

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

GABELLI DIVIDEND & INCOME TRUST  
Form N-PX  
August 19, 2009

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, 2008 - June 30, 2009

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

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

PROXY VOTING RECORD

FOR PERIOD JULY 1, 2008 TO JUNE 30, 2009

ProxyEdge  
Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

1

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

## INVESTMENT COMPANY REPORT

SUEZ, PARIS

SECURITY	F90131115	MEETING TYPE	MIX
TICKER SYMBOL	LYO.F	MEETING DATE	16-Jul-2008
ISIN	FR0000120529	AGENDA	701640561 - Management

ITEM	PROPOSAL	TYPE
-----		
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting
E.1	Approve the Merger by absorption of Rivolam	Management
E.2	Approve the spin-off of Suez Environment	Management
O.3	Approve the distribution of 65% of Suez Environment to Suez's shareholders	Management
O.4	Approve the Special Auditors' report regarding related-party transactions	Management
E.5	Approve the Merger by absorption of Suez by GDF	Management
O.6	Grant authority for the filing of the required documents/other formalities	Management

BT GROUP PLC

SECURITY	05577E101	MEETING TYPE	Annual
TICKER SYMBOL	BT	MEETING DATE	16-Jul-2008
ISIN	US05577E1010	AGENDA	932927253 - Management

ITEM	PROPOSAL	TYPE
-----		
01	REPORTS AND ACCOUNTS	Management
02	REMUNERATION REPORT	Management
03	FINAL DIVIDEND	Management
04	RE-ELECT HANIF LALANI	Management
05	RE-ELECT CARL SYMON	Management
06	ELECT SIR MICHAEL RAKE	Management
07	ELECT GAVIN PATTERSON	Management
08	ELECT J ERIC DANIELS	Management
09	ELECT RT HON PATRICIA HEWITT MP	Management
10	REAPPOINTMENT OF AUDITORS	Management
11	REMUNERATION OF AUDITORS	Management
12	AUTHORITY TO ALLOT SHARES	Management

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

S13	AUTHORITY TO ALLOT SHARES FOR CASH	Management
S14	AUTHORITY TO PURCHASE OWN SHARES	Management
15	AUTHORITY FOR POLITICAL DONATIONS	Management

THE GREAT ATLANTIC & PACIFIC TEA CO INC.

SECURITY	390064103	MEETING TYPE	Annual
TICKER SYMBOL	GAP	MEETING DATE	17-Jul-2008
ISIN	US3900641032	AGENDA	932928039 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 J.D. BARLINE	
	2 J.J. BOECKEL	
	3 B. GAUNT	
	4 A. GULDIN	
	5 C.W.E. HAUB	
	6 D. KOURKOUHELIS	
	7 E. LEWIS	
	8 G. MAYS	
	9 M.B. TART-BEZER	

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

2

LEGG MASON, INC.

SECURITY	524901105	MEETING TYPE	Annual
TICKER SYMBOL	LM	MEETING DATE	22-Jul-2008
ISIN	US5249011058	AGENDA	932930642 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 DENNIS R. BERESFORD*	
	2 W. ALLEN REED*	
	3 ROGER W. SCHIPKE*	
	4 NICHOLAS J. ST. GEORGE*	
	5 MARK R. FETTING**	
	6 SCOTT C. NUTTALL***	
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	STOCKHOLDER PROPOSAL RELATING TO AN INDEPENDENT DIRECTOR SERVING AS THE CHAIRMAN OF THE BOARD.	Shareholder
04	STOCKHOLDER PROPOSAL RELATING TO AN ADVISORY	Shareholder

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

VOTE ON EXECUTIVE COMPENSATION.

CLEAR CHANNEL COMMUNICATIONS, INC.

SECURITY	184502102	MEETING TYPE	Special
TICKER SYMBOL	CCU	MEETING DATE	24-Jul-2008
ISIN	US1845021021	AGENDA	932932254 - Management

ITEM	PROPOSAL	TYPE
-----		
01	APPROVE THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED NOVEMBER 16, 2006, BY AND AMONG CLEAR CHANNEL COMMUNICATIONS, INC., BT TRIPLE CROWN MERGER CO., INC., B TRIPLE CROWN FINCO, LLC, AND T TRIPLE CROWN FINCO, LLC, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
02	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THEIR ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE AMENDED AGREEMENT AND PLAN OF MERGER.	Management
03	IN THE DISCRETION OF THE PROXY HOLDERS, ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE SPECIAL MEETING.	Management

NATIONAL GRID PLC

SECURITY	636274300	MEETING TYPE	Annual
TICKER SYMBOL	NGG	MEETING DATE	28-Jul-2008
ISIN	US6362743006	AGENDA	932931632 - Management

ITEM	PROPOSAL	TYPE
-----		
01	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management
02	TO DECLARE A FINAL DIVIDEND	Management
03	TO RE-ELECT BOB CATELL	Management
04	TO RE-ELECT TOM KING	Management
05	TO RE-ELECT PHILIP AIKEN	Management
06	TO RE-ELECT JOHN ALLAN	Management
07	TO REAPPOINT THE AUDITOR, PRICEWATERHOUSECOOPERS LLP	Management
08	TO AUTHORISE THE DIRECTORS TO SET THE AUDITOR'S REMUNERATION	Management
09	TO APPROVE THE DIRECTORS' REMUNERATION REPORT	Management
10	TO AUTHORISE THE DIRECTORS TO ISSUE ORDINARY SHARES	Management
S11	TO DISAPPLY PRE-EMPTION RIGHTS	Management
S12	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES	Management
S13	TO ADOPT NEW ARTICLES OF ASSOCIATION	Management

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

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

3

VODAFONE GROUP PLC

SECURITY	92857W209	MEETING TYPE	Annual
TICKER SYMBOL	VOD	MEETING DATE	29-Jul-2008
ISIN	US92857W2098	AGENDA	932928990 - Management

ITEM	PROPOSAL	TYPE
01	TO RECEIVE THE COMPANY'S ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 MARCH 2008.	Management
02	TO RE-ELECT SIR JOHN BOND AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management
03	TO RE-ELECT JOHN BUCHANAN AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE) (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management
04	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Management
05	TO RE-ELECT ANDY HALFORD AS A DIRECTOR	Management
06	TO RE-ELECT ALAN JEBSON AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)	Management
07	TO RE-ELECT NICK LAND AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)	Management
08	TO RE-ELECT ANNE LAUVERGEON AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)	Management
09	TO RE-ELECT SIMON MURRAY AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management
10	TO RE-ELECT LUC VANDELDELDE AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE) (MEMBER OF THE REMUNERATION COMMITTEE)	Management
11	TO RE-ELECT ANTHONY WATSON AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management
12	TO RE-ELECT PHILIP YEA AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management
13	TO APPROVE A FINAL DIVIDEND OF 5.02P PER ORDINARY SHARE	Management
14	TO APPROVE THE REMUNERATION REPORT	Management
15	TO RE-APPOINT DELOITTE & TOUCHE LLP AS AUDITORS	Management
16	TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITORS	Management
17	TO RENEW THE AUTHORITY TO ALLOT SHARES UNDER ARTICLE 16.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION	Management
18	TO RENEW THE AUTHORITY TO DIS-APPLY PRE-EMPTION RIGHTS UNDER ARTICLE 16.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management
19	TO AUTHORISE THE COMPANY'S PURCHASE OF ITS OWN SHARES (SECTION 166, COMPANIES ACT 1985) (SPECIAL RESOLUTION)	Management
20	TO AUTHORISE THE COMPANY TO MAKE DONATIONS TO POLITICAL PARTIES, AND/OR INDEPENDENT ELECTION	Management

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

	CANDIDATES; TO POLITICAL ORGANIZATIONS OTHER THAN POLITICAL PARTIES; AND TO INCUR POLITICAL EXPENDITURE (PART 14, COMPANIES ACT 2006)	
21	TO ADOPT NEW ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management
22	TO APPROVE THE RULES OF THE VODAFONE GROUP 2008 SHARESAVE PLAN	Management

### SAFECO CORPORATION

SECURITY	786429100	MEETING TYPE	Annual
TICKER SYMBOL	SAF	MEETING DATE	29-Jul-2008
ISIN	US7864291007	AGENDA	932932103 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 23, 2008, BY AND AMONG LIBERTY MUTUAL INSURANCE COMPANY, BIG APPLE MERGER CORPORATION AND SAFECO CORPORATION.	Management
02	DIRECTOR 1 JOSEPH W. BROWN 2 KERRY KILLINGER 3 GARY F. LOCKE 4 CHARLES R. RINEHART 5 GERARDO I. LOPEZ	Management
03	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS SAFECO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management
04	ADJOURN OR POSTPONE THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES APPROVING THE MERGER AGREEMENT.	Management

### PETROCHINA COMPANY LIMITED

SECURITY	71646E100	MEETING TYPE	Special
TICKER SYMBOL	PTR	MEETING DATE	31-Jul-2008
ISIN	US71646E1001	AGENDA	932932519 - Management

ITEM	PROPOSAL	TYPE
S1	TO REVIEW AND APPROVE THE RESOLUTION REGARDING THE ISSUE OF DOMESTIC CORPORATE BONDS IN PRINCIPAL AMOUNT NOT EXCEEDING RMB60 BILLION WITHIN 24 MONTHS AFTER THE DATE OF SUCH RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS TO DEAL WITH ALL MATTERS IN CONNECTION WITH THE ISSUE OF DOMESTIC CORPORATE BONDS.	Management

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

ELECTRONIC DATA SYSTEMS CORPORATION

SECURITY	285661104	MEETING TYPE	Special
TICKER SYMBOL	EDS	MEETING DATE	31-Jul-2008
ISIN	US2856611049	AGENDA	932932521 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 13, 2008, AMONG ELECTRONIC DATA SYSTEMS CORPORATION, HEWLETT-PACKARD COMPANY AND HAWK MERGER CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management
02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

4

YAHOO! INC.

