

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

GABELLI DIVIDEND & INCOME TRUST
Form N-PX
August 22, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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: 800-422-3554

Date of fiscal year end: DECEMBER 31

Date of reporting period: JULY 1, 2005 - JUNE 30, 2006

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 (ss.ss. 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 there under (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. ss. 3507.

PROXY VOTING RECORD

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

FOR PERIOD JULY 1, 2005 TO JUNE 30, 2006

 THE GILLETTE COMPANY G
 Issuer: 375766 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 27, 2005, AMONG PROCTER & GAMBLE, AQUARIUM ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF PROCTER & GAMBLE, AND GILLETTE AND APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Manage
02	A PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.	Manage

 THE PROCTER & GAMBLE COMPANY PG
 Issuer: 742718 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 27, 2005, AMONG THE PROCTER & GAMBLE COMPANY, AQUARIUM ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF PROCTER & GAMBLE, AND THE GILLETTE COMPANY, AND APPROVE THE ISSUANCE OF PROCTER & GAMBLE COMMON STOCK IN THE MERGER.	Manage
02	A PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE ISSUANCE OF PROCTER & GAMBLE COMMON STOCK IN THE MERGER.	Manage

 BT GROUP PLC BTY
 Issuer: 05577E ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal	Propos

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

Number	Proposal	Type
01	REPORTS AND ACCOUNTS	Management
02	REMUNERATION REPORT	Management
03	FINAL DIVIDEND	Management
004	RE-ELECT BEN VERWAAYEN	Management
005	RE-ELECT DR PAUL REYNOLDS	Management
006	RE-ELECT CARL SYMON	Management
007	RE-ELECT BARONESS JAY	Management
008	ELECT HANIF LALANI	Management
009	REAPPOINTMENT OF AUDITORS	Management
010	REMUNERATION OF AUDITORS	Management
011	AUTHORITY TO ALLOT SHARES	Management
012	AUTHORITY TO ALLOT SHARES FOR CASH SPECIAL RESOLUTION	Management
013	AUTHORITY TO PURCHASE OWN SHARES SPECIAL RESOLUTION	Management
014	AMENDMENTS TO RULES OF SHARE PLANS	Management
015	AUTHORITY FOR POLITICAL DONATIONS *NOTE- VOTING CUT-OFF DATE: JULY 6, 2005 AT 3:00 PM EDT	Management

SPRINT CORPORATION
 Issuer: 852061 ISIN:
 SEDOL: S

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	AMENDMENT TO SPRINT S ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF SPRINT SERIES 1 COMMON STOCK.	Management
02	AMENDMENT TO SPRINT S ARTICLES OF INCORPORATION TO CREATE THE CLASS OF NON-VOTING COMMON STOCK AND CREATE THE NINTH SERIES PREFERRED STOCK AND ADD A PROVISION STATING THAT STOCKHOLDER APPROVAL IS NOT REQUIRED FOR THE ACQUISITION BY SPRINT NEXTEL OF NON-VOTING COMMON STOCK OR THE NINTH SERIES PREFERRED STOCK FROM A HOLDER OF THAT STOCK.	Management
03	ADOPTION OF THE SPRINT NEXTEL AMENDED AND RESTATED ARTICLES OF INCORPORATION.	Management
04	ISSUANCE OF SPRINT NEXTEL SERIES 1 COMMON STOCK, NON-VOTING COMMON STOCK AND THE NINTH SERIES PREFERRED STOCK IN THE MERGER.	Management
05	POSSIBLE ADJOURNMENT OF THE SPRINT ANNUAL MEETING.	Management
06	DIRECTOR	Management
	GORDON M. BETHUNE DR. E. LINN DRAPER, JR. JAMES H. HANCE, JR. DEBORAH A. HENRETTA IRVINE O. HOCKADAY, JR. LINDA KOCH LORIMER GERALD L. STORCH WILLIAM H. SWANSON	Management Management Management Management Management Management Management
07	TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS OF SPRINT FOR 2005.	Management

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

08 STOCKHOLDER PROPOSAL CONCERNING SENIOR EXECUTIVE
RETIREMENT BENEFITS.

Shareh

ASK JEEVES, INC.
Issuer: 045174
SEDOL:

ISIN:

ASKJ

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

-
- | | | |
|----|---|--------|
| 02 | APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE FIRST PROPOSAL. | Manage |
| 01 | TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND REORGANIZATION, DATED AS OF MARCH 21, 2005, BY AND AMONG IAC, MERGER SUB, A WHOLLY-OWNED SUBSIDIARY OF IAC, AND ASK JEEVES, PURSUANT TO WHICH MERGER SUB WILL BE MERGED WITH INTO ASK JEEVES, WITH ASK JEEVES SURVIVING THE MERGER AND BECOMING A WHOLLY-OWNED SUBSIDIARY OF IAC. | Manage |

PUBLIC SERVICE ENTERPRISE GROUP INC.
Issuer: 744573
SEDOL:

ISIN:

PEG

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

-
- | | | |
|----|--|----------------------------|
| 02 | DIRECTOR | Manage |
| | CONRAD K. HARPER
SHIRLEY ANN JACKSON
THOMAS A. RENYI | Manage
Manage
Manage |
| 03 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS INDEPENDENT AUDITOR FOR THE YEAR 2005. | Manage |
| 04 | APPROVAL TO ADJOURN OR POSTPONE ANNUAL MEETING. | Manage |
| 05 | SHAREHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION. | Shareh |
| 01 | APPROVAL OF THE AGREEMENT AND PLAN OF MERGER WITH EXELON CORPORATION, DATED AS OF DECEMBER 20, 2004. | Manage |
-

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

SCOTTISH POWER PLC
 Issuer: 81013T
 SEDOL:

ISIN:

SPI

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
S11	TO ADOPT NEW ARTICLES OF ASSOCIATION.	Manage
O1	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2005.	Manage
O2	TO APPROVE THE REMUNERATION REPORT.	Manage
O3	TO RE-ELECT CHARLES BERRY AS A DIRECTOR.	Manage
O4	TO RE-ELECT DONALD BRYDON AS A DIRECTOR.	Manage
O5	TO RE-ELECT NOLAN KARRAS AS A DIRECTOR.	Manage
O6	TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE COMPANY AND TO AUTHORIZE THE DIRECTORS TO SET THE REMUNERATION OF THE AUDITORS.	Manage
O7	TO AUTHORIZE THE COMPANY TO MAKE DONATIONS TO EU POLITICAL ORGANIZATIONS AND TO INCUR EU POLITICAL EXPENDITURE.	Manage
O8	TO RENEW THE GENERAL AUTHORITY OF THE DIRECTORS TO ALLOT SHARES.	Manage
S9	TO RENEW THE AUTHORITY OF THE DIRECTORS TO DISAPPLY PRE-EMPTION RIGHTS.	Manage
S10	TO RENEW THE AUTHORITY OF THE COMPANY TO PURCHASE ITS OWN SHARES.	Manage

SCOTTISH POWER PLC
 Issuer: 81013T
 SEDOL:

ISIN:

SPI

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
O1	TO APPROVE THE SALE BY THE COMPANY OF ITS REGULATED US BUSINESS, PACIFICORP, AS DESCRIBED IN THE CIRCULAR TO SHAREHOLDERS DATED JUNE 30, 2005.	Manage

NATIONAL GRID TRANSCO PLC
 Issuer: 636274
 SEDOL:

ISIN:

NGG

Vote Group: GLOBAL

Proposal

Propos

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

Number	Proposal	Type
A1	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management
A2	TO DECLARE A FINAL DIVIDEND	Management
A3	DIRECTOR	Management
	JOHN ALLAN	Management
	PAUL JOSLOW	Management
	ROGER URWIN	Management
	JOHN GRANT	Management
	STEVE HOLLIDAY	Management
A8	TO REAPPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS AND SET THEIR REMUNERATION	Management
A9	TO APPROVE THE DIRECTORS REMUNERATION REPORT	Management
A10	TO CHANGE THE NAME OF THE COMPANY TO NATIONAL GRID PLC (SPECIAL RESOLUTION)	Management
A11	TO AMEND THE MEMORANDUM OF ASSOCIATION (SPECIAL RESOLUTION)	Management
A12	TO ADOPT NEW ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management
E1	TO APPROVE THE RETURN OF CASH (SPECIAL RESOLUTION)	Management
E2	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management
E3	TO DIS-APPLY PRE-EMPTIONS RIGHTS (SPECIAL RESOLUTION)	Management
E4	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES (SPECIAL RESOLUTION)	Management
E5	TO AMEND THE ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management

O2 PLC, SLOUGH

Issuer: G68436107

ISIN: GB00B05KYV34

SEDOL: B06L1F8, B05KYV3

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V C
1.	RECEIVE THE FINANCIAL STATEMENTS AND THE STATUTORY REPORTS	Management	F
2.	DECLARE A FINAL DIVIDEND OF 2.25 PENCE PER SHARE *Management Position Unknown FOR THE FYE 31 MAR 2005 TO BE PAID ON 26 AUG 2005 TO THE HOLDERS OF ORDINARY SHARES WHO WERE ON THE REGISTER OF MEMBERS ON 05 AUG 2005	Management	F
3.	APPROVE THE REMUNERATION REPORT	Management	F
4.	ELECT MR. RUDOLF LAMPRECHT AS A DIRECTOR	Management	F
5.	ELECT MR. KATHLEEN O DONOVAN AS A DIRECTOR	Management	F
6.	RE-ELECT MR. DAVID ARCULUS AS A DIRECTOR	Management	F

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

- | | | | |
|------|---|------------|---|
| 7. | RE-ELECT MR. DAVID CHANCE AS A DIRECTOR | Management | F |
| 8. | RE-ELECT MR. RUDOLF GROGER AS A DIRECTOR | Management | F |
| 9. | APPOINT PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS
*Management Position Unknown FROM THE CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF THE NEXT GENERAL MEETING AT WHICH ACCOUNTS ARE LAID BEFORE THE SHAREHOLDERS IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1985 | Management | |
| 10. | AUTHORIZE THE BOARD TO FIX THE REMUNERATION OF THE AUDITORS | Management | |
| 11. | APPROVE TO RENEW THE AUTHORITY CONFERRED ON THE
*Management Position Unknown BOARD BY ARTICLE 74.2 OF THE COMPANY S ARTICLES OF ASSOCIATION FOR THE PERIOD ENDING EARLIER OF THE CONCLUSION OF THE AGM IN 2006 OR ON 27 OCT 2006 AND FOR SUCH PERIOD THE SECTION 80 AMOUNT BEING GBP 2,901,000 | | |
| S.12 | APPROVE, SUBJECT TO PASSING OF RESOLUTION 11, TO RENEW THE AUTHORITY CONFERRED ON THE BOARD BY ARTICLE 74.3 OF THE COMPANY S ARTICLES OF ASSOCIATION FOR THE PERIOD ENDING EARLIER OF THE CONCLUSION OF THE AGM IN 2006 OR ON 27 OCT 2006 AND FOR SUCH PERIOD THE SECTION 89 AMOUNT BEING GBP 435,200 | Management | |
| S.13 | AUTHORIZE THE COMPANY, IN ACCORDANCE WITH ARTICLE 83 OF THE COMPANY S ARTICLES OF ASSOCIATION AND SECTION 166 OF THE COMPANIES ACT 1985, TO MAKE MARKET PURCHASES WITHIN THE MEANING OF SECTION 163 OF THE COMPANIES ACT 1985 OF UP TO 870,400,000 ORDINARY SHARES OF 0.1 PENCE EACH IN THE CAPITAL OF THE COMPANY, AT A MINIMUM PRICE OF 0.1 PENCE AND UP TO 105% OF THE AVERAGE MIDDLE MARKET QUOTATIONS FOR SUCH SHARES DERIVED FROM THE LONDON STOCK EXCHANGE DAILY OFFICIAL LIST, OVER THE PREVIOUS 5 BUSINESS DAYS AND FROM 01 JUL 2005, FOR AN AMOUNT EQUAL TO THE HIGHER OF THE PRICE OF THE LAST INDEPENDENT TRADE AND THE HIGHEST CURRENT INDEPENDENT BID AS DERIVED FROM THE LONDON STOCK EXCHANGE TRADING SYSTEM SETS ; AUTHORITY | Management | |

EXPIRES THE EARLIER OF THE CONCLUSION OF THE AGM HELD IN 2006 OR ON 27 OCT 2006 ; THE COMPANY, BEFORE THE EXPIRY, MAY MAKE A CONTRACT TO PURCHASE ORDINARY SHARES WHICH WILL OR MAY BE EXECUTED WHOLLY OR PARTLY AFTER SUCH EXPIRY

 SUNGARD DATA SYSTEMS INC.
 Issuer: 867363
 SEDOL:

ISIN:

SDS

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS	Manage

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

	LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2005.	
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 27, 2005, BETWEEN THE COMPANY AND SOLAR CAPITAL CORP.	Manage
02	ADJOURNMENT OR POSTPONEMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER DESCRIBED IN PROPOSAL 1.	Manage
03	DIRECTOR	Manage
	GREGORY S. BENTLEY MICHAEL C. BROOKS CRISTOBAL CONDE RAMON DE OLIVEIRA HENRY C. DUQUES ALBERT A. EISENSTAT BERNARD GOLDSTEIN JANET BRUTSCHEA HAUGEN ROBERT E. KING JAMES L. MANN MALCOLM I. RUDDOCK	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage

 THE TITAN CORPORATION
 Issuer: 888266
 SEDOL:

ISIN:

TTN

 Vote Group: GLOBAL

	Proposal Number Proposal	Propos Type
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 2, 2005, AS AMENDED, BY AND AMONG L-3 COMMUNICATIONS CORPORATION, SATURN VI ACQUISITION CORP. AND THE TITAN CORPORATION AND APPROVAL OF THE MERGER CONTEMPLATED THEREBY.	Manage

 CUNO INCORPORATED
 Issuer: 126583
 SEDOL:

ISIN:

CUNO

 Vote Group: GLOBAL

	Proposal Number Proposal	Propos Type
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 11, 2005, BY AND AMONG 3M COMPANY, CARRERA ACQUISITION CORPORATION AND CUNO INCORPORATED.	Manage
03	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING.	Manage

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

02 ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING.

Manage

HIBERNIA CORPORATION
 Issuer: 428656
 SEDOL:

ISIN:

HIB

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	TO APPROVE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.	Manage
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 6, 2005, BETWEEN CAPITAL ONE FINANCIAL CORPORATION AND HIBERNIA CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH HIBERNIA WILL MERGE WITH AND INTO CAPITAL ONE.	Manage

OVERNITE CORPORATION
 Issuer: 690322
 SEDOL:

ISIN:

OVNT

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	THE PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT OF MERGER, DATED AS OF MAY 15, 2005, BY AND AMONG UNITED PARCEL SERVICE, INC., A DELAWARE CORPORATION, OLYMPIC MERGER SUB, INC., A VIRGINIA CORPORATION AND AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF UNITED PARCEL SERVICE, INC., AND OVERNITE CORPORATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Manage
02	THE PROPOSAL TO GRANT TO THE PROXYHOLDERS THE AUTHORITY TO VOTE IN THEIR DISCRETION WITH RESPECT TO THE APPROVAL OF ANY PROPOSAL TO POSTPONE OR ADJOURN THE SPECIAL MEETING TO A LATER DATE FOR A REASONABLE BUSINESS PURPOSE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE APPROVAL OF THE AGREEMENT OF MERGER, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Manage

UNOCAL CORPORATION
 Issuer: 915289
 SEDOL:

ISIN:

Vote Group: GLOBAL

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

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

02	APPROVAL OF ANY ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES	Manage
----	---	--------

01	APPROVAL AND ADOPTION OF THE AMENDED AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 4, 2005, AND AMENDED AS OF JULY 19, 2005, BY AND AMONG UNOCAL CORPORATION, CHEVRON CORPORATION AND BLUE MERGER SUB INC., A WHOLLY OWNED SUBSIDIARY OF CHEVRON CORPORATION	Manage
----	--	--------

AMERICAN INTERNATIONAL GROUP, INC.

Issuer: 026874

ISIN:

AIG

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	DIRECTOR	Manage
----	----------	--------

	M. AIDINOFF	Manage
	P. CHIA	Manage
	M. COHEN	Manage
	W. COHEN	Manage
	M. FELDSTEIN	Manage
	E. FUTTER	Manage
	S. HAMMERMAN	Manage
	C. HILLS	Manage
	R. HOLBROOKE	Manage
	D. KANAK	Manage
	G. MILES, JR.	Manage
	M. OFFIT	Manage
	M. SULLIVAN	Manage
	E. TSE	Manage
	F. ZARB	Manage

02	RATIFICATION OF INDEPENDENT ACCOUNTANTS	Manage
----	---	--------

NEIMAN MARCUS GROUP, INC.

Issuer: 640204

ISIN:

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

02	ADJOURNMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE AGREEMENT AND PLAN OF	Manage
----	--	--------

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

01 MERGER DESCRIBED IN PROPOSAL 1.
ADOPTION OF THE AGREEMENT AND PLAN OF MERGER,
DATED AS OF MAY 1, 2005, AMONG THE COMPANY, NEWTON
ACQUISITION, INC. AND NEWTON ACQUISITION MERGER
SUB, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.

Manage

PETROCHINA COMPANY LIMITED
Issuer: 71646E
SEDOL:

ISIN:

PTR

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
03B	THAT THE PROPOSED ANNUAL LIMIT OF EACH OF THE CONTINUING CONNECTED TRANSACTIONS BE AND ARE HEREBY APPROVED	Management	Fo
03A	THAT THE AGREEMENT DATED 9 JUNE 2005 ENTERED INTO BETWEEN THE COMPANY AND CNPC BE AND ARE HEREBY APPROVED	Management	Fo
02	THAT THE CONDITIONAL SALE AND PURCHASE AGREEMENT DATED 9 JUNE 2005 ENTERED INTO BETWEEN ZHONG YOU KAN TAN KAI FA AND THE COMPANY AND THE TRANSACTIONS CONTEMPLATED THEREBY BE AND ARE HEREBY APPROVED	Management	Fo
01	THAT THE CONDITIONAL CAPITAL CONTRIBUTION AGREEMENT DATED 9 JUNE 2005 ENTERED INTO BETWEEN CHINA NATIONAL OIL AND GAS EXPLORATION AND DEVELOPMENT CORPORATION, CENTRAL ASIA PETROLEUM COMPANY LIMITED, ZHONG YOU KAN TAN KAI FA COMPANY LIMITED AND THE COMPANY BE AND ARE HEREBY APPROVED	Management	Fo
04	THAT THE CHIEF FINANCIAL OFFICER OF THE COMPANY BE AND IS HEREBY AUTHORIZED TO DO ALL SUCH FURTHER ACTS AND THINGS AND EXECUTE SUCH FURTHER DOCUMENTS OR SUPPLEMENTAL AGREEMENTS OR DEEDS ON BEHALF OF THE COMPANY	Management	Fo

H.J. HEINZ COMPANY
Issuer: 423074
SEDOL:

ISIN:

HNZ

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	W.R. JOHNSON	Manage
	C.E. BUNCH	Manage
	M.C. CHOKSI	Manage
	L.S. COLEMAN, JR.	Manage
	P.H. COORS	Manage

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

E.E. HOLIDAY	Manage
C. KENDLE	Manage
D.R. O'HARE	Manage
L.C. SWANN	Manage
T.J. USHER	Manage

02	RATIFICATION OF AUDITORS.	Manage
03	SHAREHOLDER PROPOSAL RECOMMENDING HIRING AN INVESTMENT BANK TO EXPLORE THE SALE OF THE COMPANY.	Shareh
04	SHAREHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS ADOPT A SIMPLE MAJORITY VOTE ON EACH ISSUE SUBJECT TO SHAREHOLDER VOTE EXCEPT ELECTION OF DIRECTORS.	Shareh

RENAL CARE GROUP, INC.		RCI
Issuer: 759930	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	TO GRANT DISCRETIONARY AUTHORITY TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Manage
01	PROPOSAL TO ADOPT THE AGREEMENT, DATED AS OF MAY 3, 2005, BY AND AMONG FRESENIUS MEDICAL CARE AG, FRESENIUS MEDICAL CARE HOLDINGS, INC., FLORENCE ACQUISITION, INC. AND THE COMPANY UNDER WHICH FLORENCE ACQUISITION, INC. WOULD BE MERGED WITH AND INTO THE COMPANY.	Manage

PREMCO INC.		PCO
Issuer: 74045Q	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Manage
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 24, 2005, BY AND BETWEEN VALERO ENERGY CORPORATION AND PREMCO INC., WHICH PROVIDES FOR, AMONG OTHER THINGS, THE MERGER OF PREMCO INTO VALERO.	Manage

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

 STORAGE TECHNOLOGY CORPORATION STK
 Issuer: 862111 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 2, 2005, AMONG STORAGE TECHNOLOGY CORPORATION, SUN MICROSYSTEMS, INC. AND STANFORD ACQUISITION CORPORATION, A WHOLLY OWNED SUBSIDIARY OF SUN MICROSYSTEMS, INC., AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Manage

 MAYTAG CORPORATION MYG
 Issuer: 578592 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 19, 2005, BY AND AMONG TRITON ACQUISITION HOLDING CO., TRITON ACQUISITION CO. AND MAYTAG CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME.	Manage
02	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OF STOCKHOLDERS OR ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING OF STOCKHOLDERS, INCLUDING ANY PROCEDURAL MATTERS INCIDENT TO THE CONDUCT OF THE MEETING OF STOCKHOLDERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Manage

 OPEN JOINT STOCK CO VIMPEL-COMMUNICA VIP Contest
 Issuer: 68370R ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vot Cas
01	APPROVAL FOR INTERESTED-PARTY TRANSACTION TO ACQUIRE UKRAINIAN RADIOSYSTEMS	Management	For

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

CONAGRA FOODS, INC.
 Issuer: 205887
 SEDOL:

ISIN:

CAG

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	HOWARD G. BUFFETT	Management
	JOHN T. CHAIN, JR.	Management
	RONALD W. ROSKENS	Management
	KENNETH E. STINSON	Management
02	MANAGEMENT PROPOSAL - DECLASSIFY BOARD OF DIRECTORS	Management
03	MANAGEMENT PROPOSAL - REPEAL SUPERMAJORITY VOTING PROVISIONS OF ARTICLE XIV OF THE CERTIFICATE OF INCORPORATION	Management
04	MANAGEMENT PROPOSAL - REPEAL SUPERMAJORITY VOTING PROVISIONS OF ARTICLE XV OF THE CERTIFICATE OF INCORPORATION	Management
05	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS	Management
06	STOCKHOLDER PROPOSAL - ANIMAL WELFARE	Shareholder
07	STOCKHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS	Shareholder
08	STOCKHOLDER PROPOSAL - SUSPENSION OF STOCK GRANTS FOR DIRECTORS AND SENIOR EXECUTIVE OFFICERS	Shareholder

HERA SPA, BOLOGNA
 Issuer: T5250M106

ISIN: IT0001250932

BLOCKED

SEDOL: B020CX4, 7620508, 7598003

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 23 SEP 2005. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU.	Non-Voting Non-Voting
*	PLEASE NOTE THAT THIS IS AN EGM. THANK YOU.	Non-Voting Non-Voting
1.	APPROVE THE MERGER PROJECT FOR INCORPORATION Management For	

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

*Management Position Unknown OF META SPA INTO HERA SPA AND THE
 CONSEQUENT
 INCREASE OF HERA CORPORATE CAPITAL IN FAVOR OF THE SHARES SHIFT
 RELATED TO THE MERGER, FROM EUR 839,903,881 UP TO MAXIMUM EUR
 1,061,485,109 THROUGH ISSUE OF MAXIMUM NUMBER 221,581,228 ORDINARY
 SHARES OF EUR 1 OF NOMINAL VALUE EACH; AMEND ARTICLE 5 OF THE
 CORPORATE BY LAWS

- | | | | |
|----|---|------------|-----|
| 2. | AMEND ARTICLES 7 AND 17 OF THE CORPORATE BY LAWS | Management | For |
| 3. | AMEND ARTICLES 16 ,18, 19, 20, 21, 24, 26 OF
THE CORPORATE BY LAWS | Management | For |

GENERAL MILLS, INC.		GIS
Issuer: 370334	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage
04	STOCKHOLDER PROPOSAL REGARDING SALE OF GENERAL MILLS.	Shareh
03	ADOPT THE 2005 STOCK COMPENSATION PLAN.	Manage
02	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Manage

ECHOSTAR COMMUNICATIONS CORPORATION		DISH
Issuer: 278762	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

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

01	DIRECTOR	JAMES DEFRANCO MICHAEL T. DUGAN CANTEY ERGEN CHARLES W. ERGEN STEVEN R. GOODBARN DAVID K. MOSKOWITZ TOM A. ORTOLF C. MICHAEL SCHROEDER CARL E. VOGEL	Manage Manage Manage Manage Manage Manage Manage Manage Manage
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.		Manage
03	TO AMEND AND RESTATE THE 1999 STOCK INCENTIVE PLAN.		Manage
04	TO AMEND AND RESTATE THE 2001 NONEMPLOYEE DIRECTOR STOCK OPTION PLAN.		Manage
05	THE SHAREHOLDER PROPOSAL TO AMEND THE CORPORATION S EQUAL OPPORTUNITY POLICY.		Shareh
06	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.		Manage

MCI, INC. MCIP Contest
 Issuer: 552691 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	IN THEIR DISCRETION WITH RESPECT TO A POSTPONEMENT OR ADJOURNMENT TO PERMIT FURTHER SOLICITATION OF PROXIES FOR THE MERGER.	Manage
01	ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 14, 2005, AMONG VERIZON COMMUNICATIONS INC., ELI ACQUISITION, LLC AND MCI, INC., AS AMENDED AS OF MARCH 4, 2005, MARCH 29, 2005, AND MAY 1, 2005 AND AS MAY BE AMENDED FROM TIME TO TIME AND APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Manage

TELECOM CORPORATION OF NEW ZEALAND L NZT
 Issuer: 879278 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vot Cas
04	TO RE-ELECT MS. REDDY AS A DIRECTOR.	Management	For
03	TO RE-ELECT MR. BAINES AS A DIRECTOR.	Management	For

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

02	TO RE-ELECT DR. DEANE AS A DIRECTOR.	Management	For
01	TO AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.	Management	For

AMEGY BANCORPORATION, INC.		ABNK
Issuer: 02343R	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	PROPOSAL TO APPROVE THE PLAN OF MERGER CONTAINED IN THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 5, 2005, BY AND AMONG ZIONS BANCORPORATION, INDEPENDENCE MERGER COMPANY, INC., AND THE COMPANY.	Management
02	PROPOSAL TO APPROVE ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PLAN OF MERGER.	Management

KAMAN CORPORATION		KAMN
Issuer: 483548	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	TO APPROVE AND ADOPT AN AMENDMENT TO KAMAN CORPORATION S CERTIFICATE OF INCORPORATION WHEREBY EACH SHARE OF CLASS A NONVOTING COMMON STOCK WILL BE REDESIGNATED AS ONE SHARE OF COMMON STOCK , AND TO APPROVE AND ADOPT AN AMENDMENT WHEREBY EACH SHARE OF CLASS B VOTING COMMON STOCK WILL BE RECLASSIFIED INTO 3.58 SHARES OF COMMON STOCK, AS DESCRIBED IN THE STATEMENT.	Management

THE PROCTER & GAMBLE COMPANY		PG
Issuer: 742718	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
-----------------	----------	---------------

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

01	DIRECTOR			Manage
			BRUCE L. BYRNES	Manage
			SCOTT D. COOK	Manage
			CHARLES R. LEE	Manage
			W. JAMES MCNERNEY, JR.	Manage
			ERNESTO ZEDILLO	Manage
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM			Manage
03	APPROVE AMENDMENT TO AMENDED ARTICLES OF INCORPORATION AND CODE OF REGULATIONS TO ELIMINATE REFERENCES TO THE EXECUTIVE COMMITTEE			Manage
04	APPROVE AMENDMENT TO THE CODE OF REGULATIONS TO PROVIDE FOR THE ANNUAL ELECTION OF ALL DIRECTORS			Manage
05	SHAREHOLDER PROPOSAL NO. 1 - COMPLIANCE WITH ANIMAL TESTING POLICY			Shareh
06	SHAREHOLDER PROPOSAL NO. 2 - SELL THE COMPANY			Shareh
07	SHAREHOLDER PROPOSAL NO. 3 - POLITICAL CONTRIBUTIONS			Shareh

PETROKAZAKHSTAN INC. ISIN: PKZ
 Issuer: 71649P
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Propos Type
01	A SPECIAL RESOLUTION APPROVING THE ARRANGEMENT OF PETROKAZAKHSTAN INC. UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT. THE FULL TEXT OF THE ARRANGEMENT RESOLUTION IS SET OUT ON APPENDIX A TO THE MANAGEMENT INFORMATION CIRCULAR DATED SEPTEMBER 16, 2005 WITH RESPECT TO THE MEETING, AS SUCH ARRANGEMENT RESOLUTION MAY BE AMENDED OR VARIED AT THE MEETING.		Manage

TELSTRA CORPORATION LIMITED ISIN: TLS
 Issuer: 87969N
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
05C	TO RE-ELECT DIRECTOR: DONALD MCGAUCHIE	Management	For
05B	TO ELECT DIRECTOR: MERVYN VOGT	Management	For
05A	TO RE-ELECT DIRECTOR: CATHERINE LIVINGSTONE	Management	For
04	INCREASE IN DIRECTORS FEE POOL	Management	For
03	ADOPTION OF THE REMUNERATION REPORT	Management	For

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

 PANAMSAT HOLDING CORP PA
 Issuer: 69831Y ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	A PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT, DATED AS OF AUGUST 28, 2005, BY AND AMONG PANAMSAT HOLDING CORPORATION, INTELSAT (BERMUDA), LTD. AND PROTON ACQUISITION CORPORATION, PURSUANT TO WHICH, AMONG OTHER THINGS, PROTON ACQUISITION CORPORATION WILL MERGE WITH AND INTO PANAMSAT HOLDING CORPORATION.	Manage

 SARA LEE CORPORATION SLE
 Issuer: 803111 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR B. BARNES J.T. BATTENBERG III C. COKER J. CROWN W. DAVIS L. KOELLNER C. VAN LEDE I. PROSSER R. RIDGWAY R. THOMAS J. WARD	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS SARA LEE S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2006.	Manage
03	TO VOTE ON APPROVAL OF THE 2005 INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN.	Manage
04	TO VOTE ON A STOCKHOLDER PROPOSAL REGARDING SARA LEE S CODE OF CONDUCT.	Shareh
05	TO VOTE ON A STOCKHOLDER PROPOSAL REGARDING SARA LEE S SEVERANCE ARRANGEMENTS.	Shareh
06	TO VOTE ON A STOCKHOLDER PROPOSAL REGARDING SARA LEE S RIGHTS AGREEMENT.	Shareh

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

 EDISON SPA

Issuer: T3552V114

ISIN: IT0003152417

BLOCKI

SEDOL: 7513578, B06MTB3, 7519822

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V C
--------------------	----------	------------------	--------

*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 31 OCT 2005. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE ALSO BE ADVISED THAT YOUR	Non-Voting	Non-Vot
---	---	------------	---------

SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU.

1.	APPROVE TO STATE THE BOARD OF DIRECTORS MEMBERS NUMBER; APPOINT THE DIRECTORS AND THEIR CHAIRMAN AND APPROVE TO FIX THEIR TERM OF OFFICE AND THEIR EMOLUMENTS	Management	F
----	---	------------	---

 COMMERCIAL FEDERAL CORPORATION

Issuer: 201647

ISIN:

CFB

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Propos Type
--------------------	----------	------------------	----------------

I	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 13, 2005, BY AND AMONG THE CORPORATION, BANK OF THE WEST (BANK OF THE WEST) AND BEAR MERGER CO., INC. (MERGER SUB), PURSUANT TO WHICH MERGER SUB WILL BE MERGED WITH AND INTO THE CORPORATION (THE MERGER) AND EACH SHARE OF CORPORATION COMMON STOCK, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	
---	---	------------	--

II	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING OF STOCKHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL I.	Management	
----	---	------------	--

 ARCHER-DANIELS-MIDLAND COMPANY

Issuer: 039483

ISIN:

ADM

SEDOL:

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

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	ADOPT STOCKHOLDER S PROPOSAL NO. 1 (REPORT ON IMPACTS OF GENETICALLY ENGINEERED FOOD.)	Shareh
01	DIRECTOR	Manage
	G.A. ANDREAS	Manage
	A.L. BOECKMANN	Manage
	M.H. CARTER	Manage
	R.S. JOSLIN	Manage
	P.J. MOORE	Manage
	M.B. MULRONEY	Manage
	T.F. O'NEILL	Manage
	O.G. WEBB	Manage
	K.R. WESTBROOK	Manage

MBNA CORPORATION
 Issuer: 55262L
 ISIN: KRB

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	APPROVAL OF THE MERGER WITH BANK OF AMERICA CORPORATION	Manage
02	APPROVAL OF PROPOSAL TO ADJOURN THE MBNA SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES	Manage

HELLENIC TELECOMMUNICATIONS ORG. S.A
 Issuer: 423325
 ISIN: OTE

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	APPROVAL OF A PROPOSAL TO CANCEL STOCK OPTION PLANS, THAT WERE APPROVED BY SHAREHOLDERS DURING THE GENERAL SHAREHOLDER ASSEMBLIES OF 4/9/2001 AND 28/1/2002 RESPECTIVELY, THAT HAVE BEEN AVAILABLE TO ALL OTE DIRECTORS AND PERSONNEL AS WELL AS DIRECTORS OF COMPANIES AFFILIATED TO OTE.	Manage
02	DETERMINATION OF REMUNERATION PAYABLE TO THE CHAIRMAN AND THE MEMBERS OF THE AUDIT COMMITTEE AS WELL AS THE CHAIRMAN AND MEMBERS OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE, AS OF 1/7/2005.	Manage

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

 PETROCHINA COMPANY LIMITED
 Issuer: 71646E
 SEDOL:

ISIN:

PTR

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V
16	THE PROPOSED ANNUAL CAPS IN RESPECT OF THE PRODUCTS AND SERVICES TO BE PROVIDED BY THE GROUP TO CRMSC ARE HEREBY APPROVED	Management	F
15	THE PROPOSED ANNUAL CAPS OF EACH OF THE ONGOING CONNECTED TRANSACTIONS, AS SET OUT IN THE CIRCULAR BE AND ARE HEREBY APPROVED.	Management	F
14	THE ONGOING CONNECTED TRANSACTIONS, AS SET OUT IN THE CIRCULAR OF THE COMPANY, BE AND ARE HEREBY APPROVED.	Management	F
13	THE AGREEMENT DATED 1 SEPTEMBER 2005 ENTERED INTO BETWEEN THE COMPANY AND CHINA RAILWAY MATERIALS AND SUPPLIES CORPORATION (CRMSC) IN RELATION TO THE PROVISION OF CERTAIN PRODUCTS AND SERVICES (CRMSC PRODUCTS AND SERVICES AGREEMENT), A COPY OF WHICH HAS BEEN INITIALED BY THE CHAIRMAN AND FOR THE PURPOSE OF IDENTIFICATION, AS SET OUT IN THE CIRCULAR.	Management	F
12	THE AGREEMENT DATED 1 SEPTEMBER 2005 ENTERED INTO BETWEEN THE COMPANY AND CHINA NATIONAL PETROLEUM CORPORATION (CNPC) IN RELATION TO CERTAIN AMENDMENTS OF THE COMPREHENSIVE PRODUCTS AND SERVICES AGREEMENT, AS SET OUT IN THE CIRCULAR.	Management	F
11	THE APPOINTMENT OF MR. WU ZHIPAN AS AN INDEPENDENT SUPERVISOR TO TAKE EFFECT UPON THE CLOSE OF THIS MEETING, IS HEREBY APPROVED.	Management	F
10	THE APPOINTMENT OF MR. LI YONGWU AS AN INDEPENDENT SUPERVISOR TO TAKE EFFECT UPON THE CLOSE OF THIS MEETING, IS HEREBY APPROVED	Management	F
09	THE APPOINTMENT OF MR. WEN QINGSHAN AS A SUPERVISOR TO TAKE EFFECT UPON THE CLOSE OF THIS MEETING, IS HEREBY APPROVED	Management	F
01	DIRECTOR	Management	F
	MR. SU SHULIN	Management	F
	MR. GONG HUAZHANG	Management	F
	MR. WANG YILIN	Management	F
	MR. ZENG YUKANG	Management	F
	MR. JIANG FAN	Management	F
	MR. CHEE-CHEN TUNG	Management	F
	MR. LIU HONGRU	Management	F
08	THE APPOINTMENT OF MR. WANG FUCHENG AS A SUPERVISOR TO TAKE EFFECT UPON THE CLOSE OF THIS MEETING, IS HEREBY APPROVED	Management	F

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

 BRASCAN CORPORATION BAM
 Issuer: 10549P ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	TO CHANGE THE NAME OF THE CORPORATION TO BROOKFIELD ASSET MANAGEMENT INC.	Manage

 EYETECH PHARMACEUTICALS, INC. EYET
 Issuer: 302297 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF AUGUST 21, 2005, AMONG OSI PHARMACEUTICALS, INC., MERGER EP CORPORATION, A WHOLLY-OWNED SUBSIDIARY OF OSI, AND EYETECH (THE MERGER AGREEMENT), A COPY OF WHICH IS ATTACHED AS ANNEX A TO THE PROXY STATEMENT/PROSPECTUS.	Manage
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE MERGER AGREEMENT.	Manage

