Appoint a Director	Management	For	For
1.12	Appoint a Director	Management	For	For
2.1	Appoint a Corporate Auditor	Management	For	For
2.2	Appoint a Corporate Auditor	Management	For	For
3	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Withdrawal from Nuclear Power Generation	Shareholder	Against	For
4	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Individual Disclosure of Remunerations to Corporate Officers	Shareholder	Against	For

### KYUSHU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY J38468104 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 26-Jun-2013  
ISIN JP3246400000 AGENDA 704578698 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
	Please reference meeting materials.	Non-Voting		
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
2.14	Appoint a Director	Management	For	For
2.15	Appoint a Director	Management	For	For
2.16	Appoint a Director	Management	For	For
3	Appoint a Corporate Auditor	Management	For	For
4	Appoint a Substitute Corporate Auditor	Management	For	For
5	Shareholder Proposal: Amend Articles of Incorporation (1) (Require Changing Articles of the Number of Directors and Corporate Auditors, and Additional Articles about Compensation, Honorary Advisor and Executive Adviser.)	Shareholder	Against	For
6	Shareholder Proposal: Amend Articles of Incorporation (2) (Require Additional Article of Withdrawing from the Business of The Rokkasho Reprocessing Plant and the Pluthermal Generation.)	Shareholder	Against	For
7	Shareholder Proposal: Amend Articles of Incorporation (3) (Require Additional Article of Establishment the Committee for the Preparation of Decommissioning Nuclear Reactors.)	Shareholder	Against	For
8	Shareholder Proposal: Amend Articles of Incorporation (4) (Require Additional Article of Establishment of the Organization for Aiding	Shareholder	Against	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	Please reference meeting materials.	Non-Voting		
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For

THE KANSAI ELECTRIC POWER COMPANY, INCORPORATED

SECURITY                    J30169106                    MEETING TYPE Annual General Meeting  
TICKER SYMBOL                    MEETING DATE 26-Jun-2013  
ISIN                                    JP3228600007                    AGENDA                    704583360 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
	Please reference meeting materials.	Non-Voting		
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
2.14	Appoint a Director	Management	For	For
2.15	Appoint a Director	Management	For	For
2.16	Appoint a Director	Management	For	For
2.17	Appoint a Director	Management	For	For
3	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation	Shareholder	Against	For
4	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (1)	Shareholder	Against	For
5	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (2)	Shareholder	Against	For
6	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (3)	Shareholder	Against	For
7	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (4)	Shareholder	Against	For
8	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (5)	Shareholder	Against	For
9	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (6)	Shareholder	Against	For
10	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (7)	Shareholder	Against	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

11	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (8)	Shareholder	Against	For
12	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (9)	Shareholder	Against	For
13	Shareholder Proposal: Remove a Director	Shareholder	Against	For
14	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (1)	Shareholder	Against	For
15	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (2)	Shareholder	Against	For
16	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (3)	Shareholder	Against	For
17	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (4)	Shareholder	Against	For
18	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (5)	Shareholder	Against	For
19	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (6)	Shareholder	Against	For
20	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (1)	Shareholder	Against	For
21	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (2)	Shareholder	Against	For
22	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (3)	Shareholder	Against	For
23	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (4)	Shareholder	Against	For
24	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (5)	Shareholder	Against	For
25	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (6)	Shareholder	Against	For
26	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (1)	Shareholder	Against	For
27	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (2)	Shareholder	Against	For
28	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (3)	Shareholder	Against	For
29	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation (4)	Shareholder	Against	For
30	Shareholder Proposal: Appoint a Director	Shareholder	Against	For
31	Shareholder Proposal: Partial Amendmends to the Articles of Incorporation	Shareholder	Against	For

THE CHUGOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY J07098106 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 26-Jun-2013  
ISIN JP3522200009 AGENDA 704587445 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Please reference meeting materials. Approve Appropriation of Surplus	Non-Voting Management	For	For
2	Amend Articles to: Adopt Reduction of Liability System for Outside Directors and Outside Corporate Auditors	Management	For	For
3.1	Appoint a Director	Management	For	For
3.2	Appoint a Director	Management	For	For
3.3	Appoint a Director	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3.4	Appoint a Director	Management	For	For
3.5	Appoint a Director	Management	For	For
3.6	Appoint a Director	Management	For	For
3.7	Appoint a Director	Management	For	For
3.8	Appoint a Director	Management	For	For
3.9	Appoint a Director	Management	For	For
3.10	Appoint a Director	Management	For	For
3.11	Appoint a Director	Management	For	For
3.12	Appoint a Director	Management	For	For
3.13	Appoint a Director	Management	For	For
3.14	Appoint a Director	Management	For	For
3.15	Appoint a Director	Management	For	For
4	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Shutdown and Prohibition of Establishment of Nuclear Power Station	Shareholder	Against	For
5	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Decommissioning Project of Nuclear Power Station	Shareholder	Against	For
6	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Prohibition of Expenditure for Advertisement, Financial Assistance and Donation	Shareholder	Against	For
7	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Agreement between the Company and the Local Governments around Nuclear Power Station for Nuclear Disaster Prevention	Shareholder	Against	For
8	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Conclusion of Agreement for Compensation of Nuclear Damage with Insurance Companies	Shareholder	Against	For
9	Shareholder Proposal: Amend Articles to Add a New Chapter with Regard to Promotion of Renewal and Natural Energy	Shareholder	Against	For

MORINAGA MILK INDUSTRY CO., LTD.

SECURITY J46410114 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 27-Jun-2013  
ISIN JP3926800008 AGENDA 704584196 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Approve Appropriation of Surplus	Management	For	For
2	Allow Board to Authorize Use of Free Share Options as Anti-Takeover Defense Measure	Management	Against	Against
3.1	Appoint a Director	Management	For	For
3.2	Appoint a Director	Management	For	For
3.3	Appoint a Director	Management	For	For
3.4	Appoint a Director	Management	For	For
3.5	Appoint a Director	Management	For	For
3.6	Appoint a Director	Management	For	For
3.7	Appoint a Director	Management	For	For
3.8	Appoint a Director	Management	For	For
4	Appoint a Substitute Corporate Auditor	Management	For	For

COINSTAR, INC.

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 19259P300 MEETING TYPE Annual  
 TICKER SYMBOL CSTR MEETING DATE 27-Jun-2013  
 ISIN US19259P3001 AGENDA 933826680 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A.	ELECTION OF DIRECTOR: NORA M. DENZEL	Management	For	For
1B.	ELECTION OF DIRECTOR: RONALD B. WOODARD	Management	For	For
2.	AMENDMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY TO OUTERWALL INC.	Management	For	For
3.	ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
4.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

LUFKIN INDUSTRIES, INC.

SECURITY 549764108 MEETING TYPE Special  
 TICKER SYMBOL LUFK MEETING DATE 27-Jun-2013  
 ISIN US5497641085 AGENDA 933842812 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1.	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 5, 2013, BY AND AMONG GENERAL ELECTRIC COMPANY, RED ACQUISITION, INC., AND LUFKIN INDUSTRIES, INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME	Management	For	For
2.	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER AGREEMENT	Management	For	For
3.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO LUFKIN INDUSTRIES, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER	Management	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.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

Registrant The Gabelli Dividend & Income Trust

By (Signature and Title)\* /s/ Bruce N. Alpert

-----  
Bruce N. Alpert, Principal Executive Officer

Date 8/6/13

\* Print the name and title of each signing officer under his or her signature.