SECURITY	984332106	MEETING TYPE	Contested-Annual
TICKER SYMBOL	YHOO	MEETING DATE	01-Aug-2008
ISIN	US9843321061	AGENDA	932924992 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	DIRECTOR 1 ROY J. BOSTOCK 2 RONALD W. BURKLE 3 ERIC HIPPEAU 4 VYOMESH JOSHI 5 ARTHUR H. KERN 6 ROBERT A. KOTICK 7 MARY AGNES WILDEROTTER 8 GARY L. WILSON 9 JERRY YANG	Management
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	STOCKHOLDER PROPOSAL REGARDING PAY-FOR-SUPERIOR-PERFORMANCE.	Shareholder
04	STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.	Shareholder
05	STOCKHOLDER PROPOSAL REGARDING BOARD	Shareholder

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

## COMMITTEE ON HUMAN RIGHTS.

AWILCO OFFSHORE ASA, OSLO

SECURITY	R0811G187	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL	AWO	MEETING DATE	07-Aug-2008
ISIN	NO0010255722	AGENDA	701656641 - Management

ITEM	PROPOSAL	TYPE
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED	Non-Voting
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting
1.	Elect the Meeting Leader	Management
2.	Elect the person to co-sign the minutes of the meeting	Management
3.	Approve the notice of the meeting and the agenda	Management
4.a	Approve the 2007 statement on salary and other remuneration for Senior Executives	Management
4.b	Approve the 2007 allocation of Synthetic Options	Management

H.J. HEINZ COMPANY

SECURITY	423074103	MEETING TYPE	Annual
TICKER SYMBOL	HNZ	MEETING DATE	13-Aug-2008
ISIN	US4230741039	AGENDA	932934424 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: W.R. JOHNSON	Management
1B	ELECTION OF DIRECTOR: C.E. BUNCH	Management
1C	ELECTION OF DIRECTOR: L.S. COLEMAN, JR.	Management
1D	ELECTION OF DIRECTOR: J.G. DROSDICK	Management
1E	ELECTION OF DIRECTOR: E.E. HOLIDAY	Management
1F	ELECTION OF DIRECTOR: C. KENDLE	Management
1G	ELECTION OF DIRECTOR: D.R. O'HARE	Management
1H	ELECTION OF DIRECTOR: N. PELTZ	Management
1I	ELECTION OF DIRECTOR: D.H. REILLEY	Management
1J	ELECTION OF DIRECTOR: L.C. SWANN	Management
1K	ELECTION OF DIRECTOR: T.J. USHER	Management
1L	ELECTION OF DIRECTOR: M.F. WEINSTEIN	Management



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

02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	AMEND THE COMPANY BY-LAWS AND ARTICLES OF INCORPORATION TO REDUCE SHAREHOLDER VOTE REQUIRED TO AMEND D&O INDEMNITY	Management
04	AMEND COMPANY ARTICLES OF INCORPORATION TO REDUCE SHAREHOLDER VOTE REQUIRED TO APPROVE CERTAIN BUSINESS COMBINATIONS.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
5

NAVISTAR INTERNATIONAL CORPORATION

SECURITY	63934E108	MEETING TYPE	Annual
TICKER SYMBOL	NAV	MEETING DATE	05-Sep-2008
ISIN	US63934E1082	AGENDA	932941645 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR 1 Y. MARC BELTON 2 EUGENIO CLARIOND 3 JOHN D. CORRENTI 4 TERRY M. ENDSLEY 5 DR. ABBIE J. GRIFFIN 6 MICHAEL N. HAMMES 7 DAVID D. HARRISON 8 JAMES H. KEYES 9 STEVEN J. KLINGER 10 DANIEL C. USTIAN	Management
02	VOTE TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

WHX CORPORATION

SECURITY	929248508	MEETING TYPE	Annual
TICKER SYMBOL	WXCP	MEETING DATE	16-Sep-2008
ISIN	US9292485086	AGENDA	932946708 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR 1 WARREN G. LICHTENSTEIN 2 JACK L. HOWARD 3 GLEN M. KASSAN 4 LOUIS KLEIN, JR. 5 JOHN H. MCNAMARA JR.	Management

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

6	JOHN J. QUICKE	
7	GAREN W. SMITH	
02	AUTHORIZE THE BOARD, AT ITS DISCRETION, TO AMEND THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED CAPITAL STOCK FROM 55,000,000 SHARES, CONSISTING OF 50,000,000 SHARES OF COMMON STOCK AND 5,000,000 SHARES OF PREFERRED STOCK TO 185,000,000 SHARES, CONSISTING OF 180,000,000 SHARES OF COMMON STOCK AND 5,000,000 SHARES OF PREFERRED STOCK.	Management
03	TO AUTHORIZE THE BOARD, AT ITS DISCRETION, TO AMEND THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO MAKE CERTAIN CLARIFYING AMENDMENTS TO PROTECT THE AVAILABILITY OF THE COMPANY'S NET OPERATING LOSS CARRY FORWARDS UNDER SECTION 382 OF THE INTERNAL REVENUE CODE IN CONNECTION WITH THE COMPANY'S PENDING RIGHTS OFFERING.	Management
04	RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE INDEPENDENT PUBLIC ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management

BG GROUP PLC

SECURITY	055434203	MEETING TYPE	Special
TICKER SYMBOL	BRGY	MEETING DATE	16-Sep-2008
ISIN	US0554342032	AGENDA	932953234 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	TO APPROVE THE ACQUISITION OF ORIGIN ENERGY LIMITED	Management

SKYLINE CORPORATION

SECURITY	830830105	MEETING TYPE	Annual
TICKER SYMBOL	SKY	MEETING DATE	18-Sep-2008
ISIN	US8308301055	AGENDA	932946001 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
1	ARTHUR J. DECIO	
2	THOMAS G. DERANEK	
3	JOHN C. FIRTH	
4	JERRY HAMMES	
5	RONALD F. KLOSKA	
6	WILLIAM H. LAWSON	
7	DAVID T. LINK	
8	ANDREW J. MCKENNA	

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

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

6

### GOLDEN OCEAN GROUP LIMITED, HAMILTON

SECURITY	G4032A104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	GDOCF	MEETING DATE	19-Sep-2008
ISIN	BMG4032A1045	AGENDA	701688321 - Management

ITEM	PROPOSAL	TYPE
-----		
1.	Re-elect Mr. John Fredriksen as a Director of the Company	Management
2.	Re-elect Mr. Tor Olav Troim as a Director of the Company	Management
3.	Re-elect Ms. Kate Blankenship as a Director of the Company	Management
4.	Re-elect Mr. Hans Christian Borresen as a Director of the Company	Management
5.	Elect Mr. Cecilie Fredriksen as a Director of the Company	Management
6.	Appoint Moore Stephens as the Auditors and authorize the Directors to determine their remuneration	Management
7.	Approve the remuneration of the Company's Board of Directors of a total amount of fees not to exceed USD 300,000 for the YE 31 DEC 2008	Management
8.	Transact any other business	Non-Voting

### SHIP FINANCE INTERNATIONAL LIMITED

SECURITY	G81075106	MEETING TYPE	Annual
TICKER SYMBOL	SFL	MEETING DATE	19-Sep-2008
ISIN	BMG810751062	AGENDA	932942471 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 TOR OLAV TROIM	
	2 PAUL LEAND JR.	
	3 KATE BLANKENSHIP	
	4 CRAIG H. STEVENSON JR.	
	5 HANS PETTER AAS	
02	PROPOSAL TO APPOINT MOORE STEPHENS PC AS AUDITORS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION.	Management
03	PROPOSAL TO APPROVE THE REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS FOR THE YEAR ENDING DECEMBER 31, 2008.	Management

### FRONTLINE LTD.

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

SECURITY	G3682E127	MEETING TYPE	Annual
TICKER SYMBOL	FRO	MEETING DATE	19-Sep-2008
ISIN	BMG3682E1277	AGENDA	932943168 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 JOHN FREDRIKSEN 2 KATHRINE FREDRIKSEN 3 FRIXOS SAVVIDES 4 KATE BLANKENSHIP	Management
02	PROPOSAL TO APPOINT PRICEWATERHOUSECOOPERS DA OF OSLO, NORWAY AS AUDITORS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION.	Management
03	PROPOSAL TO APPROVE THE REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS FOR THE YEAR ENDING DECEMBER 31, 2008.	Management
04	PROPOSAL TO APPROVE AND AUTHORIZE THE COMPANY'S BOARD OF DIRECTORS TO SUB-DIVIDE THE COMPANY'S AUTHORIZED SHARE CAPITAL OF 125,000,000 ORDINARY SHARES OF PAR VALUE \$2.50 EACH INTO AN AUTHORIZED SHARE CAPITAL OF 625,000,000 ORDINARY SHARES OF PAR VALUE \$0.50 EACH.	Management

GENERAL MILLS, INC.

SECURITY	370334104	MEETING TYPE	Annual
TICKER SYMBOL	GIS	MEETING DATE	22-Sep-2008
ISIN	US3703341046	AGENDA	932943598 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Management
1B	ELECTION OF DIRECTOR: PAUL DANOS	Management
1C	ELECTION OF DIRECTOR: WILLIAM T. ESREY	Management
1D	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management
1E	ELECTION OF DIRECTOR: JUDITH RICHARDS HOPE	Management
1F	ELECTION OF DIRECTOR: HEIDI G. MILLER	Management
1G	ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG	Management
1H	ELECTION OF DIRECTOR: STEVE ODLAND	Management
1I	ELECTION OF DIRECTOR: KENDALL J. POWELL	Management
1J	ELECTION OF DIRECTOR: LOIS E. QUAM	Management
1K	ELECTION OF DIRECTOR: MICHAEL D. ROSE	Management
1L	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management
1M	ELECTION OF DIRECTOR: DOROTHY A. TERRELL	Management
02	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

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

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

7

WM. WRIGLEY JR. COMPANY

SECURITY	982526204	MEETING TYPE	Special
TICKER SYMBOL	WYWB	MEETING DATE	25-Sep-2008
ISIN	US9825262044	AGENDA	932942217 - Management

ITEM	PROPOSAL	TYPE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 28, 2008, AMONG WM. WRIGLEY JR. COMPANY, MARS, INCORPORATED, NEW UNO HOLDINGS CORPORATION AND NEW UNO ACQUISITION CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTING THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management

WM. WRIGLEY JR. COMPANY

SECURITY	982526105	MEETING TYPE	Special
TICKER SYMBOL	WYB	MEETING DATE	25-Sep-2008
ISIN	US9825261053	AGENDA	932942217 - Management

ITEM	PROPOSAL	TYPE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 28, 2008, AMONG WM. WRIGLEY JR. COMPANY, MARS, INCORPORATED, NEW UNO HOLDINGS CORPORATION AND NEW UNO ACQUISITION CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTING THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management

CONAGRA FOODS, INC.

SECURITY	205887102	MEETING TYPE	Annual
TICKER SYMBOL	CAG	MEETING DATE	25-Sep-2008
ISIN	US2058871029	AGENDA	932945578 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 MOGENS C. BAY 2 STEPHEN G. BUTLER 3 STEVEN F. GOLDSTONE 4 W.G. JURGENSEN 5 RUTH ANN MARSHALL 6 GARY M. RODKIN 7 ANDREW J. SCHINDLER 8 KENNETH E. STINSON	Management
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS	Management

DRS TECHNOLOGIES, INC.

SECURITY	23330X100	MEETING TYPE	Special
TICKER SYMBOL	DRS	MEETING DATE	25-Sep-2008
ISIN	US23330X1000	AGENDA	932950404 - Management

ITEM	PROPOSAL	TYPE
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 12, 2008, BY AND AMONG DRS TECHNOLOGIES, INC., FINMECCANICA - SOCIETA PER AZIONI, AND DRAGON ACQUISITION SUB, INC. AND APPROVE THE MERGER.	Management
02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, 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 APPROVE THE MERGER.	Management

HILB ROGAL & HOBBS COMPANY

SECURITY	431294107	MEETING TYPE	Special
TICKER SYMBOL	HRH	MEETING DATE	29-Sep-2008
ISIN	US4312941077	AGENDA	932950911 - Management

ITEM	PROPOSAL	TYPE
01	CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 7, 2008, BY AND AMONG WILLIS GROUP HOLDINGS LIMITED, HERMES ACQUISITION CORP. ("MERGER SUB") AND HILB ROGAL & HOBBS COMPANY ("HRH"), AS THE SAME MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH HRH WILL MERGE WITH AND INTO MERGER SUB.	Management

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

02 TO CONSIDER AND VOTE UPON THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF HRH SHAREHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES. Management

ProxyEdge  
 Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 8

ENERGYSOUTH, INC.