 DELTA NATURAL GAS COMPANY, INC. DGAS
 Issuer: 247748 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR GLENN R. JENNINGS LEWIS N. MELTON ARTHUR E. WALKER, JR.	Manage Manage Manage

 CAMPBELL SOUP COMPANY CPB

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

Issuer: 134429
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	JOHN F. BROCK	Management
	EDMUND M. CARPENTER	Management
	PAUL R. CHARRON	Management
	DOUGLAS R. CONANT	Management
	BENNETT DORRANCE	Management
	KENT B. FOSTER	Management
	HARVEY GOLUB	Management
	RANDALL W. LARRIMORE	Management
	PHILIP E. LIPPINCOTT	Management
	MARY ALICE D. MALONE	Management
	SARA MATHEW	Management
	DAVID C. PATTERSON	Management
	CHARLES R. PERRIN	Management
	A. BARRY RAND	Management
	GEORGE STRAWBRIDGE, JR.	Management
	LES C. VINNEY	Management
	CHARLOTTE C. WEBER	Management
03	APPROVAL OF THE 2005 LONG-TERM INCENTIVE PLAN	Management
02	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management

THE READER'S DIGEST ASSOCIATION, INC
 Issuer: 755267
 SEDOL:

ISIN:

RDA

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	LEE CAUDILL	Management
	WALTER ISAACSON	Management
	JOHN T. REID	Management
	THOMAS O. RYDER	Management
02	APPROVAL OF THE 2005 KEY EMPLOYEE LONG TERM INCENTIVE PLAN.	Management
03	APPROVAL OF THE BUSINESS CRITERIA, MAXIMUM AMOUNT AND ELIGIBLE EMPLOYEES FOR AWARDS UNDER THE SENIOR MANAGEMENT INCENTIVE PLAN.	Management
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL 2006.	Management

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

BHP BILLITON LIMITED
 Issuer: 088606
 SEDOL:

ISIN:

BHP

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
20	TO APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC.	Manage
19	TO APPROVE THE GRANT OF AWARDS TO MR M SALAMON UNDER THE GIS AND THE LTIP.	Manage
18	TO APPROVE THE GRANT OF AWARDS OF MR C W GOODYEAR UNDER THE GIS AND THE LTIP.	Manage
17	TO APPROVE THE REMUNERATION REPORT.	Manage
16	TO APPROVE THE RE-PURCHASE OF SHARES IN BHP BILLITON PLC.	Manage
15	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC.	Manage
14	TO RENEW THE GENERAL AUTHORITY TO ALLOT SHARES IN BHP BILLITON PLC.	Manage
13	TO RE-APPOINT AUDITORS OF BHP BILLITON PLC.	Manage
03	DIRECTOR	Manage
		MR C A S CORDEIRO* Manage MR C A S CORDEIRO** Manage HON. E G DE PLANQUE* Management For For HON. E G DE PLANQUE** Management For For MR D A CRAWFORD* Manage MR D A CRAWFORD** Manage DR D A L JENKINS* Manage DR D A L JENKINS** Manage MR M SALAMON* Manage MR M SALAMON** Manage
02	TO RECEIVE THE FINANCIAL STATEMENTS AND REPORTS OF BHP BILLITON LIMITED.	Manage
01	TO RECEIVE THE FINANCIAL STATEMENTS AND REPORTS OF BHP BILLITON PLC.	Manage
21	TO APPROVE THE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LIMITED.	Manage

FRONTLINE LTD.
 Issuer: G3682E
 SEDOL:

ISIN:

FRO

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
-----------------	----------	-------------

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

01	TO RE-ELECT JOHN FREDRIKSEN AS A DIRECTOR OF THE COMPANY.	Manage
02	TO RE-ELECT TOR OLAV TROIM AS A DIRECTOR OF THE COMPANY.	Manage
03	TO RE-ELECT KATE BLANKENSHIP AS A DIRECTOR OF THE COMPANY.	Manage
04	TO RE-ELECT AS A DIRECTOR OF THE COMPANY, FRIXOS SAVVIDES, WHO WAS APPOINTED TO FILL A VACANCY AND, BEING ELIGIBLE, OFFERED HIMSELF FOR RE-ELECTION.	Manage
05	TO APPOINT PRICEWATERHOUSECOOPERS DA OF OSLO, NORWAY AS AUDITORS AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION.	Manage
06	TO TRANSACT OTHER SUCH BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.	Manage

SHIP FINANCE INTERNATIONAL LIMITED		SFL
Issuer: G81075	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	TO RE-ELECT PAUL LEAND JR. AS A DIRECTOR OF THE COMPANY.	Manage
02	TO RE-ELECT TOR OLAV TROIM AS A DIRECTOR OF THE COMPANY.	Manage
03	TO RE-ELECT KATE BLANKENSHIP AS A DIRECTOR OF THE COMPANY.	Manage
04	TO APPOINT MOORE STEPHENS, P.C. AS AUDITORS AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION.	Manage
05	TO TRANSACT OTHER SUCH BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.	Manage

ACTION PERFORMANCE COMPANIES, INC.		ATN
Issuer: 004933	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 29, 2005, BY AND AMONG INTERNATIONAL SPEEDWAY CORPORATION, SPEEDWAY MOTORSPORTS, INC., SMISC, LLC, MOTORSPORTS AUTHENTICS, INC. AND ACTION PERFORMANCE.	Manage

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

 THE LIBERTY CORPORATION LC
 Issuer: 530370 ISIN:
 SEDOL: -----

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AUGUST 25, 2005, AS AMENDED, AMONG THE LIBERTY CORPORATION, RAYCOM MEDIA, INC., A DELAWARE CORPORATION AND RL123, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF RAYCOM, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Manage

 YORK INTERNATIONAL CORPORATION YRK
 Issuer: 986670 ISIN:
 SEDOL: -----

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO APPROVE ANY PROPOSAL TO POSTPONE OR ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSAL 1 IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES FOR APPROVAL OF PROPOSAL 1 AT THE MEETING.	Manage
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 24, 2005, AMONG JOHNSON CONTROLS, INC., YJC ACQUISITION CORP. AND YORK INTERNATIONAL CORPORATION.	Manage

 EDISON SPA BLOCKI
 Issuer: T3552V114 ISIN: IT0003152417
 SEDOL: 7513578, B06MTB3, 7519822 -----

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V C
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 14 DEC 2005 (AND A THIRD CALL ON 15 DEC 2005).	Non-Voting	Non-Vot

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

CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU

- | | | | |
|----|--|------------|---|
| 1. | AMEND ARTICLES OF THE BY-LAWS: 7 BONDS , 9 MEETING CALLING , 11 MEETING AND RESOLUTIONS VALIDITY , 12 CHAIRMANSHIP AND MEETING , 14 BOARD OF DIRECTORS , 16 OFFICES AND COMMITTEES , 17 POWERS , 18 BOARD OF DIRECTORS MEETINGS AND RESOLUTIONS , 20 DELEGATION AND 21 INTERNAL AUDITORS | Management | F |
|----|--|------------|---|

SPINNAKER EXPLORATION COMPANY		SKE
Issuer: 84855W	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND SPINNAKER DETERMINES THAT SUCH AN ADJOURNMENT IS APPROPRIATE.	Manage
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 18, 2005, AMONG NORSK HYDRO ASA, A PUBLIC LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE KINGDOM OF NORWAY, NORSK HYDRO E&P AMERICAS, L.P., A DELAWARE LIMITED PARTNERSHIP AND A WHOLLY OWNED SUBSIDIARY OF NORSK HYDRO ASA, HARALD ACQUISITION CORP., AS DESCRIBED IN PROXY STATEMENT.	Manage

IDX SYSTEMS CORPORATION		IDX
Issuer: 449491	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	APPROVAL OF ADJOURNMENTS OR POSTPONEMENTS 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 MEETING TO APPROVE THE MERGER AGREEMENT.	Manage

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

01 APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, Manage
 DATED AS OF SEPTEMBER 28, 2005, BY AND AMONG GENERAL ELECTRIC
 COMPANY, IGLOO ACQUISITION CORPORATION AND IDX SYSTEMS CORPORATION.

 MAYTAG CORPORATION MYG
 Issuer: 578592 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

02	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OF STOCKHOLDERS OR ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING OF STOCKHOLDERS, INCLUDING ANY PROCEDURAL MATTERS INCIDENT TO THE CONDUCT OF THE MEETING OF STOCKHOLDERS, SUCH AS THE APPROVAL OF ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE.	Manage
----	--	--------

01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 22, 2005, BY AND AMONG WHIRLPOOL CORPORATION, WHIRLPOOL ACQUISITION CO., AND MAYTAG CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME.	Manage
----	---	--------

 THE COCA-COLA COMPANY KO
 Issuer: 191216 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	I WOULD LIKE TO OPT OUT OF RECEIVING THE COCA-COLA COMPANY S SUMMARY ANNUAL REPORT IN THE MAIL.	Manage
----	---	--------

 LA QUINTA CORPORATION LQI
 Issuer: 50419U ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 9, 2005, BY AND AMONG LODGE HOLDINGS INC., LODGE ACQUISITION I INC., LODGE ACQUISITION	Manage
----	--	--------

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

II INC., LA QUINTA CORPORATION AND LA QUINTA
PROPERTIES, INC.

GOLD BANC CORPORATION, INC.	ISIN:	GLDB
Issuer: 379907		
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 9, 2005, AS AMENDED, BY AND BETWEEN MARSHALL & ILSLEY CORPORATION AND GOLD BANC CORPORATION, INC., INCLUDING THE PLAN OF MERGER CONSTITUTING A PART THEREOF, AND THE MERGER OF GOLD BANC CORPORATION, INC. WITH AND INTO MARSHALL & ILSLEY CORPORATION CONTEMPLATED BY THAT AGREEMENT.	Manage
----	--	--------

REEBOK INTERNATIONAL LTD.	ISIN:	RBK
Issuer: 758110		
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

02	TO GRANT THE PERSONS NAMED AS PROXIES DISCRETIONARY AUTHORITY TO VOTE TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SATISFY THE CONDITIONS TO COMPLETING THE MERGER AS SET FORTH IN THE AGREEMENT AND PLAN OF MERGER, INCLUDING FOR THE PURPOSE OF SOLICITING PROXIES TO VOTE IN FAVOR OF THE AGREEMENT AND PLAN OF MERGER.	Manage
----	--	--------

01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER (THE AGREEMENT AND PLAN OF MERGER), DATED AS OF AUGUST 2, 2005, AMONG ADIDAS-SALOMON AG, RUBY MERGER CORPORATION, A WHOLLY-OWNED SUBSIDIARY OF ADIDAS-SALOMON AG, AND REEBOK INTERNATIONAL LTD, PURSUANT TO WHICH RUBY MERGER CORPORATION WILL BE MERGED WITH AND INTO REEBOK INTERNATIONAL LTD. (THE MERGER).	Manage
----	--	--------

ASHLAND INC.	ISIN:	ASH
Issuer: 044209		

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

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		ROGER W. HALE PATRICK F. NOONAN GEORGE A. SCHAEFER, JR.	Management Management Management
02	RATIFICATION OF ERNST & YOUNG AS INDEPENDENT AUDITORS FOR FISCAL 2006.		Management
03	APPROVAL OF THE 2006 ASHLAND INC. INCENTIVE PLAN.		Management

THE LACLEDE GROUP, INC.

Issuer: 505597

SEDOL:

ISIN:

LG

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
03	TO APPROVE THE LACLEDE GROUP ANNUAL INCENTIVE PLAN		Management
04	TO APPROVE THE LACLEDE GROUP 2006 EQUITY INCENTIVE PLAN		Management
05	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2006		Management
01	DIRECTOR		Management
		ARNOLD W. DONALD WILLIAM E. NASSER	Management Management Management
02	TO AMEND THE ARTICLES OF INCORPORATION TO REDUCE THE MINIMUM SIZE OF THE BOARD FROM NINE TO SEVEN		Management

VINTAGE PETROLEUM, INC.

Issuer: 927460

SEDOL:

ISIN:

VPI

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF		Management

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

02 MERGER DATED AS OF OCTOBER 13, 2005, AMONG VINTAGE PETROLEUM, INC., OCCIDENTAL PETROLEUM CORPORATION AND OCCIDENTAL TRANSACTION 1, LLC, PROVIDING FOR THE MERGER OF VINTAGE INTO OCCIDENTAL TRANSACTION 1, LLC, A WHOLLY OWNED SUBSIDIARY OF OCCIDENTAL PETROLEUM CORPORATION. TO APPROVE POSTPONEMENTS OR ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES. Manage

HILTON GROUP PLC

Issuer: G45098103

ISIN: GB0005002547

SEDOL: B02SV75, 5474752, 0500254

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V C
1.	APPROVE THE DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF LADBROKES GROUP INTERNATIONAL LUXEMBOURG S.A. AND LADBROKES HOTELS USA CORPORATION AND THE TRANSFER OF THE ASSOCIATED CONTRACTS AS SPECIFIED THE CIRCULAR ON THE TERMS AND SUBJECT TO THE CONDITIONS OF A DISPOSAL AGREEMENT DATED 29 DEC 2005 BETWEEN, INTERALIA, I) THE COMPANY; AND II) HHC THE DISPOSAL AGREEMENT AS SPECIFIED; AUTHORIZE THE INDEPENDENT DIRECTORS FOR THE PURPOSES OF CHAPTER 10 OF THE LISTING RULES OF THE UK LISTING AUTHORITY AND GENERALLY, AS SPECIFIED TO CONCLUDE AND IMPLEMENT THE DISPOSAL AGREEMENT IN ACCORDANCE WITH ITS TERMS AND CONDITIONS AND TO MAKE SUCH NON MATERIAL MODIFICATIONS, VARIATIONS, WAIVERS AND EXTENSIONS OF ANY OF THE TERMS OF THE DISPOSAL AGREEMENT AND ANY OTHER DOCUMENTS CONNECTED WITH SUCH TRANSACTION AND ARRANGEMENTS	Management	
S.2	APPROVE, SUBJECT TO PASSING OF RESOLUTION 1 AND COMPLETION OF THE DISPOSAL AGREEMENT, THE NAME OF THE COMPANY BE CHANGED TO LADBROKES PLC	Management	

GUIDANT CORPORATION

Issuer: 401698

ISIN:

GDT

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type	Manag
01	TO APPROVE THE AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER DATED AS OF NOVEMBER 14, 2005, WHICH AMENDED AND RESTATED THE AGREEMENT AND PLAN OF MERGER DATED AS OF DECEMBER 15, 2004, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS.		

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

 SIEBEL SYSTEMS, INC. SEBL
 Issuer: 826170 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	ADOPTION OF THE MERGER AGREEMENT.	Manage
02	APPROVAL OF A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT.	Manage

 SCIENTIFIC-ATLANTA, INC. SFA
 Issuer: 808655 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	THE PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 18, 2005, AMONG CISCO SYSTEMS, INC., A CALIFORNIA CORPORATION, COLUMBUS ACQUISITION CORP., A GEORGIA CORPORATION AND WHOLLY OWNED SUBSIDIARY OF CISCO, AND SCIENTIFIC-ATLANTA, INC., A GEORGIA CORPORATION.	Manage
02	THE PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE APPROVAL OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Manage

 ATMOS ENERGY CORPORATION ATO
 Issuer: 049560 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	RICHARD W. CARDIN	Manage
	THOMAS C. MEREDITH	Manage
	NANCY K. QUINN	Manage

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

STEPHEN R. SPRINGER
RICHARD WARE II

Manage
Manage

MICROMUSE INC.
Issuer: 595094

ISIN:

MUSE

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
05	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2006.	Manage
04	TO APPROVE THE MICROMUSE INC. 2006 STOCK INCENTIVE PLAN.	Manage
03	DIRECTOR	Manage
		JOHN C. BOLGER MICHAEL E.W. JACKSON KATHLEEN M.H. WALLMAN
02	TO ADJOURN OR POSTPONE THE SPECIAL MEETING OF SHAREHOLDERS TO A LATER DATE IN ORDER TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Manage
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER AMONG INTERNATIONAL BUSINESS MACHINES CORPORATION, ROOSTER ACQUISITION CORP. AND MICROMUSE INC.	Manage

BEVERLY ENTERPRISES, INC.
Issuer: 087851
SEDOL:

ISIN:

BEV

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 16, 2005, AS AMENDED AS OF AUGUST 23, 2005, SEPTEMBER 22, 2005, NOVEMBER 20, 2005 AND DECEMBER 20, 2005, BY AND AMONG BEVERLY ENTERPRISES, INC., PEARL SENIOR CARE, INC., PSC SUB, INC., AND GEARY PROPERTY HOLDINGS, LLC.	Manage
02	AUTHORIZATION OF THE PROXIES TO VOTE IN THEIR DISCRETION WITH RESPECT TO THE APPROVAL OF ANY PROPOSAL TO POSTPONE OR ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE APPROVAL AND ADOPTION OF THE MERGER	Manage

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

03 AGREEMENT IF THERE ARE NOT SUFFICIENT VOTES FOR APPROVAL AND
ADOPTION OF THE MERGER AGREEMENT AT THE SPECIAL MEETING.
AUTHORIZATION OF THE PROXIES TO VOTE ON SUCH
OTHER MATTERS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY
ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING.

Manage

INGLES MARKETS, INCORPORATED
Issuer: 457030
SEDOL:

ISIN:

IMKTA

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

01 DIRECTOR

Manage

FRED D. AYERS
JOHN O. POLLARD

Manage
Manage

NATIONAL FUEL GAS COMPANY
Issuer: 636180
SEDOL:

ISIN:

NFG

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

01 DIRECTOR

Manage

R. DON CASH*
Management For
For GEORGE L.
MAZANEC*
Management For
For
JOHN F. RIORDAN**

02 APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS
THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING
FIRM.

Manage
Manage

03 ADOPTION OF, IF PRESENTED AT THE MEETING, A SHAREHOLDER
PROPOSAL.

Shareh

DEERE & COMPANY
Issuer: 244199
SEDOL:

ISIN:

DE

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2006.	Management
02	APPROVAL OF THE AMENDMENT OF THE JOHN DEERE OMNIBUS EQUITY AND INCENTIVE PLAN.	Management
01	DIRECTOR	Management
	CRANDALL C. BOWLES VANCE D. COFFMAN ARTHUR L. KELLY THOMAS H. PATRICK	Management Management Management Management

PEOPLES ENERGY CORPORATION
 Issuer: 711030
 SEDOL:
 ISIN: PGL

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	K.E. BAILEY J.R. BORIS W.J. BRODSKY P.S.J. CAFFERTY D.S. FERGUSON J.W. HIGGINS D.C. JAIN M.E. LAVIN H.J. LIVINGSTON T.M. PATRICK R.P. TOFT	Management Management Management Management Management Management Management Management Management Management
02	TO RATIFY THE APPOINTMENT OF DELOITTE AND TOUCHE LLP AS THE INDEPENDENT PUBLIC ACCOUNTANTS.	Management

ENDESA SA, MADRID
 Issuer: E41222113
 SEDOL: 4315368, 5285501, 5788806, B0389N6, 2615424, 5271782
 ISIN: ES0130670112

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
*	PLEASE NOTE THAT THE MEETING HELD ON 24 FEB 2006	Non-Voting Non-Voting

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

HAS BEEN POSTPONED AND THAT THE SECOND CONVOCATION WILL BE HELD ON 25 FEB 2006. PLEASE ALSO NOTE THE NEW CUTOFF DATE IS 16 FEB 2006. IF YOU HAVE ALREADY SENT YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

- * PLEASE NOTE THAT THIS IS AN ANNUAL GENERAL MEETING. Non-Voting Non-Vo
PLEASE ALSO BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ENDESA, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: HTTP://WWW.ENDESA.ES
1. EXAMINATION AND APPROVAL, AS THE CASE MAY BE, Management For
*Management Position Unknown OF THE ANNUAL ACCOUNTS (BALANCE SHEET, INCOME STATEMENT AND ANNUAL REPORT) AND OF THE MANAGEMENT REPORT OF THE COMPANY AND ITS CONSOLIDATED GROUP, FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005, AS WELL AS OF THE CORPORATE MANAGEMENT DURING SAID FISCAL YEAR. TO APPROVE THE ANNUAL ACCOUNTS (BALANCE SHEET, INCOME STATEMENT AND ANNUAL REPORT) OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005, AS WELL AS THE CORPORATE MANAGEMENT FOR THE SAID FISCAL YEAR.
2. APPLICATION OF FISCAL YEAR EARNINGS AND DIVIDEND Management Fo
DISTRIBUTION. TO APPROVE THE APPLICATION OF THE FISCAL YEAR EARNINGS AND DIVIDEND DISTRIBUTION PROPOSED BY THE BOARD OF DIRECTORS, IN SUCH A MANNER THAT THE PROFIT FOR FISCAL YEAR 2005, AMOUNTING TO 2.976.834.460,45 EUROS, TOGETHER WITH THE RETAINED EARNINGS FROM FISCAL YEAR 2004, AMOUNTING TO 212.964.366,22 EUROS, AND WHICH ADD UP TO A TOTAL OF 3.189.798.826,67 EUROS, IS DISTRIBUTED AS FOLLOWS: - TO DIVIDEND (MAXIMUM AMOUNT TO BE DISTRIBUTED PERTAINING TO 2,40 EUROS/SHARE FOR ALL 1,058,752,117 SHARES) 2.541.005.080,80 EUROS - TO RETAINED EARNINGS 648.793.745,87 EUROS TOTAL 3.189.798.826,67 EUROS IT IS EXPRESSLY RESOLVED TO PAY THE SHARES ENTITLED TO DIVIDENDS, THE GROSS SUM OF 2,40 EUROS PER

SHARE. THE DIVIDEND PAYMENT SHALL BE MADE AS FROM 3RD OF JULY, 2006, THROUGH THE BANKS AND FINANCIAL INSTITUTIONS TO BE ANNOUNCED AT THE APPROPRIATE TIME, DEDUCTING FROM THE AMOUNT THEREOF THE GROSS SUM OF 0.3050 EUROS PER SHARE, PAID AS AN INTERIM DIVIDEND ON JANUARY 2, 2006 BY VIRTUE OF A RESOLUTION OF THE BOARD OF DIRECTORS DATED NOVEMBER 15, 2005.
3. APPOINTMENT OF AUDITORS FOR THE COMPANY AND ITS Management Fo
CONSOLIDATED GROUP. TO APPOINT AS AUDITORS FOR FISCAL YEAR 2006 THE PRESENT EXTERNAL AUDITOR DELOITTE S.L., FOR BOTH ENDESA, S.A. AS WELL AS FOR ITS CONSOLIDATED GROUP. TO CONTRACT WITH THE SAID COMPANY THE EXTERNAL AUDIT OF THE ACCOUNTS OF ENDESA, S.A. AND OF ITS CONSOLIDATED GROUP, FOR FISCAL YEAR 2006, DELEGATING TO THE BOARD OF DIRECTORS, IN THE BROADEST TERMS, THE DETERMINATION OF THE FURTHER CONDITIONS OF THIS CONTRACTING.
4. AUTHORIZATION FOR THE COMPANY AND ITS SUBSIDIARIES Management Fo
TO BE ABLE TO ACQUIRE TREASURY STOCK IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 75 AND ADDITIONAL PROVISION ONE OF

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

THE SPANISH CORPORATIONS LAW (LEY DE SOCIEDADES ANONIMAS). TO REVOKE AND MAKE VOID, AS TO THE UNUSED PORTION, THE AUTHORIZATION FOR THE DERIVATIVE ACQUISITION OF TREASURY STOCK, GRANTED BY THE ANNUAL GENERAL SHAREHOLDERS MEETING HELD ON MAY 27, 2005. TO ONCE AGAIN AUTHORIZE THE DERIVATIVE ACQUISITION OF TREASURY STOCK, AS WELL AS THE PRE-EMPTIVE RIGHTS OF FIRST REFUSAL IN RESPECT THERETO, IN ACCORDANCE WITH ARTICLE 75 OF THE SPANISH CORPORATIONS LAW (LEY DE SOCIEDADES ANONIMAS), UNDER THE FOLLOWING CONDITIONS: A) ACQUISITIONS MAY BE MADE THROUGH ANY MEANS LEGALLY ACCEPTED, EITHER DIRECTLY BY ENDESA, S.A. ITSELF, BY THE COMPANIES OF ITS GROUP, OR BY AN INTERMEDIARY PERSON, UP TO THE MAXIMUM FIGURE PERMITTED BY LAW. B) ACQUISITIONS SHALL BE MADE AT A MINIMUM PRICE PER SHARE OF THE PAR VALUE AND A MAXIMUM EQUAL TO THEIR TRADING VALUE PLUS AN ADDITIONAL 5%. C) THE DURATION OF THIS AUTHORIZATION SHALL BE 18 MONTHS. SUCH ACQUISITION MAY ONLY BE MADE ONCE THE RESULT OF THE PUBLIC TAKEOVER BID BY GAS NATURAL, SDG, S.A. FOR ENDESA S SHARES IS PUBLISHED, OR, AS THE CASE MAY BE, WHEN THE TAKEOVER BID IS RENDERED INEFFECTIVE FOR ANY CAUSE (OR ANY OTHER COMPETING BID THAT MAY BE TENDERED), ALL CONFORMITY WITH THE APPLICABLE SECURITIES LAWS AND REGULATION

5. AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE Management Fo
EXECUTION, IMPLEMENTATION AND CORRECTION, AS
THE CASE MAY BE, OF THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING,
AS WELL AS TO SUBSTITUTE THE AUTHORITIES IT RECEIVES FROM THE
GENERAL MEETING, AND GRANTING OF AUTHORITIES FOR PROCESSING THE SAID
RESOLUTIONS AS A PUBLIC INSTRUMENT.

1. TO DELEGATE TO THE COMPANY S BOARD OF DIRECTORS THE BROADEST
AUTHORITIES TO ADOPT SUCH RESOLUTIONS AS MAY BE NECESSARY OR
APPROPRIATE FOR THE EXECUTION, IMPLEMENTATION, EFFECTIVENESS AND
SUCCESSFUL CONCLUSION OF THE GENERAL MEETING RESOLUTIONS AND, IN
PARTICULAR, FOR THE FOLLOWING ACTS, WITHOUT LIMITATION: (I) CLARIFY,
SPECIFY AND COMPLETE THE RESOLUTIONS OF THIS GENERAL MEETING AND
RESOLVE SUCH DOUBTS OR ASPECTS AS ARE PRESENTED, REMEDYING AND
COMPLETING SUCH DEFECTS OR OMISSIONS AS MAY PREVENT OR IMPAIR THE
EFFECTIVENESS OR REGISTRATION OF THE PERTINENT RESOLUTIONS; (II)
EXECUTE SUCH PUBLIC AND/OR PRIVATE DOCUMENTS AND CARRY OUT SUCH

ACTS, LEGAL BUSINESSES, CONTRACTS, DECLARATIONS AND TRANSACTIONS AS
MAY BE NECESSARY OR APPROPRIATE FOR THE EXECUTION AND IMPLEMENTATION
OF THE RESOLUTIONS ADOPTED AT THIS GENERAL MEETING; AND (III)
DELEGATE, IN TURN, TO THE EXECUTIVE COMMITTEE OR TO ONE OR MORE
DIRECTORS, WHO MAY ACT SEVERALLY AND INDISTINCTLY, THE POWERS
CONFERRED IN THE PRECEDING PARAGRAPHS. 2. TO EMPOWER THE CHAIRMAN OF
THE BOARD OF DIRECTORS, MR. MANUEL PIZARRO MORENO, THE CHIEF
EXECUTIVE OFFICER (CEO) MR. RAFAEL MIRANDA ROBREDO AND THE SECRETARY
OF THE BOARD OF DIRECTORS AND SECRETARY GENERAL MR. SALVADOR MONTEJO
VELILLA, IN ORDER THAT, ANY OF THEM, INDISTINCTLY, MAY: (I) CARRY
OUT SUCH ACTS, LEGAL BUSINESSES, CONTRACTS AND TRANSACTIONS AS MAY
BE APPROPRIATE IN ORDER TO REGISTER THE PRECEDING RESOLUTIONS WITH
THE MERCANTILE REGISTRY, INCLUDING, IN PARTICULAR, INTER ALIA, THE
POWERS TO APPEAR BEFORE A NOTARY PUBLIC IN ORDER TO EXECUTE THE
PUBLIC DEEDS OR NOTARIAL RECORDS WHICH ARE NECESSARY OR APPROPRIATE
FOR SUCH PURPOSE, TO PUBLISH THE PERTINENT LEGAL NOTICES AND
FORMALIZE ANY OTHER PUBLIC OR PRIVATE DOCUMENTS WHICH MAY BE
NECESSARY OR APPROPRIATE FOR THE REGISTRATION OF SUCH RESOLUTIONS,
WITH THE EXPRESS POWER TO REMEDY THEM, WITHOUT ALTERING THEIR
NATURE, SCOPE OR MEANING; AND (II) APPEAR BEFORE THE COMPETENT
ADMINISTRATIVE AUTHORITIES, IN PARTICULAR, THE MINISTRIES OF ECONOMY

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

AND FINANCE AND INDUSTRY, TOURISM AND COMMERCE, AS WELL AS BEFORE OTHER AUTHORITIES, ADMINISTRATIONS AND INSTITUTIONS, ESPECIALLY THE SPANISH SECURITIES MARKET COMMISSION (COMISION NACIONAL DEL MERCADO DE VALORES), THE SECURITIES EXCHANGE GOVERNING COMPANIES AND ANY OTHER WHICH MAY BE COMPETENT IN RELATION TO ANY OF THE RESOLUTIONS ADOPTED, IN ORDER TO CARRY OUT THE NECESSARY FORMALITIES AND ACTIONS FOR THE MOST COMPLETE IMPLEMENTATION AND EFFECTIVENESS THEREOF.

ANTEON INTERNATIONAL CORPORATION		ANT
Issuer: 03674E	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
02	GRANTING DISCRETIONARY AUTHORITY TO THE PROXIES NAMED HEREIN TO VOTE FOR THE ADJOURNMENT OF THE SPECIAL MEETING FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL NO. 1.	Manage
01	THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED DECEMBER 13, 2005, BY AND AMONG GENERAL DYNAMICS CORPORATION, A DELAWARE CORPORATION, AVENGER ACQUISITION CORPORATION, A DELAWARE CORPORATION AND AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF GENERAL DYNAMICS AND ANTEON, INCLUDING THE APPROVAL OF THE MERGER, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Manage

CINERGY CORP.		CIN
Issuer: 172474	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	ADOPTION OF THE MERGER AGREEMENT AND APPROVAL OF THE MERGERS.	Manage

DUKE ENERGY CORPORATION		DUK
Issuer: 264399	ISIN:	
SEDOL:		

Vote Group: GLOBAL

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

Proposal Number	Proposal	Proposal Type
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER AND THE MERGERS.	Management

THE WALT DISNEY COMPANY
 Issuer: 254687
 SEDOL:
 ISIN: DIS

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	JOHN E. BRYSON	Management
	JOHN S. CHEN	Management
	JUDITH L. ESTRIN	Management
	ROBERT A. IGER	Management
	FRED H. LANGHAMMER	Management
	AYLWIN B. LEWIS	Management
	MONICA C. LOZANO	Management
	ROBERT W. MATSCHULLAT	Management
	GEORGE J. MITCHELL	Management
	LEO J. O'DONOVAN, S.J.	Management
	JOHN E. PEPPER, JR.	Management
	ORIN C. SMITH	Management
	GARY L. WILSON	Management
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S REGISTERED PUBLIC ACCOUNTANTS FOR 2006.	Management
03	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO GREENMAIL.	Shareholder
04	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO CHINA LABOR STANDARDS.	Shareholder

FIFTH THIRD BANCORP
 Issuer: 316773
 SEDOL:
 ISIN: FITB

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
03	PROPOSAL TO AMEND ARTICLE III, SECTION 1 OF THE CODE OF REGULATIONS TO PROVIDE FOR THE ANNUAL	Management

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

02	ELECTION OF ALL DIRECTORS. PROPOSAL TO REMOVE ARTICLE III, SECTION 18 FROM THE CODE OF REGULATIONS TO ELIMINATE THE SUPER-MAJORITY VOTING PROVISIONS CONTAINED IN SUCH SECTION.	Manage
01	DIRECTOR	Manage Manage Manage Manage Manage
05	PROPOSAL TO APPROVE THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR 2006.	Manage
04	PROPOSAL TO ADOPT THE AMENDED AND RESTATED FIFTH THIRD BANCORP 1993 STOCK PURCHASE PLAN AND THE ISSUANCE OF UP TO AN ADDITIONAL 1,500,000 SHARES OF COMMON STOCK THEREUNDER.	Manage

LADBROKES PLC

Issuer: G5337D115

ISIN: GB0005002547

SEDOL: 0500254, B02SV75, 5474752

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type

1.	DECLARE, SUBJECT TO FILING SUCH INTERIM ACCOUNTS WITH THE REGISTRAR OF COMPANIES AS ARE NECESSARY LAWFULLY TO PAY SUCH DIVIDEND AND SUBJECT TO, AND CONDITIONAL ON, THE PASSING OF RESOLUTION 5, A FINAL DIVIDEND OF 6.6 PENCE PER EXISTING ORDINARY SHARE OF 10 PENCE IN THE CAPITAL OF THE COMPANY EXISTING ORDINARY SHARE FOR PAYMENT ON 25 APR 2006 OR SUCH OTHER DATE AS THE DIRECTORS MAY DETERMINE TO ORDINARY SHAREHOLDERS ON THE REGISTER OF MEMBERS, OR, IN RESPECT OF NEWLY ISSUED ORDINARY SHARES, ENTITLED TO BE ON THE REGISTER OF MEMBERS	Management
2.	DECLARE, SUBJECT TO FILING SUCH INTERIM ACCOUNTS WITH THE REGISTRAR OF COMPANIES AS ARE NECESSARY LAWFULLY TO PAY SUCH DIVIDEND AND SUBJECT TO, AND CONDITIONAL UPON, THE PASSING OF RESOLUTIONS 3 AND S.5, A SPECIAL DIVIDEND OF 233.4 PENCE PER EXISTING ORDINARY SHARE IN ISSUE FOR THE PAYMENT ON 25 APR 2006 OR SUCH OTHER DATE AS THE DIRECTORS MAY DETERMINE TO SHAREHOLDERS ON THE REGISTER OF MEMBERS, OR, IN RESPECT OF NEWLY ISSUED ORDINARY SHARES, ENTITLED TO BE ON THE REGISTER OF MEMBERS	Management
3.	APPROVE, SUBJECT TO AND CONDITIONAL UPON THE PASSING OF RESOLUTIONS 2 AND S.5, AND UPON THE ADMISSION OF THE NEW ORDINARY SHARES TO THE OFFICIAL LIST OF THE UK LISTING AUTHORITY AND THE ADMISSION TO THE TRADING ON THE LONDON STOCK EXCHANGE, TO: A) TO SUB-DIVIDE EACH ISSUED AND AUTHORIZED BUT UNISSUED EXISTING ORDINARY SHARE INTO 6 ORDINARY SHARES OF 1 2/3RD PENCE EACH IN THE CAPITAL OF THE COMPANY INTERMEDIATE ORDINARY SHARES ; B) TO CONSOLIDATE EVERY 17 ISSUED INTERMEDIATE ORDINARY SHARES INTO 1 NEW ORDINARY SHARE OF 28 1/3RD PENCE EACH IN THE CAPITAL OF THE COMPANY NEW ORDINARY SHARES ON TERMS THAT THE DIRECTORS ARE EMPOWERED TO	Management

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

DEAL WITH THE FRACTIONAL ENTITLEMENTS IN ACCORDANCE WITH THE COMPANY S ARTICLES OF ASSOCIATION; AND C) TO CONSOLIDATE EVERY 17 OF THE AUTHORIZED BUT UNISSUED INTERMEDIATE ORDINARY SHARES INTO 1 AUTHORIZED BUT UNISSUED NEW ORDINARY SHARE

S.4	AUTHORIZE THE COMPANY, SUBJECT TO AND CONDITIONAL UPON THE PASSING OF RESOLUTIONS 2 AND S.5, TO MAKE MARKET PURCHASES SECTION 163 OF THE COMPANIES ACT 1985 OF UP TO 57,254,485 NEW ORDINARY SHARES, AT A MINIMUM PRICE OF 28 1/3RD PENCE AND UP TO 105% OF THE AVERAGE OF THE CLOSING MIDDLE MARKET QUOTATIONS FOR SUCH SHARES DERIVED FROM THE LONDON STOCK EXCHANGE DAILY OFFICIAL LIST, OVER THE PREVIOUS 5 BUSINESS DAYS; AUTHORITY EXPIRES AT THE CONCLUSION OF THE NEXT AGM OF THE COMPANY IN 2006 ; THE COMPANY, BEFORE THE EXPIRY, MAY MAKE A CONTRACT TO PURCHASE ORDINARY SHARES WHICH WILL OR MAY BE EXECUTED WHOLLY OR PARTLY AFTER SUCH EXPIRY	Management
-----	--	------------

S.5	APPROVE AND ADOPT THE REGULATIONS AS THE ARTICLES OF ASSOCIATION OF THE COMPANY IN SUBSTITUTION FOR AND TO THE EXCLUSION OF ALL EXISTING ARTICLES OF ASSOCIATION	Management
-----	--	------------

BURLINGTON RESOURCES INC.		BR
Issuer: 122014	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 12, 2005, BY AND AMONG CONOCOPHILLIPS, CELLO ACQUISITION CORP. AND BURLINGTON RESOURCES INC.	Manage
02	APPROVAL OF AN ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.	Manage

HUGHES SUPPLY, INC.		HUG
Issuer: 444482	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	APPROVE THE MERGER AGREEMENT WITH THE HOME DEPOT.	Manage
03	CONSIDER AND TAKE ACTION UPON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.	Manage
02	THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO	Manage

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

APPROVE THE MERGER AGREEMENT.