SECURITY 292970100 MEETING TYPE Special  
 TICKER SYMBOL ENSI MEETING DATE 30-Sep-2008  
 ISIN US2929701009 AGENDA 932950389 - Management

ITEM	PROPOSAL	TYPE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 25, 2008, BY AND AMONG ENERGYSOUTH, INC., SEMPRA ENERGY AND EMS HOLDING CORP., AND APPROVE THE MERGER CONTEMPLATED THEREIN.	Management
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL 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 APPROVE THE MERGER.	Management

FORDING CANADIAN COAL TRUST

SECURITY 345425102 MEETING TYPE Special  
 TICKER SYMBOL FDG MEETING DATE 30-Sep-2008  
 ISIN CA3454251024 AGENDA 932953006 - Management

ITEM	PROPOSAL	TYPE
01	THE SPECIAL RESOLUTION, SUBSTANTIALLY IN THE FORM OF THE ARRANGEMENT RESOLUTION SET FORTH IN APPENDIX A TO THE CIRCULAR, APPROVING, AMONG OTHER THINGS, THE ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING, AMONG OTHER THINGS, THE ACQUISITION BY TECK COMINCO LIMITED OF ALL OF THE ASSETS AND ASSUMPTION OF ALL OF THE LIABILITIES OF FORDING, ALL AS MORE FULLY SET FORTH IN THE CIRCULAR.	Management

TELECOM CORPORATION OF NEW ZEALAND LTD.

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

SECURITY	879278208	MEETING TYPE	Contested-Annual
TICKER SYMBOL	NZT	MEETING DATE	02-Oct-2008
ISIN	US8792782083	AGENDA	932953448 - Management

ITEM	PROPOSAL	TYPE
01	TO AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.	Management
02	TO RE-ELECT MR ROD MCGEOCH AS A DIRECTOR - DIRECTOR NOMINATIONS SUPPORTED BY THE BOARD.	Management
03	TO RE-ELECT MR KEVIN ROBERTS AS A DIRECTOR - DIRECTOR NOMINATIONS SUPPORTED BY THE BOARD.	Management
04	TO ELECT MR MARK CROSS AS A DIRECTOR - DIRECTOR NOMINATIONS NOT SUPPORTED BY THE BOARD.	Management
05	TO ELECT MR MARK TUME AS A DIRECTOR - DIRECTOR NOMINATIONS NOT SUPPORTED BY THE BOARD.	Management

KANSAS CITY SOUTHERN

SECURITY	485170302	MEETING TYPE	Special
TICKER SYMBOL	KSU	MEETING DATE	07-Oct-2008
ISIN	US4851703029	AGENDA	932952282 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE THE KANSAS CITY SOUTHERN 2008 STOCK OPTION AND PERFORMANCE AWARD PLAN (THE "2008 PLAN").	Management

COMPANIA DE TELECOMUNICACIONES DE CHILE

SECURITY	204449300	MEETING TYPE	Special
TICKER SYMBOL	CTC	MEETING DATE	07-Oct-2008
ISIN	US2044493003	AGENDA	932959844 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL TO MODIFY THE COMPANY'S BYLAWS, TO REFLECT THE APPROVED AGREEMENTS, AS SET FORTH IN THE COMPANY'S NOTICE OF MEETING ENCLOSED HERewith. *	Management
02	APPROVAL TO ADOPT THE NECESSARY PROCEDURES TO FORMALIZE THE AGREEMENTS REACHED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING.	Management

APRIA HEALTHCARE GROUP INC.



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

SECURITY	037933108	MEETING TYPE	Special
TICKER SYMBOL	AHG	MEETING DATE	10-Oct-2008
ISIN	US0379331087	AGENDA	932957155 - Management

ITEM	PROPOSAL	TYPE
01	APPROVE & ADOPT AGREEMENT & PLAN OF MERGER BY AND AMONG APRIA, SKY ACQUISITION LLC, A DELAWARE LIMITED LIABILITY COMPANY ("BUYER") AND SKY MERGER SUB CORPORATION, A DELAWARE CORPORATION ("MERGER SUB"), PURSUANT TO WHICH MERGER SUB WILL BE MERGED WITH & INTO APRIA, AND APRIA WILL CONTINUE AS SURVIVING CORPORATION AND BECOME A WHOLLY-OWNED SUBSIDIARY OF BUYER.	Management
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE FIRST PROPOSAL DESCRIBED ABOVE.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
9

THE PROCTER & GAMBLE COMPANY

SECURITY	742718109	MEETING TYPE	Annual
TICKER SYMBOL	PG	MEETING DATE	14-Oct-2008
ISIN	US7427181091	AGENDA	932946556 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 KENNETH I. CHENAULT 2 SCOTT D. COOK 3 RAJAT K. GUPTA 4 A.G. LAFLEY 5 CHARLES R. LEE 6 LYNN M. MARTIN 7 W. JAMES MCNERNEY, JR. 8 JOHNATHAN A. RODGERS 9 RALPH SNYDERMAN, M.D. 10 MARGARET C. WHITMAN 11 PATRICIA A. WOERTZ 12 ERNESTO ZEDILLO	Management
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	AMEND COMPANY'S AMENDED ARTICLES OF INCORPORATION TO ADOPT MAJORITY VOTING	Management
04	SHAREHOLDER PROPOSAL #1 - ROTATE SITE OF ANNUAL	Shareholder

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

05 MEETING  
 SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION Shareholder

PETROCHINA COMPANY LIMITED

SECURITY 71646E100 MEETING TYPE Special  
 TICKER SYMBOL PTR MEETING DATE 21-Oct-2008  
 ISIN US71646E1001 AGENDA 932957597 - Management

ITEM	PROPOSAL	TYPE
01	APPROVE THAT, AS SET OUT IN THE CIRCULAR: (A) THE NEW COMPREHENSIVE AGREEMENT ENTERED BETWEEN THE COMPANY AND CHINA NATIONAL PETROLEUM CORPORATION; (B) THE NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS AND PROPOSED CAPS OF NON-EXEMPT TRANSACTIONS; (C) EXECUTION OF NEW COMPREHENSIVE AGREEMENT BY MR. ZHOU MINGCHUN FOR AND ON BEHALF OF THE COMPANY.	Management
02	APPROVE THAT, AS SET OUT IN THE CIRCULAR: (A) SUPPLEMENTAL AGREEMENT TO CRMSC PRODUCTS AND SERVICES AGREEMENT BETWEEN THE COMPANY AND CHINA RAILWAY MATERIALS & SUPPLIERS CORPORATION; (B) NON-EXEMPT TRANSCATIONS UNDER, SUPPLEMENTAL AGREEMENT TO CRMSC PRODUCTS & SERVICES AGREEMENT; (C) EXECUTION OF CRMSC PRODUCTS AND SERVICES AGREEMENT BY MR. ZHOU MINGCHUN.	Management

PHILADELPHIA CONSOLIDATED HOLDING CORP.

SECURITY 717528103 MEETING TYPE Special  
 TICKER SYMBOL PHLV MEETING DATE 23-Oct-2008  
 ISIN US7175281036 AGENDA 932960518 - Management

ITEM	PROPOSAL	TYPE
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 22, 2008, AMONG THE COMPANY, TOKIO MARINE HOLDINGS, INC. AND TOKIO MARINE INVESTMENT (PENNSYLVANIA) INC.	Management
02	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES PRESENT, IN PERSON OR BY PROXY, AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management

APPLIED BIOSYSTEMS INC.

SECURITY 038149100 MEETING TYPE Special

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

TICKER SYMBOL	ABI	MEETING DATE	28-Oct-2008
ISIN	US0381491002	AGENDA	932956189 - Management

ITEM	PROPOSAL	TYPE
01	APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, AS AMENDED, BY AND AMONG INVITROGEN CORPORATION, ATOM ACQUISITION, LLC, AND APPLIED BIOSYSTEMS INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, AND TO APPROVE THE MERGER OF ATOM ACQUISITION CORPORATION WITH AND INTO APPLIED BIOSYSTEMS INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
02	TO ADJOURN THE APPLIED BIOSYSTEMS SPECIAL MEETING OF STOCKHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES FOR THE FOREGOING PROPOSAL.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

10

COMPANIA DE TELECOMUNICACIONES DE CHILE

SECURITY	204449300	MEETING TYPE	Special
TICKER SYMBOL	CTC	MEETING DATE	28-Oct-2008
ISIN	US2044493003	AGENDA	932966940 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL TO MODIFY THE COMPANY'S BYLAWS, TO REFLECT THE APPROVED AGREEMENTS, ITS TERMS AND CONDITIONS, AS SET FORTH IN THE COMPANY'S NOTICE OF MEETING ENCLOSED HEREWITH. *	Management
02	APPROVAL TO ADOPT THE NECESSARY PROCEDURES TO FORMALIZE THE AGREEMENTS REACHED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING.	Management

FIRST CALGARY PETROLEUMS LTD.

SECURITY	319384301	MEETING TYPE	Special
TICKER SYMBOL	FCGCF	MEETING DATE	29-Oct-2008
ISIN	CA3193843016	AGENDA	932959818 - Management

ITEM	PROPOSAL	TYPE
------	----------	------

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

01 APPROVING ARRANGEMENT. THE SPECIAL RESOLUTION APPROVING THE PLAN OF ARRANGEMENT AS MORE PARTICULARLY SET OUT IN EXHIBIT A OF THE INFORMATION CIRCULAR OF FIRST CALGARY PETROLEUMS LTD. DATED SEPTEMBER 22ND, 2008. IT IS RECOMMENDED THAT SHAREHOLDERS VOTE FOR ITEM 1. Management

VITAL SIGNS, INC.

SECURITY 928469105 MEETING TYPE Special  
 TICKER SYMBOL VITL MEETING DATE 29-Oct-2008  
 ISIN US9284691055 AGENDA 932960114 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 23, 2008, BY AND AMONG GENERAL ELECTRIC COMPANY, TONIC ACQUISITION CORP AND VITAL SIGNS, INC.	Management

ROHM AND HAAS COMPANY

SECURITY 775371107 MEETING TYPE Special  
 TICKER SYMBOL ROH MEETING DATE 29-Oct-2008  
 ISIN US7753711073 AGENDA 932960506 - Management

ITEM	PROPOSAL	TYPE
01	ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 10, 2008, AMONG ROHM AND HAAS COMPANY ("ROHM AND HAAS"), THE DOW CHEMICAL COMPANY, AND RAMSES ACQUISITION CORP., A DIRECT WHOLLY OWNED SUBSIDIARY OF THE DOW CHEMICAL COMPANY, AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH RAMSES ACQUISITION CORP. WILL MERGE WITH AND INTO ROHM AND HAAS (THE "MERGER").	Management
02	TO CONSIDER AND VOTE ON A PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO ADOPT THE MERGER AGREEMENT.	Management

SARA LEE CORPORATION

SECURITY 803111103 MEETING TYPE Annual  
 TICKER SYMBOL SLE MEETING DATE 30-Oct-2008  
 ISIN US8031111037 AGENDA 932954705 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: BRENDA C. BARNES	Management
1B	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Management
1C	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management
1D	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management
1E	ELECTION OF DIRECTOR: JAMES S. CROWN	Management
1F	ELECTION OF DIRECTOR: LAURETTE T. KOELLNER	Management
1G	ELECTION OF DIRECTOR: CORNELIS J.A. VAN LEDE	Management
1H	ELECTION OF DIRECTOR: DR. JOHN MCADAM	Management
1I	ELECTION OF DIRECTOR: SIR IAN PROSSER	Management
1J	ELECTION OF DIRECTOR: ROZANNE L. RIDGWAY	Management
1K	ELECTION OF DIRECTOR: NORMAN R. SORENSEN	Management
1L	ELECTION OF DIRECTOR: JEFFREY W. UBBEN	Management
1M	ELECTION OF DIRECTOR: JONATHAN P. WARD	Management
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2009	Management
03	TO VOTE ON THE REAPPROVAL OF PERFORMANCE MEASURES UNDER SARA LEE'S LONG-TERM PERFORMANCE STOCK PLANS	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

11

CAPTARIS, INC.

SECURITY	14071N104	MEETING TYPE	Special
TICKER SYMBOL	CAPA	MEETING DATE	31-Oct-2008
ISIN	US14071N1046	AGENDA	932961813 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 3, 2008, BY AND AMONG CAPTARIS, INC., OPEN TEXT CORPORATION, OPEN TEXT, INC., AND OASIS MERGER CORP.	Management
02	TO APPROVE ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF DETERMINED NECESSARY BY CAPTARIS, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT OR IF OTHERWISE DEEMED NECESSARY OR APPROPRIATE.	Management

IKON OFFICE SOLUTIONS, INC.

SECURITY	451713101	MEETING TYPE	Special
TICKER SYMBOL	IKN	MEETING DATE	31-Oct-2008

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

ISIN                      US4517131011                      AGENDA                      932962372 - Management

ITEM	PROPOSAL	TYPE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 27, 2008, BETWEEN RICOH COMPANY, LTD., KEYSTONE ACQUISITION, INC. AND IKON OFFICE SOLUTIONS, INC. (THE "MERGER AGREEMENT").	Management

PERNOD-RICARD, PARIS

SECURITY	F72027109	MEETING TYPE	MIX
TICKER SYMBOL	RI.PA	MEETING DATE	05-Nov-2008
ISIN	FR0000120693	AGENDA	701724014 - Management

ITEM	PROPOSAL	TYPE
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non- Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting
0.1	Receive the reports of the Board of Directors and the Auditors; approve the Company's financial statements for the YE in 30 JUN 2008 as presented, earnings for the FY: EUR 925,580,852.74, the expenses and charges that were not tax deductible of EUR 125,815.00 with a corresponding tax of EUR 43,322.00	Management
0.2	Receive the reports of the Board of Directors and the Auditors; approve the consolidated financial statements for the said FY, in the form presented to the meeting	Management
0.3	Approve the recommendations of the Board of directors and resolves that the income for the FY be appropriated as follows: earnings for the FY: EUR 925,580,852.74 legal reserve: EUR 71,178.48 previous retained earnings: EUR 517,716,451.00 distributable income: EUR 1,443,226,125.26 dividends: EUR 289,981,525.68 retained earnings: EUR 1,153,244,599.58 the shareholders' meeting reminds that an interim dividend of EUR 0.63 was already paid on 03 JUL 2008 the remaining dividend of EUR 0.69 will be paid on 18 NOV 2008, and will entitle natural persons to the 40% allowance in the event that the Company holds some of its own share on such date, the amount of the unpaid dividend on such shares shall be allocated to the retained earnings account, as required by law	Management
0.4	Receive the special report of the Auditors on agreements governed by Article L.225.38 of the French Commercial code, and approve the said report and the agreements referred to therein	Management
0.5	Receive the special report of the Auditors on agreements	Management

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

	governed by Article L.225.38 ET L.225.42.1 of the French Commercial Code, and approve the said report and the agreements referred to therein regarding Mr. Patrick Ricard, Chairman	
O.6	Receive the special report of the Auditors on agreements governed by Article L.225.38 ET L.225.42.1 of the French Commercial Code, and approve the said report and the agreements referred to therein concerning Mr. Pierre Pringet, Managing Director	Management
O.7	Approve to renew the appointment of Mr. Patrick Ricard as Director for a 4 year period	Management
O.8	Approve to renew the appointment of Mr. Pierre Pringet as Director for a 4 year period	Management
O.9	Approve to renew the appointment of Mr. Rafael Gonzalez-Gallarza as Director for a 4 year period	Management
O.10	Appoint Mr. Wolfgang Colberg as a Director, for a 4 year period	Management
O.11	Appoint Mr. Cesar Giron as a Director, for a 4 year period	Management
O.12	Approve to award total annual fees of EUR 750,000.00 to the Board of Directors	Management
O.13	Authorize the Board of Directors to trade in the Company's shares on the stock market, subject to the conditions specified below: maximum purchase price: EUR 125.00, maximum number of shares to be acquired: 10% of the share capital, maximum funds invested in the share buybacks: EUR 2,746,037,125.00 [Authority expires at the end of 18 months] this authorization supersedes the fraction unused of the authorization granted by the shareholders' meeting of 07 NOV 2007, in its resolution number 8 and to take all necessary measures and accomplish all necessary formalities	Management
E.14	Grant authority to the Board of Directors to reduce the 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 granted by the resolution <sup>13</sup> of the present meeting, up to a maximum of 10% of the share capital over a 24 month period [Authority expires at the end of 24 months], this authorization supersedes the fraction unused of the authorization granted by the shareholders' meeting of 07 NOV 2007 in its resolution number 9	Management
E.15	Grant authority to the Board of Directors to issue warrants giving right to subscribe to shares in the event of a public exchange offer concerning the Company's shares, [Authority expires at the end of 18 months] the global nominal amount of shares issued under this delegation of authority shall not exceed EUR 145,000,000.00 and to take all necessary measures and accomplish all necessary formalities, this authorization supersedes the fraction unused of the authorization granted by the shareholders' meeting of 07 NOV 2007, in its resolution number 19	Management
E.16	Authorize the Board of Directors to increase the share capital, on one or more occasions, at its sole discretion, in favor of employees and corporate officers of the Company who are members of a Company Savings Plan, [Authority expires at the end of 26 months] and for a nominal amount that shall not exceed 2% of the share capital, this amount shall count against the overall value set forth in resolution number 11 of the shareholders' meeting dated 07 NOV 2007, the shareholders meeting decides to cancel the shareholders' preferential subscription rights, this authorization supersedes the fraction unused of the authorization granted by the shareholders' meeting of 07 NOV 2007, in its resolution number 20, and to take all necessary measures and accomplish all necessary formalities to charge the share issuance cost against the related premiums and deduct from the premiums the amounts necessary to raise the legal reserve to one-tenth of the new capital after each increase	Management

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

E.17 Grant full powers 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

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

12

### HERCULES INCORPORATED

SECURITY	427056106	MEETING TYPE	Special
TICKER SYMBOL	HPC	MEETING DATE	05-Nov-2008
ISIN	US4270561065	AGENDA	932962310 - Management

ITEM	PROPOSAL	TYPE
-----		
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED JULY 10, 2008, PURSUANT TO WHICH ASHLAND INC. ("ASHLAND") WILL ACQUIRE HERCULES INCORPORATED ("HERCULES") AND EACH OUTSTANDING SHARE OF HERCULES COMMON STOCK WILL BE CONVERTED INTO THE RIGHT TO RECEIVE 0.0930 OF A SHARE OF ASHLAND COMMON STOCK AND \$18.60 IN CASH.	Management
02	ADJOURNMENT OF THE HERCULES SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE HERCULES SPECIAL MEETING IN FAVOR OF PROPOSAL NUMBER 1.	Management

### IL SOLE 24 ORE SPA, MILANO

SECURITY	T52689105	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL	S24.MI	MEETING DATE	06-Nov-2008
ISIN	IT0004269723	AGENDA	701728113 - Management

ITEM	PROPOSAL	TYPE
-----		
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 07 NOV 2008 AT 11:00 AM [AND A THIRD CALL ON 10 NOV 2008 AT 11:00-AM]. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE B-LOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU.	Non-Voting
1.	Appoint a common representative for the holders of special category shares, inherent and consequent resolutions	Management
2.	Approve the creation of a fund to cover the necessary costs to	Management



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

protect the common interests of the holders of special category shares, inherent and consequent resolutions

### ARCHER-DANIELS-MIDLAND COMPANY

SECURITY	039483102	MEETING TYPE	Annual
TICKER SYMBOL	ADM	MEETING DATE	06-Nov-2008
ISIN	US0394831020	AGENDA	932959969 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: G.W. BUCKLEY	Management
1B	ELECTION OF DIRECTOR: M.H. CARTER	Management
1C	ELECTION OF DIRECTOR: V.F. HAYNES	Management
1D	ELECTION OF DIRECTOR: A. MACIEL	Management
1E	ELECTION OF DIRECTOR: P.J. MOORE	Management
1F	ELECTION OF DIRECTOR: M.B. MULRONEY	Management
1G	ELECTION OF DIRECTOR: T.F. O'NEILL	Management
1H	ELECTION OF DIRECTOR: K.R. WESTBROOK	Management
1I	ELECTION OF DIRECTOR: P.A. WOERTZ	Management
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING JUNE 30, 2009.	Management
03	ADOPT STOCKHOLDER'S PROPOSAL REGARDING GLOBAL HUMAN RIGHTS STANDARDS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
13

### I2 TECHNOLOGIES, INC.

SECURITY	465754208	MEETING TYPE	Special
TICKER SYMBOL	ITWO	MEETING DATE	06-Nov-2008
ISIN	US4657542084	AGENDA	932962776 - Management

ITEM	PROPOSAL	TYPE
-----		
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF AUGUST 10, 2008 AMONG JDA SOFTWARE GROUP, INC., ICEBERG ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF JDA, AND I2 TECHNOLOGIES, INC.	Management
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	Management

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

FAVOR OF APPROVAL OF THE AGREEMENT AND PLAN OF MERGER.

03	TO GRANT THE PERSONS NAMED AS PROXIES DISCRETIONARY AUTHORITY TO CONSIDER AND ACT UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Management
----	---	------------

FOUNDRY NETWORKS, INC.

SECURITY	35063R100	MEETING TYPE	Special
TICKER SYMBOL	FDRY	MEETING DATE	07-Nov-2008
ISIN	US35063R1005	AGENDA	932958943 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 21, 2008, AMONG BROCADE COMMUNICATIONS SYSTEMS, INC., FALCON ACQUISITION SUB, INC., A WHOLLY-OWNED SUBSIDIARY OF BROCADE COMMUNICATIONS SYSTEMS, INC., AND FOUNDRY NETWORKS, INC.	Management
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE SPECIAL MEETING TO APPROVE THE FIRST PROPOSAL DESCRIBED ABOVE.	Management

SCHIFF NUTRITION INTERNATIONAL, INC.