NABORS INDUSTRIES LTD.
 Issuer: G6359F
 SEDOL:

ISIN:

NBR

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	AMENDMENT TO AMENDED AND RESTATED BYE-LAWS TO INCREASE THE TOTAL NUMBER OF SHARES OF COMMON STOCK.	Manage

MORGAN STANLEY
 Issuer: 617446
 SEDOL:

ISIN:

MWD

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
05	TO AMEND THE CERTIFICATE OF INCORPORATION TO ELIMINATE CERTAIN SUPERMAJORITY VOTE REQUIREMENTS	Manage
04	TO AMEND THE CERTIFICATE OF INCORPORATION TO ELIMINATE THE PROVISION REQUIRING PLURALITY VOTING FOR DIRECTORS	Manage
03	TO AMEND THE CERTIFICATE OF INCORPORATION TO ACCELERATE THE DECLASSIFICATION OF THE BOARD OF DIRECTORS	Manage
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS	Manage
01	DIRECTOR	Manage

ROY J. BOSTOCK* Manage
 ERSKINE B. BOWLES* Manage
 C. ROBERT KIDDER* Manage
 JOHN J. MACK* Manage
 DONALD T. NICOLAISEN* Manage
 HUTHAM S. OLAYAN* Manage
 O. GRIFFITH SEXTON* Manage
 HOWARD J. DAVIES** Manage
 CHARLES H. NOSKI** Manage

LAURA D'ANDREA TYSON** Manage
 KLAUS ZUMWINKEL** Manage

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

WM. WRIGLEY JR. COMPANY
 Issuer: 982526
 SEDOL:

ISIN:

WWY

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	JOHN BARD HOWARD BERNICK MELINDA RICH	Manage Manage Manage
02	TO APPROVE THE ADOPTION OF THE WM. WRIGLEY JR. COMPANY 2007 MANAGEMENT INCENTIVE PLAN.	Manage
03	AUTHORIZE THE ONE-TIME DISTRIBUTION OF SHARES OF CLASS B COMMON STOCK AS DIVIDEND TO HOLDERS OF EACH CLASS OF COMMON STOCK OUTSTANDING.	Manage
04	INCREASE THE CLASS B COMMON STOCK AUTOMATIC CONVERSION THRESHOLD FROM 10% TO 12%.	Manage
05	DEFER, AND PERMIT THE BOARD OF DIRECTORS TO FURTHER DEFER, THE AUTOMATIC CONVERSION OF CLASS B COMMON STOCK IF THE AUTOMATIC CONVERSION THRESHOLD IS CROSSED.	Manage
06	TO RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR THE YEAR ENDING DECEMBER 31, 2006.	Manage

VALLEY NATIONAL BANCORP
 Issuer: 919794
 SEDOL:

ISIN:

VLV

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
03	IN THEIR DISCRETION, UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.	Manage
02	APPROVAL OF THE AMENDMENT TO VALLEY S 1999 LONG-TERM STOCK INCENTIVE PLAN.	Manage
01	DIRECTOR	Manage
	ANDREW B. ABRAMSON PAMELA R. BRONANDER ERIC P. EDELSTEIN MARY J STEELE GUILFOILE H. DALE HEMMERDINGER Management For For GRAHAM O. JONES Management For For WALTER H. JONES, III GERALD KORDE MICHAEL L. LARUSSO GERALD H. LIPKIN	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage

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

ROBINSON MARKEL
 ROBERT E. MCENTEE
 RICHARD S. MILLER
 BARNETT RUKIN

Manage
 Manage
 Manage
 Manage

EDISON SPA
 Issuer: T3552V114
 SEDOL: 7513578, B06MTB3, 7519822

ISIN: IT0003152417

BLOCKI

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vot Cas
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	Non-Votin
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 07 APR 2006. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU	Non-Voting	Non-Votin
1.	APPROVE THE FINANCIAL STATEMENT AT 31 DEC 2005, RELATED AND CONSEQUENTIAL RESOLUTIONS	Management	For
2.	APPROVE THE ALLOCATION OF PROFITS FOLLOWING THE Management For *Management Position Unknown SETTLEMENT OF THE BACK RESIDUE LOSS OF EUR 58.226.559		

NEWALLIANCE BANCSHARES, INC.
 Issuer: 650203
 SEDOL:

ISIN:

NAL

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
03	THE PROXIES ARE AUTHORIZED TO VOTE UPON ANY OTHER BUSINESS THAT PROPERLY COMES BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OF THE MEETING, IN ACCORDANCE WITH THE DETERMINATION OF A MAJORITY OF THE BOARD OF DIRECTORS.	Manage
02	TO RATIFY THE APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS, LLP AS INDEPENDENT AUDITORS.	Manage
01	DIRECTOR	Manage

ROBERT J. LYONS, JR.
 ERIC A. MARZIALI
 JULIA M. MCNAMARA
 PEYTON R. PATTERSON
 GERALD B. ROSENBERG

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

THE BANK OF NEW YORK COMPANY, INC.
 Issuer: 064057

ISIN:

BK

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
04	SHAREHOLDER PROPOSAL WITH RESPECT TO REIMBURSEMENT OF EXPENSES OF OPPOSITION CANDIDATES FOR THE BOARD.	Shareh
01	DIRECTOR	Manage
	MR. BIONDI	Manage
	MR. DONOFRIO	Manage
	MR. HASSELL	Manage
	MR. KOGAN	Manage
	MR. KOWALSKI	Manage
	MR. LUKE	Manage
	MR. MALONE	Manage
	MR. MYNERS	Manage
	MS. REIN	Manage
	MR. RENYI	Manage
	MR. RICHARDSON	Manage
	MR. ROBERTS	Manage
	MR. SCOTT	Manage
	MR. VAUGHAN	Manage
02	RATIFICATION OF AUDITORS.	Manage
03	SHAREHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shareh

BOUYGUES, PARIS

Issuer: F11487125

ISIN: FR0000120503

BLOCKI

SEDOL: B01JXB5, 2696612, 4067528, 7164028, B0Z6VY3, B043HB4, 4002121, 4115159

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 26 APR 2006 AT 1430. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU	Non-Voting	Non-
*	REGISTERED SHARES: 1 TO 5 DAYS PRIOR TO THE MEETING DATE, DEPENDS ON COMPANY S BY-LAWS. BEARER SHARES: 6 DAYS PRIOR TO THE MEETING DATE. FRENCH RESIDENT SHAREOWNERS MUST COMPLETE, SIGN AND FORWARD THE PROXY CARD DIRECTLY TO THE SUB	Non-Voting	Non-

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

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: ADP WILL FORWARD VOTING INSTRUCTIONS TO THE GLOBAL CUSTODIANS THAT HAVE BECOME REGISTERED INTERMEDIARIES, ON ADP 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 ADP. TRADES/VOTE INSTRUCTIONS: SINCE FRANCE MAINTAINS A VERIFICATION PERIOD, FOR VOTE INSTRUCTIONS SUBMITTED THAT HAVE A TRADE TRANSACTED (SELL) FOR EITHER THE FULL SECURITY POSITION OR A PARTIAL AMOUNT AFTER THE VOTE INSTRUCTION HAS BEEN SUBMITTED TO ADP AND THE GLOBAL CUSTODIAN ADVISES ADP OF THE POSITION CHANGE VIA THE

ACCOUNT POSITION COLLECTION PROCESS, ADP HAS A PROCESS IN EFFECT WHICH WILL ADVISE THE GLOBAL CUSTODIAN OF THE NEW ACCOUNT POSITION AVAILABLE FOR VOTING. THIS WILL ENSURE THAT THE LOCAL CUSTODIAN IS INSTRUCTED TO AMEND THE VOTE INSTRUCTION AND RELEASE THE SHARES FOR SETTLEMENT OF THE SALE TRANSACTION.

THIS PROCEDURE PERTAINS TO SALE TRANSACTIONS WITH A SETTLEMENT DATE PRIOR TO MEETING DATE + 1

- * PLEASE NOTE THAT THIS IS A SGM. THANK YOU. Non-Voting Non
- 1. APPROVE THE RECONSTRUCTION OF CERTIFICATES OF Management Take No Action *Management Position Unknown INVESTMENT AND THE CERTIFICATES OF RIGHT TO VOTE IN SHARES
- 2. GRANT POWERS FOR FORMALITIES Management Tak

 RIO TINTO PLC RTP
 Issuer: 767204 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	AUTHORITY TO ALLOT RELEVANT SECURITIES UNDER SECTION 80 OF THE COMPANIES ACT 1985	Manage
02	AUTHORITY TO ALLOT EQUITY SECURITIES FOR CASH UNDER SECTION 89 OF THE COMPANIES ACT 1985	Manage
03	AUTHORITY TO PURCHASE RIO TINTO PLC SHARES BY THE COMPANY OR RIO TINTO LIMITED	Manage
04	ADOPTION OF NEW ARTICLES OF ASSOCIATION OF RIO TINTO PLC AND AMENDMENTS TO CONSTITUTION OF RIO TINTO LIMITED	Manage
05	ELECTION OF TOM ALBANESE *	Manage
06	ELECTION OF SIR ROD EDDINGTON *	Manage
07	RE-ELECTION OF SIR DAVID CLEMENTI *	Manage

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

08	RE-ELECTION OF LEIGH CLIFFORD *	Manage
09	RE-ELECTION OF ANDREW GOULD *	Manage
10	RE-ELECTION OF DAVID MAYHEW *	Manage
11	RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS AND AUTHORITY FOR AUDIT COMMITTEE TO SET THE AUDITORS REMUNERATION*	Manage
12	APPROVAL OF THE REMUNERATION REPORT *	Manage
13	RECEIVE THE ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005 *	Manage

SCHLUMBERGER LIMITED (SCHLUMBERGER N		SLB
Issuer: 806857	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	DIRECTOR	Manage
----	----------	--------

	J. DEUTCH	Manage
	J.S. GORELICK	Manage
	A. GOULD	Manage
	T. ISAAC	Manage
	A. LAJOUS	Manage
	A. LEVY-LANG	Manage
	M.E. MARKS	Manage
	D. PRIMAT	Manage
	T.I. SANDVOLD	Manage
	N. SEYDOUX	Manage
	L.G. STUNTZ	Manage
	R. TALWAR	Manage

02	ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS	Manage
----	---	--------

03	ADOPTION OF AMENDMENT TO THE ARTICLES OF INCORPORATION	Manage
----	--	--------

04	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE SCHLUMBERGER 2005 STOCK OPTION PLAN	Manage
----	---	--------

05	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Manage
----	--	--------

WADDELL & REED FINANCIAL, INC.		WDR
Issuer: 930059	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

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

01	DIRECTOR		
		DENNIS E. LOGUE	Manage
		RONALD C. REIMER	Manage

GENUINE PARTS COMPANY		GPC
Issuer: 372460	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		DR. MARY B. BULLOCK	Manage
		RICHARD W. COURTS, II	Manage
		JERRY W. NIX	Manage
		LARRY L. PRINCE	Manage
		GARY W. ROLLINS	Manage
04	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.		Manage
03	ADOPT THE GENUINE PARTS COMPANY 2006 LONG-TERM INCENTIVE PLAN.		Manage
02	AMEND THE GENUINE PARTS COMPANY RESTATED ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF DIRECTORS.		Manage

CITIGROUP INC.		C
Issuer: 172967	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		C. MICHAEL ARMSTRONG	
		Management For	
		For ALAIN J.P. BELDA Management	
		For For	
		GEORGE DAVID	Manage
		KENNETH T. DERR	Manage
		JOHN M. DEUTCH	Manage
		R. HERNANDEZ RAMIREZ	
		Management For	

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

For ANN DIBBLE
 JORDAN
 Management For
 For
 KLAUS KLEINFELD
 ANDREW N. LIVERIS
 DUDLEY C. MECUM
 ANNE MULCAHY
 RICHARD D. PARSONS
 CHARLES PRINCE
 JUDITH RODIN
 ROBERT E. RUBIN
 FRANKLIN A. THOMAS

Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage

- 02 PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.
- 03 PROPOSAL TO AMEND ARTICLE FOURTH OF THE RESTATED CERTIFICATE OF INCORPORATION.
- 04 PROPOSAL TO AMEND ARTICLE EIGHTH OF THE RESTATED CERTIFICATE OF INCORPORATION.
- 05 PROPOSAL TO AMEND ARTICLE NINTH OF THE RESTATED CERTIFICATE OF INCORPORATION.
- 06 STOCKHOLDER PROPOSAL REQUESTING NO FUTURE NEW STOCK OPTION GRANTS AND NO RENEWAL OR REPRICING OF CURRENT STOCK OPTIONS.
- 7 STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.
- 8 STOCKHOLDER PROPOSAL REQUESTING A REPORT ON CHARITABLE CONTRIBUTIONS.
- 9 STOCKHOLDER PROPOSAL REQUESTING THE ADOPTION OF A POLICY REGARDING PERFORMANCE-BASED EQUITY COMPENSATION FOR SENIOR EXECUTIVES.
- 10 STOCKHOLDER PROPOSAL REGARDING REIMBURSEMENT OF EXPENSES INCURRED BY A STOCKHOLDER IN A CONTESTED ELECTION OF DIRECTORS.
- 11 STOCKHOLDER PROPOSAL REQUESTING THAT THE CHAIRMAN OF THE BOARD HAVE NO MANAGEMENT DUTIES, TITLES OR RESPONSIBILITIES.
- 12 STOCKHOLDER PROPOSAL REQUESTING THE RECOUPMENT OF MANAGEMENT BONUSES IN THE EVENT OF A RESTATEMENT OF EARNINGS.

Manage
 Manage
 Manage
 Shareh
 Shareh
 Shareh
 Shareh
 Shareh
 Shareh
 Shareh

 FIRST HORIZON NATIONAL CORPORATION
 Issuer: 320517
 SEDOL:

ISIN: FHN

Vote Group: GLOBAL

Proposal Propos

Number	Proposal	Type
01	DIRECTOR	Manage

R. BRAD MARTIN* Manage

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

ICKI R. PALMER*
 WILLIAM B. SANSOM*
 JONATHAN P. WARD*
 COLIN V. REED**

Manage
 Manage
 Manage
 Manage

03 RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS.

KAMAN CORPORATION
 Issuer: 483548
 SEDOL:

ISIN:

KAMN

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		ROBERT ALVINE E. REEVES CALLAWAY III KAREN M. GARRISON	Management Management Management
02	RATIFICATION OF SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY.		Management
03	SHAREHOLDER PROPOSAL REGARDING ELECTION OF DIRECTORS.		Shareholder

SPRINT NEXTEL CORPORATION
 Issuer: 852061
 SEDOL:

ISIN:

S

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		KEITH J. BANE GORDON M. BETHUNE TIMOTHY M. DONAHUE FRANK M. DRENDEL GARY D. FORSEE JAMES H. HANCE, JR. V. JANET HILL Management For For IRVINE O. HOCKADAY, JR. Management For For WILLIAM E. KENNARD LINDA KOCH LORIMER STEPHANIE M. SHERN WILLIAM H. SWANSON	Management Management Management Management Management Management Management Management Management Management Management Management
02	TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SPRINT NEXTEL FOR 2006.		Management
03	SHAREHOLDER PROPOSAL CONCERNING MAJORITY VOTING.		Shareholder
04	SHAREHOLDER PROPOSAL CONCERNING CUMULATIVE VOTING.		Shareholder

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

WACHOVIA CORPORATION
 Issuer: 929903
 SEDOL:

ISIN:

WB

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	WILLIAM H. GOODWIN, JR* ROBERT A. INGRAM* MACKEY J. MCDONALD* LANTY L. SMITH* RUTH G. SHAW* ERNEST S. RADY**	Management
02	A WACHOVIA PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS AUDITORS FOR THE YEAR 2006.		Management
03	A STOCKHOLDER PROPOSAL REGARDING FUTURE SEVERANCE ARRANGEMENTS.		Shareholder
04	A STOCKHOLDER PROPOSAL REGARDING REPORTING OF POLITICAL CONTRIBUTIONS.		Shareholder

WASHINGTON MUTUAL, INC.
 Issuer: 939322
 SEDOL:

ISIN:

WM

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	KERRY K. KILLINGER* THOMAS C. LEPPERT* CHARLES M. LILLIS* MICHAEL K. MURPHY* ORIN C. SMITH* REGINA MONTOYA**	Management
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2006		Management
03	TO APPROVE THE WASHINGTON MUTUAL, INC. AMENDED AND RESTATED 2003 EQUITY INCENTIVE PLAN, INCLUDING AN INCREASE IN THE NUMBER OF SHARES THAT MAY BE SUBJECT TO AWARDS MADE THEREUNDER		Management
05	TO APPROVE THE COMPANY PROPOSAL TO AMEND THE WASHINGTON MUTUAL, INC. ARTICLES OF INCORPORATION (AS AMENDED) TO DECLASSIFY THE BOARD OF DIRECTORS		Management

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

06 AND ESTABLISH ANNUAL ELECTIONS FOR ALL COMPANY
 DIRECTORS COMMENCING WITH THE 2007 ANNUAL MEETING,
 RATHER THAN THE CURRENT STAGGERED THREE-YEAR TERMS
 SHAREHOLDER PROPOSAL RELATING TO DISCLOSURE OF
 THE COMPANY S POLITICAL CONTRIBUTIONS

Shareh

CHIRON CORPORATION
 Issuer: 170040
 SEDOL:

ISIN:

CHIR

Vote Group: GLOBAL

Proposal
 Number Proposal

Propos
 Type

- | | | |
|----|--|--------|
| 02 | IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE MEETING, INCLUDING ANY ADJOURNMENTS OR POSTPONEMENTS OF THE MEETING, OTHER THAN TO SOLICIT ADDITIONAL PROXIES. | Manage |
| 01 | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 30, 2005, AMONG CHIRON CORPORATION, NOVARTIS CORPORATION, NOVARTIS BIOTECH PARTNERSHIP, INC. AND NOVARTIS AG, AS GUARANTOR. | Manage |
| 03 | TO APPROVE POSTPONEMENTS OR ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES. | Manage |

DOW JONES & COMPANY, INC.
 Issuer: 260561
 SEDOL:

ISIN:

DJ

Vote Group: GLOBAL

Proposal
 Number Proposal

Propos
 Type

- | | | | |
|----|----------|--|--|
| 01 | DIRECTOR | LEWIS B. CAMPBELL*
HARVEY GOLUB*
IRVINE O. HOCKADAY, JR*
DIETER VON HOLTZBRINCK*
M. PETER
MCPHERSON*
Management For
For FRANK N.
NEWMAN*
Management For
For
WILLIAM C. STEERE, JR.*
CHRISTOPHER BANCROFT** | Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage |
|----|----------|--|--|

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

		EDUARDO CASTRO-WRIGHT**	Manage
		MICHAEL B. ELEFANTE**	Manage
		JOHN M. ENGLER**	Manage
		LESLIE HILL**	Manage
		PETER R. KANN**	Manage
		DAVID K.P. LI**	Manage
		ELIZABETH STEELE**	Manage
		RICHARD F. ZANNINO**	Manage
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.		Manage
03	ADOPTION OF DOW JONES 2006 EXECUTIVE ANNUAL INCENTIVE PLAN.		Manage
05	STOCKHOLDER PROPOSAL TO REQUIRE THE COMPANY TO PROVIDE IN THE PROXY STATEMENT COMPLETE DETAILS ON THE STOCKHOLDER PROPOSAL SUBMISSION PROCESS.		Shareh

 SCHERING AG, BERLIN

Issuer: D67334108

ISIN: DE0007172009

SEDOL: 4847377, B1152S2, 0993865, 7159530, B02NVS1, 0786656, 4845757

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V
4.	APPROVE THE ACTIVITIES OF THE MEMBERS OF THE SUPERVISORY BOARD FOR FY 2005	Management	F
5.	ELECT PROF. DR. DIETER HINZEN AS A MEMBER OF THE SUPERVISORY BOARD	Management	F
6.	ELECT BDO DEUTSCHE WARENTREUHAND AKTIENGESELLSCHAFT WIRTSCHAFTSPRUFUNGSGESELLSCHAFT, HAMBURG AS THE	Management	F
	AUDITORS OF THE FINANCIAL STATEMENTS OF SCHERING AG AND OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR FY 2006		
7.	AMEND ARTICLES OF ASSOCIATION IN CONNECTION WITH THE LAW ON COMPANY INTEGRITY AND THE MODERNISATION OF THE RIGHT TO SET ASIDE RESOLUTIONS UMAG AS FOLLOWS: SECTION 16(2)3 AND 16(2)4, REGARDING THE CHAIRMAN OF THE SHAREHOLDERS MEETING BEING AUTHORIZED TO LIMIT THE TIME FOR QUESTIONS AND ANSWERS AT SHAREHOLDERS MEETINGS	Management	F
8.	AUTHORIZE THE COMPANY TO ACQUIRE OWN SHARES OF UP TO EUR 15,000,000 AT A PRICE NEITHER MORE THAN 10% ABOVE NOR MORE THAN 20% BELOW THE MARKET PRICE OF THE SHARES IF THEY ARE ACQUIRED THROUGH THE STOCK EXCHANGE NOR DIFFERING MORE THAN 20% FROM THE MARKET PRICE IF THEY ARE ACQUIRED BY WAY OF A REPURCHASE OFFER ON OR BEFORE 30 SEP 2007 AND AUTHORIZE THE BOARD OF MANAGING DIRECTORS TO RETIRE THE SHARES TO USE THE SHARES FOR ACQUISITION PURPOSES OR FOR SATISFYING EXISTING CONVERTIBLE OR OPTION RIGHTS AND TO OFFER THE SHARES TO EMPLOYEES OF THE COMPANY AND ITS AFFILIATES	Management	F

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

- | | | | |
|----|---|------------|----|
| 1. | RECEIVE THE ADOPTED FINANCIAL STATEMENTS, THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS AND THE COMBINED MANAGEMENT REPORT OF SCHERING AG AND THE SCHERING AG GROUP FOR FY 2005, INCLUDING THE REPORT BY THE SUPERVISORY BOARD | Non-Voting | |
| 2. | APPROVE THE UNAPPROPRIATED PROFIT OF SCHERING AG FOR FY 2005 AMOUNTS TO EUR 232,800,000; THE SUPERVISORY BOARD AND THE EXECUTIVE BOARD PROPOSE THE FOLLOWING RESOLUTION: THE UNAPPROPRIATED PROFIT IN THE AMOUNT OF EUR 232,800,000 SHALL BE USED TO DISTRIBUTE A DIVIDEND OF EUR 1.20 PER DIVIDEND-BEARING SHARE; THE AMOUNT OF UNAPPROPRIATED PROFIT ATTRIBUTABLE TO OWN SHARES SHALL BE CARRIED FORWARD TO NEW ACCOUNT | Management | Fo |
| 3. | APPROVE THE ACTIVITIES OF THE MEMBERS OF THE EXECUTIVE BOARD FOR FY 2005 | Management | Fo |
| * | COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN THE MATERIAL URL SECTION OF THE APPLICATION. IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES AT THE COMPANYS MEETING. | Non-Voting | |

 SONOCO PRODUCTS COMPANY
 Issuer: 835495
 SEDOL:

ISIN:

SON

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	H.E. DELOACH, JR.* E.H. LAWTON, III* J.M. MICALI*	Manage Manage Manage
	P.L. DAVIES* J.E. LINVILLE* M.D. OKEN**	Manage Manage Manage

 THE COCA-COLA COMPANY
 Issuer: 191216
 SEDOL:

ISIN:

KO

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
06	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shareh
05	SHAREOWNER PROPOSAL THAT COMPANY REPORT ON IMPLEMENTATION	Shareh

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

04	OF BEVERAGE CONTAINER RECYCLING STRATEGY		
03	SHAREOWNER PROPOSAL REGARDING CHARITABLE CONTRIBUTIONS		Shareh
02	APPROVAL OF AN AMENDMENT TO THE 1989 RESTRICTED STOCK AWARD PLAN OF THE COCA-COLA COMPANY		Manage
01	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS		Manage
01	DIRECTOR	HERBERT A. ALLEN	Manage
		RONALD W. ALLEN	Manage
		CATHLEEN P. BLACK	Manage
		BARRY DILLER	Manage
		E. NEVILLE ISDELL	Manage
		DONALD R. KEOUGH	Manage
		DONALD F. MCHENRY	Manage
		SAM NUNN	Manage
		JAMES D. ROBINSON III	Manage
		PETER V. UEERROTH	Manage
		JAMES B. WILLIAMS	Manage
08	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT DELEGATION OF INQUIRY TO COLOMBIA		Shareh
07	SHAREOWNER PROPOSAL REGARDING ENVIRONMENTAL IMPACTS OF OPERATIONS IN INDIA		Shareh

 AMSOUTH BANCORPORATION
 Issuer: 032165
 SEDOL:

ISIN:

ASO

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		MARTHA R. INGRAM	Manage
		CHARLES D. MCCRARY	Manage
		C. DOWD RITTER	
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		Manage
03	TO APPROVE THE 2006 LONG TERM INCENTIVE COMPENSATION PLAN.		Manage
04	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.		Shareh
05	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO AMENDMENT OF EEOC POLICY.		Shareh

 BP P.L.C.
 Issuer: 055622
 SEDOL:

ISIN:

BP

Vote Group: GLOBAL

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

Proposal Number	Proposal	Proposal Type
01	TO RECEIVE THE DIRECTORS ANNUAL REPORT AND THE ACCOUNTS	Management
02	TO APPROVE THE DIRECTORS REMUNERATION REPORT	Management
03	DIRECTOR	Management
		DR D C ALLEN Management
		LORD BROWNE Management
		MR J H BRYAN Management
		MR A BURGMANS Management
		MR I C CONN Management
		MR E B DAVIS, JR Management
		MR D J FLINT Management
		DR B E GROTE Management
		DR A B HAYWARD Management
		DR D S JULIUS Management
		SIR TOM MCKILLOP Management
		MR J A MANZONI Management
		DR W E MASSEY Management
		SIR IAN PROSSER Management
		MR M H WILSON Management
		MR P D SUTHERLAND Management
04	TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO SET THEIR REMUNERATION	Management
05	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY	Management
06	TO GIVE AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT	Management
07	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH WITHOUT MAKING AN OFFER TO SHAREHOLDERS	Management

COMPANIA DE TELECOMUNICACIONES DE CH

Issuer: 204449

ISIN:

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
A1	APPROVAL OF THE ANNUAL REPORT, BALANCE SHEET, INCOME STATEMENT AND REPORTS OF ACCOUNT INSPECTORS AND INDEPENDENT AUDITORS.	Management
A2	APPROVAL OF DISTRIBUTION OF NET INCOME FOR FISCAL YEAR ENDED DECEMBER 31, 2005 AND THE PAYMENT OF A FINAL DIVIDEND.	Management
A4	APPROVAL TO APPOINT THE INDEPENDENT AUDITORS FOR FISCAL YEAR 2006, AND TO DETERMINE THEIR COMPENSATION.	Management
A5	APPROVAL TO APPOINT THE DOMESTIC CREDIT RATING AGENCIES AND TO DETERMINE THEIR COMPENSATION.	Management
A7	COMMUNICATE THE EXPENSES OF THE BOARD OF DIRECTORS AND DIRECTORS COMMITTEE DURING THE YEAR 2005.	Management
A8	APPROVAL OF THE COMPENSATION FOR THE DIRECTORS COMMITTEE MEMBERS AND OF THE DIRECTORS COMMITTEE BUDGET.	Management

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

A9	APPROVAL OF THE COMPENSATION FOR THE AUDIT COMMITTEE AND BUDGET FOR OPERATION EXPENSES TO BE ASSIGNED.	Manage
A11	APPROVAL OF THE INVESTMENT AND FINANCING STRATEGY PROPOSED BY MANAGEMENT (ACCORDING TO DECREE LAW 3,500).	Manage
A14	APPROVAL OF A SANTIAGO NEWSPAPER IN WHICH TO PUBLISH THE NOTICES FOR FUTURE SHAREHOLDERS MEETINGS AND DIVIDEND PAYMENTS.	Manage
A15	PROVIDE INFORMATION ON ALL ISSUES RELATING TO THE MANAGEMENT AND ADMINISTRATION OF THE BUSINESS.	Manage
E1	APPROVAL OF CAPITAL REDUCTION OF CH\$40,200,513,570, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Manage
E2	APPROVAL TO MODIFY THE COMPANY S COMMERCIAL NAME, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Manage
E3	APPROVAL TO MODIFY THE COMPANY S BYLAWS, TO REFLECT THE APPROVED AGREEMENTS.	Manage
E4	APPROVAL TO ADOPT THE NECESSARY PROCEDURES TO FORMALIZE THE AGREEMENTS REACHED AT THE EXTRAORDINARY SHAREHOLDERS MEETING.	Manage

 INCO LIMITED
 Issuer: 453258
 SEDOL:

ISIN:

N

 Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		GLEN A. BARTON	Manage
		ANGUS A. BRUNEAU	Manage
		RONALD C. CAMBRE	Manage
		SCOTT M. HAND	Manage
		JANICE K. HENRY	Manage
		CHAVIVA M. HOSEK	Manage
		PETER C. JONES	Manage
		JOHN T. MAYBERRY	Manage
		FRANCIS MER	Manage
		DAVID P. O'BRIEN	Manage
		ROGER PHILLIPS	Manage
		RICHARD E. WAUGH	Manage
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS.		Manage

 NICOR INC.
 Issuer: 654086
 SEDOL:

ISIN:

GAS

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

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
03	APPROVAL OF THE NICOR INC. 2006 LONG TERM INCENTIVE PLAN.	Manage
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Manage
01	DIRECTOR	Manage
	R.M. BEAVERS, JR. B.P. BICKNER J.H. BIRDSALL, III T.A. DONAHOE B.J. GAINES R.A. JEAN D.J. KELLER R.E. MARTIN G.R. NELSON J. RAU J.F. RIORDAN R.M. STROBEL	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage

VIVENDI UNIVERSAL

Issuer: 92851S

SEDOL:

ISIN:

V

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
E1	CHANGE OF THE CORPORATE NAME AND MODIFICATION, ACCORDINGLY, OF ARTICLE 1 OF THE COMPANY S BY-LAWS	Manage
02	APPROVAL OF REPORTS AND FINANCIAL STATEMENTS FOR FISCAL YEAR 2005	Manage
03	APPROVAL OF REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2005	Manage
04	APPROVAL OF THE REGULATED RELATED-PARTY AGREEMENTS COVERED BY THE STATUTORY AUDITORS SPECIAL REPORT	Manage
05	ALLOCATION OF NET INCOME FOR FISCAL YEAR 2005, DETERMINATION OF THE DIVIDEND AND THE PAYMENT DATE	Manage
06	RENEWAL OF MR. FERNANDO FALCO Y FERNANDEZ DE CORDOVA AS A MEMBER OF THE SUPERVISORY BOARD	Manage
07	RENEWAL OF MR. GABRIEL HAWAWINI AS A MEMBER OF THE SUPERVISORY BOARD	Manage
08	RENEWAL OF BARBIER FRINAULT ET AUTRES AS STATUTORY AUDITORS	Manage
09	APPOINTMENT OF AUDITEX AS ALTERNATE STATUTORY AUDITORS	Manage
010	AUTHORIZATION FOR THE MANAGEMENT BOARD TO PURCHASE THE COMPANY S OWN SHARES	Manage

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

E11	AUTHORIZATION FOR THE MANAGEMENT BOARD TO DECREASE THE SHARE CAPITAL OF THE COMPANY BY CANCELLATION OF TREASURY SHARES	Manage
E12	AUTHORIZATION FOR THE PERFORMANCE OF LEGAL FORMALITIES	Manage

WEBSTER FINANCIAL CORPORATION		WBS
Issuer: 947890	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	DIRECTOR	Manage
----	----------	--------

02	TO RATIFY THE APPOINTMENT BY THE BOARD OF DIRECTORS OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF WEBSTER FINANCIAL CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Manage Manage Manage Manage
----	--	--------------------------------------

ROBERT A. FINKENZELLER
ROGER A. GELFENBIEN
LAURENCE C. MORSE

WILMINGTON TRUST CORPORATION		WL
Issuer: 971807	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	DIRECTOR	Manage Manage Manage
----	----------	----------------------------

TED T. CECALA
DAVID P. ROSELLE

CLECO CORPORATION		CNL
Issuer: 12561W	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

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

01	DIRECTOR	
		J. PATRICK GARRETT F. BEN JAMES, JR ELTON R. KING
02	TO RATIFY THE AUDIT COMMITTEE S APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS CLECO CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	

FRANCE TELECOM		FTE
Issuer: 35177Q	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2005	Manage
02	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2005	Manage
03	ALLOCATION OF THE RESULTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2005, AS STATED IN THE STATUTORY FINANCIAL STATEMENTS	Manage
04	APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Manage
05	AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE, RETAIN OR TRANSFER FRANCE TELECOM SHARES	Manage
06	AMENDMENT OF ARTICLE 15 OF THE BY-LAWS IN ORDER TO BRING IT INTO CONFORMITY WITH ARTICLE L. 225-37 OF THE FRENCH CODE	Manage
07	AMENDMENT OF ARTICLE 21 OF THE BY-LAWS IN ORDER TO BRING IT INTO COMFORMITY WITH L 225-96 AND L 225-98 OF THE FRENCH CODE	Manage
08	TO ISSUE THE SHARES RESERVED FOR PERSONS SIGNING A LIQUIDITY AGREEMENT WITH THE COMPANY	Manage
09	TO PROCEED WITH THE FREE ISSUANCE OF OPTION-BASED LIQUIDITY INSTRUMENTS RESERVED FOR HOLDERS OF STOCK OPTIONS OF ORANGE S.A.	Manage
10	TO PROCEED WITH CAPITAL INCREASES RESERVED FOR MEMBERS OF THE FRANCE TELECOM GROUP SAVINGS PLAN	Manage
11	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF ORDINARY SHARES	Manage
12	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ALLOCATE, FREE OF CHARGE, ORDINARY SHARES	Manage
13	POWERS FOR FORMALITIES	Manage

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

KELLOGG COMPANY
 Issuer: 487836
 SEDOL:

ISIN:

K

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
04	PREPARE SUSTAINABILITY REPORT	Shareh
02	RATIFICATION OF INDEPENDENT AUDITOR FOR 2006	Manage
01	DIRECTOR	Manage
	JOHN T. DILLON	Manage
	JAMES M. JENNESS	Manage
	L. DANIEL JORNDT	Manage
	WILLIAM D. PEREZ	Manage

PORTUGAL TELECOM SGPS SA, LISBOA

Issuer: X6769Q104

ISIN: PTPTC0AM0009

BLOCKI

SEDOL: B02P109, 4676203, 5760365, 5825985, 5466856, 5817186

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM THERE WILL BE A SECOND CALL ON 08 MAY 2006. YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU	Non-Voting	Non-Voting
1.	ELECT THE GENERAL MEETING VICE CO-CHAIRMAN IN LIGHT OF RESIGNATION	Management	Take No Act
2.	APPROVE THE FINANCIAL STATEMENTS AND STATUTORY REPORTS FOR THE FYE 31 DEC 2005	Management	Take No Act
3.	APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS AND STATUTORY REPORTS FOR THE FYE 31 DEC 2005	Management	Take No Action *Management Position Unknown
4.	APPROVE THE PROFIT S APPROPRIATION	Management	Take No Act
5.	RATIFY THE APPOINTMENT OF 1 BOARD MEMBER FOR THE COMPLETION OF THE 2003-2005 TERM	Management	Take No Act
6.	GRANT DISCHARGE TO THE MANAGEMENT AND THE SUPERVISORY BOARD	Management	Take No Act
7.	AUTHORIZE THE SHARE REPURCHASE PROGRAM AND REISSUANCE OF REPURCHASED SHARES	Management	Take No Act
8.	APPROVE THE CAPITAL REDUCTION UP TO EUR 33.865	Management	Take No Act

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

MILLION IN CAPITAL THROUGH THE CANCELLATION OF
33.865 MILLION SHARES AND AMEND ARTICLE 4

9.	AMEND THE ARTICLE 13, NR 5 OF THE COMPANY BY LAWS	Management Take No Act
10.	APPROVE THE INCREASE IN CAPITAL BY EUR 338.656 MILLION THROUGH THE INCORPORATION OF EUR 91.7 MILLION OF ISSUANCE PREMIUMS, LEGAL RESERVE OF EUR 121.5 MILLION, AND SPECIAL RESERVE OF EUR 125.4 MILLION INCREASE THE NOMINAL VALUE TO EUR 1.30 AND AMEND BY LAW	Management Take No Act
11.	APPROVE REDUCTION IN CAPITAL TO EUR 395 MILLION THROUGH THE REDUCTION IN NOMINAL VALUE OF EUR 0.35 AND AMEND THE BYLAWS ACCORDINGLY	Management Take No Act
12.	APPROVE THE TERMS AND CONDITIONS OF A POSSIBLE CONVERTIBLE DEBENTURE ISSUANCE	Management Take No Act
13.	APPROVE TO ELIMINATE PREEMPTIVE RIGHTS PURSUANT TO THE POSSIBLE CONVERTIBLE DEBENTURE ISSUANCE	Management Take No Action *Management Position Unknown
14.	GRANT AUTHORITY FOR THE ISSUANCE OF BONDS AND OTHER SECURITIES	Management Take No Act
15.	APPROVE BOND REPURCHASE AND REISSUANCE	Management Take No Act
16.	ELECT THE CORPORATE BODIES FOR THE 2006-2008 TERM	Management Take No Act
*	PLEASE NOTE THAT 500 SHARES CARRY 1 VOTE. THANK YOU.	Non-Voting Non-Voting