SECURITY	806693107	MEETING TYPE	Annual
TICKER SYMBOL	WNI	MEETING DATE	10-Nov-2008
ISIN	US8066931077	AGENDA	932959971 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 ERIC WEIDER 2 GEORGE F. LENGVARI 3 BRUCE J. WOOD 4 RONALD L. COREY 5 ROGER H. KIMMEL 6 BRIAN P. MCDERMOTT 7 H.F. POWELL 8 GLENN W. SCHAEFFER	Management

ANHEUSER-BUSCH COMPANIES, INC.

SECURITY	035229103	MEETING TYPE	Special
TICKER SYMBOL	BUD	MEETING DATE	12-Nov-2008
ISIN	US0352291035	AGENDA	932962839 - Management

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

ITEM	PROPOSAL	TYPE
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER BY AND AMONG INBEV N.V./S.A., PESTALOZZI ACQUISITION CORP., AND ANHEUSER-BUSCH COMPANIES, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO APPROVE PROPOSAL NUMBER 1 AT THE TIME OF THE SPECIAL MEETING.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
14

DIEBOLD, INCORPORATED

SECURITY	253651103	MEETING TYPE	Annual
TICKER SYMBOL	DBD	MEETING DATE	12-Nov-2008
ISIN	US2536511031	AGENDA	932963538 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 LOUIS V. BOCKIUS III 2 PHILLIP R. COX 3 RICHARD L. CRANDALL 4 GALE S. FITZGERALD 5 PHILLIP B. LASSITER 6 JOHN N. LAUER 7 ERIC J. ROORDA 8 THOMAS W. SWIDARSKI 9 HENRY D.G. WALLACE 10 ALAN J. WEBER	Management
02	TO RATIFY THE APPOINTMENT OF KPMG, LLP AS THE CORPORATION'S INDEPENDENT AUDITORS FOR THE YEAR 2008	Management

SECURE COMPUTING CORPORATION

SECURITY	813705100	MEETING TYPE	Special
TICKER SYMBOL	SCUR	MEETING DATE	14-Nov-2008
ISIN	US8137051004	AGENDA	932965479 - Management

ITEM	PROPOSAL	TYPE
------	----------	------

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

01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 21, 2008, BY AND AMONG MCAFEE, INC., SEABISCUIT ACQUISITION CORPORATION AND SECURE COMPUTING CORPORATION.	Management
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Management

MICROSOFT CORPORATION

SECURITY	594918104	MEETING TYPE	Annual
TICKER SYMBOL	MSFT	MEETING DATE	19-Nov-2008
ISIN	US5949181045	AGENDA	932960013 - Management

ITEM	PROPOSAL	TYPE
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Management
02	ELECTION OF DIRECTOR: JAMES I. CASH JR.	Management
03	ELECTION OF DIRECTOR: DINA DUBLON	Management
04	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management
05	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management
06	ELECTION OF DIRECTOR: REED HASTINGS	Management
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Management
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management
09	ELECTION OF DIRECTOR: HELMUT PANKE	Management
10	APPROVAL OF MATERIAL TERMS OF PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN.	Management
11	APPROVAL OF AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.	Management
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Management
13	SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.	Shareholder
14	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.	Shareholder
15	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS.	Shareholder

ZONES, INC.

SECURITY	98976N103	MEETING TYPE	Special
TICKER SYMBOL	ZONS	MEETING DATE	19-Nov-2008
ISIN	US98976N1037	AGENDA	932966407 - Management

ITEM	PROPOSAL	TYPE
01	PROPOSAL TO APPROVE THE MERGER AND TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER	Management

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

DATED AS OF JULY 30, 2008 BY AND BETWEEN THE COMPANY AND ZONES ACQUISITION CORP. (AS IT MAY BE AMENDED FROM TIME TO TIME) AND THE OTHER TRANSACTIONS CONTEMPLATED THEREBY.

02 PROPOSAL TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1. Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
15

WHX CORPORATION

SECURITY 929248508 MEETING TYPE Special  
TICKER SYMBOL WXCP MEETING DATE 19-Nov-2008  
ISIN US9292485086 AGENDA 932968449 - Management

ITEM	PROPOSAL	TYPE
01	TO AUTHORIZE THE BOARD, AT ITS DISCRETION, TO AMEND THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO EFFECT A REVERSE STOCK SPLIT OF THE COMPANY'S ISSUED & OUTSTANDING SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE, BY A RATIO OF BETWEEN 1-FOR-3 AND 1-FOR-10, INCLUSIVE, WITHOUT FURTHER APPROVAL OR AUTHORIZATION OF THE COMPANY'S STOCKHOLDERS.	Management
02	TO AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY, AT ITS DISCRETION, TO AMEND THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO PERMIT THE COMPANY TO TAKE ACTION BY WRITTEN CONSENT OF A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE WITH RESPECT TO THE SUBJECT MATTER OF THE ACTION.	Management

CAMPBELL SOUP COMPANY

SECURITY 134429109 MEETING TYPE Annual  
TICKER SYMBOL CPB MEETING DATE 20-Nov-2008  
ISIN US1344291091 AGENDA 932962459 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 EDMUND M. CARPENTER 2 PAUL R. CHARRON	Management

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

3	DOUGLAS R. CONANT	
4	BENNETT DORRANCE	
5	HARVEY GOLUB	
6	RANDALL W. LARRIMORE	
7	MARY ALICE D. MALONE	
8	SARA MATHEW	
9	DAVID C. PATTERSON	
10	CHARLES R. PERRIN	
11	A. BARRY RAND	
12	GEORGE STRAWBRIDGE, JR.	
13	LES C. VINNEY	
14	CHARLOTTE C. WEBER	
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	APPROVE AMENDMENT OF THE 2005 LONG-TERM INCENTIVE PLAN.	Management
04	APPROVE PERFORMANCE GOALS FOR THE 2003 LONG-TERM INCENTIVE PLAN.	Management

DELTA NATURAL GAS COMPANY, INC.

SECURITY	247748106	MEETING TYPE	Annual
TICKER SYMBOL	DGAS	MEETING DATE	20-Nov-2008
ISIN	US2477481061	AGENDA	932964112 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 GLENN R. JENNINGS 2 LEWIS N. MELTON 3 ARTHUR E. WALKER, JR.	Management
02	PROPOSAL RELATING TO ELECTION OF ALL DIRECTORS ANNUALLY AND ELIMINATION OF DIRECTOR CLASSES WITH STAGGERED TERMS.	Shareholder

ALPHA NATURAL RESOURCES, INC.

SECURITY	02076X102	MEETING TYPE	Special
TICKER SYMBOL	ANR	MEETING DATE	21-Nov-2008
ISIN	US02076X1028	AGENDA	932968146 - Management

ITEM	PROPOSAL	TYPE
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 15, 2008, BY AND AMONG CLEVELAND-CLIFFS INC (NOW KNOWN AS CLIFFS NATURAL RESOURCES INC.), ALPHA NATURAL RESOURCES, INC. AND ALPHA MERGER SUB, INC., F/K/A DAILY DOUBLE ACQUISITION, INC. ("MERGER SUB"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
02	APPROVE ADJOURNMENTS OF THE ALPHA NATURAL RESOURCES, INC. SPECIAL MEETING, IF NECESSARY, TO	Management

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

PERMIT FURTHER SOLICITATION OF PROXIES IF THERE  
ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ALPHA  
NATURAL RESOURCES, INC. SPECIAL MEETING TO  
APPROVE THE ABOVE PROPOSAL.

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

16

### PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY	71654V408	MEETING TYPE	Special
TICKER SYMBOL	PBR	MEETING DATE	24-Nov-2008
ISIN	US71654V4086	AGENDA	932971547 - Management

ITEM	PROPOSAL	TYPE
-----		
01	APPROVAL OF THE PROTOCOL AND THE JUSTIFICATION OF INCORPORATION, DATED OCTOBER 2 2008, SIGNED BY PETROBRAS, AS THE SURVIVING COMPANY, AND BY '17 DE MAIO PARTICIPACOES S.A'. , AS THE ACQUIRED COMPANY, TOGETHER WITH THE RESPECTIVE PERTINENT DOCUMENTS, AND THE APPROVAL OF '17 DE MAIO PARTICIPACOES S.A.' INCORPORATION OPERATION.	Management
02	APPROVAL OF THE APPOINTMENT OF A SPECIALIZED COMPANY TO EVALUATE THE ASSETS AND THE APPROVAL OF THE RESPECTIVE EVALUATION REPORT, UNDER THE TERMS OF 1 AND 3 OF ART. 227, LAW NO. 6.404/76.	Management

### BHP BILLITON LIMITED

SECURITY	088606108	MEETING TYPE	Annual
TICKER SYMBOL	BHP	MEETING DATE	27-Nov-2008
ISIN	US0886061086	AGENDA	932960950 - Management

ITEM	PROPOSAL	TYPE
-----		
01	TO RECEIVE THE 2008 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON PLC.	Management
02	TO RECEIVE THE 2008 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LTD.	Management
03	TO RE-ELECT MR P M ANDERSON AS A DIRECTOR OF BHP BILLITON PLC.	Management
04	TO RE-ELECT MR P M ANDERSON AS A DIRECTOR OF BHP BILLITON LTD.	Management
05	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON PLC.	Management
06	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON LTD.	Management

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

07	TO RE-ELECT DR J G S BUCHANAN AS A DIRECTOR OF BHP BILLITON PLC.	Management
08	TO RE-ELECT DR J G S BUCHANAN AS A DIRECTOR OF BHP BILLITON LTD.	Management
09	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON PLC.	Management
10	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON LTD.	Management
11	TO RE-ELECT MR J NASSER AS A DIRECTOR OF BHP BILLITON PLC.	Management
12	TO RE-ELECT MR J NASSER AS A DIRECTOR OF BHP BILLITON LTD.	Management
13	TO RE-ELECT DR J M SCHUBERT AS A DIRECTOR OF BHP BILLITON PLC.	Management
14	TO RE-ELECT DR J M SCHUBERT AS A DIRECTOR OF BHP BILLITON LTD.	Management
15	TO ELECT MR A L BOECKMANN AS A DIRECTOR OF BHP BILLITON PLC.	Management
16	TO ELECT MR A L BOECKMANN AS A DIRECTOR OF BHP BILLITON LTD.	Management
17	TO ELECT MR S MAYNE AS A DIRECTOR OF BHP BILLITON PLC.	Shareholder
18	TO ELECT MR S MAYNE AS A DIRECTOR OF BHP BILLITON LTD.	Shareholder
19	TO ELECT DR D R MORGAN AS A DIRECTOR OF BHP BILLITON PLC.	Management
20	TO ELECT DR D R MORGAN AS A DIRECTOR OF BHP BILLITON LTD.	Management
21	TO ELECT MR K C RUMBLE AS A DIRECTOR OF BHP BILLITON PLC.	Management
22	TO ELECT MR K C RUMBLE AS A DIRECTOR OF BHP BILLITON LTD.	Management
23	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC.	Management
24	TO RENEW THE GENERAL AUTHORITY TO ALLOT SHARES IN BHP BILLITON PLC.	Management
25	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC.	Management
26	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC.	Management
27A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 APRIL 2009.	Management
27B	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 29 MAY 2009.	Management
27C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 JUNE 2009.	Management
27D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 JULY 2009.	Management
27E	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 SEPTEMBER 2009.	Management
27F	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 NOVEMBER 2009.	Management
28	TO APPROVE THE 2008 REMUNERATION REPORT.	Management
29	TO APPROVE THE AMENDMENTS TO RULES OF THE GROUP INCENTIVE SCHEME.	Management
30	TO APPROVE THE GRANT OF AWARDS TO MR M J KLOPPERS UNDER THE GIS AND THE LTIP.	Management
31	TO APPROVE A CHANGE TO THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON PLC TO NON-	Management



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

32	EXECUTIVE DIRECTORS IN ANY YEAR. TO APPROVE A CHANGE TO THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON LTD TO NON- EXECUTIVE DIRECTORS IN ANY YEAR.	Management
33	TO APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC.	Management
34	TO APPROVE THE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LTD.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
17

HARMAN INTERNATIONAL INDUSTRIES, INC.

SECURITY	413086109	MEETING TYPE	Annual
TICKER SYMBOL	HAR	MEETING DATE	03-Dec-2008
ISIN	US4130861093	AGENDA	932968665 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 BRIAN F. CARROLL 2 HELLENE S. RUNTAGH	Management
02	APPROVAL OF THE AMENDMENTS TO THE 2002 STOCK OPTION AND INCENTIVE PLAN.	Management
03	APPROVAL OF THE 2008 KEY EXECUTIVE OFFICERS BONUS PLAN.	Management

UST INC.

SECURITY	902911106	MEETING TYPE	Special
TICKER SYMBOL	UST	MEETING DATE	04-Dec-2008
ISIN	US9029111062	AGENDA	932969869 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 7, 2008, BY AND AMONG UST INC., ALTRIA GROUP, INC., AND ARMCHAIR SUB, INC., AS AMENDED, AND APPROVE THE MERGER CONTEMPLATED THEREBY.	Management
02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER, AS AMENDED, AND APPROVE THE MERGER.	Management

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

BANK OF AMERICA CORPORATION

SECURITY	060505104	MEETING TYPE	Special
TICKER SYMBOL	BAC	MEETING DATE	05-Dec-2008
ISIN	US0605051046	AGENDA	932970343 - Management

ITEM	PROPOSAL	TYPE
-----		
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF BANK OF AMERICA COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2008, BY AND BETWEEN MERRILL LYNCH & CO., INC. AND BANK OF AMERICA CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management
02	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN, AS AMENDED AND RESTATED.	Management
03	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF BANK OF AMERICA COMMON STOCK FROM 7.5 BILLION TO 10 BILLION.	Management
04	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE FOREGOING PROPOSALS.	Management

MERRILL LYNCH & CO., INC.

SECURITY	590188108	MEETING TYPE	Special
TICKER SYMBOL	MER	MEETING DATE	05-Dec-2008
ISIN	US5901881087	AGENDA	932971434 - Management

ITEM	PROPOSAL	TYPE
-----		
01	ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2008, BY AND BETWEEN MERRILL LYNCH & CO., INC. AND BANK OF AMERICA CORPORATION	Management
02	APPROVE THE AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION OF MERRILL LYNCH & CO., INC.	Management
03	APPROVE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING FOR THE FOREGOING PROPOSALS	Management

TRANSOCEAN INC

SECURITY	G90073100	MEETING TYPE	Special
----------	-----------	--------------	---------

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

TICKER SYMBOL RIG MEETING DATE 08-Dec-2008  
 ISIN KYG900731004 AGENDA 932973173 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE MERGER TRANSACTION TO BE EFFECTED BY THE SCHEMES OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.	Management
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER TRANSACTION.	Management

ProxyEdge  
 Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 18

KOREA ELECTRIC POWER CORPORATION

SECURITY 500631106 MEETING TYPE Special  
 TICKER SYMBOL KEP MEETING DATE 08-Dec-2008  
 ISIN US5006311063 AGENDA 932981409 - Management

ITEM	PROPOSAL	TYPE
01	SELECTION OF A FULL-TIME DIRECTOR (SANGIM-ISA IN KOREAN) KANG, SEONG-CHUL	Management
02	SELECTION OF AN AUDIT COMMITTEE MEMBER WHO IS A FULL-TIME DIRECTOR (SANGIM-ISA IN KOREAN) KANG, SEONG-CHUL	Management
3A	SELECTION OF AUDIT COMMITTEE MEMBERS WHO ARE NON-FULL-TIME DIRECTORS (BISANGIM-ISA IN KOREAN) KIM, SUN-JIN	Management
3B	SELECTION OF AUDIT COMMITTEE MEMBERS WHO ARE NON-FULL-TIME DIRECTORS (BISANGIM-ISA IN KOREAN) KIM, JUNG-KOOK	Management
04	APPROVAL OF THE LIMIT ON THE COMPENSATION OF DIRECTORS	Management
05	APPROVAL OF THE LIMIT ON THE COMPENSATION OF AUDIT COMMITTEE MEMBERS	Management

COPART, INC.

SECURITY 217204106 MEETING TYPE Annual  
 TICKER SYMBOL CPRT MEETING DATE 11-Dec-2008  
 ISIN US2172041061 AGENDA 932972993 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 WILLIS J. JOHNSON 2 A. JAYSON ADAIR 3 JAMES E. MEEKS 4 STEVEN D. COHAN 5 DANIEL J. ENGLANDER 6 BARRY ROSENSTEIN 7 THOMAS W. SMITH	Management
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING JULY 31, 2009.	Management

FOUNDRY NETWORKS, INC.

SECURITY	35063R100	MEETING TYPE	Special
TICKER SYMBOL	FDRY	MEETING DATE	17-Dec-2008
ISIN	US35063R1005	AGENDA	932975711 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 21, 2008, AS AMENDED BY AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER DATED NOVEMBER 7, 2008, AMONG BROCADE COMMUNICATIONS SYSTEMS, INC., FALCON ACQUISITION SUB, INC., A WHOLLY-OWNED SUBSIDIARY OF BROCADE COMMUNICATIONS SYSTEMS, INC., AND FOUNDRY NETWORKS, INC.	Management
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE SPECIAL MEETING TO APPROVE THE FIRST PROPOSAL DESCRIBED ABOVE.	Management

COGECO INC.

SECURITY	19238T100	MEETING TYPE	Annual
TICKER SYMBOL	CGECF	MEETING DATE	17-Dec-2008
ISIN	CA19238T1003	AGENDA	932977587 - Management

ITEM	PROPOSAL	TYPE
01	TO ELECT AS DIRECTORS THE PERSONS NAMED IN THE MANAGEMENT PROXY CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Management
02	THE APPOINTMENT OF SAMSON BELAIR / DELOITTE &	Management

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

TOUCHE S.E.N.C.R.L. AS AUDITORS AND THE  
AUTHORIZATION TO THE DIRECTORS TO FIX THEIR  
REMUNERATION.

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
19

NDS GROUP PLC

SECURITY	628891103	MEETING TYPE	Annual
TICKER SYMBOL	NNDS	MEETING DATE	17-Dec-2008
ISIN	US6288911034	AGENDA	932978173 - Management

ITEM	PROPOSAL	TYPE
01	FOR THE APPROVAL OF THE COMPANY'S U.K. ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2008, TOGETHER WITH THE CORRESPONDING INDEPENDENT AUDITORS' REPORT AND DIRECTORS' REPORT.	Management
02	FOR THE APPROVAL OF THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED JUNE 30, 2008.	Management
03	FOR RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2009, AND THE AUTHORIZATION OF THE AUDIT COMMITTEE TO DETERMINE ERNST & YOUNG LLP'S REMUNERATION IN RESPECT OF SUCH PERIOD.	Management
04	DIRECTOR 1        ROGER W. EINIGER	Management

ZONES, INC.

SECURITY	98976N103	MEETING TYPE	Special
TICKER SYMBOL	ZONS	MEETING DATE	19-Dec-2008
ISIN	US98976N1037	AGENDA	932979872 - Management

ITEM	PROPOSAL	TYPE
01	PROPOSAL TO APPROVE THE MERGER, AND TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 30, 2008, AS AMENDED BY THE FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 17, 2008, BY AND BETWEEN THE COMPANY AND ZONES ACQUISITION CORP., AND AS IT MAY BE FURTHER AMENDED FROM TIME TO TIME, AND THE OTHER TRANSACTIONS CONTEMPLATED THEREBY.	Management
02	PROPOSAL TO APPROVE ANY MOTION TO ADJOURN THE	Management

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

SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1.

### WACHOVIA CORPORATION

SECURITY	929903102	MEETING TYPE	Special
TICKER SYMBOL	WB	MEETING DATE	23-Dec-2008
ISIN	US9299031024	AGENDA	932980748 - Management

ITEM	PROPOSAL	TYPE
01	A PROPOSAL TO APPROVE THE PLAN OF MERGER CONTAINED IN THE AGREEMENT AND PLAN OF MERGER, BY AND BETWEEN WACHOVIA CORPORATION AND WELLS FARGO & COMPANY, DATED AS OF OCTOBER 3, 2008, AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH WACHOVIA WILL MERGE WITH AND INTO WELLS FARGO, WITH WELLS FARGO SURVIVING THE MERGER.	Management
02	A PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE THE PLAN OF MERGER CONTAINED IN THE MERGER AGREEMENT.	Management

### THE PNC FINANCIAL SERVICES GROUP, INC.

SECURITY	693475105	MEETING TYPE	Special
TICKER SYMBOL	PNC	MEETING DATE	23-Dec-2008
ISIN	US6934751057	AGENDA	932981257 - Management

ITEM	PROPOSAL	TYPE
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF PNC COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 24, 2008, BY AND BETWEEN THE PNC FINANCIAL SERVICES GROUP, INC. AND NATIONAL CITY CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management
02	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OF SHAREHOLDERS TO APPROVE THE FOREGOING PROPOSAL.	Management

### NATIONWIDE FINANCIAL SERVICES, INC.

SECURITY	638612101	MEETING TYPE	Special
----------	-----------	--------------	---------

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

TICKER SYMBOL	NFS	MEETING DATE	31-Dec-2008
ISIN	US6386121015	AGENDA	932981194 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 6, 2008, AMONG NATIONWIDE CORPORATION, NATIONWIDE MUTUAL INSURANCE COMPANY, NWM MERGER SUB, INC. AND NATIONWIDE FINANCIAL SERVICES, INC. ("NFS"), PURSUANT TO WHICH EACH OUTSTANDING SHARE OF COMMON STOCK OF NFS WILL BE CONVERTED INTO THE RIGHT TO RECEIVE \$52.25 IN CASH.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

20

### HELLENIC TELECOMMUNICATIONS ORGANIZATIONS OTE

SECURITY	X3258B102	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL	OTE.F	MEETING DATE	08-Jan-2009
ISIN	GRS260333000	AGENDA	701788044 - Management

ITEM	PROPOSAL	TYPE
1.	Approve the amendments of Articles 8, Board of Directors, 9, Election, Composition and Term of the Board of Directors, 10, Incorporation and Operation of the Board of Directors, and 12, Managing Director, of the Articles of Incorporation currently in force	Management
2.	Approve the determination of the number of the Members of the Board of Directors to be elected, and elect the New Members of the Board of Directors, pursuant to Article 9 of the Articles of Incorporation, and appoint the Independent Members amongst them	Management
3.	Appoint the Members of the Audit Committee, according to Article 37 of Law 3693/2008	Management
4.	Approve the Share Buy Back Program, of OTE S.A. in accordance with Article 16 of Law 2190/1920	Management
5.	Miscellaneous announcements	Management

### CONSOLIDATED WATER COMPANY LIMITED

SECURITY	G23773107	MEETING TYPE	Special
TICKER SYMBOL	CWCO	MEETING DATE	08-Jan-2009
ISIN	KYG237731073	AGENDA	932979149 - Management

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

ITEM	PROPOSAL	TYPE
01	THE APPROVAL OF AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF ASSOCIATION TO AUTHORIZE THE COMPANY'S BOARD OF DIRECTORS TO APPROVE THE MANNER AND TERMS OF ANY REPURCHASE BY THE COMPANY OF ITS SHARES OF STOCK WITHOUT SHAREHOLDER APPROVAL.	Management

HELLENIC TELECOMMUNICATIONS ORG. S.A.