THE PROGRESSIVE CORPORATION
Issuer: 743315
SEDOL:

ISIN:

PGR

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Management Management Management Management
03	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Management
02	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY S AMENDED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED COMMON SHARES FROM 600,000,000 TO 900,000,000.	Management

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

 AMERICAN EXPRESS COMPANY
 Issuer: 025816
 SEDOL:

ISIN:

AXP

 Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN P.R. DOLAN V.E. JORDAN, JR. J. LESCHLY R.A. MCGINN E.D. MILLER F.P. POPOFF R.D. WALTER	Management
02	THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.		Management
03	A SHAREHOLDER PROPOSAL RELATING TO STOCK OPTIONS.		Shareholder
04	A SHAREHOLDER PROPOSAL RELATING TO MAJORITY VOTING FOR DIRECTORS.		Shareholder
05	A SHAREHOLDER PROPOSAL RELATING TO THE COMPANY'S EMPLOYMENT POLICIES.		Shareholder
06	A SHAREHOLDER PROPOSAL RELATING TO REIMBURSEMENT OF EXPENSES FOR CERTAIN SHAREHOLDER-NOMINATED DIRECTOR CANDIDATES.		Shareholder

 BELLSOUTH CORPORATION
 Issuer: 079860
 SEDOL:

ISIN:

BLS

 Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	F.D. ACKERMAN R.V. ANDERSON J.H. BLANCHARD J.H. BROWN A.M. CODINA	Management

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

M.L. FEIDLER	Manage
K.F. FELDSTEIN	Manage
J.P. KELLY	Manage
L.F. MULLIN	Manage
R.B. SMITH	Manage
W.S. STAVROPOULOS	Manage

02	RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Manage
03	SHAREHOLDER PROPOSAL RE: DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shareh

ELI LILLY AND COMPANY		LLY
Issuer: 532457	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
06	PROPOSAL BY SHAREHOLDERS ON ELECTION OF DIRECTORS BY MAJORITY VOTE.	Shareh
03	PROPOSAL BY SHAREHOLDERS ON EXTENDING THE COMPANY S ANIMAL CARE AND USE POLICY TO CONTRACT LABS.	Shareh
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITORS FOR 2006.	Manage
01	DIRECTOR	Manage

M.S. FELDSTEIN	Manage
J.E. FYRWALD	Manage
E.R. MARRAM	Manage
S. TAUREL	Manage

HONEYWELL INTERNATIONAL INC.		HON
Issuer: 438516	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage

GORDON M. BETHUNE	Manage
JAIME CHICO PARDO	Manage
DAVID M. COTE	Manage
D. SCOTT DAVIS	Manage
LINNET F. DEILY	Manage
CLIVE R. HOLLICK	Manage
JAMES J. HOWARD	Manage
BRUCE KARATZ	Manage
RUSSELL E. PALMER	Manage

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

		IVAN G. SEIDENBERG	Manage
		BRADLEY T. SHEARES	Manage
		ERIC K. SHINSEKI	Manage
		JOHN R. STAFFORD	Manage
		MICHAEL W. WRIGHT	Manage
02	APPROVAL OF INDEPENDENT ACCOUNTANTS		Manage
03	2006 STOCK INCENTIVE PLAN		Manage
04	2006 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS		Manage
06	DIRECTOR COMPENSATION		Shareh
07	RECOUP UNEARNED MANAGEMENT BONUSES		Shareh
08	ONONDAGA LAKE ENVIRONMENTAL POLLUTION		Shareh
09	SEPARATE VOTE ON GOLDEN PAYMENTS		Shareh

OPEN JOINT STOCK CO VIMPEL-COMMUNICA
 Issuer: 68370R
 SEDOL:

ISIN: VIP

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vot Cas
01	APPROVAL OF THE AMENDMENTS TO THE CHARTER OF VIMPELCOM., ALL AS MORE FULLY DESCRIBED IN THE NOTICE.	Management	For

AMERICAN ELECTRIC POWER COMPANY, INC
 Issuer: 025537
 SEDOL:

ISIN: AEP

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	E.R. BROOKS	Manage
	D.M. CARLTON	Manage
	R.D. CROSBY, JR.	Manage
	J.P. DESBARRES	Manage
	R.W. FRI	Manage
	L.A. GOODSPEED	Manage
	W.R. HOWELL	Manage
	L.A. HUDSON	Manage
	M.G. MORRIS	Manage
	L.L. NOWELL III	Manage
	R.L. SANDOR	Manage
	D.G. SMITH	Manage
	K.D. SULLIVAN	Manage

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

02 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Manage

 CH ENERGY GROUP, INC.
 Issuer: 12541M
 SEDOL:

ISIN:

CHG

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Manage
		E. MICHEL KRUSE MANUEL J. IRAOLA ERNEST R. VEREBELYI
02	APPROVAL OF THE ADOPTION OF THE CORPORATION S LONG-TERM EQUITY INCENTIVE PLAN.	Manage
03	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Manage

 COOPER INDUSTRIES, LTD.
 Issuer: G24182
 SEDOL:

ISIN:

CBE

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Manage
		I.J. EVANS K.S. HACHIGIAN J.R. WILSON
02	APPOINT ERNST & YOUNG AS INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2006.	Manage
03	APPROVE THE AMENDED AND RESTATED MANAGEMENT ANNUAL INCENTIVE PLAN.	Manage
04	APPROVE THE AMENDED AND RESTATED DIRECTORS STOCK PLAN.	Manage
05	SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT A CODE OF CONDUCT BASED ON INTERNATIONAL LABOR ORGANIZATION HUMAN RIGHTS STANDARDS.	Shareh

 GOODRICH CORPORATION

GR

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

Issuer: 382388
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		DIANE C. CREEL
		GEORGE A. DAVIDSON, JR.
		HARRIS E. DELOACH, JR.
		JAMES W. GRIFFITH
		WILLIAM R. HOLLAND
		JOHN P. JUMPER
		MARSHALL O. LARSEN
		DOUGLAS E. OLESEN
		ALFRED M. RANKIN, JR.
		JAMES R. WILSON
		A. THOMAS YOUNG
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2006.	Management

KRAFT FOODS INC.
 Issuer: 50075N
 SEDOL:

ISIN:

KFT

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		JAN BENNINK
		LOUIS C. CAMILLERI
		ROGER K. DEROMEDI
		DINYAR S. DEVITRE
		RICHARD A. LERNER
		JOHN C. POPE
		MARY L. SCHAPIRO
		CHARLES R. WALL
		DEBORAH C. WRIGHT
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management
03	APPROVAL OF THE 2006 STOCK COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS	Management
04	DISSOCIATION FROM THE 2006 AND ALL FUTURE SO-CALLED GAY GAMES	Shareholder

MERCK & CO., INC.
 Issuer: 589331
 SEDOL:

ISIN:

MRK

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

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
06	STOCKHOLDER PROPOSAL CONCERNING NON-DIRECTOR SHAREHOLDER VOTES	Shareh
04	PROPOSAL TO ADOPT THE 2006 NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN	Manage
03	PROPOSAL TO ADOPT THE 2007 INCENTIVE STOCK PLAN	Manage
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006	Manage
01	DIRECTOR	Manage
	RICHARD T. CLARK	Manage
	LAWRENCE A. BOSSIDY	Manage
	WILLIAM G. BOWEN	Manage
	JOHNNETTA B. COLE	Manage
	WILLIAM B. HARRISON, JR	Manage
	WILLIAM N. KELLEY	Manage
	ROCHELLE B. LAZARUS	Manage
	THOMAS E. SHENK	Manage
	ANNE M. TATLOCK	Manage
	SAMUEL O. THIER	Manage
	WENDELL P. WEEKS	Manage
	PETER C. WENDELL	Manage
07	STOCKHOLDER PROPOSAL CONCERNING AN ANIMAL WELFARE POLICY REPORT	Shareh

RPC, INC.

RES

Issuer: 749660
SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	RICHARD A. HUBBELL	Manage
	LINDA H. GRAHAM	Manage
	BILL J. DISMUKE	Manage
02	TO APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK TO 160 MILLION	Manage

THE PNC FINANCIAL SERVICES GROUP, IN
Issuer: 693475
SEDOL:

ISIN:

PNC

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

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		MR. CHELLGREN Manage
		MR. CLAY Manage
		MR. COOPER Manage
		MR. DAVIDSON Manage
		MS. JAMES Manage
		MR. KELSON Manage
		MR. LINDSAY Manage
		MR. MASSARO Manage
		MR. O'BRIEN Manage
		MS. PEPPER Manage
		MR. ROHR Manage
		MS. STEFFES Manage
		MR. STRIGL Manage
		MR. THIEKE Manage
		MR. USHER Manage
		MR. WALLS Manage
		MR. WEHMEIER Manage
02	APPROVAL OF THE PNC FINANCIAL SERVICES GROUP, INC. 2006 INCENTIVE AWARD PLAN.	
03	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2006.	Manage

WELLS FARGO & COMPANY
 Issuer: 949746
 SEDOL:

ISIN:

WFC

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		LLOYD H. DEAN Manage
		SUSAN E. ENGEL Manage
		ENRIQUE HERNANDEZ, JR. Manage
		ROBERT L. JOSS Manage
		RICHARD M. KOVACEVICH Manage
		RICHARD D. MCCORMICK Manage
		CYNTHIA H. MILLIGAN Manage
		NICHOLAS G. MOORE Manage
		PHILIP J. QUIGLEY Manage
		DONALD B. RICE Manage
		JUDITH M. RUNSTAD Manage
		STEPHEN W. SANGER Manage

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

SUSAN G. SWENSON
MICHAEL W. WRIGHT

Manage
Manage
Manage

- 02 PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2006.
- 03 STOCKHOLDER PROPOSAL REGARDING A DIRECTOR ELECTION BY-LAW AMENDMENT.
- 05 STOCKHOLDER PROPOSAL REGARDING DIRECTOR COMPENSATION.
- 06 STOCKHOLDER PROPOSAL REGARDING A REPORT ON HOME MORTGAGE DISCLOSURE ACT (HMDA) DATA.
- 04 STOCKHOLDER PROPOSAL REGARDING SEPARATION OF BOARD CHAIR AND CEO POSITIONS.

Shareh
Shareh
Shareh

AMERIPRISE FINANCIAL, INC.
Issuer: 03076C
SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

- 01 DIRECTOR

Manage

IRA D. HALL
JEFFREY NODDLE
RICHARD F. POWERS, III

Manage
Manage
Manage
Manage

- 02 PROPOSAL TO RATIFY THE AUDIT COMMITTEE S SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.

ANHEUSER-BUSCH COMPANIES, INC.
Issuer: 035229
SEDOL:

ISIN:

BUD

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

- 01 DIRECTOR

Manage

JAMES J. FORESE
VERNON R. LOUCKS, JR.
VILMA S. MARTINEZ
WILLIAM PORTER PAYNE
EDWARD E. WHITACRE, JR.

Manage
Manage
Manage
Manage
Manage

- 02 AMENDMENT OF THE RESTATED CERTIFICATE OF INCORPORATION
- 03 APPROVAL OF 2006 RESTRICTED STOCK PLAN FOR NON-EMPLOYEE DIRECTORS

Manage
Manage

- 04 APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING

Managem

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

FIRM

BANK OF AMERICA CORPORATION
 Issuer: 060505
 SEDOL:

ISIN:

BAC

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	WILLIAM BARNET, III	Manage
	FRANK P. BRAMBLE, SR.	Manage
	JOHN T. COLLINS	Manage
	GARY L. COUNTRYMAN	Manage
	TOMMY R. FRANKS	Manage
	PAUL FULTON	Manage
	CHARLES K. GIFFORD	Manage
	W. STEVEN JONES	Manage
	KENNETH D. LEWIS	Manage
	MONICA C. LOZANO	Manage
	WALTER E. MASSEY	Manage
	THOMAS J. MAY	Manage
	PATRICIA E. MITCHELL	Manage
	THOMAS M. RYAN	Manage
	O. TEMPLE SLOAN, JR.	Manage
	MEREDITH R. SPANGLER	Manage
	ROBERT L. TILLMAN	Manage
	JACKIE M. WARD	Manage
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Manage
03	ADOPT AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN.	Manage
04	STOCKHOLDER PROPOSAL- POLITICAL CONTRIBUTIONS	Shareh
05	STOCKHOLDER PROPOSAL- MAJORITY VOTING IN DIRECTOR ELECTIONS	Shareh
07	STOCKHOLDER PROPOSAL- EQUAL EMPLOYMENT OPPORTUNITY POLICY	Shareh

CALIFORNIA WATER SERVICE GROUP
 Issuer: 130788
 SEDOL:

ISIN:

CWT

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	DOUGLAS M. BROWN	Manage
	ROBERT W. FOY	Manage
	E.D. HARRIS, JR.	
	M.D. Management	

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

For For BONNIE
 G. HILL
 Management For
 For
 DAVID N. KENNEDY
 RICHARD P. MAGNUSON
 LINDA R. MEIER
 PETER C. NELSON
 GEORGE A. VERA

Manage
 Manage
 Manage
 Manage
 Manage

02 PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP
 AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING
 FIRM OF THE GROUP FOR 2006.

 CHEVRON CORPORATION
 Issuer: 166764
 SEDOL:

ISIN:

CVX

Vote Group: GLOBAL

Proposal
 Number Proposal

Propos
 Type

 01 DIRECTOR

Manage

S.H. ARMACOST
 L.F. DEILY
 R.E. DENHAM
 R.J. EATON
 S. GINN
 F.G. JENIFER
 S. NUNN
 D.J. O'REILLY
 D.B. RICE
 P.J. ROBERTSON
 C.R. SHOEMATE
 R.D. SUGAR
 C. WARE

Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage
 Manage

02 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC
 ACCOUNTING FIRM

Manage

04 REPORT ON OIL & GAS DRILLING IN PROTECTED AREAS

Shareh

05 REPORT ON POLITICAL CONTRIBUTIONS

Shareh

06 ADOPT AN ANIMAL WELFARE POLICY

Shareh

07 REPORT ON HUMAN RIGHTS

Shareh

08 REPORT ON ECUADOR

Shareh

03 AMEND COMPANY BY-LAWS TO INCLUDE PROPONENT REIMBURSEMENT

Shareh

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

DPL INC. DPL
Issuer: 233293 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		PAUL R. BISHOP ERNIE GREEN LESTER L. LYLES
02	APPROVAL OF THE DPL INC. 2006 EQUITY AND PERFORMANCE INCENTIVE PLAN.	Manage
03	RATIFICATION OF KPMG LLP AS INDEPENDENT AUDITORS.	Manage

E. I. DU PONT DE NEMOURS AND COMPANY DD
Issuer: 263534 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		ALAIN J.P. BELDA RICHARD H. BROWN CURTIS J. CRAWFORD JOHN T. DILLON ELEUTHERE I. DU PONT CHARLES O. HOLLIDAY, JR LOIS D. JULIBER MASAHISA NAITOH SEAN O'KEEFE WILLIAM K. REILLY CHARLES M. VEST
02	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Manage
03	ON EXECUTIVE COMPENSATION	Shareh
06	ON PFOA	Shareh
07	ON CHEMICAL FACILITY SECURITY	Shareh

ENERGEN CORPORATION EGN
Issuer: 29265N ISIN:
SEDOL:

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	JUDY M. MERRITT STEPHEN A. SNIDER GARY C. YOUNGBLOOD	Management

GENERAL ELECTRIC COMPANY
Issuer: 369604
SEDOL:

ISIN:

GE

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
03	ONE DIRECTOR FROM THE RANKS OF RETIREES		Shareholder
02	CURB OVER-EXTENDED DIRECTORS		Shareholder
01	CUMULATIVE VOTING		Shareholder
B	RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR		Management
A	DIRECTOR	JAMES I. CASH, JR. SIR WILLIAM M. CASTELL ANN M. FUDGE CLAUDIO X. GONZALEZ JEFFREY R. IMMELT ANDREA JUNG ALAN G. LAFLEY ROBERT W. LANE RALPH S. LARSEN ROCHELLE B. LAZARUS SAM NUNN ROGER S. PENSKE ROBERT J. SWIERINGA DOUGLAS A. WARNER III ROBERT C. WRIGHT	Management
06	REPORT ON GLOBAL WARMING SCIENCE		Shareholder
05	DIRECTOR ELECTION MAJORITY VOTE STANDARD		Shareholder
04	INDEPENDENT BOARD CHAIRMAN		Shareholder

MARATHON OIL CORPORATION

MRO

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

Issuer: 565849
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		CLARENCE P. CAZALOT, JR DAVID A. DABERKO WILLIAM L. DAVIS	Management Management Management
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2006.		Management
03	BOARD PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.		Management
04	BOARD PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO REVISE THE PURPOSE CLAUSE, ELIMINATE THE SERIES A JUNIOR PREFERRED STOCK AND MAKE OTHER TECHNICAL CHANGES.		Management
05	STOCKHOLDER PROPOSAL TO ELECT DIRECTORS BY A MAJORITY VOTE.		Shareholder
06	STOCKHOLDER PROPOSAL FOR A SIMPLE MAJORITY VOTE OF STOCKHOLDERS.		Shareholder

T. ROWE PRICE GROUP, INC.
 Issuer: 74144T
 SEDOL:

ISIN:

TROW

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		EDWARD C. BERNARD JAMES T. BRADY J. ALFRED BROADDUS, JR. DONALD B. HEBB, JR. JAMES A.C. KENNEDY GEORGE A. ROCHE BRIAN C. ROGERS DR. ALFRED SOMMER DWIGHT S. TAYLOR ANNE MARIE WHITTEMORE	Management Management Management Management Management Management Management Management Management
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS PRICE GROUP S INDEPENDENT ACCOUNTANT FOR 2006.		Management
03	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AND FURTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS AND POSTPONEMENTS THEREOF.		Management

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

 TECO ENERGY, INC. TE
 Issuer: 872375 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage Manage
		SARA L. BALDWIN LUIS GUINOT, JR. SHERRILL W. HUDSON LORETTA A. PENN WILLIAM P. SOVEY
02	RATIFICATION OF THE CORPORATION S INDEPENDENT AUDITOR	Manage

 TEXTRON INC. TXT
 Issuer: 883203 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
03	SHAREHOLDER PROPOSAL RELATING TO A REPORT RELATED TO USE OF DEPLETED URANIUM.	Shareh
04	SHAREHOLDER PROPOSAL RELATING TO DIRECTOR ELECTION MAJORITY VOTE.	Shareh
01	DIRECTOR	Manage Manage Manage Manage
		LEWIS B. CAMPBELL LAWRENCE K. FISH JOE T. FORD
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Manage

 VECTREN CORPORATION VVC
 Issuer: 92240G ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

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

01	DIRECTOR	JOHN M. DUNN NIEL C. ELLERBROOK ANTON H. GEORGE ROBERT L. KOCH II	Manage Manage Manage Manage Manage
02	APPROVE THE COMPANY S AT RISK COMPENSATION PLAN, AS AMENDED AND RESTATED.		Manage
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.		Manage

ALTRIA GROUP, INC.
Issuer: 02209S
SEDOL:

ISIN:

MO

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR	ELIZABETH E. BAILEY HAROLD BROWN MATHIS CABIALAVETTA LOUIS C. CAMILLERI J. DUDLEY FISHBURN ROBERT E. R. HUNTLEY THOMAS W. JONES GEORGE MUNOZ LUCIO A. NOTO JOHN S. REED STEPHEN M. WOLF	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS		Manage
04	STOCKHOLDER PROPOSAL 2 - REQUESTING COMMITMENT TO GLOBAL HUMAN RIGHTS STANDARDS		Shareh
05	STOCKHOLDER PROPOSAL 3 - SEEKING TO ADDRESS HEALTH HAZARDS FOR AFRICAN AMERICANS ASSOCIATED WITH SMOKING MENTHOL CIGARETTES		Shareh
06	STOCKHOLDER PROPOSAL 4 - SEEKING TO EXTEND NEW YORK FIRE-SAFE PRODUCTS GLOBALLY		Shareh
07	STOCKHOLDER PROPOSAL 5 - REQUESTING ADOPTION OF ANIMAL WELFARE POLICY		Shareh
08	STOCKHOLDER PROPOSAL 6 - REQUESTING SUPPORT FOR LAWS AT ALL LEVELS COMBATING USE OF TOBACCO		Shareh
09	STOCKHOLDER PROPOSAL 7 - SEEKING TO FACILITATE MEDICAL EFFORTS TO DISSUADE SECONDHAND SMOKE		Shareh
03	STOCKHOLDER PROPOSAL 1 - REQUESTING INDEPENDENT BOARD CHAIRMAN		Shareh

ARCH COAL, INC.
Issuer: 039380
SEDOL:

ISIN:

ACI

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		FRANK M. BURKE	Management
		JOHN W. EAVES	Management
		PATRICIA F. GODLEY	Management
		THOMAS A. LOCKHART	Management
		WESLEY M. TAYLOR	Management
02	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION TO INCREASE AUTHORIZED SHARES.		Management

BAKER HUGHES INCORPORATED
 Issuer: 057224
 SEDOL:

ISIN:

BHI

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		LARRY D. BRADY	Management
		CLARENCE P. CAZALOT, JR	Management
		CHAD C. DEATON	Management
		EDWARD P. DJEREJIAN	Management
		ANTHONY G. FERNANDES	Management
		CLAIRE W. GARGALLI	Management
		JAMES A. LASH	Management
		JAMES F. MCCALL	Management
		J. LARRY NICHOLS	Management
		H. JOHN RILEY, JR.	Management
		CHARLES L. WATSON	Management
02	RATIFICATION OF DELOITTE & TOUCHE AS THE COMPANY S INDEPENDENT AUDITOR FOR FISCAL YEAR 2006.		Shareholder
04	STOCKHOLDER PROPOSAL NO. 1 REGARDING VOTING UNDER THE COMPANY S DELAWARE CHARTER.		Shareholder
03	PROPOSAL TO APPROVE PERFORMANCE CRITERIA FOR AWARDS UNDER THE ANNUAL INCENTIVE COMPENSATION PLAN.		Management

BOUYGUES, PARIS
 Issuer: F11487125

ISIN: FR0000120503

BLOCKI

SEDOL: B01J BX5, 2696612, 4067528, 7164028, B0Z6VY3, B043HB4, 4002121, 4115159

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	<p>VERIFICATION PERIOD: REGISTERED SHARES: 1 TO 5 DAYS PRIOR TO THE MEETING DATE, DEPENDS ON COMPANY S BY-LAWS. BEARER SHARES: 6 DAYS PRIOR TO THE MEETING DATE. 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.</p> <p>THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS: PROXY CARDS: ADP WILL FORWARD VOTING INSTRUCTIONS TO THE GLOBAL CUSTODIANS THAT HAVE BECOME REGISTERED INTERMEDIARIES, ON ADP 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 ADP. TRADES/VOTE INSTRUCTIONS: SINCE FRANCE MAINTAINS A VERIFICATION PERIOD, FOR VOTE INSTRUCTIONS SUBMITTED THAT HAVE A TRADE TRANSACTED (SELL) FOR EITHER THE FULL SECURITY POSITION OR A PARTIAL AMOUNT AFTER THE VOTE INSTRUCTION HAS BEEN SUBMITTED TO ADP AND THE GLOBAL CUSTODIAN ADVISES ADP OF THE POSITION CHANGE VIA THE ACCOUNT POSITION COLLECTION PROCESS, ADP HAS A PROCESS IN EFFECT WHICH WILL ADVISE THE GLOBAL CUSTODIAN OF THE NEW ACCOUNT POSITION AVAILABLE FOR VOTING. THIS WILL ENSURE THAT THE LOCAL CUSTODIAN IS INSTRUCTED TO AMEND THE VOTE INSTRUCTION AND RELEASE THE SHARES FOR SETTLEMENT OF THE SALE TRANSACTION. THIS PROCEDURE PERTAINS TO SALE TRANSACTIONS WITH A SETTLEMENT DATE PRIOR TO MEETING DATE + 1</p>	Non-Voting	Non-Voti
1.	<p>APPROVE THE REPORTS OF THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE AUDITORS GENERAL REPORTS, COMPANY S FINANCIAL STATEMENTS, BALANCE SHEET FOR THE YEAR 2005 SHOWING NET INCOME OF EUR 260.833,378.18 AND GRANT PERMANENT DISCHARGE TO THE DIRECTORS FOR THE PERFORMANCE OF THEIR DUTIES DURING THE SAID FY</p>	Management	Ta
2.	<p>RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE STATUTORY AUDITORS AND APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY IN THE FORM PRESENTED TO THE MEETING SHOWING NET INCOME GROUP SHARE OF EUR 832,170,000.00</p>	Management	Ta
3.	<p>APPROVE THAT THE DISTRIBUTABLE INCOME FOR THE Management Take No Action *Management Position Unknown FY OF EUR 537,180,016.80 BE APPROPRIATED AS FOLLOWS: FIRST NET DIVIDEND: EUR 0.05 PER SHARE OR INVESTMENT CERTIFICATE I.E. AN OVERALL AMOUNT OF: EUR 16,838,144.80, ADDITIONAL NET DIVIDEND: EUR 0.85 PER SHARE OR INVESTMENT CERTIFICATE, I.E AN OVERALL AMOUNT OF: EUR 286,248,461.80 THE BALANCE OF EUR 234,093,410.40 TO THE RETAINED EARNINGS ACCOUNT; THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 0.90 PER SHARE</p>		

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

OR PER INVESTMENT CERTIFICATE AND WILL ENTITLE NATURAL PERSONS DOMICILED IN FRANCE TO THE 40% ALLOWANCE; THIS DIVIDEND WILL BE PAID BY CASH ON 03 MAY 2006 IN THE EVENT THAT THE COMPANY HOLDS SOME OF ITS OWN SHARES ON SUCH DATE; THE AMOUNT OF THE UNPAID DIVIDEND ON SUCH SHARES SHALL BE ALLOCATED TO THE RETAINED EARNINGS ACCOUNT, AS REQUIRED BY LAW

- | | | | |
|-----|--|------------|---|
| 4. | APPROVE TO TRANSFER THE AMOUNT, PURSUANT TO ARTICLE 39 OF THE AMENDED FINANCE LAW FOR 2004, OF EUR 183,615,274.88 POSTED TO THE SPECIAL RESERVE OF LONG CAPITAL GAINS ACCOUNT TO THE OTHER RESERVES ACCOUNT, FROM WHICH WILL BE DEDUCTED THE 2.5% EXTRAORDINARY TAX, AS STIPULATED BY THE ARTICLE 39 IV OF | Management | Ta |
| | THE FINANCE LAW NUMBER 2004-1485 OF 30 DEC 2004, AMOUNTING TO: EUR 4,590,381.87 FOLLOWING THIS TRANSFER, THE SPECIAL RESERVE OF LONG-TERM CAPITAL GAINS ACCOUNT WILL SHOW A NEW BALANCE OF EUR 0.00 AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | | |
| 5. | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY THE ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE AND THE AGREEMENTS REFERRED TO THEREIN | Management | Ta |
| 6. | RATIFY THE CO-OPTATION OF MRS. PATRICIA BARBIZET AS A DIRECTOR AND REPLACE THE COMPANY ARTEMISFOR THE REMAINDER OF THE COMPANY ARTEMIS TERM OF OFFICE I.E. UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR 2007 | Management | Ta |
| 7. | RATIFY THE CO-OPTATION OF MR. JEAN HENRI PINAULT AS A DIRECTOR TO REPLACE THE SOCIETE FINANCIERE PINAULT, FOR THE REMAINDER OF THE SOCIETE FINANCIERE PINAULT S TERM OF OFFICE I.E. UNTIL THE SHAREHOLDERS CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR 2009 | Management | Take No Action *Management Position Unknown |
| 8. | APPOINT MR. MARTIN BOUYGUES AS A DIRECTOR FOR A 3 YEAR PERIOD | Management | Ta |
| 9. | APPOINT MRS. MONIQUE BOUYGUES AS A DIRECTOR FOR A 3 YEAR PERIOD | Management | Ta |
| 10. | APPROVE TO RENEW THE APPOINTMENT OF MR. GEORGES CHODRON DE COURCEL AS A DIRECTOR FOR A PERIOD OF 3 YEARS | Management | Ta |
| 11. | APPOINT MR. FRANCOIS BERTIERE AS A DIRECTOR FOR A 3 YEAR PERIOD | Management | Ta |
| 12. | RATIFY THE TRANSFER OF THE HEAD OFFICE OF THE COMPANY TO: 32, AVENUE HOICHE, 75008 PARIS AND AMEND THE ARTICLE 4 OF THE BYLAWS | Management | Ta |
| 13. | AUTHORIZE THE BOARD OF DIRECTORS, TO BUY BACK THE COMPANY S SHARES OR INVESTMENT CERTIFICATES ON THE OPEN MARKET, SUBJECT TO THE CONDITIONS | Management | Ta |

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

DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 80.00 PER SHARE OR INVESTMENT CERTIFICATE, MINIMUM SALE PRICE: EUR 30.00 PER SHARE OR INVESTMENT CERTIFICATE, MAXIMUM NUMBER OF SHARES AND INVESTMENT CERTIFICATES TO BE ACQUIRED: 10% OF THE SHARE CAPITAL, MAXIMUM FUNDS INVESTED IN THE SHARE BUY BACKS: EUR 1,500,000,000.00; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT

14. AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE, IN THE EVENT THAT THE LAWS AND RULES APPLYING TO Management Ta

THE COMPANY WOULD MAKE POSSIBLE THE USE OF SUCH AUTHORIZATION, DURING PUBLIC OFFERINGS ON THE COMPANY SHARES AND IN ACCORDANCE WITH THE LEGAL PROVISIONS AND REGULATIONS IN FORCE AT THE DATE OF SUCH USE, WARRANTS GIVING THE RIGHT TO SUBSCRIBE UNDER PREFERENTIAL CONDITIONS FOR SHARES IN THE COMPANY, AND TO ALLOCATE FOR FREE SAID WARRANTS TO THE SHAREHOLDERS; THE MAXIMAL NOMINAL AMOUNT OF CAPITAL INCREASE LIABLE TO BE CARRIED OUT UNDER THIS DELEGATION OF AUTHORITY SHALL NOT EXCEED EUR 150,000,000.00; THE MAXIMUM NUMBER OF EQUITY WARRANTS LIABLE TO BE ISSUED SHALL NOT EXCEED 450,000,000 AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES AND ALSO INCLUDES A WAIVER BY SHAREHOLDERS OF THEIR PRE-EMPTIVE RIGHT TO THE COMPANY ORDINARY SHARES TO WHICH THE EQUITY WARRANTS ISSUED UNDER THIS AUTHORIZATION MAY GIVE RISE TO ENTITLEMENT AUTHORITY EXPIRES ON COMPLETION OF 18 MONTHS

15. APPROVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE SPECIAL ADVANTAGES AUDITOR, THE EVALUATION BY DETROYAT ET ASSOCIES, BY A MAJORITY REQUIRED OF 95% OF THE PRESENT AND REPRESENTED, BY THE VOTING RIGHT CERTIFICATES HOLDERS SPECIAL MEETING, OF THE EXISTING CERTIFICATES CONSOLIDATION INTO SHARES; THE EXISTING CERTIFICATES CONSOLIDATION INTO SHARES SCHEME PRESENTED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE L.228-31 OF THE FRENCH COMMERCIAL CODE AND THE PURCHASE BY THE COMPANY OF THE WHOLE VOTING RIGHT CERTIFICATES, SET AT EUR 5.46 PER VOTING RIGHT CERTIFICATE AND THE ALLOCATION FOR FREE TO INVESTMENT CERTIFICATE BEARERS OF THE CORRESPONDING VOTING RIGHT CERTIFICATES, DECIDES TO PROCEED WITH THIS CONSOLIDATION AND AUTHORIZE THE BOARD OF DIRECTORS TO AMEND: ARTICLE 7, 8, 9, 10, 24, 25 OF THE BYLAWS Management Ta

16. AUTHORIZE THE BOARD OF DIRECTORS BY ALL LEGAL MEANS, TO INCREASE THE SHARE CAPITAL IN ACCORDANCE WITH THE CONDITIONS AND LIMITATIONS SET FORTH BY RESOLUTIONS NUMBER 10, 11, 12, 13, 14, 15, 16, 17 AND 18; THE SHAREHOLDERS; THE INVESTMENT CERTIFICATE HOLDERS, MEETING AT A SPECIAL MEETING, HAVE WAIVED IN THE EVENT OF AN ISSUANCE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT, THEIR PRE-EMPTIVE RIGHT TO ANY VOTING PREFERENCE SHARES WITH THE SAME RIGHTS AS INVESTMENT CERTIFICATES, AND ALSO, THAT THEY HAVE NOTED THAT THIS AUTHORIZATION INCLUDES THE WAIVER OF THEIR PRE-EMPTIVE RIGHT TO ANY NON PREFERENCE SHARES WITH THE SAME RIGHTS AS INVESTMENT CERTIFICATES, TO WHICH THE SECURITIES ISSUED UNDER THIS AUTHORIZATION MAY GIVE RISE TO ENTITLEMENT AUTHORITY EXPIRES ON COMPLETION OF 14 MONTHS Management Ta

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

17. AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE, IN Management Ta
THE EVENT THAT THE LAWS AND RULES APPLYING TO
THE COMPANY WOULD MAKE POSSIBLE THE USE OF SUCH AUTHORIZATION,
DURING PUBLIC OFFERINGS ON THE COMPANY SHARES AND IN ACCORDANCE WITH
THE LEGAL PROVISIONS AND REGULATIONS IN FORCE AT THE DATE OF SUCH
USE, WARRANTS ENTITLING TO SUBSCRIBE, ON PREFERENTIAL CONDITIONS,
TO SHARES OF THE COMPANY AND TO FREELY ALLOCATE THEM TO THE
SHAREHOLDERS; THE MAXIMAL NOMINAL AMOUNT OF CAPITAL INCREASES TO BE

CARRIED OUT UNDER THIS DELEGATION OF AUTHORITY SHALL NOT EXCEED EUR
150,000,000.00 THIS AMOUNT SHALL COUNT AGAINST THE GLOBAL CEILING
SET IN THE 10TH RESOLUTION OF THE SHAREHOLDERS MEETING OF 28 APR
2005, THE MAXIMUM NUMBER OF WARRANTS ISSUED WILL NOT EXCEED
450,000,000 AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL
NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES AND
MEETING NOTES THAT THIS AUTHORIZATION INCLUDES WAIVER BY
SHAREHOLDERS OF THEIR PRE-EMPTIVE RIGHT TO THE COMPANY ORDINARY
SHARES TO WHICH THE EQUITY WARRANTS ISSUED UNDER THIS AUTHORIZATION
MAY GIVE RISE TO ENTITLEMENT AND WAIVER BY INVESTMENT CERTIFICATE
HOLDERS MEETING AT A SPECIAL MEETING TODAY OF THEIR PRE-EMPTIVE
RIGHT TO THE NON-VOTING PREFERENCE SHARES WITH THE SAME RIGHTS AS
INVESTMENT CERTIFICATES TO WHICH THE EQUITY WARRANTS ISSUED UNDER
THIS AUTHORIZATION MAY GIVE RISE TO ENTITLEMENT
AUTHORITY EXPIRES ON COMPLETION OF 18 MONTHS
18. AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE Management Ta
SHARE CAPITAL ON ONE OR MORE OCCASIONS AND AT
ITS SOLE DISCRETION, BY CANCELING ALL OR PART OF THE SHARES HELD BY
THE COMPANY IN CONNECTION WITH A STOCK REPURCHASE PLAN UP TO A
MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 24-MONTH PERIOD AND TO
CHARGE THE DIFFERENCE BETWEEN THE PURCHASE PRICE OF THE CANCELLED
SHARES AND THEIR NOMINAL PAR VALUE ON ALL THE ACCOUNTS OF BONUSES
AND THE AVAILABLE RESERVES, IT SUPERSEDES ANY AND ALL EARLIER
AUTHORIZATIONS TO THE SAME EFFECT AND TO TAKE ALL NECESSARY MEASURES
AND ACCOMPLISH ALL NECESSARY FORMALITIES AUTHORITY EXPIRES ON
COMPLETION OF 18 MONTHS
19. AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE, FOR Management Ta
THE PROFIT OF INVESTMENT CERTIFICATES HOLDERS:
NON-VOTING PREFERENCE SHARES WITH THE SAME RIGHTS AS INVESTMENT
CERTIFICATES, AND ANY SECURITIES GIVING ACCESS TO NON-VOTING
PREFERENCE SHARES WITH THE SAME RIGHTS AS INVESTMENT CERTIFICATES TO
A MAXIMUM NOMINAL AMOUNT OF EUR 10,000,000.00, THE NOMINAL AMOUNT OF
DEBT SECURITIES ISSUED SHALL NOT EXCEED EUR 10,000,000.00 AND
SUPERSEDES ANY AND ALL EARLIER AUTHORIZATIONS TO THE SAME EFFECT AND
TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY
FORMALITIES AUTHORITY EXPIRES FOR A PERIOD OF 18 MONTHS
20. AMEND THE ARTICLE 18 OF THE BY-LAWS: CONTROL Management Ta
AGENTS
21. APPROVE TO GRANT ALL POWERS TO THE BEARER OF Management Take No
Action *Management Position Unknown AN ORIGINAL A COPY OR EXTRACT OF
THE MINUTES
OF THIS MEETING TO CARRY OUT ALL FILINGS, PUBLICATIONS
AND OTHER FORMALITIES PRESCRIBED BY LAW

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

DTE ENERGY COMPANY DTE
Issuer: 233331 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR	ALFRED R. GLANCY III JOHN E. LOBBIA EUGENE A. MILLER CHARLES W. PRYOR, JR. JOE W. LAYMON	Manage Manage Manage Manage Manage
02	TO APPROVE THE ADOPTION OF THE DTE ENERGY COMPANY 2006 LONG-TERM INCENTIVE PLAN		Manage
03	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM DELOITTE & TOUCHE LLP		Manage

GROUPE DANONE, PARIS BLOCKI
Issuer: F12033134 ISIN: FR0000120644
SEDOL: 5984068, B0ZGJH2, B01HK10, B033328, 0799085, 5983560, B01HKG5, B018SX1, B043GP1, 5981810,

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN THE NUMBERING OF THE RESOLUTIONS. 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-Votin
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN THE MEETING DATE. 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-Votin
*	A VERIFICATION PERIOD EXISTS IN FRANCE. PLEASE SEE HTTP://ICS.ADP.COM/MARKETGUIDE FOR COMPLETE INFORMATION. VERIFICATION PERIOD: REGISTERED SHARES: 1 TO 5 DAYS PRIOR TO THE MEETING DATE, DEPENDS ON COMPANY S BY-LAWS. BEARER SHARES: 6 DAYS PRIOR TO THE MEETING DATE. 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: ADP WILL FORWARD VOTING INSTRUCTIONS TO THE GLOBAL CUSTODIANS THAT HAVE BECOME REGISTERED INTERMEDIARIES, ON ADP VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED	Non-Voting	Non-Votin

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

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 ADP. TRADES/VOTE INSTRUCTIONS: SINCE FRANCE MAINTAINS A VERIFICATION PERIOD, FOR VOTE INSTRUCTIONS SUBMITTED THAT HAVE A TRADE TRANSACTED (SELL) FOR EITHER THE FULL SECURITY POSITION OR A PARTIAL AMOUNT AFTER THE VOTE INSTRUCTION HAS BEEN SUBMITTED TO ADP AND THE GLOBAL CUSTODIAN ADVISES ADP OF

THE POSITION CHANGE VIA THE ACCOUNT POSITION COLLECTION PROCESS, ADP HAS A PROCESS IN EFFECT WHICH WILL ADVISE THE GLOBAL CUSTODIAN OF THE NEW ACCOUNT POSITION AVAILABLE FOR VOTING. THIS WILL ENSURE THAT THE LOCAL CUSTODIAN IS INSTRUCTED TO AMEND THE VOTE INSTRUCTION AND RELEASE THE SHARES FOR SETTLEMENT OF THE SALE TRANSACTION.