SECURITY	423325307	MEETING TYPE	Special
TICKER SYMBOL	OTE	MEETING DATE	08-Jan-2009
ISIN	US4233253073	AGENDA	932987526 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF AMENDMENTS OF ARTICLES 8 (BOARD OF DIRECTORS), 9 (ELECTION, COMPOSITION AND TERM OF THE BOARD OF DIRECTORS), 10 (INCORPORATION AND OPERATION OF THE BOARD OF DIRECTORS) AND 12 (MANAGING DIRECTOR) OF THE ARTICLES OF INCORPORATION CURRENTLY IN FORCE.	Management
02	DEFINITION OF THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS TO BE ELECTED, ELECTION OF NEW MEMBERS OF THE BOARD OF DIRECTORS, PURSUANT TO ARTICLE 9 OF THE ARTICLES OF INCORPORATION, AND APPOINTMENT OF INDEPENDENT MEMBERS AMONGST THEM.	Management
03	APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE, ACCORDING TO ARTICLE 37 OF LAW 3693/2008.	Management
04	APPROVAL OF A SHARE BUY BACK PROGRAM, OF OTE S.A. IN ACCORDANCE WITH ARTICLE 16 OF LAW 2190/1920.	Management

NDS GROUP PLC

SECURITY	628891103	MEETING TYPE	Contested-Consent
TICKER SYMBOL	NNDS	MEETING DATE	13-Jan-2009
ISIN	US6288911034	AGENDA	932984974 - Management

ITEM	PROPOSAL	TYPE
C1	COURT MEETING	Management
S1	SPECIAL RESOLUTION TO BE PROPOSED AT THE EXTRAORDINARY GENERAL MEETING	Management

WALGREEN CO.



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

SECURITY	931422109	MEETING TYPE	Annual
TICKER SYMBOL	WAG	MEETING DATE	14-Jan-2009
ISIN	US9314221097	AGENDA	932978046 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 WILLIAM C. FOOTE 2 MARK P. FRISSORA 3 ALAN G. MCNALLY 4 CORDELL REED 5 NANCY M. SCHLICHTING 6 DAVID Y. SCHWARTZ 7 ALEJANDRO SILVA 8 JAMES A. SKINNER 9 MARILOU M. VON FERSTEL 10 CHARLES R. WALGREEN III	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	TO AMEND THE WALGREEN CO. 1982 EMPLOYEES STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN.	Management
04	SHAREHOLDER PROPOSAL THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF WALGREEN CO.	Shareholder
05	SHAREHOLDER PROPOSAL THAT WALGREEN CO. SHAREHOLDERS VOTE TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
21

TIME WARNER INC.

SECURITY	887317105	MEETING TYPE	Special
TICKER SYMBOL	TWX	MEETING DATE	16-Jan-2009
ISIN	US8873171057	AGENDA	932979670 - Management

ITEM	PROPOSAL	TYPE
01	COMPANY PROPOSAL TO (A) AUTHORIZE THE BOARD TO EFFECT PRIOR TO 12/31/09, A REVERSE STOCK SPLIT OF THE OUTSTANDING AND TREASURY COMMON STOCK OF TIME WARNER, AT A REVERSE STOCK SPLIT RATIO OF EITHER 1-FOR-2 OR 1-FOR-3, AND (B) APPROVE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE	Management

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

OF INCORPORATION IN THE RELEVANT FORM ATTACHED  
TO THE PROXY STATEMENT TO EFFECT THE REVERSE  
STOCK SPLIT AND TO REDUCE PROPORTIONATELY THE  
TOTAL NUMBER OF SHARES THAT TIME WARNER IS  
AUTHORIZED TO ISSUE, SUBJECT TO THE BOARD'S  
AUTHORITY TO ABANDON SUCH AMENDMENT.

SALLY BEAUTY HOLDINGS, INC.

SECURITY	79546E104	MEETING TYPE	Annual
TICKER SYMBOL	SBH	MEETING DATE	22-Jan-2009
ISIN	US79546E1047	AGENDA	932981043 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 KENNETH A. GIURICEO	
	2 ROBERT R. MCMASTER	
	3 M. MILLER DE LOMBERA	
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2009.	Management

ALBERTO-CULVER COMPANY

SECURITY	013078100	MEETING TYPE	Annual
TICKER SYMBOL	ACV	MEETING DATE	22-Jan-2009
ISIN	US0130781000	AGENDA	932983679 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 CAROL L. BERNICK	
	2 GEORGE L. FOTIADES	
	3 KING HARRIS	
	4 V. JAMES MARINO	

CENTURYTEL, INC.

SECURITY	156700106	MEETING TYPE	Special
TICKER SYMBOL	CTL	MEETING DATE	27-Jan-2009
ISIN	US1567001060	AGENDA	932986790 - Management

ITEM	PROPOSAL	TYPE
-----		
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF COMMON STOCK OF THE COMPANY IN CONNECTION WITH	Management

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

THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 26, 2008, BY AND AMONG EMBARQ CORPORATION, THE COMPANY, AND CAJUN ACQUISITION COMPANY, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.

- |    |   |            |
|----|---|------------|
| 02 | A PROPOSAL TO AMEND THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE COMPANY TO ELIMINATE THE RIGHTS OF PERSONS WHO HAVE CONTINUOUSLY OWNED SHARES OF COMMON STOCK SINCE MAY 30, 1987 TO TEN VOTES PER SHARE OF SUCH STOCK AND TO PROVIDE INSTEAD THAT ALL HOLDERS OF COMMON STOCK WILL BE ENTITLED TO ONE VOTE PER SHARE. | Management |
| 03 | A PROPOSAL TO AMEND THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE COMPANY TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF CENTURYTEL COMMON STOCK FROM 350,000,000 TO 800,000,000.   | Management |
| 04 | A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES FOR THE PROPOSAL TO ISSUE COMMON STOCK OF THE COMPANY IN CONNECTION WITH THE MERGER.  | Management |

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
22

ASHLAND INC.

SECURITY	044209104	MEETING TYPE	Annual
TICKER SYMBOL	ASH	MEETING DATE	29-Jan-2009
ISIN	US0442091049	AGENDA	932983580 - Management

- | ITEM | PROPOSAL  | TYPE       |
|------|---|------------|
|      |   |            |
| 01   | DIRECTOR<br>1 ROGER W. HALE*<br>2 VADA O. MANAGER*<br>3 GEORGE A SCHAEFER, JR.*<br>4 JOHN F. TURNER*<br>5 MARK C. ROHR**              | Management |
| 02   | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2009.                              | Management |
| 03   | APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO PROVIDE FOR MAJORITY VOTING FOR ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS. | Management |

THE LACLEDE GROUP, INC.

SECURITY	505597104	MEETING TYPE	Annual
TICKER SYMBOL	LG	MEETING DATE	29-Jan-2009

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

ISIN US5055971049 AGENDA 932985596 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 ARNOLD W. DONALD 2 ANTHONY V. LENESE 3 WILLIAM E. NASSER	Management
02	TO APPROVE AN AMENDMENT TO THE RESTRICTED STOCK PLAN FOR NON-EMPLOYEE DIRECTORS TO INCREASE THE SHARE RESERVE.	Management
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR FISCAL YEAR 2009.	Management

ROCKWELL AUTOMATION, INC.

SECURITY 773903109 MEETING TYPE Annual  
 TICKER SYMBOL ROK MEETING DATE 04-Feb-2009  
 ISIN US7739031091 AGENDA 932985116 - Management

ITEM	PROPOSAL	TYPE
A	DIRECTOR 1 BETTY C. ALEWINE 2 VERNE G. ISTOCK 3 DONALD R. PARFET 4 DAVID B. SPEER	Management
B	TO APPROVE THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

ATMOS ENERGY CORPORATION

SECURITY 049560105 MEETING TYPE Annual  
 TICKER SYMBOL ATO MEETING DATE 04-Feb-2009  
 ISIN US0495601058 AGENDA 932986308 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 RUBEN E. ESQUIVEL** 2 RICHARD W. CARDIN* 3 THOMAS C. MEREDITH* 4 NANCY K. QUINN* 5 STEPHEN R. SPRINGER* 6 RICHARD WARE II*	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST &	Management

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

03 YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2009.  
 SHAREHOLDER PROPOSAL REGARDING DECLASSIFICATION OF BOARD OF DIRECTORS. Shareholder

ProxyEdge  
 Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 23

### HELLENIC TELECOMMUNICATIONS ORGANIZATIONS OTE

SECURITY	X3258B102	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL	OTE.F	MEETING DATE	06-Feb-2009
ISIN	GRS260333000	AGENDA	701799047 - Management

ITEM	PROPOSAL	TYPE
-----		
1.	Amend the Articles 8 [Board of Directors], 9 [Election, Composition and Term of the Board of Directors], 10 [Incorporation and Operation of the Board of Directors], and 12 [Managing Director] of the Articles of Incorporation currently in force	Management
2.	Approve to define the number of the Members of the Board of Directors to be elected, elect the new Members of the Board of Directors, pursuant to Article 9 of the Articles of Incorporation, and appoint the Independent Members amongst them	Management
3.	Appoint the Members of the Audit Committee, according to Article 37 of Law 3693/2008	Management
4.	Approve the Share Buy Back Program, of OTE S.A, in accordance with Article 16 of Law 2190/1920	Management
5.	Miscellaneous announcements	Management
	PLEASE BE ADVISED THAT THE MEETING TO BE HELD ON 08 JAN 2009 HAS BEEN POSTPONE-D TO 06 FEB 2009.	Non-Voting
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT. IF Y-OU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLES-S YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting

### INGLES MARKETS, INCORPORATED

SECURITY	457030104	MEETING TYPE	Annual
TICKER SYMBOL	IMKTA	MEETING DATE	10-Feb-2009
ISIN	US4570301048	AGENDA	932988201 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR 1 FRED D. AYERS	Management

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

02	2 JOHN O. POLLARD STOCKHOLDER PROPOSAL CONCERNING SEVERANCE AGREEMENTS THE DIRECTORS ARE REQUESTED TO AMEND THE COMPANYS BYLAWS TO REQUIRE SHAREHOLDER APPROVAL OF FUTURE GOLDEN PARACHUTES OR SEVERANCE AGREEMENTS WITH SENIOR EXECUTIVES THAT PROVIDE BENEFITS IN AN AMOUNT EXCEEDING 2.99 TIMES THE SUM OF THE EXECUTIVES BASE SALARY PLUS BONUS.	Shareholder
03	STOCKHOLDER PROPOSAL REGARDING ANIMAL WELFARE PROGRESS REPORT RESOLVED THAT SHAREHOLDERS REQUEST THAT THE BOARD OF DIRECTORS ISSUE A REPORT DETAILING ANY PROGRESS MADE TOWARD ADOPTING ANIMAL WELFARE POLICIES PERTAINING TO THE PURCHASING OF PORK, EGGS, AND POULTRY. THE REPORT SHOULD BE PREPARED BY AUGUST 2009 AND SHOULD EXCLUDE PROPRIETARY INFORMATION.	Shareholder

BCE INC.