THIS PROCEDURE PERTAINS TO SALE TRANSACTIONS WITH A SETTLEMENT DATE PRIOR TO MEETING DATE + 1

*	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU	Non-Voting	Non-Voting
0.1	RECEIVE THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS GENERAL REPORT AND APPROVE THE COMPANY S FINANCIAL STATEMENTS AND THE BALANCE SHEET FOR THE YE 31 DEC 2005	Management	Take No Act
0.2	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE STATUTORY AUDITORS, AND APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY IN THE FORM PRESENTED TO THE MEETING	Management	Take No Act
0.4	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLES L-225-38 ET SEQUENCE OF THE FRENCH COMMERCIAL CODE, AND APPROVE THE SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN	Management	Take No Act
0.3	ACKNOWLEDGE THE EARNINGS FOR THE FY 2005 AMOUNT TO EUR 809,932,308.20 RETAINED EARNINGS FOR THE FY AMOUNT TO EUR 1,360,276,241.26 AN AVAILABLE AMOUNT FOR DISTRIBUTION OF EUR 2,170,208,549.46 TO BE APPROPRIATED AS FOLLOWS: DIVIDEND: EUR 449,199,823.00 RETAINED EARNINGS: EUR 1,721,008,726.46 THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 1.70 PER SHARE, AND WILL ENTITLE TO THE 40% ALLOWANCE PROVIDED BY THE FRENCH TAX CODE, THIS DIVIDEND WILL BE PAID ON 10 MAY 2006 THE AMOUNT OF THE DIVIDEND ON SELF-HELD SHARES WILL BE ALLOCATED TO THE RETAINED EARNINGS ACCOUNT AS REQUIRED BY LAW, IT IS REMINDED THAT, FOR THE LAST THREE FY THE DIVIDENDS PAID PER SHARE, WERE AS FOLLOWS: EUR 1.15 FOR FY 2002 WITH A TAX CREDIT OF EUR 0.575 EUR 1.225 FOR FY 2003 WITH A TAX CREDIT OF EUR 0.6125 EUR 1.35 FOR FY 2004	Management	Take No Act
0.5	APPROVE TO RENEW THE APPOINTMENT OF MR. RICHARD GOBLET D ALVIELLA AS A DIRECTOR, FOR A 3 YEAR PERIOD	Management	Take No Act
0.6	APPROVE TO RENEW THE APPOINTMENT OF MR. CHRISTIAN	Management	Take No Act

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

LAUBIE AS A DIRECTOR, FOR A 3 YEAR PERIOD

O.7	APPROVE TO RENEW THE APPOINTMENT OF MR. JEAN LAURENT AS A DIRECTOR, FOR A 3 YEAR PERIOD	Management	Take No Ac
O.8	APPROVE TO RENEW THE APPOINTMENT OF MR. HAKAN MOGREN AS A DIRECTOR, FOR A 3 YEAR PERIOD	Management	Take No Ac
O.9	APPROVE TO RENEWS THE APPOINTMENT OF MR. BENOIT POTIER AS A DIRECTOR, FOR A 3 YEAR PERIOD	Management	Take No Ac
O.10	AUTHORIZE THE BOARD OF DIRECTORS, IN SUBSTITUTION FOR THE AUTHORITY OF THE GENERAL MEETING OF 22 APR 2005, TO SELL, KEEP OR TRANSFER THE COMPANY SHARES ON THE STOCK MARKET, PURSUANT TO A SHARE REPURCHASE PROGRAM, IN ACCORDANCE WITH THE FRENCH COMMERCIAL CODE AND SUBJECT TO THE FOLLOWING CONDITIONS: MAXIMUM PURCHASE PRICE: EUR 120.00; MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 18,000,000 SHARES; AND TOTAL FUNDS INVESTED IN THE SHARE BUYBACK: EUR 2,16,000,000.00; AUTHORITY EXPIRES AT THE END OF 18 MONTHS ; AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take No Ac
O.11	AUTHORIZE THE BOARD OF DIRECTORS, IN SUBSTITUTION FOR THE AUTHORITY OF THE GENERAL MEETING OF 22 APR 2005, TO PROCEED, IN FRANCE OR ABROAD, WITH ISSUING ORDINARY BONDS OR SIMILAR FIXED-TERM OR UNFIXED-TERM SUBORDINATED SECURITIES, OF MAXIMUM NOMINAL AMOUNT OF EUR 4,000,000,000.00; AUTHORITY EXPIRES AT THE END OF 5 YEARS ; AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take No Ac
E.12	AUTHORIZE THE BOARD OF DIRECTORS, IN SUBSTITUTION FOR THE AUTHORITY OF THE GENERAL MEETING OF 22 APR 2005, TO INCREASE THE SHARE CAPITAL, ON ONE OR MORE OCCASIONS, BY ISSUING ORDINARY SHARES OR SECURITIES, NOT EXCEEDING A NOMINAL AMOUNT OF EUR 3,000,000.00, GIVING ACCESS TO THE COMPANY ORDINARY SHARES IN FAVOUR OF EMPLOYEES OF THE COMPANY, WHO ARE MEMBERS OF A COMPANY S SAVINGS PLAN AND COMPANIES IN WHICH GROUPE DANONE, HOLDS AT LEAST 10% OF THE CAPITAL OR THE VOTING RIGHTS; AUTHORITY EXPIRES AT THE END OF 26 MONTHS ; AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take No Act
E.13	GRANT ALL POWERS TO THE BEARER OF AN ORIGINAL, A COPY OR AN EXTRACT OF THE MINUTES OF THE MEETING TO ACCOMPLISH ALL FILINGS, PUBLICATIONS AND OTHER FORMALITIES PRESCRIBED BY LAW	Management	Take No Acti

 HERA SPA, BOLOGNA
 Issuer: T5250M106

ISIN: IT0001250932

BLOCKI

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

SEDOL: B020CX4, 7620508, 7598003

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF RECORD DATE. 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
*	PLEASE NOTE THAT THE MEETING TO HELD ON 26 APR 2006 HAS BEEN POSTPONED AND WILL BE HELD ON 27 APR 2006. PLEASE ALSO NOTE THE NEW CUTOFF DATE 25 APR 2006. IF YOU HAVE ALREADY SENT YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	Non-Voting
O.1	APPROVE THE COMPANY S FINANCIAL STATEMENTS AS AT 31 DEC 2005, REPORT ON THE COMPANY S OPERATIONS, THE ALLOCATION OF THE COMPANY S NET PROFIT AND REPORT OF THE BOARD OF AUDITORS	Management	Take No Ac
O.2	AUTHORIZE THE COMPANY S BUY BACK PROGRAM, CONSEQUENT RESOLUTIONS	Management	Take No Ac
O.3	ACKNOWLEDGE THE APPOINTMENT OF THE DIRECTORS PURSUANT TO THE EX ARTICLE 2449 OF THE ITALIAN CIVIL CODE	Management	Take No Ac
O.4	APPOINT A NEW NOT APPOINTED MEMBER OF THE BOARD OF DIRECTORS PURSUANT TO THE EX ARTICLE 2449 OF THE ITALIAN CIVIL CODE	Management	Take No Ac
O.5	APPOINT THE AUDITING FIRM FOR THE YEARS 2006-2011	Management	Take No Ac
E.1	APPROVE THE MERGER DRAFT OF GEAT DISTRIBUZIONE GAS SPA INTO HERA SPA	Management	Take No Ac
E.2	AMEND ARTICLE 7 AND 17 OF THE COMPANY S BY-LAWS	Management	Take No Ac
E.3	AMEND ARTICLE 18 - 25 - 26 - 27 OF THE COMPANY S BY-LAWS, INTRODUCTION OF THE NEW ARTICLE NUMBER 29 AND CONSEQUENT RE-NUMBERING OF THE COMPANY S BY-LAWS ARTICLES, FOLLOWING THE INTRODUCTION OF A NEW 29 ARTICLE	Management	Take No Ac

KIMBERLY-CLARK CORPORATION
 Issuer: 494368
 SEDOL:

ISIN:

KMB

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

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

04	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF GLOBAL HUMAN RIGHTS STANDARDS BASED ON INTERNATIONAL LABOR CONVENTIONS		Shareh
02	APPROVAL OF AUDITORS		Manage
01	DIRECTOR	DENNIS R. BERESFORD ABELARDO E. BRU	Manage Manage
		THOMAS J. FALK MAE C. JEMISON	Manage Manage
06	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON SUSTAINABLE FORESTRY PRACTICES		Shareh
05	STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING		Shareh

NOBLE CORPORATION
 Issuer: G65422
 SEDOL:
 ISIN: NE

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		JAMES C. DAY JULIE H. EDWARDS MARC E. LELAND	Manage Manage Manage
02	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2006.		Manage
03	MEMBER (SHAREHOLDER) PROPOSAL TO SEPARATE THE POSITIONS OF CHAIRMAN/CHIEF EXECUTIVE OFFICER.		Shareh

OLIN CORPORATION
 Issuer: 680665
 SEDOL:
 ISIN: OLN

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		DONALD W. BOGUS C. ROBERT BUNCH JOHN M.B. O'CONNOR PHILIP J. SCHULZ	Manage Manage Manage Manage
02	PROPOSAL TO APPROVE OLIN CORPORATION 2006 LONG TERM INCENTIVE PLAN		Manage
03	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED		Manage

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

PUBLIC ACCOUNTING FIRM

PARMALAT SPA
 Issuer: 70175R102
 SEDOL: B0GWD77

ISIN: US70175R1023

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
o.1	APPROVE THE BALANCE SHEET AND FINANCIAL STATEMENTS AS OF 31 DEC 2005 AND CONSEQUENT RESOLUTIONS	Management	Take No Action
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 28 APR 2006 (AND A THIRD CALL ON 29 APR 2006). CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU.	Non-Voting	Non-Voting
o.2	APPOINT AN ALTERNATE AUDITOR IN ACCORDANCE WITH ARTICLES 2401 OF THE ITALIAN CIVIL CODE	Management	Take No Action
E.3	APPROVE TO INTEGRATE THE BY-LAWS FOR THE IMPLEMENTATION OF THE PROVISIONS OF LAW 262/05 CONCERNING THE METHODS FOR THE APPOINTMENT OF THE CHARTED ACCOUNTANTS	Management	Take No Action
E.4	APPROVE TO INCREASE THE SHARE CAPITAL BY A MAXIMUM OF EUR 95 MILLION RESERVED FOR THE EXERCISE OF WARRANTS, AS PER THE ARTICLES 5 OF THE BY-LAWS	Management	Take No Action

PFIZER INC.
 Issuer: 717081
 SEDOL:

ISIN:

PFE

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Proposal Type
01	DIRECTOR		Management
		MICHAEL S. BROWN M. ANTHONY BURNS ROBERT N. BURT	Management Management Management

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

		W. DON CORNWELL	Manage
		WILLIAM H. GRAY III	Manage
		CONSTANCE J. HORNER	Manage
		WILLIAM R. HOWELL	Manage
		STANLEY O. IKENBERRY	Manage
		GEORGE A. LORCH	Manage
		HENRY A. MCKINNELL	Manage
		DANA G. MEAD	Manage
		RUTH J. SIMMONS	Manage
		WILLIAM C. STEERE, JR.	Manage
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.		Manage
03	MANAGEMENT PROPOSAL TO AMEND COMPANY S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS AND FAIR PRICE PROVISION.		Manage
04	SHAREHOLDER PROPOSAL RELATING TO TERM LIMITS FOR DIRECTORS.		Shareh
05	SHAREHOLDER PROPOSAL REQUESTING REPORTING ON PHARMACEUTICAL PRICE RESTRAINT.		Shareh
06	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING.		Shareh
08	SHAREHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.		Shareh
09	SHAREHOLDER PROPOSAL REQUESTING A REPORT ON THE FEASIBILITY OF AMENDING PFIZER S CORPORATE POLICY ON LABORATORY ANIMAL CARE AND USE.		Shareh
10	SHAREHOLDER PROPOSAL REQUESTING JUSTIFICATION FOR FINANCIAL CONTRIBUTIONS WHICH ADVANCE ANIMAL-BASED TESTING METHODOLOGIES.		Shareh
07	SHAREHOLDER PROPOSAL REQUESTING SEPARATION OF ROLES OF CHAIRMAN AND CEO.		Shareh

 SJW CORP.
 Issuer: 784305
 SEDOL:

ISIN:

SJW

 Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		M.L. CALI	Manage
		J.P. DINAPOLI	Manage
		D. GIBSON	Manage
		D.R. KING	Manage
		G.E. MOSS	Manage
		W.R. ROTH	Manage
		C.J. TOENISKOETTER	Manage
		F.R. ULRICH, JR.	Manage
		R.A. VAN VALER	Manage

Management For For

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

02	APPROVE THE LONG-TERM INCENTIVE PLAN AMENDMENT WHICH WAS ADOPTED BY THE BOARD OF DIRECTORS ON JANUARY 31, 2006.	Manage
03	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2006.	Manage

THE EMPIRE DISTRICT ELECTRIC COMPANY	EDE
Issuer: 291641	ISIN:
SEDOL:	

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Manage Manage Manage Manage Manage
	D. RANDY LANEY MYRON W. MCKINNEY B. THOMAS MUELLER MARY M. POSNER	
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Manage

VIVENDI UNIVERSAL	V
Issuer: 92851S	ISIN:
SEDOL:	

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	TO APPROVE THE AMENDMENTS LISTED IN THE ENCLOSED REQUEST FOR WRITTEN APPROVAL BY OWNERS OF AMERICAN DEPOSITARY RECEIPTS (ADRS) TO AMEND THE DEPOSIT AGREEMENT.	Manage

WYETH	WYE
Issuer: 983024	ISIN:
SEDOL:	

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
--------------------	----------	------------------

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

01	DIRECTOR		Manage
		R. ESSNER	Manage
		J.D. FEERICK	Manage
		F.D. FERGUSSON	Manage
		V.F. GANZI	Manage
		R. LANGER	Manage
		J.P. MASCOTTE	Manage
		M.L. POLAN	Manage
		G.L. ROGERS	Manage
		I.G. SEIDENBERG	Manage
		W.V. SHIPLEY	Manage
		J.R. TORELL III	Manage
02	RATIFY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM		Manage
03	ADOPT NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN		Manage
04	LIMITING SUPPLY OF PRESCRIPTION DRUGS IN CANADA		Shareh
05	DISCLOSURE OF POLITICAL CONTRIBUTIONS		Shareh
06	DISCLOSURE OF ANIMAL WELFARE POLICY		Shareh
07	ELECTION OF DIRECTORS BY MAJORITY VOTE		Shareh
08	SEPARATING ROLES OF CHAIRMAN & CEO		Shareh
09	ADOPTION OF SIMPLE MAJORITY VOTE		Shareh

ARDEN REALTY, INC.
 Issuer: 039793
 SEDOL:

ISIN:

ARI

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 21, 2005, BY AND AMONG ARDEN REALTY, INC., ARDEN REALTY LIMITED PARTNERSHIP, GENERAL ELECTRIC CAPITAL CORPORATION, TRIZEC PROPERTIES, INC., TRIZEC HOLDINGS OPERATING LLC, ATLAS MERGER SUB, INC. AND ATLAS PARTNERSHIP MERGER SUB, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Manage
02	APPROVAL OF ANY ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES.	Manage

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

 AT&T INC.
 Issuer: 00206R
 SEDOL:

ISIN:

 Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	WILLIAM F. ALDINGER III	Manage
	GILBERT F. AMELIO	Manage
	AUGUST A. BUSCH III	Manage
	MARTIN K. EBY, JR.	Manage
	JAMES A. HENDERSON	Manage
	CHARLES F. KNIGHT	Manage
	JON C. MADONNA	Manage
	LYNN M. MARTIN	Manage
	JOHN B. MCCOY	Manage
	MARY S. METZ	Manage
	TONI REMBE	Manage
	S. DONLEY RITCHEY	Manage
	JOYCE M. ROCHE	Manage
	RANDALL L. STEPHENSON	Manage
	LAURA D'ANDREA TYSON	Manage
	PATRICIA P. UPTON	Manage
	EDWARD E. WHITACRE, JR.	Manage
02	APPROVE APPOINTMENT OF INDEPENDENT AUDITORS	Manage
03	APPROVE 2006 INCENTIVE PLAN	Manage
04	APPROVE AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION	Manage
05	STOCKHOLDER PROPOSAL A	Shareh
06	STOCKHOLDER PROPOSAL B	Shareh
07	STOCKHOLDER PROPOSAL C	Shareh
08	STOCKHOLDER PROPOSAL D	Shareh
09	STOCKHOLDER PROPOSAL E	Shareh
10	STOCKHOLDER PROPOSAL F	Shareh

 BG GROUP PLC
 Issuer: 055434
 SEDOL:

ISIN:

BRG

 Vote Group: GLOBAL

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

Proposal Number	Proposal	Proposal Type
01	ANNUAL REPORT AND ACCOUNTS	Management
02	REMUNERATION REPORT	Management
03	DECLARATION OF DIVIDEND	Management
04	ELECTION OF JURGEN DORMANN	Management
05	RE-ELECTION OF SIR ROBERT WILSON	Management
06	RE-ELECTION OF FRANK CHAPMAN	Management
07	RE-ELECTION OF ASHLEY ALMANZA	Management
08	RE-ELECTION OF SIR JOHN COLES	Management
09	RE-APPOINTMENT OF AUDITORS	Management
10	REMUNERATION OF AUDITORS	Management
11	POLITICAL DONATIONS	Management
12	AUTHORITY TO ALLOT SHARES	Management
13	SPECIAL RESOLUTION - DISAPPLICATION OF PRE-EMPTION RIGHTS	Management
14	SPECIAL RESOLUTION - AUTHORITY TO MAKE MARKET PURCHASES OF OWN ORDINARY SHARES	Management

BROOKFIELD ASSET MANAGEMENT INC.
 Issuer: 112585
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	SPECIAL RESOLUTION TO INCREASE THE NUMBER OF DIRECTORS FROM 14 TO 16.	Management
02	DIRECTOR	Management
		MARCEL R. COUTU WILLIAM A. DIMMA LANCE M. LIEBMAN ROY MACLAREN G. WALLACE F. MCCAIN JACK M. MINTZ JAMES A. PATTISON GEORGE S. TAYLOR
03	THE APPOINTMENT OF AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THE REMUNERATION TO BE PAID TO THE AUDITORS.	Management

DOMINION RESOURCES, INC.
 Issuer: 25746U
 SEDOL:

ISIN:

D

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
-----------------	----------	---------------

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

01	DIRECTOR			Manage
		PETER W. BROWN		Manage
		RONALD J. CALISE		Manage
		THOS. E. CAPPS		Manage
		GEORGE A. DAVIDSON, JR.		Manage
		THOMAS F. FARRELL, II		Manage
		JOHN W. HARRIS		Manage
		ROBERT S. JEPSON, JR.		Manage
		MARK J. KINGTON		Manage
		BENJAMIN J. LAMBERT III		Manage
		RICHARD L. LEATHERWOOD		Manage
		MARGARET A. MCKENNA		Manage
		FRANK S. ROYAL		Manage
		S. DALLAS SIMMONS		Manage
		DAVID A. WOLLARD		Manage
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS FOR THE 2006 FINANCIAL STATEMENTS.			Manage
03	SHAREHOLDER PROPOSAL - MAJORITY VOTE STANDARD			Shareh
04	SHAREHOLDER PROPOSAL - ENVIRONMENTAL REPORT			Shareh
05	SHAREHOLDER PROPOSAL - RETIREMENT BENEFITS			Shareh

FERRO CORPORATION
 Issuer: 315405 ISIN:
 SEDOL: FOE

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		SANDRA AUSTIN CRAYTON	Manage
		WILLIAM B. LAWRENCE	Manage
		DENNIS W. SULLIVAN	Manage

GATX CORPORATION
 Issuer: 361448 ISIN:
 SEDOL: GMT

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		ROD F. DAMMEYER	Manage
		JAMES M. DENNY	Manage

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

RICHARD FAIRBANKS Manage
 DEBORAH M. FRETZ Manage
 BRIAN A. KENNEY Manage
 MILES L. MARSH Manage
 MARK G. MCGRATH Manage
 MICHAEL E. MURPHY Manage
 CASEY J. SYLLA Manage

02 APPROVAL OF APPOINTMENT OF AUDITORS.

 MERRILL LYNCH & CO., INC.
 Issuer: 590188
 SEDOL:

ISIN:

MER

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Manage
		ALBERTO CRIBIORE Manage AULANA L. PETERS Manage CHARLES O. ROSSOTTI Manage
02	RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Manage
03	INSTITUTE CUMULATIVE VOTING	Shareh
04	SUBMIT DIRECTOR COMPENSATION TO SHAREHOLDERS FOR ANNUAL APPROVAL	Shareh
05	SUBMIT MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE REPORT TO SHAREHOLDERS FOR ANNUAL APPROVAL	Shareh

 OWENS & MINOR, INC.
 Issuer: 690732
 SEDOL:

ISIN:

OMI

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
03	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.	Manage
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Manage
01	DIRECTOR	Manage
		JOHN T. CROTTY Manage RICHARD E. FOGG Manage JAMES E. ROGERS Manage JAMES E. UKROP Manage

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

 POPULAR, INC. BPOP
 Issuer: 733174 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage
	JUAN J. BERMUDEZ RICHARD L. CARRION FRANCISCO M. REXACH JR.	

 SOUTH JERSEY INDUSTRIES, INC. SJI
 Issuer: 838518 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage
	SHIRLI M. BILLINGS, PHD THOMAS A. BRACKEN S. HARTNETT-DEVLIN, CFA FREDERICK R. RARING	
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Manage

 THE YORK WATER COMPANY YORW
 Issuer: 987184 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage
	GEORGE HAY KAIN, III MICHAEL W. GANG GEORGE W. HODGES	
02	APPOINT BEARD MILLER COMPANY LLP AS AUDITORS.	Manage

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

 ZIMMER HOLDINGS, INC. ZMH
 Issuer: 98956P ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	STUART M. ESSIG	Manage
	A.A. WHITE III, MD PHD	Manage
02	APPROVAL OF ZIMMER HOLDINGS, INC. 2006 STOCK INCENTIVE PLAN	Manage
03	AUDITOR RATIFICATION	Manage
04	STOCKHOLDER PROPOSAL TO ELECT EACH DIRECTOR ANNUALLY	Shareh

 ZIONS BANCORPORATION ZION
 Issuer: 989701 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	R.D. CASH	Manage
	PATRICIA FROBES	Manage
03	TO RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL 2006.	Manage
04	TO TRANSACT ANY OTHER SUCH BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.	Manage
02	TO APPROVE THE LONG TERM EXECUTIVE INCENTIVE COMPENSATION PLAN.	Manage

 AMEREN CORPORATION AEE
 Issuer: 023608 ISIN:
 SEDOL:

Vote Group: GLOBAL

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

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	SUSAN S. ELLIOTT	Management
	GAYLE P.W. JACKSON	Management
	JAMES C. JOHNSON	Management
	RICHARD A. LIDDY	Management
	GORDON R. LOHMAN	Management
	RICHARD A. LUMPKIN	Management
	CHARLES W. MUELLER	Management
	DOUGLAS R. OBERHELMAN	Management
	GARY L. RAINWATER	Management
	HARVEY SALIGMAN	Management
	PATRICK T. STOKES	Management
02	ADOPTION OF THE 2006 OMNIBUS INCENTIVE COMPENSATION PLAN	Management
03	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS	Management
04	SHAREHOLDER PROPOSAL REQUESTING EVALUATION OF 20-YEAR EXTENSION OF CALLAWAY PLANT LICENSE	Shareholder

BRISTOL-MYERS SQUIBB COMPANY
 Issuer: 110122
 SEDOL:

ISIN:

BMV

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	R.E. ALLEN	Management
	L.B. CAMPBELL	Management
	V.D. COFFMAN	Management
	J.M. CORNELIUS	Management
	P.R. DOLAN	Management
	L.J. FREEH	Management
	L.H. GLIMCHER, M.D.	Management
	L. JOHANSSON	Management
	J.D. ROBINSON III	Management
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	EXECUTIVE COMPENSATION DISCLOSURE	Shareholder
04	CUMULATIVE VOTING	Shareholder
05	RECOUPMENT	Shareholder
06	ANIMAL TREATMENT	Shareholder
07	TERM LIMITS	Shareholder

CENTRAL VERMONT PUBLIC SERVICE CORP.

CV

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

Issuer: 155771
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR		Management
		ROBERT L. BARNETT	Management
		ROBERT G. CLARKE	Management
		MARY ALICE MCKENZIE	Management
		WILLIAM R. SAYRE	Management
		WILLIAM J. STENGER	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2006.		Management

CIRCOR INTERNATIONAL, INC.
 Issuer: 17273K
 SEDOL:

ISIN:

CIR

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR		Management
		DAVID F. DIETZ	Management
		DOUGLAS M. HAYES	Management
		THOMAS E. NAUGLE	Management
02	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.		Management

CONSOL ENERGY INC.
 Issuer: 20854P
 SEDOL:

ISIN:

CNX

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR		Management
		JOHN WHITMIRE	Management
		PATRICIA A. HAMMICK	Management
		J. BRETT HARVEY	Management
		DAVID C. HARDESTY, JR.	Management
		JAMES E. ALTMAYER, SR.	Management
		JOHN T. MILLS	Management
		WILLIAM E. DAVIS	Management
		WILLIAM P. POWELL	Management

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

RAJ K. GUPTA
JOSEPH T. WILLIAMS

Manage
Manage
Manage

02 RATIFICATION OF INDEPENDENT ACCOUNTANTS: PRICEWATERHOUSECOOPERS
LLP.

FORDING CANADIAN COAL TRUST
Issuer: 345425
SEDOL:

ISIN:

FDG

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
--------------------	----------	------------------

1A	ELECTION OF TRUSTEES: LLOYD I. BARBER	Manage
1B	ELECTION OF TRUSTEES: MICHAEL A. GRANDIN	Manage
1C	ELECTION OF TRUSTEES: MICHAEL S. PARRETT	Manage
1D	ELECTION OF TRUSTEES: HARRY G. SCHAEFER	Manage
1E	ELECTION OF TRUSTEES: PETER VALENTINE	Manage
1F	ELECTION OF TRUSTEES: ROBERT J. WRIGHT	Manage
1G	ELECTION OF TRUSTEES: JOHN B. ZAOZIRNY	Manage
02	DIRECTOR	Manage

DAWN L. FARRELL
MICHAEL A. GRANDIN
DONALD R. LINDSAY
RICHARD T. MAHLER
THOMAS J. O'NEIL
MICHAEL S. PARRETT
HARRY G. SCHAEFER
DAVID A. THOMPSON

Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage

03 PASSING THE ORDINARY RESOLUTION APPROVING THE
APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS AS
INDEPENDENT AUDITORS OF THE TRUST FOR THE ENSUING YEAR AND
AUTHORIZING THE TRUSTEES OF THE TRUST TO FIX REMUNERATION OF THE
INDEPENDENT AUDITORS.

Manage

04 THE APPROVAL OF THE ARRANGEMENT RESOLUTION
ATTACHED AS APPENDIX A TO THE CIRCULAR AND AS MORE FULLY DESCRIBED
IN THE CIRCULAR.

Manage

05 THE APPROVAL OF THE DECLARATION AMENDMENT RESOLUTION
ATTACHED AS APPENDIX B TO THE CIRCULAR AND AS MORE FULLY DESCRIBED
IN THE CIRCULAR.

Manage

06 THE APPROVAL OF THE RIGHTS PLAN AMENDMENT RESOLUTION
ATTACHED AS APPENDIX C TO THE CIRCULAR AND AS MORE FULLY DESCRIBED
IN THE CIRCULAR.

Manage

07 THE APPROVAL OF THE UNIT PLAN AMENDMENT RESOLUTION
ATTACHED AS APPENDIX D TO THE CIRCULAR AND AS MORE FULLY DESCRIBED
IN THE CIRCULAR.

Manage

GREAT PLAINS ENERGY INCORPORATED
Issuer: 391164
SEDOL:

ISIN:

GXP

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	D.L. BODDE M.J. CHESSER W.H. DOWNEY M.A. ERNST	Management
		R.C. FERGUSON, JR. W.K. HALL L.A. JIMENEZ J.A. MITCHELL W.C. NELSON L.H. TALBOTT R.H. WEST	Management
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2006.		Management

HAWAIIAN ELECTRIC INDUSTRIES, INC.
Issuer: 419870
SEDOL:

ISIN:

HE

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	SHIRLEY J. DANIEL CONSTANCE H. LAU A. MAURICE MYERS JAMES K. SCOTT	Management
02	ELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		Management
03	APPROVAL TO AMEND ARTICLE FOURTH OF THE RESTATED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED COMMON SHARES TO 200,000,000.		Management
04	APPROVAL OF THE 1990 NONEMPLOYEE DIRECTOR STOCK PLAN, AS AMENDED AND RESTATED.		Management
05	APPROVAL TO AMEND ARTICLE SIXTH OF THE RESTATED ARTICLES OF INCORPORATION TO MODIFY PROVISIONS RELATED TO THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		Management

SOUTHERN UNION COMPANY
Issuer: 844030
SEDOL:

ISIN:

SUG

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
05	THE APPROVAL OF THE ADOPTION OF SOUTHERN UNION S AMENDED AND RESTATED EXECUTIVE INCENTIVE BONUS PLAN.	Management
01	DIRECTOR	Management
	DAVID L. BRODSKY FRANK W. DENIUS KURT A. GITTER, M. D. HERBERT H. JACOBI ADAM M. LINDEMANN GEORGE L. LINDEMANN THOMAS N. MCCARTER, III GEORGE ROUNTREE, III ALAN D. SCHERER	Management Management Management Management Management Management Management Management Management
02	THE APPROVAL OF THE SALE OF THE RHODE ISLAND OPERATIONS OF SOUTHERN UNION S NEW ENGLAND GAS COMPANY DIVISION TO NATIONAL GRID USA.	Management
03	THE APPROVAL OF THE TRANSFER OF THE MASSACHUSETTS OPERATIONS OF SOUTHERN UNION S NEW ENGLAND GAS COMPANY DIVISION TO A SUBSIDIARY OF SOUTHERN UNION.	Management
04	THE APPROVAL OF THE ADOPTION OF SOUTHERN UNION S SECOND AMENDED AND RESTATED 2003 STOCK AND INCENTIVE PLAN.	Management
06	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS SOUTHERN UNION S INDEPENDENT EXTERNAL AUDITOR FOR THE YEAR ENDING DECEMBER 31, 2006.	Management
STERLING BANCORP Issuer: 859158 SEDOL:		STL ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	ROBERT ABRAMS JOSEPH M. ADAMKO LOUIS J. CAPPELLI WALTER FELDESMAN FERNANDO FERRER ALLAN F. HERSHFIELD HENRY J. HUMPHREYS ROBERT W. LAZAR JOHN C. MILLMAN EUGENE ROSSIDES	Management Management Management Management Management Management Management Management Management Management

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

02 PROPOSAL TO REAPPROVE THE STERLING BANCORP KEY
EXECUTIVE INCENTIVE BONUS PLAN.

Manage

VEOLIA ENVIRONNEMENT, PARIS

Issuer: F9686M107

ISIN: FR0000124141

BLOCKI

SEDOL: B0335V1, 4104704, B03XMB0, 4031879, 7188761

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN THE NUMBERING OF THE RESOLUTIONS. 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-Voti
*	A VERIFICATION PERIOD EXISTS IN FRANCE. PLEASE SEE HTTP://ICS.ADP.COM/MARKETGUIDE FOR COMPLETE INFORMATION. VERIFICATION PERIOD: REGISTERED SHARES: 1 TO 5 DAYS PRIOR TO THE MEETING DATE, DEPENDS ON COMPANY S BY-LAWS. BEARER SHARES: 6 DAYS PRIOR TO THE MEETING DATE. 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: ADP WILL FORWARD	Non-Voting	Non-Voti

VOTING INSTRUCTIONS TO THE GLOBAL CUSTODIANS THAT HAVE BECOME REGISTERED INTERMEDIARIES, ON ADP 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 ADP. TRADES/VOTE INSTRUCTIONS: SINCE FRANCE MAINTAINS A VERIFICATION PERIOD, FOR VOTE INSTRUCTIONS SUBMITTED THAT HAVE A TRADE TRANSACTED (SELL) FOR EITHER THE FULL SECURITY POSITION OR A PARTIAL AMOUNT AFTER THE VOTE INSTRUCTION HAS BEEN SUBMITTED TO ADP AND THE GLOBAL CUSTODIAN ADVISES ADP OF THE POSITION CHANGE VIA THE ACCOUNT POSITION COLLECTION PROCESS, ADP HAS A PROCESS IN EFFECT WHICH WILL ADVISE THE GLOBAL CUSTODIAN OF THE NEW ACCOUNT POSITION AVAILABLE FOR VOTING. THIS WILL ENSURE THAT THE LOCAL CUSTODIAN IS INSTRUCTED TO AMEND THE VOTE INSTRUCTION AND RELEASE THE SHARES FOR SETTLEMENT OF THE SALE TRANSACTION. THIS PROCEDURE PERTAINS TO SALE TRANSACTIONS WITH A SETTLEMENT DATE PRIOR TO MEETING DATE
+ 1

O.1 APPROVE THE REPORT OF THE CHAIRMAN OF THE BOARD

Management Take No Ac

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

OF DIRECTORS ON THE BOARD WORKS AND THE INTERNAL AUDIT PROCEDURES, THE MANAGEMENT OF THE BOARD OF DIRECTORS AND THE AUDITORS GENERAL REPORT, AND THE COMPANY S FINANCIAL STATEMENTS AND THE BALANCE SHEET FOR THE YEAR 2005, AS PRESENTED

O.2	APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY, IN THE FORM PRESENTED TO THE MEETING	Management	Take No Ac
O.3	APPROVE THE CHARGES AND EXPENSES GOVERNED BY ARTICLE 39-4 OF THE FRENCH GENERAL TAX CODE OF EUR 2,250,785.00	Management	Take No Ac
O.4	APPROVE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND RESOLVES THAT THE AVAILABLE INCOME BE APPROPRIATED AS FOLLOWS: EARNINGS FOR THE FY: EUR 388,429,495.00 PRIOR RETAINED EARNINGS: EUR 699,982,668.00 I.E. AN AMOUNT OF: EUR 1,088,412,163.00 ALLOCATED TO: LEGAL RESERVE: EUR 19,421,475.00 DIVIDEND: EUR 333,100,009.00 RETAINED EARNINGS: EUR 735,890,679.00 THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 0.85 PER SHARE FOR EACH OF THE 391,882,364 SHARES ENTITLED TO THE DIVIDEND, AND WILL ENTITLE TO THE 40% ALLOWANCE AND TO A BASIC ALLOWANCE, THE DIVIDEND WILL BE PAID ON 29 MAY 2006	Management	Take No Ac
O.8	APPOINT MR. DANIEL BOUTON AS A DIRECTOR FOR A 6 YEAR PERIOD	Management	Take No Ac
O.5	APPROVE, PURSUANT TO ARTICLE 39 OF THE AMENDED FINANCE LAW FOR 2004, TO TRANSFER THE BALANCE OF EUR 118,824,052.00 POSTED TO THE SPECIAL RESERVE OF LONG-TERM CAPITAL GAINS TO THE ORDINARY RESERVE ACCOUNT; THE SPECIAL TAX RESULTING FROM THIS TRANSFER AMOUNTS TO EUR 2,970,601.00. AFTER THESE TRANSACTIONS, THE ORDINARY RESERVE ACCOUNT WILL AMOUNT TO EUR 343,226,042.00	Management	Take No Ac
O.6	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE AND APPROVE THE AGREEMENT REFERRED TO THEREIN	Management	Take No Act
O.7	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE AND APPROVE THE AGREEMENT REFERRED TO THEREIN	Management	Take No Act
O.9	APPOINT MR. JEAN-FRANCOIS DEHECQ AS A DIRECTOR FOR A 6 YEAR PERIOD	Management	Take No Act
O.10	APPOINT MR. JEAN-MARC ESPALIOUX AS A DIRECTOR FOR A 6 YEAR PERIOD	Management	Take No Act
O.11	APPOINT MR. PAUL LOUIS GIRARDOT AS A DIRECTOR FOR A 6 YEAR PERIOD	Management	Take No Act
O.12	APPOINT MR. SERGE MICHEL AS A DIRECTOR FOR A 6 YEAR PERIOD	Management	Take No Act
O.13	APPOINT MR. GEORGES RALLI AS A DIRECTOR FOR A 6-YEAR PERIOD	Management	Take No Act
O.14	APPOINT MR. MURRAY STUART FOR A 6 YEAR PERIOD	Management	Take No Act

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

*	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU	Non-Voting	
O.15	APPROVE THE TOTAL ANNUAL FEES OF EUR 770,000.00 TO THE BOARD OF DIRECTORS MEMBERS	Management	Take No Act
O.16	AUTHORIZE THE BOARD OF DIRECTORS TO BUY OR BUY BACK THE COMPANY S SHARES ON THE OPEN MARKET, SUBJECT TO THE CONDITIONS DESCRIBED AS FALLOWS: MAXIMUM PURCHASE PRICE: EUR 60.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE SHARE CAPITAL, I.E. 40,787,261 SHARES, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 1,500,000,000.00; AUTHORITY EXPIRES AT THE END OF 18-MONTHS ; IT SUPERSEDES, EVENTUALLY, THE FRACTION UNUSED OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take No Act
E.17	AUTHORIZE THE BOARD OF DIRECTORS, IN ORDER TO INCREASE THE SHARE CAPITAL, IN ONE OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY WAY OF ISSUING, WITH PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL, TO BE SUBSCRIBED EITHER IN CASH OR BY THE OFFSETTING OF DEBTS, OR BY WAY OF CAPITALIZING RESERVES, PROFITS OR PREMIUMS; THE MAXIMAL NOMINAL AMOUNT OF CAPITAL INCREASES TO BE CARRIED OUT UNDER THIS DELEGATION OF AUTHORITY SHALL NOT EXCEED EUR 1,000,000,000.00; IT IS WORTH NOTING THAT THE OVERALL MAXIMUM NOMINAL AMOUNT OF CAPITAL INCREASES WHICH MAY BE CARRIED OUT UNDER THIS DELEGATION OF AUTHORITY AND THE ONES OF RESOLUTIONS 18, 19, 20, 21, 22, 23, 24 AND 25 IS SET AT EUR 2,220,000,000.00; AUTHORITY EXPIRES AT THE END OF 26-MONTHS IT SUPERSEDES, EVENTUALLY, THE FRACTION UNUSED OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take No Act
E.24	AUTHORIZE THE BOARD OF DIRECTORS TO GRANT, IN ONE OR MORE TRANSACTIONS, TO EMPLOYEES AND EVENTUALLY, CORPORATE OFFICERS OF THE COMPANY AND RELATED THE COMPANIES, OPTIONS GIVING THE RIGHT EITHER TO SUBSCRIBE FOR NEW SHARES IN THE COMPANY TO BE ISSUED THROUGH A SHARE CAPITAL INCREASE; OR TO PURCHASE EXISTING SHARES PURCHASED BY THE COMPANY, IT BEING PROVIDED THAT THE OPTIONS SHALL NOT GIVE RIGHTS TO A TOTAL NUMBER OF SHARES, WHICH SHALL EXCEED 1% OF THE SHARE CAPITAL; AUTHORITY EXPIRES AT THE END OF 26-MONTHS ; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take No Act
E.25	AUTHORIZE THE BOARD OF DIRECTORS TO GRANT, FOR FREE, ON ONE OR MORE OCCASIONS, EXISTING OR FUTURE SHARES, IN FAVOR OF THE EMPLOYEES OF THE COMPANY AND RELATED COMPANIES AND, OR CORPORATE OFFICERS OR SOME OF THEM, THEY MAY NOT REPRESENT MORE THAN 0.50% OF THE SHARE CAPITAL; AUTHORITY EXPIRES AT THE END OF 26-MONTHS ; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take No Acti
E.26	AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE	Management	Take No Acti

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

SHARE CAPITAL, ON ONE OR MORE OCCASIONS, BY CANCELING ALL OR PART OF SELF-HELD SHARES IN ACCORDANCE WITH ARTICLES L.225-209 ET SEQ OF THE FRENCH COMMERCIAL CODE, UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 24-MONTH PERIOD; AUTHORITY EXPIRES AT THE END OF 26-MONTHS ; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

E.27 GRANT ALL POWER TO THE BEARER OF AN ORIGINAL A COPY OR EXTRACT OF THE MINUTES OF THIS MEETING TO CARRY OUT ALL FILINGS, PUBLICATIONS AND OTHER FORMALITIES PRESCRIBED BY LAW Management Take No Acti

* PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 11 MAY 2006. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU Non-Voting

E.18 AUTHORIZE THE BOARD OF DIRECTORS IN ORDER TO INCREASE THE SHARE CAPITAL, IN ONE OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY WAY OF A PUBLIC OFFERING, THROUGH ISSUANCE, WITHOUT PREFERRED SUBSCRIPTION Management Take No Acti

RIGHTS, OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OR SECURITIES GIVING RIGHT TO THE ALLOCATION OF DEBT SECURITIES, TO BE SUBSCRIBED EITHER IN CASH OR BY THE OFFSETTING OF DEBTS, OR BY WAY OF CAPITALIZING RESERVES, PROFITS OR PREMIUMS; THESE SECURITIES MAY BE ISSUED IN CONSIDERATION FOR SECURITIES TENDERED IN A PUBLIC EXCHANGE OFFER CARRIED OUT IN FRANCE OR ABROAD ON SECURITIES COMPLYING WITH THE CONDITIONS OF ARTICLE L.225-148 OF THE FRENCH COMMERCIAL CODE; THE MAXIMAL NOMINAL AMOUNT OF CAPITAL INCREASES TO BE CARRIED OUT UNDER THIS DELEGATION OF AUTHORITY SHALL NOT EXCEED EUR 400,000,000.00 AUTHORITY EXPIRES AT THE END OF 26 MONTHS

E.19 AUTHORIZE THE BOARD OF DIRECTORS, TO INCREASE THE SHARE CAPITAL, IN ONE OR MORE OCCASIONS, TO A MAXIMUM NOMINAL AMOUNT OF EUR 370,000,000.00 BY WAY OF CAPITALIZING RESERVES, PROFITS, PREMIUMS OR OTHER MEANS, PROVIDED THAT SUCH CAPITALIZATION IS ALLOWED BY LAW AND UNDER THE BY-LAWS, BY ISSUING BONUS SHARES OR RAISING THE PAR VALUE OF EXISTING SHARES, OR BY A COMBINATION OF THESE METHODS; AUTHORITY EXPIRES AT THE END OF 26-MONTHS ; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES Management Take No Actio

E.20 AUTHORIZE THE BOARD OF DIRECTORS MAY DECIDE TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE IN THE EVENT OF A CAPITAL INCREASE WITH PREFERENTIAL SUBSCRIPTION RIGHT OF SHAREHOLDERS, AT THE SAME PRICE AS THE INITIAL ISSUE; WITHIN 30 DAYS OF THE CLOSING OF THE SUBSCRIPTION PERIOD AND UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE; AUTHORITY EXPIRES AT THE END OF 26-MONTHS Management Take No Actio

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

- | | | | |
|------|--|------------|----------------|
| E.21 | AUTHORIZE THE BOARD OF DIRECTORS MAY DECIDE TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE IN THE EVENT OF A CAPITAL INCREASE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT OF SHAREHOLDERS, AT THE SAME PRICE AS THE INITIAL ISSUE, WITHIN 30 DAYS OF THE CLOSING OF THE SUBSCRIPTION PERIOD AND UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE; AUTHORITY EXPIRES AT THE END OF 26-MONTHS | Management | Take No Action |
| E.22 | APPROVE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL UP TO 10% OF THE SHARE CAPITAL IN CONSIDERATION FOR THE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF CAPITAL SECURITIES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL; AUTHORITY EXPIRES AT THE END OF 26-MONTHS
IT SUPERSEDES, EVENTUALLY, THE FRACTION UNUSED OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT | Management | Take No Action |
| E.23 | AUTHORIZE THE BOARD OF DIRECTORS, TO INCREASE THE SHARE CAPITAL, ON ONE OR MORE OCCASIONS, BY WAY OF ISSUING, WITHOUT PREFERRED SUBSCRIPTION RIGHTS; SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL, IN FAVOR OF THE MEMBERS OF ONE OR SEVERAL COMPANY SAVINGS PLANS; AUTHORITY EXPIRES AT THE END OF 26-MONTHS ; AND FOR AN AMOUNT THAT SHALL NOT EXCEED EUR 15,000,000.00 IF SUPERSEDES, EVENTUALLY, THE FRACTION UNUSED OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Take No Action |

 AGL RESOURCES INC.
 Issuer: 001204
 SEDOL:

ISIN:

ATG

 Vote Group: GLOBAL

Proposal Number	Proposal	Management	Propos Type
01	DIRECTOR	CHARLES R. CRISP WYCK A. KNOX, JR. DENNIS M. LOVE DEAN R. O'HARE JOHN W. SOMERHALDER II HENRY C. WOLF	Manage Manage Manage Manage Manage Manage
02	APPROVAL OF THE AGL RESOURCES INC. 2006 NON-EMPLOYEE DIRECTORS EQUITY COMPENSATION PLAN.		Manage
03	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2006.		Manage

 AMERADA HESS CORPORATION
 Issuer: 023551
 SEDOL:

ISIN:

AHC

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	J.B. HESS C.G. MATTHEWS R. LAVIZZO-MOUREY E.H. VON METZSCH	Management Management Management Management
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2006.	Management
03	PROPOSAL TO CHANGE THE NAME OF THE COMPANY TO HESS CORPORATION	Management
04	PROPOSAL TO AMEND THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK TO 600,000,000 SHARES.	Management
05	PROPOSAL TO APPROVE THE PERFORMANCE INCENTIVE PLAN FOR SENIOR OFFICERS	Management

DEUTSCHE TELEKOM AG
 Issuer: 251566
 SEDOL:

ISIN:

DT

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	THE APPROPRIATION OF NET INCOME.	Management	Fo
03	THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THE 2005 FINANCIAL YEAR.	Management	Fo
04	THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2005 FINANCIAL YEAR.	Management	Fo
05	THE APPOINTMENT OF THE INDEPENDENT AUDITOR AND THE GROUP AUDITOR FOR THE 2006 FINANCIAL YEAR.	Management	Fo
06	AUTHORIZING THE CORPORATION TO PURCHASE AND USE ITS OWN SHARES INCLUDING USE WITH THE EXCLUSION OF SUBSCRIPTION RIGHTS.	Management	Fo
07	THE CREATION OF AUTHORIZED CAPITAL 2006 FOR CASH AND/OR NON-CASH CONTRIBUTIONS.	Management	Fo
08	APPROVAL OF THE SPLIT-OFF AND SHARE TRANSFER AGREEMENT WITH T-SYSTEMS BUSINESS SERVICES GMBH.	Management	Fo
09	THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH SCS PERSONALBERATUNG GMBH.	Management	Fo
10	THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH CASPAR TELEKOMMUNIKATIONS DIENSTE GMBH.	Management	Fo
11	THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH MELCHIOR TELEKOMMUNIKATIONS DIENSTE	Management	Fo

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

	GMBH.		
12	THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH BALTHASAR TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	Fo
13	APPROVAL OF THE CONTROL AGREEMENT WITH T-COM INNOVATIONSGESELLSCHAFT MBH.	Management	Fo
14	THE AMENDMENT OF SECTIONS 14 (2) AND (16) OF THE ARTICLES OF INCORPORATION.	Management	Fo
15	DIRECTOR	Management	Fo
	DR. THOMAS MIROW	Management	Fo
	MS. I MATTHAUS-MAIER	Management	Fo
	DR. MATHIAS DOPFNER	Management	Fo
	DR. W VON SCHIMMELMANN	Management	Fo
	DR. H VON GRUNBERG	Management	Fo
	MR. BERNHARD WALTER	Management	Fo

LUFKIN INDUSTRIES, INC.
Issuer: 549764
SEDOL:

ISIN:

LUFK

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		S.V. BAER*	Manage
		S.W. HENDERSON, III**	Manage
		J.F. ANDERSON**	Manage
		D.V. SMITH**	Manage

ROLLS-ROYCE GROUP PLC, LONDON
Issuer: G7630U109

ISIN: GB0032836487

SEDOL: 3283648, B01DQ43, 7618514

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
1.	RECEIVE THE REPORT OF THE DIRECTORS AND THE AUDITED *Management Position Unknown FINANCIAL STATEMENTS FOR THE YE 31 DEC 2005	Management For	
2.	APPROVE THE DIRECTORS REMUNERATION REPORT FOR THE YE 31 DEC 2005	Management	
3.	RE-ELECT MR. COLIN SMITH AS A DIRECTOR OF THE COMPANY	Management	
4.	RE-ELECT MR. PETER BYROM AS A DIRECTOR OF THE COMPANY	Management	
5.	RE-ELECT SIR JOHN ROSE AS A DIRECTOR OF THE COMPANY	Management	

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

- | | | |
|------|---|----------------|
| 6. | RE-ELECT MR. IAN STRACHAN AS A DIRECTOR OF THE COMPANY | Management |
| 7. | RE-ELECT MR. CARL SYMON AS A DIRECTOR OF THE COMPANY | Management For |
| 8. | RE-APPOINT KPMG AUDIT PLC AS THE COMPANY S AUDITORS | Management For |
| 9. | AUTHORIZE THE DIRECTORS: A) ON ONE OR MORE OCCASIONS, TO CAPITALIZE SUCH SUMS AS THEY MAY DETERMINE FROM TIME TO TIME BUT NOT EXCEEDING THE AGGREGATE SUM OF GBP 200 MILLION, STANDING TO THE CREDIT OF THE COMPANY S MERGER RESERVE OR SUCH OTHER RESERVES AS THE COMPANY MAY LEGALLY USE IN PAYING UP IN FULL AT PAR, UP TO 200 BILLION NON-CUMULATIVE REDEEMABLE CONVERTIBLE PREFERENCE SHARES WITH A NOMINAL VALUE OF 0.1 PENCE EACH B SHARES FROM TIME TO TIME HAVING THE RIGHTS AND BEING SUBJECT TO THE RESTRICTIONS CONTAINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY AND ANY TERMS OF THEIR ISSUE; B) PURSUANT TO SECTION 80 OF THE COMPANIES ACT 1985, TO EXERCISE ALL POWERS OF THE COMPANY TO ALLOT AND DISTRIBUTE B SHARES CREDITED AS FULLY PAID UP TO AN AGGREGATE NOMINAL AMOUNT OF GBP 200 MILLION TO THE HOLDERS OF ORDINARY SHARES OF 20 PENCE EACH ON THE REGISTER OF MEMBERS ON ANY DATES DETERMINED BY THE DIRECTORS FROM TIME TO TIME, THIS AUTHORITY BEING IN ADDITION TO ANY OTHER AUTHORITY FOR THE TIME BEING VESTED IN THE DIRECTORS; AND AUTHORITY EXPIRES AT THE CONCLUSION OF THE NEXT AGM OF THE COMPANY ; 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 B SHARES HOWSOEVER ARISING | Management |
| S.10 | APPROVE THAT THE SECTION 80 AMOUNT AS SPECIFIED IN ARTICLE 10(D) OF THE COMPANY S ARTICLES OF ASSOCIATION SHALL BE GBP 119,988,226 | Management |
| S.11 | APPROVE THAT THE SECTION 89 AMOUNT AS SPECIFIED IN ARTICLE 10(D) OF THE COMPANY S ARTICLES OF ASSOCIATION SHALL BE GBP 17,998,223 | Management |
| S.12 | AUTHORIZE THE COMPANY, TO MAKE MARKET PURCHASES SECTION 163(3) OF COMPANIES ACT 1985 OF ITS UP TO 176,956,928 ORDINARY SHARES OF 20 PENCE EACH IN THE CAPITAL OF THE COMPANY, AT A MINIMUM PRICE OF 20 PENCE AND UP TO 105% OF THE AVERAGE MIDDLE MARKET QUOTATIONS FOR SUCH SHARES DERIVED FROM THE LONDON STOCK EXCHANGE DAILY OFFICIAL LIST, OVER THE PREVIOUS 5 BUSINESS DAYS AND 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 ALL LONDON STOCK EXCHANGE TRADING SYSTEMS; AUTHORITY EXPIRES THE EARLIER OF THE CONCLUSION OF THE AGM OF THE COMPANY IN 2007 OR 18 MONTHS ; THE COMPANY, BEFORE THE EXPIRY, MAY MAKE A CONTRACT TO PURCHASE ORDINARY SHARES WHICH WILL OR MAY BE EXECUTED WHOLLY OR PARTLY AFTER SUCH EXPIRY | Management |

 THE ST. PAUL TRAVELERS COMPANIES, IN
 Issuer: 792860
 SEDOL:

ISIN:

STA

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		JOHN H. DASBURG Management LESLIE B. DISHAROON Management JANET M. DOLAN Management KENNETH M. DUBERSTEIN Management JAY S. FISHMAN Management LAWRENCE G. GRAEV Management THOMAS R. HODGSON Management ROBERT I. LIPP Management BLYTHE J. MCGARVIE Management GLEN D. NELSON, MD Management LAURIE J. THOMSEN Management
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS ST. PAUL TRAVELERS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Management
04	SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.	Shareholder
03	SHAREHOLDER PROPOSAL RELATING TO THE VOTE REQUIRED TO ELECT DIRECTORS.	Shareholder

THOMAS & BETTS CORPORATION
Issuer: 884315
SEDOL:

ISIN:

TNB

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		E.H. DREW Management J.K. HAUSWALD Management D. JERNIGAN Management R.B. KALICH SR. Management K.R. MASTERSON Management D.J. PILEGGI Management J.P. RICHARD Management D.D. STEVENS Management
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
		W.H. WALTRIP Management

UNITRIN, INC.
Issuer: 913275

ISIN:

UTR

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

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR	JAMES E. ANNABLE ERIC J. DRAUT DONALD V. FITES DOUGLAS G. GEOGA REUBEN L. HEDLUND JERROLD V. JEROME WILLIAM E. JOHNSTON JR. WAYNE KAUTH FAYEZ S. SAROFIM DONALD G. SOUTHWELL RICHARD C. VIE ANN E. ZIEGLER	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage
02	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2006.		Manage

APACHE CORPORATION
Issuer: 037411
SEDOL:

ISIN:

APA

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR	FREDERICK M. BOHEN GEORGE D. LAWRENCE RODMAN D. PATTON CHARLES J. PITMAN JAY A. PRECOURT	Manage Manage Manage Manage Manage
02	APPROVAL OF 50,000 ADDITIONAL SHARES AUTHORIZED FOR THE NON-EMPLOYEE DIRECTORS COMPENSATION PLAN.		Manage

AVON PRODUCTS, INC.
Issuer: 054303
SEDOL:

ISIN:

AVP

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR		Manage

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

		W. DON CORNWELL	Manage
		EDWARD T. FOGARTY	Manage
		STANLEY C. GAULT	Manage
		FRED HASSAN	Manage
		ANDREA JUNG	Manage
		MARIA ELENA LAGOMASINO	Manage
		ANN S. MOORE	Manage
		PAUL S. PRESSLER	Manage
		PAULA STERN	Manage
		LAWRENCE A. WEINBACH	Manage
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM		Manage
03	RESOLUTION REGARDING DIRECTOR ELECTION BY MAJORITY VOTE		Shareh
04	RESOLUTION REGARDING REPORT ON BREAST CANCER FUNDRAISING AND GRANT DISTRIBUTION		Shareh
05	RESOLUTION REGARDING BENCHMARKING OF INCENTIVE COMPENSATION GOALS AGAINST PEER GROUP PERFORMANCE		Shareh
06	RESOLUTION REGARDING TOXICS POLICY REPORT		Shareh

 FREEPORT-MCMORAN COPPER & GOLD INC.
 Issuer: 35671D
 SEDOL:

ISIN:

FCXA

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		ROBERT J. ALLISON, JR.	Manage
		ROBERT A. DAY	Manage
		GERALD J. FORD	Manage
		H. DEVON GRAHAM, JR.	Manage
		J. BENNETT JOHNSTON	Manage
		BOBBY LEE LACKEY	Manage
		GABRIELLE K. MCDONALD	Manage
		JAMES R. MOFFETT	Manage
		B.M. RANKIN, JR.	Manage
		J. STAPLETON ROY	Manage
		J. TAYLOR WHARTON	Manage
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.		Manage
03	APPROVAL OF THE PROPOSED 2006 STOCK INCENTIVE PLAN.		Manage
04	STOCKHOLDER PROPOSAL REGARDING REVIEW OF POLICIES RELATING TO FINANCIAL SUPPORT OF INDONESIAN GOVERNMENT SECURITY PERSONNEL.		Shareh

 MUELLER INDUSTRIES, INC.

MLI

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

Issuer: 624756
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR	ALEXANDER P. FEDERBUSH GENNARO J. FULVIO GARY S. GLADSTEIN TERRY HERMANSON ROBERT B. HODES HARVEY L. KARP WILLIAM D. O'HAGAN	Management Management Management Management Management Management Management
02	APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY S 2002 STOCK OPTION PLAN.		Management
03	APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY.		Management

NSTAR
 Issuer: 67019E
 SEDOL:

ISIN:

NST

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR	THOMAS G. DIGNAN, JR. MATINA S. HORNER GERALD L. WILSON	Management Management Management Management
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2006.		Management

PENNICHUCK CORPORATION
 Issuer: 708254
 SEDOL:

ISIN:

PNNW

Vote Group: GLOBAL

Proposal Number	Proposal		Proposal Type
01	DIRECTOR	JOSEPH A. BELLAVANCE	Management Management

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

STEVEN F. BOLANDER
 ROBERT P. KELLER
 JAMES M. MURPHY

Manage
 Manage
 Manage

SCOTTISH POWER PLC
 Issuer: 81013T
 SEDOL:

ISIN:

SPI

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	TO APPROVE THE CAPITAL REORGANIZATION, THE RETURN OF CASH, THE AMENDMENTS TO THE COMPANY S ARTICLES OF ASSOCIATION AND THE AMENDMENTS TO THE EXISTING AUTHORITIES TO ALLOT NEW SHARES, DISAPPLY PRE-EMPTION RIGHTS AND TO MAKE MARKET PURCHASES OF ORDINARY SHARES, EACH AS DESCRIBED IN THE CIRCULAR TO SHAREHOLDERS DATED MARCH 31, 2006. **	Manage

SEMPRA ENERGY
 Issuer: 816851
 SEDOL:

ISIN:

SRE

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Manage
	JAMES G. BROCKSMITH, JR DONALD E. FELSINGER WILLIAM D. JONES WILLIAM G. OUCHI	Manage Manage Manage Manage
02	RATIFICATION OF INDEPENDENT AUDITORS	Manage
03	ARTICLES AMENDMENT FOR THE ANNUAL ELECTION OF ALL DIRECTORS	Manage
04	SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED STOCK OPTIONS	Shareh

SOUTHWEST GAS CORPORATION
 Issuer: 844895
 SEDOL:

ISIN:

SWX

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
-----------------	----------	---------------

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

01	DIRECTOR	CUMULATED VOTES FOR MICHAEL MELARKEY	Manage
02	TO APPROVE THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT ACCOUNTANTS OF THE COMPANY.		Manage

SUNOCO, INC.		ISIN:	SUN
Issuer: 86764P			
SEDOL:			

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		R. J. DARNALL	Manage
		J. G. DROSDICK	Manage
		U. O. FAIRBAIRN	Manage
		T. P. GERRITY	Manage
		R. B. GRECO	Manage
		J. G. KAISER	Manage
		R. A. PEW	Manage
		G. J. RATCLIFFE	Manage
		J. W. ROWE	Manage
		J. K. WULFF	Manage
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006.		Manage
02	APPROVAL OF THE SUNOCO, INC. EXECUTIVE INCENTIVE PLAN.		Manage

VERIZON COMMUNICATIONS INC.		ISIN:	VZ
Issuer: 92343V			
SEDOL:			

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		J. R. BARKER	Manage
		R. L. CARRION	Manage
		R. W. LANE	Manage

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

S.O. MOOSE	Manage
J. NEUBAUER	Manage
D.T. NICOLAISEN	Manage
T.H. O'BRIEN	Manage
C. OTIS, JR.	Manage
H.B. PRICE	Manage
I.G. SEIDENBERG	Manage
W.V. SHIPLEY	Manage
J.R. STAFFORD	Manage
R.D. STOREY	Manage

02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED ACCOUNTING FIRM	Manage
03	CUMULATIVE VOTING	Shareh
04	MAJORITY VOTE REQUIRED FOR ELECTION OF DIRECTORS	Shareh
08	PERFORMANCE-BASED EQUITY COMPENSATION	Shareh
09	DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shareh
05	COMPOSITION OF BOARD OF DIRECTORS	Shareh
06	DIRECTORS ON COMMON BOARDS	Shareh
07	SEPARATE CHAIRMAN AND CEO	Shareh

WISCONSIN ENERGY CORPORATION
Issuer: 976657
SEDOL:

ISIN:

WEC

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
-----------------	----------	-------------

01	DIRECTOR	Manage
----	----------	--------

JOHN F. AHEARNE	Manage
JOHN F. BERGSTROM	Manage
BARBARA L. BOWLES	Manage

ROBERT A. CORNOG	Manage
CURT S. CULVER	Manage
THOMAS J. FISCHER	Manage
GALE E. KLAPPA	Manage
ULICE PAYNE, JR.	Manage
F.P. STRATTON,	

JR. Management For For

02	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2006.	Manage
----	---	--------

COOPER CAMERON CORPORATION
Issuer: 216640
SEDOL:

ISIN:

CAM

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		NATHAN M. AVERY C. BAKER CUNNINGHAM SHELDON R. ERIKSON
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.	Management
03	VOTE ON CHANGE OF COMPANY S NAME AND CHANGE IN THE CERTIFICATE OF INCORPORATION.	Management
04	VOTE ON AMENDMENT TO 2005 EQUITY INCENTIVE PLAN.	Management

IMS HEALTH INCORPORATED

Issuer: 449934

SEDOL:

ISIN:

RX

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		JOHN P. IMLAY, JR. ROBERT J. KAMERSCHEN H. EUGENE LOCKHART
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Management
03	AMENDMENT AND RESTATEMENT OF THE 1998 IMS HEALTH INCORPORATED EMPLOYEES STOCK INCENTIVE PLAN TO (I) INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE, (II) PROVIDE THAT SHARES CAN BE USED FOR ALL TYPES OF AWARDS, (III) EXTEND THE TERMINATION DATE OF THE PLAN, AND (IV) CONFORM THE PLAN TO NEW SECTION 409A OF THE INTERNAL REVENUE CODE, AS FULLY DESCRIBED IN THE STATEMENT.	Management
04	APPROVAL OF THE SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER RIGHTS PLANS.	Shareholder

OCCIDENTAL PETROLEUM CORPORATION

Issuer: 674599

SEDOL:

ISIN:

OXY

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
-----------------	----------	---------------

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

01	DIRECTOR			Manage
			SPENCER ABRAHAM	Manage
			RONALD W. BURKLE	Manage
			JOHN S. CHALSTY	Manage
			EDWARD P. DJEREJIAN	Manage
			R. CHAD DREIER	Manage
			JOHN E. FEICK	Manage
			RAY R. IRANI	Manage
			IRVIN W. MALONEY	Manage
			RODOLFO SEGOVIA	Manage
			AZIZ D. SYRIANI	Manage
			ROSEMARY TOMICH	Manage
			WALTER L. WEISMAN	Manage
02	THE RATIFICATION OF THE SELECTION OF KPMG AS INDEPENDENT AUDITORS.			Manage
03	APPROVAL OF INCREASE IN AUTHORIZED CAPITAL STOCK.			Manage
05	SCIENTIFIC REPORT ON GLOBAL WARMING/COOLING.			Shareh
06	ELECTION OF DIRECTORS BY MAJORITY VOTE.			Shareh
04	LIMIT ON EXECUTIVE COMPENSATION.			Shareh

PEABODY ENERGY CORPORATION
 Issuer: 704549
 SEDOL:

ISIN:

BTU

Vote Group: GLOBAL

Proposal Number	Proposal			Propos Type
01	DIRECTOR			Manage
			GREGORY H. BOYCE	Manage
			WILLIAM E. JAMES	Manage
			ROBERT B. KARN III	Manage
			HENRY E. LENTZ	Manage
			BLANCHE M. TOUHILL	Manage
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.			Manage
03	APPROVAL OF INCREASE IN AUTHORIZED SHARES OF COMMON STOCK.			Manage
05	SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING.			Shareh
07	SHAREHOLDER PROPOSAL REGARDING WATER USE.			Shareh
04	SHAREHOLDER PROPOSAL REGARDING FORMATION OF SPECIAL COMMITTEE.			Shareh
06	SHAREHOLDER PROPOSAL REGARDING BOARD DECLASSIFICATION.			Shareh

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

UNISOURCE ENERGY CORPORATION
 Issuer: 909205
 SEDOL:

ISIN: UNS

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	JAMES S. PIGNATELLI	Manage
	LAWRENCE J. ALDRICH	Manage
	BARBARA BAUMANN	Manage
	LARRY W. BICKLE	Manage
	ELIZABETH T. BILBY	Manage
	HAROLD W. BURLINGAME	Manage
	JOHN L. CARTER	Manage
	ROBERT A. ELLIOTT	Manage
	DANIEL W.L. FESSLER	Manage
	KENNETH HANDY	Manage
	WARREN Y. JOBE	Manage
	JOAQUIN RUIZ	Manage
02	UNISOURCE ENERGY CORPORATION 2006 OMNIBUS STOCK AND INCENTIVE PLAN	Manage

WASTE MANAGEMENT, INC.
 Issuer: 94106L
 SEDOL:

ISIN: WMI

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	PASTORA S.J. CAFFERTY	Manage
	FRANK M. CLARK, JR.	Manage
	THOMAS I. MORGAN	Manage
	JOHN C. POPE	Manage
	W. ROBERT REUM	Manage
	STEVEN G. ROTHMEIER	Manage
	DAVID P. STEINER	Manage
	THOMAS H. WEIDEMEYER	Manage
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Manage
03	PROPOSAL TO AMEND THE COMPANY S 1997 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN.	Manage
04	PROPOSAL RELATING TO ELECTION OF DIRECTORS BY MAJORITY VOTE, IF PROPERLY PRESENTED AT THE MEETING.	Shareh

ALLETE, INC.
 Issuer: 018522

ISIN:

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

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		EDDINS	Management
		HOOLIHAN	Management
		JOHNSON	Management
		LUDLOW	Management
		MAYER	Management
		PEIRCE	Management
		RAJALA	Management
		SHIPPAR	Management
		SMITH	Management
		STENDER	Management
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS ALLETE S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		Management

AMERICAN STATES WATER COMPANY
 Issuer: 029899
 SEDOL:

ISIN:

AWR

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR		Management
		N.P. DODGE, JR.	Management
		ROBERT F. KATHOL	Management
		LLOYD E. ROSS	Management
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE REGISTERED PUBLIC ACCOUNTING FIRM		Management

ITT INDUSTRIES, INC.
 Issuer: 450911
 SEDOL:

ISIN:

ITT

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
A	DIRECTOR		Management

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

STEVEN R. LORANGER Manage
 CURTIS J. CRAWFORD Manage
 CHRISTINA A. GOLD Manage
 RALPH F. HAKE Manage
 JOHN J. HAMRE Manage
 RAYMOND W. LEBOEUF Manage
 FRANK T. MACINNIS Manage
 LINDA S. SANFORD Manage
 MARKOS I. TAMBAKERAS Manage

- B TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE
 LLP AS ITT INDUSTRIES INDEPENDENT AUDITOR FOR
 2006.
- C TO VOTE UPON A PROPOSAL TO AMEND ITT INDUSTRIES,
 INC. S RESTATED ARTICLES OF INCORPORATION TO
 CHANGE THE COMPANY S NAME TO ITT CORPORATION.

Manage

 KERR-MCGEE CORPORATION
 Issuer: 492386
 SEDOL:

ISIN:

KMG

 Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		SYLVIA A. EARLE MARTIN C. JISCHKE LEROY C. RICHIE	Manage Manage Manage
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR 2006.		Manage
03	STOCKHOLDER PROPOSAL REQUESTING ESTABLISHMENT OF AN OFFICE OF THE BOARD OF DIRECTORS.		Shareh

 MAINE & MARITIMES CORPORATION
 Issuer: 560377
 SEDOL:

ISIN:

MAM

 Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		ROBERT E. ANDERSON MICHAEL W. CARON NATHAN L. GRASS	Manage Manage Manage
02	RATIFICATION OF THE SELECTION OF VITALE, CATURANO & COMPANY AS THE COMPANY S INDEPENDENT AUDITORS FOR 2006.		Manage

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

ORMAT TECHNOLOGIES, INC. ORA
 Issuer: 686688 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		YEHUDIT BRONICKI Management
		JACOB WORENKLEIN Management
		ELON KOHLBERG Management
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2006.	Management

WEATHERFORD INTERNATIONAL LTD. WFT
 Issuer: G95089 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
02	APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (WHICH CONSTITUTES THE AUDITORS FOR PURPOSES OF BERMUDA LAW) FOR THE YEAR ENDING DECEMBER 31, 2006, AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET ERNST & YOUNG LLP S REMUNERATION.	Management
03	APPROVAL OF THE WEATHERFORD INTERNATIONAL LTD. 2006 OMNIBUS INCENTIVE PLAN.	Management
04	APPROVAL OF AN INCREASE IN THE COMPANY S AUTHORIZED SHARE CAPITAL FROM \$510,000,000, CONSISTING OF 500,000,000 COMMON SHARES AND 10,000,000 PREFERENCE SHARES, TO \$1,010,000,000, BY THE CREATION OF 500,000,000 ADDITIONAL COMMON SHARES.	Management
01	DIRECTOR	Management
		NICHOLAS F. BRADY Management
		WILLIAM E. MACAULAY Management
		DAVID J. BUTTERS Management
		ROBERT B. MILLARD Management
		BERNARD J. DUROC-DANNER Management
		ROBERT K. MOSES, JR. Management
		SHELDON B. LUBAR Management
		ROBERT A. RAYNE Management

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

 CONOCOPHILLIPS COP
 Issuer: 20825C ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
07	EQUITABLE COMPENSATION OF NON-EMPLOYEE DIRECTORS	Shareh
01	DIRECTOR	Manage
		RICHARD L. ARMITAGE Manage RICHARD H. AUCHINLECK Manage HARALD J. NORVIK Manage WILLIAM K. REILLY Manage VICTORIA J. TSCHINKEL Manage KATHRYN C. TURNER Manage
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006	Manage
03	DRILLING IN SENSITIVE AREAS	Shareh
04	DIRECTOR ELECTION VOTE STANDARD	Shareh
05	SHAREHOLDER APPROVAL OF FUTURE EXTRAORDINARY RETIREMENT BENEFITS FOR SENIOR EXECUTIVES	Shareh
06	ENVIRONMENTAL ACCOUNTABILITY TO COMMUNITIES	Shareh

 EASTMAN KODAK COMPANY EK
 Issuer: 277461 ISIN:

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		MARTHA LAYNE COLLINS Manage TIMOTHY M. DONAHUE Manage DELANO E. LEWIS Manage ANTONIO M. PEREZ Manage
02	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Manage
03	SHAREHOLDER PROPOSAL REQUESTING RECOUPMENT OF EXECUTIVE BONUSES IN THE EVENT OF A RESTATEMENT.	Shareh

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

GALLAHER GROUP PLC
 Issuer: 363595
 SEDOL:

ISIN:

GLH

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	TO RECEIVE THE REPORT OF THE DIRECTORS AND THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2005 AND THE AUDITORS REPORT THEREON.	Manage
02	TO DECLARE A FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2005 OF 22.9P PER ORDINARY SHARE.	Manage
03	TO APPROVE THE DIRECTORS REMUNERATION REPORT IN THE 2005 ANNUAL REPORT AND FINANCIAL STATEMENTS.	Manage
04	TO RE-ELECT MR JOHN GILDERSLEEVE AS A DIRECTOR OF THE COMPANY.	Manage
05	TO RE-ELECT SIR GRAHAM HEARNE AS A DIRECTOR OF THE COMPANY.	Manage
06	TO RE-ELECT MR RONNIE BELL AS A DIRECTOR OF THE COMPANY.	Manage
07	TO RE-ELECT MR MARK ROLFE AS A DIRECTOR OF THE COMPANY.	Manage
08	TO REAPPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.	Manage
09	THAT THE COMPANY BE AUTHORISED TO MAKE DONATIONS TO EU POLITICAL ORGANISATIONS OR INCUR EU POLITICAL EXPENDITURE.	Manage
10	THAT GALLAHER LIMITED BE AUTHORISED TO MAKE DONATIONS TO EU POLITICAL ORGANISATIONS OR INCUR EU POLITICAL EXPENDITURE.	Manage
11	THAT AUSTRIA TABAK GMBH & CO. KG BE AUTHORISED TO MAKE DONATIONS TO EU POLITICAL ORGANISATIONS OR INCUR POLITICAL EXPENDITURE.	Manage
12	THAT THE BOARD BE AUTHORISED TO ALLOT RELEVANT SECURITIES. THE AMOUNT SHALL BE 21,867,530 POUNDS OR 218,675,300 SHARES.	Manage
13	THAT THE BOARD BE AUTHORISED TO ALLOT EQUITY SECURITIES. THE AMOUNT SHALL BE 3,280,130 POUNDS OR 32,801,300 SHARES.	Manage
14	THAT THE COMPANY BE AUTHORISED TO MAKE MARKET PURCHASES OF THE COMPANY S ORDINARY SHARES TO A MAXIMUM NUMBER OF 65,602,600.	Manage

MURPHY OIL CORPORATION
 Issuer: 626717
 SEDOL:

ISIN:

MUR

Vote Group: GLOBAL

Proposal

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

Number	Proposal	Type
01	DIRECTOR	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage
		F.W. BLUE G.S. DEMBROSKI C.P. DEMING R.A. HERMES R.M. MURPHY W.C. NOLAN, JR. I.B. RAMBERG N.E. SCHMALE D.J.H. SMITH C.G. THEUS
02	APPROVE THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Manage

NISOURCE INC. NI
 Issuer: 65473P ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
I	DIRECTOR	Manage Manage Manage Manage
		GARY L. NEALE ROBERT J. WELSH ROGER A. YOUNG
II	RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTANTS.	Manage
III	BOARD OF DIRECTORS CHARTER AMENDMENT PROPOSAL TO DECLASSIFY BOARD OF DIRECTORS.	Manage
IV	STOCKHOLDER S MAJORITY VOTE PROPOSAL.	Shareh

PROGRESS ENERGY, INC. PGN
 Issuer: 743263 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage Manage Manage Manage
		W. FREDERICK* W. JONES* T. STONE* E. BORDEN** J. BOSTIC** D. BURNER** R. DAUGHERTY**

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

H. DELOACH***

Manage

- 02 RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE
LLP AS PROGRESS ENERGY S INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM FOR 2006.
- 03 THE PROPOSAL RELATING TO THE DECLASSIFICATION
OF THE BOARD OF DIRECTORS.
- 04 THE PROPOSAL RELATING TO DIRECTOR ELECTION BY
MAJORITY VOTE.
- 05 SHAREHOLDER PROPOSAL RELATING TO A RESPONSIBLE
CONTRACTOR POLICY.

Manage

Manage

Manage

Shareh

STATOIL ASA
Issuer: 85771P
SEDOL:

ISIN:

STO

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
03	ELECTION OF A CHAIR OF THE MEETING.	Manage
04	ELECTION OF A PERSON TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING.	Manage
05	APPROVAL OF THE NOTICE AND THE AGENDA.	Manage
06	APPROVAL OF THE ANNUAL REPORT AND ACCOUNTS FOR STATOIL ASA AND THE STATOIL GROUP FOR 2005 AND THE DISTRIBUTION OF THE DIVIDEND.	Manage
07	DETERMINATION OF REMUNERATION FOR THE COMPANY S AUDITOR.	Manage
08	ELECTION OF MEMBERS AND DEPUTY MEMBERS OF THE CORPORATE ASSEMBLY.	Manage
09	DETERMINATION OF REMUNERATION FOR THE MEMBERS OF THE CORPORATE ASSEMBLY.	Manage
10	AMENDMENT TO THE ARTICLES OF ASSOCIATION SECTION 11 - ELECTION COMMITTEE.	Manage
11	ELECTION OF MEMBERS OF THE ELECTION COMMITTEE.	Manage
12	DETERMINATION OF REMUNERATION FOR MEMBERS OF THE ELECTION COMMITTEE.	Manage
13	REDUCTION OF CAPITAL THROUGH THE ANNULMENT OF OWN SHARES.	Manage
14	AUTHORISATION TO ACQUIRE STATOIL SHARES IN THE MARKET FOR SUBSEQUENT ANNULMENT.	Manage
15	AUTHORISATION TO ACQUIRE STATOIL SHARES IN THE MARKET IN ORDER TO CONTINUE IMPLEMENTATION OF THE SHARE SAVING PLAN.	Manage

ALLEGHENY ENERGY, INC.
Issuer: 017361
SEDOL:

ISIN:

AYE

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	H. FURLONG BALDWIN ELEANOR BAUM M PAUL J. EVANSON CYRUS F. FREIDHEIM, JR.	Management
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	JULIA L. JOHNSON TED J. KLEISNER STEVEN H. RICE GUNNAR E. SARSTEN MICHAEL H. SUTTON	Management
03	STOCKHOLDER PROPOSAL REQUIRING MANAGEMENT TO RETAIN STOCK		Shareholder
05	STOCKHOLDER PROPOSAL RELATING TO DIRECTOR QUALIFICATIONS		Shareholder
06	STOCKHOLDER PROPOSAL REGARDING PERFORMANCE-BASED OPTIONS		Shareholder
07	STOCKHOLDER PROPOSAL REGARDING A SEPARATE VOTE ON GOLDEN PAY		Shareholder
09	STOCKHOLDER PROPOSAL TO REDEEM OR VOTE POISON PILL		Shareholder
04	STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN		Shareholder
08	STOCKHOLDER PROPOSAL TO RECOUP UNEARNED MANAGEMENT BONUSES		Shareholder

ANADARKO PETROLEUM CORPORATION

Issuer: 032511

ISIN:

APC

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	ROBERT J. ALLISON, JR. JOHN W. PODUSKA, SR.	Management
02	APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION.		Management
03	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR.		Management

AVISTA CORP.

AVA

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

Issuer: 05379B
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	JOHN F. KELLY LURA J. POWELL, PH.D. HEIDI B. STANLEY R. JOHN TAYLOR	Management
02	APPROVAL OF THE FORMATION OF A HOLDING COMPANY BY MEANS OF A STATUTORY SHARE EXCHANGE WHEREBY EACH OUTSTANDING SHARE OF AVISTA CORPORATION COMMON STOCK WOULD BE EXCHANGED FOR ONE SHARE OF AVA FORMATION CORP. COMMON STOCK.	Management
03	RATIFICATION OF THE APPOINTMENT OF THE FIRM OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2006.	Management

CENTURYTEL, INC.
 Issuer: 156700
 SEDOL:

ISIN:

CTL

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	FRED R. NICHOLS HARVEY P. PERRY JIM D. REPPOND JOSEPH R. ZIMMEL	Management
02	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2006.	Management

CONNECTICUT WATER SERVICE, INC.
 Issuer: 207797
 SEDOL:

ISIN:

CTWS

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	LISA J. THIBDAUE ERIC W. THORNBURG CAROL P. WALLACE	Management

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

02 PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS
 LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING
 DECEMBER 31, 2006.

DONALD B. WILBUR

Manage
 Manage

 ECHOSTAR COMMUNICATIONS CORPORATION
 Issuer: 278762
 SEDOL:

ISIN:

DISH

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
-----------------	----------	-------------

01	DIRECTOR	Manage
	JAMES DEFRANCO	Manage
	MICHAEL T. DUGAN	Manage
	CANTEY ERGEN	Manage
	CHARLES W. ERGEN	Manage
	STEVEN R. GOODBARN	Manage
	GARY S. HOWARD	Manage
	DAVID K. MOSKOWITZ	Manage
	TOM A. ORTOLF	Manage
	C. MICHAEL SCHROEDER	Manage
	CARL E. VOGEL	Manage

02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Manage
----	--	--------

03	TO AMEND AND RESTATE THE 2001 NONEMPLOYEE DIRECTOR STOCK OPTION PLAN.	Manage
----	---	--------

04	TO AMEND AND RESTATE THE 1997 EMPLOYEE STOCK PURCHASE PLAN.	Manage
----	---	--------

05	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.	Manage
----	--	--------

 MATTEL, INC.
 Issuer: 577081
 SEDOL:

ISIN:

MAT

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
-----------------	----------	-------------

01	DIRECTOR	Manage
	EUGENE P. BEARD	Manage
	MICHAEL J. DOLAN	Manage
	ROBERT A. ECKERT	Manage

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

		TULLY M. FRIEDMAN	Manage
		DOMINIC NG	Manage
		DR. ANDREA L. RICH	Manage
		RONALD L. SARGENT	Manage
		CHRISTOPHER A. SINCLAIR	Manage
		G. CRAIG SULLIVAN	Manage
		JOHN L. VOGELSTEIN	Manage
		KATHY BRITTAIN WHITE	Manage
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS MATTEL S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2006.		Manage
03	STOCKHOLDER PROPOSAL REGARDING SEPARATING THE ROLES OF CEO AND BOARD CHAIR.		Shareh
04	STOCKHOLDER PROPOSAL REGARDING CERTAIN REPORTS BY THE BOARD OF DIRECTORS.		Shareh
05	STOCKHOLDER PROPOSAL REGARDING PAY-FOR-SUPERIOR-PERFORMANCE.		Shareh

 THE DOW CHEMICAL COMPANY
 Issuer: 260543
 SEDOL:

ISIN:

DOW

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		JACQUELINE K. BARTON	Manage
		JAMES A. BELL	Manage
		BARBARA H. FRANKLIN	Manage
		ANDREW N. LIVERIS	Manage
		GEOFFERY E. MERSZEI	Manage
		J. PEDRO REINHARD	Manage
		RUTH G. SHAW	Manage
		PAUL G. STERN	Manage
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		Manage
03	STOCKHOLDER PROPOSAL ON BHOPAL.		Shareh
05	STOCKHOLDER PROPOSAL ON CHEMICALS WITH LINKS TO RESPIRATORY PROBLEMS.		Shareh
06	STOCKHOLDER PROPOSAL ON SECURITY OF CHEMICAL FACILITIES.		Shareh
04	STOCKHOLDER PROPOSAL ON GENETICALLY ENGINEERED SEED.		Shareh

 TRANSOCEAN INC.
 Issuer: G90078
 SEDOL:

ISIN:

RIG

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

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR	VICTOR E. GRIJALVA ARTHUR LINDENAUER KRISTIAN SIEM	Manage Manage Manage Manage
02	APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.		Manage

ALLIANT ENERGY CORPORATION
Issuer: 018802
SEDOL:

ISIN:

LNT

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR	ANN K. NEWHALL DEAN C. OESTREICH CAROL P. SANDERS	Manage Manage Manage Manage
02	PROPOSAL TO APPROVE THE AMENDED AND RESTATED 2002 EQUITY INCENTIVE PLAN.		Manage
03	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.		Manage

OCEANEERING INTERNATIONAL, INC.
Issuer: 675232
SEDOL:

ISIN:

OII

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR	JEROLD J. DESROCHE JOHN R. HUFF	Manage Manage Manage
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2006.		Manage

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

TOTAL S.A. TOT
Issuer: 89151E ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V C
01	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS	Management	F
02	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	Management	F
03	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Management	F
04	AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO TRANSFER THE SPECIAL LONG-TERM CAPITAL GAINS RESERVED TO THE ACCOUNT	Management	F
05	AGREEMENTS COVERED BY ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE	Management	F
06	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY	Management	F
07	DIRECTOR	Management	F
		ANNE LAUVERGEON	Management
		DANIEL BOUTON	Management
		BERTRAND COLLOMB	Management
		A JEANCOURT-GALIGNANI	Management
		MICHEL PEBEREAU	Management
		PIERRE VAILLAUD	Management
		CHRISTOPHE DE MARGERIE	Management
14	APPROVAL OF THE ASSET CONTRIBUTION BY THE COMPANY TO ARKEMA, GOVERNED BY THE LEGAL REGIME APPLICABLE TO DEMERGERS	Management	F
15	FOUR-FOR-ONE STOCK SPLIT	Management	F
16	AMENDMENT OF ARTICLE 11 -3 OF THE COMPANY S ARTICLES OF ASSOCIATION FIXING THE NUMBER OF SHARES OF THE COMPANY	Management	F
RA	RESOLUTION A (NOT APPROVED BY THE BOARD OF DIRECTORS)	Management	Ag
RB	RESOLUTION B (NOT APPROVED BY THE BOARD OF DIRECTORS)	Management	Ag

CONSOLIDATED EDISON, INC. ED
Issuer: 209115 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		K. BURKE
		V.A. CALARCO
		G. CAMPBELL, JR.
		G.J. DAVIS
		M.J. DEL GIUDICE
		E.V. FUTTER

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

S. HERNANDEZ
P.W. LIKINS
E.R. MCGRATH

Manage
Manage
Manage

F.V. SALERNO
L.F. SUTHERLAND
S.R. VOLK

Manage
Manage
Manage

- 02 RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.
- 03 ADDITIONAL COMPENSATION INFORMATION.

Manage
Shareh

SEITEL, INC.
Issuer: 816074
SEDOL:

ISIN:

SEIEQ

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

- 01 DIRECTOR

NED S. HOLMES
CHARLES H. MOUQUIN
GREGORY P. SPIVY

Manage
Manage
Manage
Manage

COMMERCE BANCORP, INC.
Issuer: 200519
SEDOL:

ISIN:

CBH

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

- 01 DIRECTOR

VERNON W. HILL, II
JACK R BERSHAD
JOSEPH E. BUCKELEW
DONALD T. DIFRANCESCO
MORTON N. KERR
STEVEN M. LEWIS
JOHN K. LLOYD
GEORGE E. NORCROSS, III
DANIEL J. RAGONE
WILLIAM A. SCHWARTZ, JR
JOSEPH T. TARQUINI, JR.
JOSEPH S. VASSALLUZZO

Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage
Manage

- 02 THE RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS MORE FULLY

Manage

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

DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.

 FIRSTENERGY CORP. FE
 Issuer: 337932 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		ANTHONY J. ALEXANDER Manage DR. CAROL A. CARTWRIGHT Manage WILLIAM T. COTTLE Manage ROBERT B. HEISLER, JR. Manage RUSSELL W. MAIER Manage GEORGE M. SMART Manage WES M. TAYLOR Manage JESSE T. WILLIAMS, SR. Manage
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Manage
03	SHAREHOLDER PROPOSAL	Shareh
04	SHAREHOLDER PROPOSAL	Shareh

 FLUSHING FINANCIAL CORPORATION FFIC
 Issuer: 343873 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		STEVEN J. D'LORIO Manage LOUIS C. GRASSI Manage FRANKLIN F. REGAN, JR. Manage JOHN E. ROE, SR. Manage

 JPMORGAN CHASE & CO. JPM
 Issuer: 46625H ISIN:
 SEDOL:

Vote Group: GLOBAL

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

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	JOHN H. BIGGS	Management
	STEPHEN B. BURKE	Management
	JAMES S. CROWN	Management
	JAMES DIMON	Management
	ELLEN V. FUTTER	Management
	WILLIAM H. GRAY, III	Management
	WILLIAM B. HARRISON, JR	Management
	LABAN P. JACKSON, JR.	Management
	JOHN W. KESSLER	Management
	ROBERT I. LIPP	Management
	RICHARD A. MANOOGIAN	Management
	DAVID C. NOVAK	Management
	LEE R. RAYMOND	Management
	WILLIAM C. WELDON	Management
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	STOCK OPTIONS	Shareholder
04	PERFORMANCE-BASED RESTRICTED STOCK	Shareholder
06	SEXUAL ORIENTATION	Shareholder
07	SPECIAL SHAREHOLDER MEETINGS	Shareholder
08	LOBBYING PRIORITIES REPORT	Shareholder
09	POLITICAL CONTRIBUTIONS REPORT	Shareholder
10	POISON PILL	Shareholder
11	CUMULATIVE VOTING	Shareholder
12	BONUS RECOUPMENT	Shareholder
13	OVERCOMMITTED DIRECTORS	Shareholder
05	SEPARATE CHAIRMAN	Shareholder

MASSEY ENERGY COMPANY
 Issuer: 576206
 SEDOL:
 ISIN: MEE Contests

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
04	TO APPROVE AMENDMENTS TO THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION AND RESTATED BYLAWS TO LOWER THE	Management

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

- REQUIREMENT FOR AMENDMENT OF THE COMPANY S RESTATED BYLAWS BY SHAREHOLDERS FROM 80% TO 67% OF THE TOTAL VOTING POWER OF ALL OUTSTANDING SHARES OF VOTING STOCK OF THE COMPANY.
- 03 TO APPROVE THE MASSEY ENERGY COMPANY 2006 STOCK AND INCENTIVE COMPENSATION PLAN, WHICH INCLUDES THE AUTHORIZATION OF 3.5 MILLION SHARES OF COMMON STOCK THAT CAN BE ISSUED BY THE COMPANY UNDER THE PLAN.
- 02 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.
- 01 DIRECTOR

Manage

Manage

Manage

JOHN C. BALDWIN
JAMES B. CRAWFORD
E. GORDON GEE

Manage

Manage

Manage

Management For For

ROYAL DUTCH SHELL PLC
Issuer: 780259
SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	ADOPTION OF ANNUAL REPORT AND ACCOUNTS	Manage
02	APPROVAL OF REMUNERATION REPORT	Manage
03	DIRECTOR	Manage
		JORMA OLLILA# NICK LAND# LORD KERR# U + JEROEN VAN DER VEER ROB ROUTS WIM KOK# N
09	RE-APPOINTMENT OF AUDITORS	Manage
10	REMUNERATION OF AUDITORS	Manage
11	AUTHORITY TO ALLOT SHARES	Manage
12	DISAPPLICATION OF PRE-EMPTION RIGHTS	Manage
13	AUTHORITY TO PURCHASE OWN SHARES	Manage
14	AUTHORITY FOR CERTAIN DONATIONS AND EXPENDITURE	Manage
15	SHAREHOLDER RESOLUTION	Shareh

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

 SOUTHWEST WATER COMPANY SWWC
 Issuer: 845331 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	DONOVAN D. HUENNEKENS RICHARD G. NEWMAN	Management
02	TO APPROVE THE 2006 EQUITY INCENTIVE PLAN.		Management

 THE ALLSTATE CORPORATION ALL
 Issuer: 020002 ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
06	PROVIDE FOR SIMPLE MAJORITY VOTE.		Shareholder
01	DIRECTOR	F. DUANE ACKERMAN JAMES G. ANDRESS W. JAMES FARRELL JACK M. GREENBERG RONALD T. LEMAY EDWARD M. LIDDY J. CHRISTOPHER REYES H. JOHN RILEY, JR. JOSHUA I. SMITH JUDITH A. SPRIESER MARY ALICE TAYLOR	Management
02	APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2006.		Management
03	APPROVAL OF THE AMENDED AND RESTATED 2001 EQUITY INCENTIVE PLAN.		Management
05	PROVIDE FOR DIRECTOR ELECTION MAJORITY VOTE STANDARD.		Shareholder
04	APPROVAL OF THE 2006 EQUITY COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS.		Management

 WESTAR ENERGY, INC. WR
 Issuer: 95709T ISIN:

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

SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	CHARLES Q. CHANDLER IV R. A. EDWARDS SANDRA A. J. LAWRENCE	Management
02	RATIFICATION AND CONFIRMATION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.		Management

AMERICAN INTERNATIONAL GROUP, INC.

Issuer: 026874

SEDOL:

ISIN:

AIG

Vote Group: GLOBAL

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	PEI-YUAN CHIA MARSHALL A. COHEN MARTIN S. FELDSTEIN ELLEN V. FUTTER STEPHEN L. HAMMERMAN RICHARD C. HOLBROOKE FRED H. LANGHAMMER GEORGE L. MILES, JR. MORRIS W. OFFIT JAMES F. ORR III MARTIN J. SULLIVAN MICHAEL H. SUTTON EDMUND S.W. TSE ROBERT B. WILLUMSTAD FRANK G. ZARB	Management
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS AIG S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.		Management
03	ADOPTION OF AN EXECUTIVE INCENTIVE PLAN.		Management

AQUA AMERICA, INC.

Issuer: 03836W

SEDOL:

ISIN:

WTR

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		NICHOLAS DEBENEDICTIS Management RICHARD H. GLANTON Management LON R. GREENBERG Management

CIMAREX ENERGY CO. Issuer: 171798 SEDOL:		ISIN: XEC

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		JERRY BOX Management PAUL D. HOLLEMAN Management F.H. MERELLI Management MICHAEL J. SULLIVAN Management
02	APPROVE THE PERFORMANCE GOALS APPLICABLE TO AWARDS OF RESTRICTED STOCK IN ORDER TO OBTAIN THE FEDERAL INCOME TAX DEDUCTION BENEFITS UNDER SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Management
03	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2006.	Management

HALLIBURTON COMPANY Issuer: 406216 SEDOL:		ISIN: HAL

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		A.M. BENNETT Management J.R. BOYD Management R.L. CRANDALL Management K.T. DERR Management S.M. GILLIS Management W.R. HOWELL Management R.L. HUNT Management D.J. LESAR Management J.L. MARTIN Management J.A. PRECOURT Management

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

D.L. REED

Manage

02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Manage
03	PROPOSAL TO AMEND CERTIFICATE OF INCORPORATION.	Manage
04	PROPOSAL ON SEVERANCE AGREEMENTS.	Manage
05	PROPOSAL ON HUMAN RIGHTS REVIEW.	Shareh
06	PROPOSAL ON DIRECTOR ELECTION VOTE THRESHOLD.	Shareh
07	PROPOSAL ON POISON PILL.	Shareh

 PINNACLE WEST CAPITAL CORPORATION
 Issuer: 723484
 SEDOL:

ISIN:

PNW

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		JACK E. DAVIS PAMELA GRANT MARTHA O. HESSE WILLIAM S. JAMIESON, JR
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2006	Manage
03	VOTE ON SHAREHOLDER PROPOSAL TO ELECT DIRECTORS ANNUALLY	Shareh

 THE HARTFORD FINANCIAL SVCS GROUP, I
 Issuer: 416515
 SEDOL:

ISIN:

HIG

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		RAMANI AYER RAMON DE OLIVEIRA EDWARD J. KELLY, III PAUL G. KIRK, JR. THOMAS M. MARRA GAIL J. MCGOVERN MICHAEL G. MORRIS ROBERT W. SELANDER CHARLES B. STRAUSS H. PATRICK SWYGERT DAVID K. ZWIENER

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

02 RATIFICATION OF THE APPOINTMENT OF DELOITTE &
TOUCHE LLP AS INDEPENDENT AUDITORS OF THE COMPANY
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006

Manage

XCEL ENERGY INC.
Issuer: 98389B
SEDOL:

ISIN:

XEL

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

01 DIRECTOR

Manage

C. CONEY BURGESS

Manage

FREDRIC W. CORRIGAN

Manage

RICHARD K. DAVIS

Manage

ROGER R. HEMMINGHAUS

Manage

A. BARRY HIRSCHFELD

Manage

RICHARD C. KELLY

Manage

DOUGLAS W. LEATHERDALE

Manage

ALBERT F. MORENO

Manage

DR. MARGARET R. PRESKA

Manage

A. PATRICIA SAMPSON

Manage

RICHARD H. TRULY

Manage

02 TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE
LLP AS XCEL ENERGY INC S PRINCIPAL ACCOUNTANTS
FOR 2006.

Manage

03 SHAREHOLDER PROPOSAL TO SEPARATE THE ROLES OF
CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE
OFFICER.

Shareh

CABLEVISION SYSTEMS CORPORATION
Issuer: 12686C
SEDOL:

ISIN:

CVC

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

01 DIRECTOR

Manage

CHARLES D. FERRIS

Manage

RICHARD H. HOCHMAN

Manage

VICTOR ORISTANO

Manage

VINCENT TESE

Manage

THOMAS V. REIFENHEISER

Manage

JOHN R. RYAN

Manage

02 PROPOSAL TO RATIFY AND APPROVE THE APPOINTMENT

Manage

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

	OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR 2006.		
03	PROPOSAL TO AUTHORIZE AND APPROVE THE CABLEVISION SYSTEMS CORPORATION 2006 EMPLOYEE STOCK PLAN.		Manage
04	PROPOSAL TO AUTHORIZE AND APPROVE THE CABLEVISION SYSTEMS CORPORATION 2006 CASH INCENTIVE PLAN.		Manage
05	PROPOSAL TO AUTHORIZE AND APPROVE THE CABLEVISION SYSTEMS CORPORATION 2006 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS.		Manage

OGE ENERGY CORP.		
Issuer: 670837	ISIN:	OGE
SEDOL:		

Vote Group: GLOBAL

	Proposal Number	Proposal	Proposal Type
	01	DIRECTOR	Manage Manage Manage Manage
		JOHN D. GROENDYKE ROBERT O. LORENZ STEVEN E. MOORE	
	02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR PRINCIPAL INDEPENDENT ACCOUNTANTS.	Manage

ONEOK, INC.		
Issuer: 682680	ISIN:	OKE
SEDOL:		

Vote Group: GLOBAL

	Proposal Number	Proposal	Proposal Type
	01	DIRECTOR	Manage Manage Manage Manage
		WILLIAM L. FORD DOUGLAS ANN NEWSOM GARY D. PARKER EDUARDO A. RODRIGUEZ	
	02	RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT AUDITOR OF THE CORPORATION FOR THE 2006 FISCAL YEAR.	Manage
	03	A SHAREHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE POSITIONS OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER.	Shareh

WESTMORELAND COAL COMPANY		WLB
---------------------------	--	-----

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

Issuer: 960878
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	THOMAS J. COFFEY	Management
	ROBERT E. KILLEN	Management
	RICHARD M. KLINGAMAN	Management
	THOMAS W. OSTRANDER	Management
	CHRISTOPHER K. SEGLEM	Management
	JAMES W. SIGHT	Management
	DONALD A. TORTORICE	Management

WPS RESOURCES CORPORATION
 Issuer: 92931B
 SEDOL:

ISIN:

WPS

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	K.M. HASSELBLAD-PASCALE	Management
	WILLIAM F. PROTZ, JR.	Management
	LARRY L. WEYERS	Management
02	RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR WPS RESOURCES AND ITS SUBSIDIARIES FOR 2006.	Management

PEPCO HOLDINGS, INC.
 Issuer: 713291
 SEDOL:

ISIN:

POM

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
	TERENCE C. GOLDEN	Management
	FRANK O. HEINTZ	Management
	GEORGE F. MACCORMACK	Management
	LAWRENCE C. NUSSDORF	Management
	LESTER P. SILVERMAN	Management
02	A PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS	Management

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

LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING
FIRM OF THE COMPANY FOR 2006

TIME WARNER INC. TWX
Issuer: 887317 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
05	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.	Shareh
01	DIRECTOR	Manage
	JAMES L. BARKSDALE	Manage
	STEPHEN F. BOLLENBACH	Manage
	FRANK J. CAUFIELD	Manage
	ROBERT C. CLARK	Manage
	JESSICA P. EINHORN	Manage
	REUBEN MARK	Manage
	MICHAEL A. MILES	Manage
	KENNETH J. NOVACK	Manage
	RICHARD D. PARSONS	Manage
	FRANCIS T. VINCENT, JR.	Manage
	DEBORAH C. WRIGHT	Manage
02	RATIFICATION OF AUDITORS.	Manage
03	APPROVAL OF TIME WARNER INC. 2006 STOCK INCENTIVE PLAN.	Manage
04	STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE.	Shareh
06	STOCKHOLDER PROPOSAL REGARDING CODE OF VENDOR CONDUCT.	Shareh

TXU CORP. TXU
Issuer: 873168 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
05	SHAREHOLDER PROPOSAL TO ELECT DIRECTORS BY MAJORITY VOTE.	Shareh
01	DIRECTOR	Manage
	E. GAIL DE PLANQUE	Manage
	LELDON E. ECHOLS	Manage
	KERNEY LADAY	Manage

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

		JACK E. LITTLE	Manage
		GERARDO I. LOPEZ	Manage
		J. E. OESTERREICHER	Manage
		MICHAEL W. RANGER	Manage
		LEONARD H. ROBERTS	Manage
		GLENN F. TILTON	Manage
		C. JOHN WILDER	Manage
02	APPROVAL OF AUDITOR - DELOITTE & TOUCHE LLP.		Manage
03	APPROVAL OF AMENDMENT TO THE COMPANY S RESTATED BYLAWS.		Manage
04	APPROVAL OF THE COMPANY S RESTATED CERTIFICATE OF FORMATION.		Manage

SEMCO ENERGY, INC.		ISIN:	SEN
Issuer: 78412D			
SEDOL:			

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		JOHN T. FERRIS	Manage
		PAUL F. NAUGHTON	Manage
		EDWINA ROGERS	Manage

TOMKINS PLC		ISIN: GB0008962655
Issuer: G89158136		
SEDOL: B02S379, 5626906, 0896265		

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	V C
1.	RECEIVE THE DIRECTORS REPORT AND FINANCIAL STATEMENTS	Management	F
2.	APPROVE THE REMUNERATION COMMITTEE REPORT	Management	F
3.	DECLARE A FINAL DIVIDEND OF 8.16 PENCE PER ORDINARY SHARE	Management	F
4.	ELECT MR. RICHARD GILLINGWATER AS A DIRECTOR	Management	F
5.	ELECT MR. STRUAN ROBERTSON AS A DIRECTOR	Management	F
6.	ELECT MR. DAVID RICHARDSON AS A DIRECTOR	Management	F
7.	RE-APPOINT MR. KEN LEVER AS A DIRECTOR	Management	F
8.	RE-APPOINT DELOITTE TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY	Management	F
9.	AUTHORIZE THE BOARD TO FIX REMUNERATION OF THE AUDITORS	Management	F
10.	GRANT AUTHORITY TO ISSUE OF EQUITY OR EQUITY-LINKED SECURITIES WITH PRE-EMPTIVE RIGHTS UP TO AN AGGREGATE NOMINAL AMOUNT OF GBP 12,881,003	Management	F

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

S.11	GRANT AUTHORITY TO ISSUE OF EQUITY OR EQUITY-LINKED SECURITIES WITHOUT PRE-EMPTIVE RIGHTS UP TO AGGREGATE NOMINAL AMOUNT OF GBP 1,936,297	Management	F
S.12	GRANT AUTHORITY TO PURCHASE 77,451,900 ORDINARY SAHRES	Management	F
S.13	APPROVE THE TOMKINS 2006 PERFORMANCE SHARE PLAN	Management	F

 DIAMOND OFFSHORE DRILLING, INC. DO
 Issuer: 25271C ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	JAMES S. TISCH LAWRENCE R. DICKERSON ALAN R. BATKIN CHARLES L. FABRIKANT PAUL G. GAFFNEY, II HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Manage Manage Manage Manage Manage Manage Manage
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2006.	Manage

 MGE ENERGY, INC. MGEE
 Issuer: 55277P ISIN:
 SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	H. LEE SWANSON JOHN R. NEVIN GARY J. WOLTER	Manage Manage Manage
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP FOR 2006	Manage

 BLACK HILLS CORPORATION BKH

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

Issuer: 092113
 SEDOL:

ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		DAVID C. EBERTZ JOHN R. HOWARD
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Management
		STEPHEN D. NEWLIN

BLACKROCK, INC.
 Issuer: 09247X
 SEDOL:

ISIN:

BLK

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		WILLIAM O. ALBERTINI KENNETH B. DUNN LAURENCE D. FINK FRANK T. NICKELL THOMAS H. O'BRIEN
02	APPROVAL OF AMENDMENTS TO THE BLACKROCK, INC. 1999 STOCK AWARD AND INCENTIVE PLAN	Management
03	APPROVAL OF AN AMENDMENT TO THE AMENDED AND RESTATED BLACKROCK, INC. 1999 ANNUAL INCENTIVE PERFORMANCE PLAN	Management

ENEL ENTE NAZIONALE PER L'ENERGIA ELETTRICA SPA, ROMA
 Issuer: T3679P115
 SEDOL: B0ZNK70, B07J3F5, 7144569, 7588123

ISIN: IT0003128367

BLOCKI

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF RECORD DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS	Non-Voting

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

YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS.
THANK YOU.

*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM THERE WILL BE A SECOND CALL ON 25 MAY 2006 (AND A THIRD CALL ON 26 MAY 2006).YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU.	Non-Voting	Non
O.1	APPROVE THE BALANCE SHEET AS OF 31 DEC 2005; THE BOARD OF DIRECTORS, THE INTERNAL AND EXTERNAL AUDITORS REPORTS; THE RESOLUTIONS RELATED THERETO AND THE CONSOLIDATED BALANCE SHEET AS OF 31 DEC 2005	Management	Ta
O.2	APPROVE THE NET INCOME ALLOCATION AND DISTRIBUTION OF AVAILABLE RESERVES	Management	Ta
O.3	APPROVE THE STOCK OPTION PLAN FOR THE TERM 2006 FOR ENEL DIRECTORS AND/OR SUBSIDIARIES AS PER ARTICLE 2359 OF THE ITALIAN CIVIL CODE	Management	Ta
E.1	AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE STOCK CAPITAL IN FAVOUR OF THE STOCK OPTION 2006, FOR AN AMOUNT OF MAXIMUM EUR 31,790.000 THROUGH ORDINARY SHARES RESERVED TO ENEL DIRECTORS AND/OR SUBSIDIARIES, TO BE ASSIGNED THROUGH A CAPITAL INCREASE WITH OR WITHOUT OPTION RIGHTS AS PER ARTICLE 2441, LAST SUBSECTION OF THE ITALIAN CIVIL CODE AND ARTICLE 134 SUBSECTION 2 OF THE LEGISLATIVE DECREE 58/98; RESOLUTIONS RELATED THERETO AND AMEND ARTICLE 5 OF THE BY-LAWS	Management	Ta
E.2	APPROVE THE VOTING PROCEDURES TO APPOINT THE MANAGERS IN CHARGE OF DRAWING ACCOUNTING DOCUMENTS AND THE INTEGRATION OF THE ARTICLE 20 OF THE BY-LAWS	Management	Ta

HILTON HOTELS CORPORATION
Issuer: 432848
SEDOL:

ISIN:

HLT

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage
		CHRISTINE GARVEY PETER M. GEORGE BARRON HILTON JOHN L. NOTTER
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Manage
03	A STOCKHOLDER PROPOSAL CONCERNING VOTING STANDARDS FOR THE ELECTION OF DIRECTORS.	Shareh
04	A STOCKHOLDER PROPOSAL CONCERNING THE COMPANY	Shareh

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

S STOCKHOLDER RIGHTS PLAN.

MIDDLESEX WATER COMPANY MSEX
Issuer: 596680 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage
	JOHN C. CUTTING DENNIS W. DOLL JOHN P. MULKERIN	

QWEST COMMUNICATIONS INTERNATIONAL I Q
Issuer: 749121 ISIN:
SEDOL:

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage
	LINDA G. ALVARADO CHARLES L. BIGGS R. DAVID HOOVER PATRICK J. MARTIN CAROLINE MATTHEWS WAYNE W. MURDY RICHARD C. NOTEBAERT FRANK P. POPOFF JAMES A. UNRUH	
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2006	Manage
03	APPROVAL OF THE AMENDED AND RESTATED EQUITY INCENTIVE PLAN	Manage
04	STOCKHOLDER PROPOSAL - REQUESTING WE ADOPT A POLICY WHEREBY, IN THE EVENT OF A SUBSTANTIAL RESTATEMENT OF FINANCIAL RESULTS, OUR BOARD OF DIRECTORS SHALL REVIEW CERTAIN PERFORMANCE-BASED COMPENSATION MADE TO EXECUTIVE OFFICERS AND PURSUE LEGAL REMEDIES TO RECOVER SUCH COMPENSATION TO THE EXTENT THAT THE RESTATED RESULTS DO NOT EXCEED ORIGINAL PERFORMANCE TARGETS	Shareh
05	STOCKHOLDER PROPOSAL - REQUESTING WE SEEK STOCKHOLDER APPROVAL OF CERTAIN BENEFITS FOR SENIOR EXECUTIVES UNDER OUR NON-QUALIFIED PENSION PLAN OR ANY SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN	Shareh
06	STOCKHOLDER PROPOSAL - AMENDMENT OF BYLAWS TO PROVIDE THAT DIRECTORS BE ELECTED BY A MAJORITY	Shareh

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

07

VOTE (OR IN SOME CASES A PLURALITY VOTE)
 STOCKHOLDER PROPOSAL - REQUESTING WE ESTABLISH
 A POLICY OF SEPARATING THE ROLES OF CHAIRMAN
 OF THE BOARD AND CEO

Shareh

 THE SOUTHERN COMPANY
 Issuer: 842587
 SEDOL:

ISIN:

SO

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	DIRECTOR	Manage
----	----------	--------

J.P. BARANCO	Manage
D.J. BERN	Manage
F.S. BLAKE	Manage
T.F. CHAPMAN	Manage
D.M. JAMES	Manage
Z.T. PATE	Manage
J.N. PURCELL	Manage
D.M. RATCLIFFE	Manage
W.G. SMITH, JR.	Manage
G.J. ST. PE	Manage

02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006	Manage
----	--	--------

03	APPROVAL OF THE SOUTHERN COMPANY OMNIBUS INCENTIVE COMPENSATION PLAN	Manage
----	---	--------

 XEROX CORPORATION
 Issuer: 984121
 SEDOL:

ISIN:

XR

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
--------------------	----------	----------------

01	DIRECTOR	Manage
----	----------	--------

GLENN A. BRITT	Manage
RICHARD J. HARRINGTON	Manage
WILLIAM CURT HUNTER	Manage
VERNON E. JORDAN, JR.	Manage

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

		HILMAR KOPPER	Manage
		RALPH S. LARSEN	Manage
		ROBERT A. MCDONALD	Manage
		ANNE M. MULCAHY	Manage
		N.J. NICHOLAS, JR.	Manage
		ANN N. REESE	Manage
		MARY AGNES WILDEROTTER	Manage
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.		Manage
03	SHAREHOLDER PROPOSAL RELATING TO ELECTION OF DIRECTORS BY MAJORITY VOTE.		Shareh
04	SHAREHOLDER PROPOSAL RELATING TO SENIOR EXECUTIVE BONUSES.		Shareh

ALLIED WASTE INDUSTRIES, INC.
Issuer: 019589
SEDOL:

ISIN:

AW

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		ROBERT M. AGATE	Manage
		CHARLES H. COTROS	Manage
		JAMES W. CROWNOVER	Manage
		DAVID I. FOLEY	Manage
		JOSHUA J. HARRIS	Manage
		DENNIS R. HENDRIX	Manage
		NOLAN LEHMANN	Manage
		STEVEN MARTINEZ	Manage
		JAMES A. QUELLA	Manage
		ANTONY P. RESSLER	Manage
		JOHN J. ZILLMER	Manage
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITOR) FOR FISCAL YEAR 2006.		Manage
03	PROPOSAL TO AMEND AND RESTATE THE 1991 INCENTIVE STOCK PLAN INTO THE 2006 INCENTIVE STOCK PLAN.		Manage
04	PROPOSAL TO APPROVE THE 2006 EXECUTIVE INCENTIVE COMPENSATION PLAN.		Manage
05	PROPOSAL ON MAJORITY VOTING FOR DIRECTOR NOMINEES.		Shareh
06	PROPOSAL ON APPROVAL OF SEVERANCE AGREEMENTS BY STOCKHOLDERS.		Shareh

CROWN CASTLE INTERNATIONAL CORP.
Issuer: 228227
SEDOL:

ISIN:

CCI

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

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		ARI Q. FITZGERALD	Manage
		JOHN P. KELLY	Manage
		ROBERT E. GARRISON II	Manage
02	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2006.		Manage

DUQUESNE LIGHT HOLDINGS, INC.
 Issuer: 266233
 SEDOL:

ISIN:

DQE

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		PRITAM M. ADVANI	Manage
		ROBERT P. BOZZONE	Manage
		JOSEPH C. GUYAUX	Manage
02	RATIFICATION OF AUDITORS DELOITTE & TOUCHE LLP		Manage

EL PASO CORPORATION
 Issuer: 28336L
 SEDOL:

ISIN:

EP

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR		Manage
		JUAN CARLOS BRANIFF	Manage
		JAMES L. DUNLAP	Manage
		DOUGLAS L. FOSHEE	Manage
		ROBERT W. GOLDMAN	Manage
		ANTHONY W. HALL, JR.	Manage
		THOMAS R. HIX	Manage
		WILLIAM H. JOYCE	Manage
		RONALD L. KUEHN, JR.	Manage
		FERRELL P. MCCLEAN	Manage
		J. MICHAEL TALBERT	Manage
		ROBERT F. VAGT	Manage

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

JOHN L. WHITMIRE
JOE B. WYATT

- 02 APPROVAL OF THE ADOPTION OF CUMULATIVE VOTING AS A BY-LAW OR LONG-TERM POLICY.
- 03 APPROVAL OF THE AMENDMENT TO THE BY-LAWS FOR THE DISCLOSURE OF EXECUTIVE COMPENSATION.

Manage
Manage
Shareh
Shareh

ENEL S.P.A.
Issuer: 29265W
SEDOL:

ISIN:

EN

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

- 01 FINANCIAL STATEMENTS OF ENEL FOR THE YEAR ENDED DECEMBER 31, 2005. REPORTS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS, AND THE EXTERNAL AUDITORS, RELATED RESOLUTIONS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2005.
- 02 ALLOCATION OF NET INCOME FOR THE YEAR AND DISTRIBUTION OF AVAILABLE RESERVES.
- 03 2006 STOCK-OPTION PLAN FOR THE EXECUTIVES OF ENEL AND/OR SUBSIDIARIES THEREOF PURSUANT TO ARTICLE 2359 OF THE CIVIL CODE.
- E1 DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH THE 2006 STOCK-OPTION PLAN BY A MAXIMUM AMOUNT OF EURO 31,790,000. INHERENT AND CONSEQUENT RESOLUTIONS. AMENDMENT OF ARTICLE 5 OF THE BYLAWS.
- E2 PROCEDURE FOR APPOINTING THE EXECUTIVE IN CHARGE OF PREPARING THE CORPORATE ACCOUNTING DOCUMENTS. ADDITION TO ARTICLE 20 OF THE BYLAWS.

Manage
Manage
Manage
Manage
Manage

SAFeway INC.
Issuer: 786514
SEDOL:

ISIN:

SWY

Vote Group: GLOBAL

Proposal
Number Proposal

Propos
Type

- 1A ELECTION OF DIRECTOR: STEVEN A. BURD
- 1C ELECTION OF DIRECTOR: MOHAN GYANI
- 1D ELECTION OF DIRECTOR: PAUL HAZEN
- 1E ELECTION OF DIRECTOR: ROBERT I. MACDONNELL

Manage
Manage
Manage
Manage

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

1F	ELECTION OF DIRECTOR: DOUGLAS J. MACKENZIE	Management
1H	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Management
1B	ELECTION OF DIRECTOR: JANET E. GROVE	Management
1G	ELECTION OF DIRECTOR: REBECCA A. STIRN	Management
1I	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Management
02	RE-APPROVAL OF 2001 AMENDED AND RESTATED OPERATING PERFORMANCE BONUS PLAN FOR EXECUTIVE OFFICERS OF SAFEWAY INC.	Management
03	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006. THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST STOCKHOLDER PROPOSALS 4, 5, 6, 7 AND 8.	Management
04	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shareholder
05	STOCKHOLDER PROPOSAL REQUESTING A SEPARATE VOTE ON GOLDEN PAY IN CONNECTION WITH A MERGER.	Shareholder
06	STOCKHOLDER PROPOSAL REQUESTING THE CREATION OF A FORMAL MECHANISM FOR DIALOGUE BETWEEN INDEPENDENT DIRECTORS AND SHAREHOLDERS.	Shareholder
07	STOCKHOLDER PROPOSAL REQUESTING THE LABELING OF GENETICALLY ENGINEERED PRODUCTS.	Shareholder
08	STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY ISSUE A SUSTAINABILITY REPORT.	Shareholder

LADBROKES PLC

Issuer: G5337D115

ISIN: GB0005002547

SEDOL: 0500254, B02SV75, 5474752

Vote Group: GLOBAL

	Proposal Number Proposal	Proposal Type	Vot Cas
1.	RECEIVE AND ADOPT THE REPORTS OF THE DIRECTORS *Management For *Management Position Unknown AND THE AUDITOR AND THE ACCOUNTS OF THE COMPANY FOR THE YE 31 DEC 2005		
2.	RE-APPOINT MR. N.M.H. JONES AS A DIRECTOR	Management	For
3.	RE-APPOINT SIR IAN ROBINSON AS A DIRECTOR	Management	For
4.	APPOINT MR. J.P. O REILLY AS A DIRECTOR	Management	For
5.	APPOINT MR. A.S. ROSS AS A DIRECTOR	Management	For
6.	APPOINT MR. R.P. THORNE AS A DIRECTOR	Management	For

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

7. RE-APPOINT ERNST & YOUNG LLP AS THE AUDITOR TO Management For
 *Management Position Unknown THE COMPANY AND AUTHORIZE THE DIRECTORS
 TO AGREE
 THE REMUNERATION OF THE AUDITOR

8. APPROVE THE 2005 DIRECTORS REMUNERATION REPORT Management For

9. AUTHORIZE THE COMPANY, TO MAKE DONATIONS TO EU Management For
 *Management Position Unknown POLITICAL ORGANIZATIONS NOT EXCEEDING
 GBP 10,000;
 AND INCUR EU POLITICAL EXPENDITURE NOT EXCEEDING GBP 10,000; AND
 AUTHORIZE LADBROKES BETTING & GAMING LIMITED, A WHOLLY-OWNED
 SUBSIDIARY OF THE COMPANY TO MAKE DONATIONS TO EU POLITICAL
 ORGANIZATIONS NOT EXCEEDING GBP 25,000; AND INCUR EU POLITICAL
 EXPENDITURE NOT EXCEEDING GBP 25,000;
 AUTHORITY EXPIRES EARLIER THE DATE OF THE AGM
 OF THE COMPANY HELD IN 2007 OR ON 25 AUG 2007

10. APPROVE THAT THE SHARE CAPITAL OF THE COMPANY Management For
 *Management Position Unknown BE INCREASED FROM GBP 230,000,000 TO
 GBP 253,000,000
 BY THE CREATION OF 81,176,470 ADDITIONAL NEW
 ORDINARY SHARES OF 28 1/3P EACH IN THE CAPITAL
 OF THE COMPANY

11. AUTHORIZE THE DIRECTORS, IN SUBSTITUTION FOR Management For
 *Management Position Unknown ANY EXISTING AUTHORITY AND FOR THE
 PURPOSE OF
 SECTION 80 OF THE COMPANIES ACT 1985, TO ALLOT RELEVANT SECURITIES
 WITH IN THE MEANING OF THAT SECTION UP TO AN AGGREGATE NOMINAL
 AMOUNT OF GBP 54,450,207; AUTHORITY EXPIRES EARLIER THE DATE OF THE
 AGM OF THE COMPANY HELD IN 2007 OR ON 25 AUG 2007 ; AND THE
 DIRECTORS MAY ALLOT RELEVANT SECURITIES AFTER THE EXPIRY OF THIS
 AUTHORITY IN PURSUANCE OF SUCH AN OFFER OR AGREEMENT MADE PRIOR TO
 SUCH EXPIRY

S.12 GRANT AUTHORITY TO ISSUE THE EQUITY OR EQUITY-LINKED Management
 SECURITIES WITHOUT PRE-EMPTIVE RIGHTS UP TO AGGREGATE
 NOMINAL AMOUNT OF GBP 8,029,922 AND UP TO AGGREGATE
 NOMINAL AMOUNT OF GBP 450,207 IN CONNECTION WITH
 A RIGHTS ISSUE

S.13 GRANT AUTHORITY TO MARKET PURCHASE 56,682,299 Management
 ORDINARY SHARES

 LADBROKES PLC
 Issuer: G5337D107 ISIN: GB00B0ZSH635
 SEDOL: B100LK3, B0ZSH63, B1321T5

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
--------------------	----------	------------------

 1. RECEIVE AND ADOPT THE REPORTS OF THE DIRECTORS Management For

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

*Management Position Unknown AND THE AUDITOR AND THE ACCOUNTS OF THE COMPANY
FOR THE YE 31 DEC 2005

- | | | |
|------|---|--------------|
| 2. | RE-APPOINT MR. N.M.H. JONES AS A DIRECTOR | Management |
| 3. | RE-APPOINT SIR IAN ROBINSON AS A DIRECTOR | Management |
| 4. | APPOINT MR. J.P. O REILLY AS A DIRECTOR | Management |
| 5. | APPOINT MR. A.S. ROSS AS A DIRECTOR | Management |
| 6. | APPOINT MR. R.P. THORNE AS A DIRECTOR | Management |
| 7. | RE-APPOINT ERNST & YOUNG LLP AS THE AUDITOR TO Management For
*Management Position Unknown THE COMPANY AND AUTHORIZE THE DIRECTORS
TO AGREE
THE REMUNERATION OF THE AUDITOR | |
| 8. | APPROVE THE 2005 DIRECTORS REMUNERATION REPORT | Management |
| 9. | AUTHORIZE THE COMPANY, TO MAKE DONATIONS TO EU Management For
*Management Position Unknown POLITICAL ORGANIZATIONS NOT EXCEEDING
GBP 10,000;
AND INCUR EU POLITICAL EXPENDITURE NOT EXCEEDING GBP 10,000; AND
AUTHORIZE LADBROKES BETTING & GAMING LIMITED, A WHOLLY-OWNED
SUBSIDIARY OF THE COMPANY TO MAKE DONATIONS TO EU POLITICAL
ORGANIZATIONS NOT EXCEEDING GBP 25,000; AND INCUR EU POLITICAL
EXPENDITURE NOT EXCEEDING GBP 25,000;
AUTHORITY EXPIRES EARLIER THE DATE OF THE AGM
OF THE COMPANY HELD IN 2007 OR ON 25 AUG 2007 | |
| 10. | APPROVE THAT THE SHARE CAPITAL OF THE COMPANY Management For

*Management Position Unknown BE INCREASED FROM GBP 230,000,000 TO
GBP 253,000,000
BY THE CREATION OF 81,176,470 ADDITIONAL NEW
ORDINARY SHARES OF 28 1/3P EACH IN THE CAPITAL
OF THE COMPANY | |
| 11. | AUTHORIZE THE DIRECTORS, IN SUBSTITUTION FOR Management For
*Management Position Unknown ANY EXISTING AUTHORITY AND FOR THE
PURPOSE OF
SECTION 80 OF THE COMPANIES ACT 1985, TO ALLOT RELEVANT SECURITIES
WITH IN THE MEANING OF THAT SECTION UP TO AN AGGREGATE NOMINAL
AMOUNT OF GBP 54,450,207; AUTHORITY EXPIRES EARLIER THE DATE OF THE
AGM OF THE COMPANY HELD IN 2007 OR ON 25 AUG 2007 ; AND THE
DIRECTORS MAY ALLOT RELEVANT SECURITIES AFTER THE EXPIRY OF THIS
AUTHORITY IN PURSUANCE OF SUCH AN OFFER OR AGREEMENT MADE PRIOR TO
SUCH EXPIRY | |
| S.12 | GRANT AUTHORITY TO ISSUE THE EQUITY OR EQUITY-LINKED
SECURITIES WITHOUT PRE-EMPTIVE RIGHTS UP TO AGGREGATE
NOMINAL AMOUNT OF GBP 8,029,922 AND UP TO AGGREGATE
NOMINAL AMOUNT OF GBP 450,207 IN CONNECTION WITH
A RIGHTS ISSUE | Management F |
| S.13 | GRANT AUTHORITY TO MARKET PURCHASE 56,682,299
ORDINARY SHARES | Management F |

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

 PETROCHINA COMPANY LIMITED
 Issuer: 71646E
 SEDOL:

ISIN:

PTR

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vot Cas
01	TO CONSIDER AND APPROVE THE REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2005.	Management	For
02	TO CONSIDER AND APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR 2005.	Management	For
03	TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2005.	Management	For
04	TO CONSIDER AND APPROVE THE DECLARATION AND PAYMENT OF A FINAL DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2005.	Management	For
05	APPROVE THE AUTHORISATION OF THE BOARD OF DIRECTORS TO DETERMINE THE DISTRIBUTION OF INTERIM DIVIDEND FOR THE YEAR 2006.	Management	For
06	APPOINTMENT OF PRICEWATERHOUSECOOPERS, AS THE INTERNATIONAL AUDITORS OF THE COMPANY AND PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS COMPANY LIMITED, AS THE DOMESTIC AUDITORS OF THE COMPANY, FOR THE YEAR 2006 AND TO FIX THEIR REMUNERATION.	Management	For
07	TO CONSIDER AND APPROVE THE RE-ELECTION OF MR. ZHENG HU AS A DIRECTOR OF THE COMPANY.	Management	For
08	TO CONSIDER AND APPROVE THE RE-ELECTION OF MR. FRANCO BERNABE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY.	Management	For
09	AUTHORISE THE BOARD OF DIRECTORS TO ISSUE ALLOT AND DEAL WITH ADDITIONAL DOMESTIC SHARES AND OVERSEAS LISTED FOREIGN SHARES.	Management	For
10	TO CONSIDER AND APPROVE OTHER MATTERS IF ANY.	Management	For

 PHELPS DODGE CORPORATION
 Issuer: 717265
 SEDOL:

ISIN:

PD

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Management
	C. KRULAK	Management
	D. MCCOY	Management
	W. POST	Management
	M. RICHENHAGEN	Management
	J. THOMPSON	Management

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

02	APPROVE THE PHELPS DODGE CORPORATION DIRECTORS 2007 STOCK UNIT PLAN	Manage
03	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT ACCOUNTANTS FOR THE YEAR 2006	Manage

ALBERTSON'S, INC.		ABS
Issuer: 013104	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	TO ADOPT THE MERGER AGREEMENT.	Manage
02	TO ADOPT THE CHARTER AMENDMENT.	Manage
03	TO ADJOURN THE ALBERTSONS SPECIAL MEETING INCLUDING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES.	Manage

EXXON MOBIL CORPORATION		XOM
Issuer: 30231G	ISIN:	
SEDOL:		

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
	M.J. BOSKIN	Manage
	W.W. GEORGE	Manage
	J.R. HOUGHTON	Manage
	W.R. HOWELL	Manage
	R.C. KING	Manage
	P.E. LIPPINCOTT	Manage
	H.A. MCKINNELL, JR.	Manage
	M.C. NELSON	Manage
	S.J. PALMISANO	Manage
	W.V. SHIPLEY	Manage
	J.S. SIMON	Manage
	R.W. TILLERSON	Manage
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 32)	Manage
03	CUMULATIVE VOTING (PAGE 34)	Shareh

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

04	MAJORITY VOTE (PAGE 35)	Shareh
05	INDUSTRY EXPERIENCE (PAGE 37)	Shareh
06	DIRECTOR QUALIFICATIONS (PAGE 38)	Shareh
09	EXECUTIVE COMPENSATION REPORT (PAGE 43)	Shareh
11	POLITICAL CONTRIBUTIONS REPORT (PAGE 47)	Shareh
12	CORPORATE SPONSORSHIPS REPORT (PAGE 49)	Shareh
14	BIODIVERSITY IMPACT REPORT (PAGE 52)	Shareh
15	COMMUNITY ENVIRONMENTAL IMPACT (PAGE 53)	Shareh
08	BOARD CHAIRMAN AND CEO (PAGE 41)	Shareh
07	DIRECTOR COMPENSATION (PAGE 40)	Shareh
10	EXECUTIVE COMPENSATION CRITERIA (PAGE 45)	Shareh
13	AMENDMENT OF EEO POLICY (PAGE 50)	Shareh

 TEEKAY SHIPPING CORPORATION
 Issuer: Y8564W
 SEDOL:

ISIN:

TK

 Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage
		DR. IAN D. BLACKBURNE JAMES R. CLARK C. SEAN DAY
02	APPROVAL OF TEEKAY S AMENDED AND RESTATED ARTICLES OF INCORPORATION. CONFORM TEEKAY S ARTICLES OF INCORPORATION TO THE TERMS OF THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT.	Manage
03	RATIFICATION OF INDEPENDENT AUDITORS. RATIFY THE SELECTION OF ERNST & YOUNG LLP, CHARTERED ACCOUNTANTS, AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Manage

 DEUTSCHE BANK AG
 Issuer: D18190
 SEDOL:

ISIN:

DB

 Vote Group: GLOBAL

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

Proposal Number	Proposal	Proposal Type
02	APPROPRIATION OF DISTRIBUTABLE PROFIT	Management
03	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2005 FINANCIAL YEAR	Management
04	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2005 FINANCIAL YEAR	Management
05	ELECTION OF THE AUDITOR FOR THE 2006 FINANCIAL YEAR	Management
06	AUTHORIZATION TO ACQUIRE OWN SHARES FOR TRADING PURPOSES (SECTION 71 (1) NO. 7 STOCK CORPORATION ACT)	Management
07	AUTHORIZATION TO ACQUIRE OWN SHARES PURSUANT TO (SECTION 71 (1) NO. 8 STOCK CORPORATION ACT)	Management
08	ELECTION TO THE SUPERVISORY BOARD	Management
09	NEW AUTHORIZED CAPITAL	Management
10	AMENDMENTS TO THE ARTICLES OF ASSOCIATION BASED ON UMAG	Management
11	FURTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION	Management

THE DIRECTV GROUP, INC.
 Issuer: 25459L
 SEDOL:

ISIN:

DTV

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management
		CHASE CAREY PETER F. CHERNIN PETER A. LUND HAIM SABAN
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS	Management

BCE INC.
 Issuer: 05534B
 SEDOL:

ISIN:

BCE

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management

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

A. B RARD	Manage
R.A. BRENNEMAN	Manage
R.J. CURRIE	Manage
A.S. FELL	Manage
D. SOBLE KAUFMAN	Manage
B.M. LEVITT	Manage
E.C. LUMLEY	Manage
J. MAXWELL	Manage
J.H. MCARTHUR	Manage
T.C. O'NEILL	Manage
J.A. PATTISON	Manage
R.C. POZEN	Manage
M.J. SABIA	Manage
P.M. TELLIER	Manage
V.L. YOUNG	Manage

- | | | |
|----|---|--------|
| 02 | DELOITTE & TOUCHE LLP AS AUDITOR. | Manage |
| 03 | APPROVING THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS REPRODUCED AS SCHEDULE A TO THE MANAGEMENT PROXY CIRCULAR, TO APPROVE THE BCE PLAN OF ARRANGEMENT UNDER WHICH BCE INC. WOULD DISTRIBUTE UNITS IN BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND TO ITS HOLDERS OF COMMON SHARES AS A RETURN OF CAPITAL AND EFFECT A REDUCTION OF APPROXIMATELY 75 MILLION COMMON SHARES. | Manage |
| 04 | CONVERT THE WHOLE OF BCE INC. INTO AN INCOME TRUST FUND WHICH WOULD DISTRIBUTE TO UNITHOLDERS AT LEAST 90% OF ITS ANNUAL FREE CASH FLOW. | Manage |

DEVON ENERGY CORPORATION
Issuer: 25179M
SEDOL:

ISIN:

DVN

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	DIRECTOR	Manage Manage Manage Manage
		ROBERT L. HOWARD MICHAEL M. KANOVSKY J. TODD MITCHELL J. LARRY NICHOLS
02	RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT AUDITORS FOR 2006	Manage
03	ADOPTION OF THE AMENDMENT TO THE DEVON ENERGY CORPORATION 2005 LONG-TERM INCENTIVE PLAN	Manage

GTECH HOLDINGS CORPORATION
Issuer: 400518
SEDOL:

ISIN:

GTK

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

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF JANUARY 10, 2006, AMONG LOTTOMATICA S.P.A., GOLD HOLDING CO., GOLD ACQUISITION CORP. AND THE COMPANY (THE MERGER AGREEMENT).	Management
02	TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management
NEW YORK COMMUNITY BANCORP, INC. Issuer: 649445 SEDOL:		NYSE ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	DIRECTOR	Management MAUREEN E. CLANCY ROBERT S. FARRELL
02	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, 2006.	Management JOSEPH R. FICALORA MICHAEL F. MANZULLI JAMES J. O'DONOVAN
03	APPROVAL OF THE NEW YORK COMMUNITY BANCORP, INC. MANAGEMENT INCENTIVE COMPENSATION PLAN.	Management
04	APPROVAL OF THE NEW YORK COMMUNITY BANCORP, INC. 2006 STOCK INCENTIVE PLAN.	Management
05	SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, REGARDING ELECTION OF ALL DIRECTORS ON AN ANNUAL BASIS.	Shareholder
ENERGY EAST CORPORATION Issuer: 29266M SEDOL:		EAS ISIN:

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
-----------------	----------	---------------

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

01	DIRECTOR	JAMES H. BRANDI JOHN T. CARDIS JOSEPH J. CASTIGLIA LOIS B. DEFLEUR G. JEAN HOWARD DAVID M. JAGGER SETH A. KAPLAN BEN E. LYNCH PETER J. MOYNIHAN WALTER G. RICH WESLEY W. VON SCHACK	Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage Manage
02	TO APPROVE AMENDMENTS TO THE COMPANY S CERTIFICATE OF INCORPORATION TO ELIMINATE SHAREHOLDER SUPER MAJORITY VOTING PROVISIONS.		Manage
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.		Manage

CHESAPEAKE ENERGY CORPORATION
Issuer: 165167
SEDOL:

ISIN:

CHK

Vote Group: GLOBAL

Proposal Number	Proposal		Propos Type
01	DIRECTOR	RICHARD K. DAVIDSON BREENE M. KERR CHARLES T. MAXWELL	Manage Manage Manage Manage
02	TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.		Manage
03	TO APPROVE AN AMENDMENT TO THE CHESAPEAKE ENERGY CORPORATION LONG TERM INCENTIVE PLAN.		Manage

VNU NV, HAARLEM
Issuer: N93612104
SEDOL: 5002476, 5335020, 2552189, 4970950, 5088603

ISIN: NL0000389872

BLOCKI

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT BLOCKING CONDITIONS FOR VOTING AT THIS GENERAL MEETING ARE RELAXED. BLOCKING PERIOD ENDS ONE DAY AFTER THE REGISTRATION DATE	Non-Voting	

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

SET ON 06 JUN 2006. SHARES CAN BE TRADED THEREAFTER.

THANK YOU

1.	OPENING	Non-Voting
2.	RECEIVE THE REPORT OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD	Non-Voting
3.A	ADOPT THE ANNUAL ACCOUNT FOR THE YEAR 2005	Management
3.B	GRANT DISCHARGE TO THE MEMBERS OF THE BOARD OF DIRECTORS FOR THEIR DUTIES UNTIL THIS MEETING DAY	Management
3.C	GRANT DISCHARGE TO THE SUPERVISORY BOARD FOR THEIR DUTIES UNTIL THIS MEETING DAY	Management
3.D	APPROVE THE DIVIDEND POLICY AND FINAL DIVIDEND	Management
4.	AUTHORIZE THE BOARD OF THE BOARD OF DIRECTORS TO PURCHASE OWN SHARES	Management
5.A	APPROVE THE EXTENSION OF THE DESIGNATION OF THE BOARD OF DIRECTORS AS THE AUTHORIZED BODY TO ISSUE ORDINARY SHARES	Management
5.B	APPROVE THE EXTENSION OF THE DESIGNATION OF THE BOARD OF DIRECTORS AS THE AUTHORIZED BODY TO ISSUE PREFERENCE SHARES B	Management
5.C	APPROVE THE EXTENSION OF THE DESIGNATION OF THE BOARD OF DIRECTORS AS THE AUTHORIZED BODY TO RESTRICT OR EXCLUDE PREFERENCE RIGHTS	Management
6.	RE-APPOINT THE EXTERNAL AUDITOR	Management
7.	APPROVE THE CHANGES IN THE SUPERVISORY BOARD	Management
8.	APPROVE THE DISCUSSION OF THE CORPORATE GOVERNANCE	Management
9.	AMEND THE ARTICLES OF ASSOCIATION	Management
10.	ANNOUNCEMENT AND QUESTIONS	Non-Voting
11.	CLOSING	Non-Voting

REPSOL YPF, S.A.

Issuer: 76026T

SEDOL:

ISIN:

REP

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	REVIEW AND APPROVAL, IF APPROPRIATE, OF THE ANNUAL FINANCIAL STATEMENTS (BALANCE SHEET, PROFIT AND LOSS ACCOUNT AND THE ANNUAL REPORT) AND THE MANAGEMENT REPORT OF REPSOL YPF, S.A.	Manage
02	AMENDMENT OF ARTICLES 19 (CALL OF THE GENERAL MEETING) AND 20 (POWER AND OBLIGATION TO CALL) OF THE ARTICLES OF ASSOCIATION.	Managem
03	AMENDMENT OF ARTICLE 5 (NOTICE OF CALL) OF THE REGULATIONS OF THE GENERAL SHAREHOLDERS MEETING.	Manage

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

4A	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MRS. PAULINA BEATO BLANCO.	Manage
4B	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MR. HENRI PHILIPPE REICHSTUL.	Manage
4C	APPOINTMENT, RATIFICATION OR RE-ELECTION OF OTHER DIRECTORS.	Manage
05	APPOINTMENT OF THE ACCOUNTS AUDITOR OF REPSOL YPF, S.A., AND OF ITS CONSOLIDATED GROUP.	Manage
06	AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF SHARES OF REPSOL YPF, S.A.	Manage
07	DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO ISSUE FIXED RATE SECURITIES, CONVERTIBLE OR EXCHANGEABLE BY SHARES OF THE COMPANY.	Manage
09	DELEGATION OF POWERS TO SUPPLEMENT, DEVELOP, EXECUTE, RECTIFY OR FORMALIZE THE RESOLUTIONS.	Manage

TELEFONICA, S.A.
 Issuer: 879382
 SEDOL:

ISIN:

TEF

Vote Group: GLOBAL

Proposal Number	Proposal	Propos Type
01	EXAMINATION AND APPROVAL OF THE INDIVIDUAL ANNUAL ACCOUNTS, OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT OF BOTH TELEFONICA, S.A. AND ITS CONSOLIDATED GROUP OF COMPANIES.*	Manage
02	APPROVAL, IF DEEMED APPROPRIATE, OF THE MERGER PLAN OF TELEFONICA, S.A. AND TELEFONICA MOVILES, S.A.*	Manage
03	DIRECTOR	Manage
	MR. C.C. CASELLAS*+ MR. I. FAINE CASAS*+ MR. A.F. HERRERO*+ MR. LUIS LADA DIAZ*+ MR. A.M. LAVILLA*+ MR. DAVID ARCULUS*# MR. PETER ERSKINE*# MR. J. LINARES LOPEZ*# MR. V.M. NAFRIA AZNAR*#	Manage Manage Manage Manage Manage Manage Manage Manage
04	APPROVAL, IF APPROPRIATE, OF A LONG-TERM INCENTIVE PLAN CONSISTING OF THE DELIVERY OF SHARES OF AND WHICH IS LINKED TO CHANGES IN THE LISTING PRICE OF SHARES OF TELEFONICA, S.A.*	Manage
05	AUTHORIZATION TO ACQUIRE THE COMPANY S OWN SHARES, DIRECTLY OR THROUGH COMPANIES WITHIN THE GROUP.*	Manage
06	AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL UNDER THE TERMS AND CONDITIONS OF SECTION 153.1.B) OF THE BUSINESS CORPORATIONS LAW, WITH A DELEGATION OF THE POWER TO EXCLUDE PREEMPTIVE RIGHTS PURSUANT, IN THIS LATTER CASE, TO THE PROVISIONS OF SECTION 159.2 OF THE BUSINESS CORPORATIONS LAW.*	Manage
07	DELEGATION OF POWERS TO FORMALIZE, INTERPRET, REMEDY AND CARRY OUT THE RESOLUTIONS ADOPTED	Manage

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

BY THE SHAREHOLDERS AT THE MEETING.*

 HELLENIC TELECOMMUNICATIONS ORG. S.A
 Issuer: 423325
 SEDOL:

ISIN:

OTE

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
11	CANCELLATION OF 432,490 OWN SHARES FOLLOWING THE THREE-YEAR PERIOD SINCE THEIR ACQUISITION WITH REDUCTION OF SHARE CAPITAL.	Management	Fo
10	APPROVAL OF A STOCK OPTION PLAN TO BE DISTRIBUTED, THROUGH INCREASE OF SHARE CAPITAL.	Management	Fo
09	APPROVAL OF THE TERMS AND CONDITIONS OF A CONTRACT WITH THE FACULTY OF FINANCES OF THE ATHENS UNIVERSITY.	Management	Fo
08	APPOINTMENT FOR A THREE-YEAR TERM OF THREE NEW BOARD MEMBERS FOLLOWING TERMINATION OF OFFICE OF EQUAL NUMBER MEMBERS.	Management	Fo
07	APPROVAL OF THE FREE DISPOSAL OF FULLY DEPRECIATED CAPITAL ASSETS.	Management	Fo
06	RENEWAL OF AGREEMENT FOR THE COVERING OF CIVIL LIABILITY OF MEMBERS OF THE BOARD AND THE COMPANY S EXECUTIVE MANAGEMENT.	Management	Fo
05	APPROVAL OF THE REMUNERATION PAID IN 2005 TO THE CHAIRMAN OF THE BOARD AND CEO AND DETERMINATION OF HIS REMUNERATION FOR 2006.	Management	Fo
04	APPROVAL OF REMUNERATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE AND HR REMUNERATION COMMITTEE.	Management	Fo
03	APPOINTMENT OF CHARTERED AUDITORS FOR FISCAL YEAR 2006 AND DETERMINATION OF ITS FEES.	Management	Fo
02	EXEMPTION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITORS OF ANY LIABILITY FOR FISCAL YEAR 2005.	Management	Fo
01	PRESENTATION OF THE MANAGEMENT REPORT, AND THE AUDIT REPORTS PREPARED BY CERTIFIED AUDITORS.	Management	Fo
13	AUTHORIZATION OF THE BOARD OF DIRECTORS TO INCREASE THE COMPANY S SHARE CAPITAL.	Management	Fo
14	MISCELLANEOUS ANNOUNCEMENTS. ** SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING **	Management	Fo
12	APPROVAL OF AMENDMENTS TO THE ARTICLE OF ASSOCIATION: 1, 2, 5, 6, 9-11, 13-16, 18, 20-29, 33, 35-37 AND ABOLITION OF 17 AND 38.	Management	Fo

 LIBERTY GLOBAL, INC.
 Issuer: 530555
 SEDOL:

ISIN:

LBTYA

Vote Group: GLOBAL

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

Proposal Number	Proposal	Proposer	Proposal Type
01	DIRECTOR	JOHN P. COLE, JR. DAVID E. RAPLEY GENE W. SCHNEIDER	Management
02	AUDITORS RATIFICATION		Management

OPEN JOINT STOCK CO VIMPEL-COMMUNICA
 Issuer: 68370R
 SEDOL:
 ISIN: VIP Contest

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	TO APPROVE THE 2005 VIMPELCOM ANNUAL REPORT.	Management
02	TO APPROVE VIMPELCOM S 2005 ACCOUNTING STATEMENTS, INCLUDING PROFIT AND LOSS STATEMENT (PREPARED IN ACCORDANCE WITH RUSSIAN STATUTORY ACCOUNTING PRINCIPLES) AUDITED BY ROSEXPERTIZA, LLC.	Management
03	TO NOT PAY ANNUAL DIVIDENDS TO HOLDERS OF COMMON REGISTERED SHARES BASED ON 2005 RESULTS; TO PAY HOLDERS OF PREFERRED REGISTERED SHARES OF TYPE A BASED ON 2005 RESULTS IN THE AMOUNT OF 0.1 KOPECK PER SHARE WITHIN 60 DAYS FROM THE DATE.	Management
05	TO ELECT THE FOLLOWING INDIVIDUALS TO THE AUDIT COMMISSION: ALEXANDER GERSH, HALVOR BRU AND NIGEL ROBINSON.	Management
06	TO APPROVE THE FIRM ERNST & YOUNG (CIS) LTD. AS THE AUDITOR OF THE COMPANY S U.S. GAAP ACCOUNTS AND THE FIRM ROSEXPERTIZA, LLC AS THE AUDITOR OF THE COMPANY S ACCOUNTS.	Management
07	TO APPROVE THE PROGRAMS OF COMPENSATION FOR MEMBERS OF VIMPELCOM S BOARD OF DIRECTORS.	Management
08	TO APPROVE THE PROGRAMS OF COMPENSATION FOR MEMBERS OF VIMPELCOM S AUDIT COMMISSION.	Management

REMINGTON OIL AND GAS CORPORATION
 Issuer: 759594
 SEDOL:
 ISIN: REM

Vote Group: GLOBAL

Proposal Number	Proposal	Proposal Type
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF JANUARY 22, 2006, BY AND AMONG HELIX ENERGY SOLUTIONS GROUP, INC. (FORMERLY KNOWN AS CAL DIVE INTERNATIONAL, INC.) AND REMINGTON	Management

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

OIL AND GAS CORPORATION, AS AMENDED BY AMENDMENT
NO. 1 TO AGREEMENT AND PLAN OF MERGER DATED JANUARY
24, 2006, AS MORE FULLY DESCRIBED IN THE PROXY
STATEMENT.

02 TO APPROVE ADJOURNMENTS OR POSTPONEMENTS OF THE
SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN
FAVOR OF THE APPROVAL AND ADOPTION OF THE MERGER AGREEMENT.

Manag

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the
registrant has duly caused this report to be signed on its behalf by the
undersigned, thereunto duly authorized.

Registrant THE GABELLI DIVIDEND & INCOME TRUST

By (Signature and Title)* /S/ BRUCE N. ALPERT

Bruce N. Alpert, Principal Executive Officer

Date AUGUST 22, 2006

*Print the name and title of each signing officer under his or her
signature.