SECURITY	05534B760	MEETING TYPE	Annual
TICKER SYMBOL	BCE	MEETING DATE	17-Feb-2009
ISIN	CA05534B7604	AGENDA	932992274 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR 1 A. BERARD 2 R.A. BRENNEMAN 3 G.A. COPE 4 A.S. FELL 5 D. SOBLE KAUFMAN 6 B.M. LEVITT 7 E.C. LUMLEY 8 T.C. O'NEILL 9 J.A. PATTISON 10 P.M. TELLIER 11 V.L. YOUNG	Management
02	DELOITTE & TOUCHE LLP AS AUDITORS	Management
03	SHAREHOLDER PROPOSAL NO. 1	Shareholder
04	SHAREHOLDER PROPOSAL NO. 2	Shareholder
05	SHAREHOLDER PROPOSAL NO. 3	Shareholder
06	SHAREHOLDER PROPOSAL NO. 4	Shareholder
07	SHAREHOLDER PROPOSAL NO. 5	Shareholder
08	SHAREHOLDER PROPOSAL NO. 6	Shareholder
09	SHAREHOLDER PROPOSAL NO. 7	Shareholder
10	SHAREHOLDER PROPOSAL NO. 8	Shareholder
11	SHAREHOLDER PROPOSAL NO. 9	Shareholder

NAVISTAR INTERNATIONAL CORPORATION

SECURITY	63934E108	MEETING TYPE	Annual
TICKER SYMBOL	NAV	MEETING DATE	17-Feb-2009
ISIN	US63934E1082	AGENDA	932992402 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 Y. MARC BELTON 2 TERRY M. ENDSLEY 3 MICHAEL N. HAMMES	Management
02	VOTE TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	VOTE TO APPROVE THE MATERIAL TERMS OF THE MEASUREMENTS AND GOALS SET FORTH IN OUR 2004 PERFORMANCE INCENTIVE PLAN.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
24

WEATHERFORD INTERNATIONAL LTD.

SECURITY	G95089101	MEETING TYPE	Special
TICKER SYMBOL	WFT	MEETING DATE	17-Feb-2009
ISIN	BMG950891017	AGENDA	932993389 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.	Management
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE SCHEME OF ARRANGEMENT.	Management

DEERE & COMPANY

SECURITY	244199105	MEETING TYPE	Annual
TICKER SYMBOL	DE	MEETING DATE	25-Feb-2009
ISIN	US2441991054	AGENDA	932992185 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management
1B	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Management
1C	ELECTION OF DIRECTOR: CLAYTON M. JONES	Management
1D	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2009	Management

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

03	STOCKHOLDER PROPOSAL #1 - ANNUAL ELECTION OF DIRECTORS	Management
04	STOCKHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder
05	STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND CHAIRMAN RESPONSIBILITIES	Shareholder

### TYCO INTERNATIONAL LTD

SECURITY	G9143X208	MEETING TYPE	Special
TICKER SYMBOL	TYC	MEETING DATE	12-Mar-2009
ISIN	BMG9143X2082	AGENDA	932994418 - Management

ITEM	PROPOSAL	TYPE
01	TO CONSIDER AND APPROVE A RESOLUTION TO APPROVE TYCO INTERNATIONAL LTD.'S DISCONTINUANCE FROM BERMUDA AS PROVIDED IN SECTION 132G OF THE COMPANIES ACT 1981 OF BERMUDA AND THE COMPANY'S CHANGE OF DOMICILE TO SCHAFFHAUSEN, SWITZERLAND.	Management
02	TO CONSIDER AND APPROVE A RESOLUTION THAT WILL HAVE THE EFFECT OF INCREASING OUR REGISTERED SHARE CAPITAL.	Management
03	TO CONSIDER AND APPROVE THE NAME OF TYCO INTERNATIONAL LTD.	Management
04	TO CONSIDER AND APPROVE THE CHANGE OF THE CORPORATE PURPOSE OF TYCO INTERNATIONAL LTD.	Management
05	TO CONSIDER AND APPROVE TYCO INTERNATIONAL LTD.'S PROPOSED SWISS ARTICLES OF ASSOCIATION.	Management
06	TO CONFIRM SWISS LAW AS THE AUTHORITATIVE LEGISLATION GOVERNING TYCO INTERNATIONAL LTD.	Management
07	TO CONFIRM THE PRINCIPAL PLACE OF BUSINESS OF TYCO INTERNATIONAL LTD. AS SCHAFFHAUSEN, SWITZERLAND.	Management
08	TO APPOINT PRICEWATERHOUSECOOPERS AG, ZURICH AS SPECIAL AUDITOR UNTIL TYCO INTERNATIONAL LTD.'S NEXT ANNUAL GENERAL MEETING.	Management
09	TO ELECT DELOITTE AG AS OUR STATUTORY AUDITORS FOR A TERM OF ONE YEAR UNTIL TYCO INTERNATIONAL LTD.'S NEXT ANNUAL GENERAL MEETING.	Management
10	TO APPROVE THE PAYMENT OF A DIVIDEND THROUGH A REDUCTION OF REGISTERED CAPITAL.	Management
11	TO APPROVE THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE CHANGE OF DOMICILE.	Management

### TYCO INTERNATIONAL LTD

SECURITY	G9143X208	MEETING TYPE	Annual
TICKER SYMBOL	TYC	MEETING DATE	12-Mar-2009
ISIN	BMG9143X2082	AGENDA	932994521 - Management



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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 EDWARD D. BREEN 2 TIMOTHY M. DONAHUE 3 BRIAN DUPERREAULT 4 BRUCE S. GORDON 5 RAJIV. L. GUPTA 6 JOHN A. KROL 7 BRENDAN R. O'NEILL 8 WILLIAM S. STAVROPOULOS 9 SANDRA S. WIJNBERG 10 JEROME B. YORK 11 R. DAVID YOST	Management
02	REAPPOINTMENT OF DELOITTE & TOUCHE LLP AS TYCO'S INDEPENDENT AUDITORS AND AUTHORIZATION FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET THE AUDITORS' REMUNERATION.	Management
03	AMENDMENTS TO THE COMPANY'S 2004 STOCK AND INCENTIVE PLAN.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

25

NATIONAL FUEL GAS COMPANY

SECURITY	636180101	MEETING TYPE	Annual
TICKER SYMBOL	NFG	MEETING DATE	12-Mar-2009
ISIN	US6361801011	AGENDA	932996347 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 R. DON CASH 2 STEPHEN E. EWING 3 GEORGE L. MAZANEC	Management
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	VOTE TO APPROVE THE 2009 NON-EMPLOYEE DIRECTOR EQUITY COMPENSATION PLAN	Management

WHOLE FOODS MARKET, INC.

SECURITY	966837106	MEETING TYPE	Annual
TICKER SYMBOL	WFMI	MEETING DATE	16-Mar-2009
ISIN	US9668371068	AGENDA	932994608 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 DR. JOHN B. ELSTROTT 2 GABRIELLE E. GREENE 3 HASS HASSAN 4 STEPHANIE KUGELMAN 5 JOHN P. MACKEY 6 MORRIS J. SIEGEL 7 DR. RALPH Z. SORENSON 8 W.A. (KIP) TINDELL, III	Management
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG, LLP AS INDEPENDENT PUBLIC AUDITOR FOR FISCAL YEAR 2009.	Management
03	RATIFICATION OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2007 STOCK INCENTIVE PLAN AS THE 2009 STOCK INCENTIVE PLAN.	Management
04	RATIFICATION OF THE AMENDMENT OF OUR STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE.	Management
05	RATIFICATION OF THE AMENDMENT OF OUR TEAM MEMBER STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE.	Management
06	SHAREHOLDER PROPOSAL REGARDING SEPARATING THE ROLES OF COMPANY CHAIRMAN OF THE BOARD AND CEO.	Shareholder
07	SHAREHOLDER PROPOSAL REGARDING COMPANY SHAREHOLDER VOTES AND A SIMPLE MAJORITY THRESHOLD.	Shareholder
08	SHAREHOLDER PROPOSAL REGARDING REINCORPORATING FROM A TEXAS CORPORATION TO A NORTH DAKOTA CORPORATION.	Shareholder

NOBLE CORPORATION

SECURITY	G65422100	MEETING TYPE	Special
TICKER SYMBOL	NE	MEETING DATE	17-Mar-2009
ISIN	KYG654221004	AGENDA	933000034 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE MERGER, REORGANIZATION AND CONSOLIDATION TRANSACTION TO BE EFFECTED BY THE SCHEMES OF ARRANGEMENT, COPIES OF WHICH ARE ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.	Management
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER, REORGANIZATION AND CONSOLIDATION TRANSACTION.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

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

The Gabelli Dividend and Income Trust

26

### COVIDIEN LTD.

SECURITY	G2552X108	MEETING TYPE	Annual
TICKER SYMBOL	COV	MEETING DATE	18-Mar-2009
ISIN	BMG2552X1083	AGENDA	932993377 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Management
1B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Management
1C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Management
1D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Management
1E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Management
1F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Management
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Management
1H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Management
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management
1J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Management
1K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Management
02	APPROVE AMENDED AND RESTATED 2007 STOCK AND INCENTIVE PLAN	Management
03	APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION OF THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION	Management

### HSBC HOLDINGS PLC

SECURITY	404280406	MEETING TYPE	Annual
TICKER SYMBOL	HBC	MEETING DATE	19-Mar-2009
ISIN	US4042804066	AGENDA	933009967 - Management

ITEM	PROPOSAL	TYPE
-----		
01	TO INCREASE THE COMPANY'S AUTHORISED SHARE CAPITAL	Management
02	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management
S3	TO DISAPPLY PRE-EMPTION RIGHTS, WHERE NECESSARY, IN CONNECTION WITH THE RIGHTS ISSUE (SPECIAL RESOLUTION)	Management

### IBERDROLA S.A.

SECURITY	E6165F166	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	IBDSF.PK	MEETING DATE	20-Mar-2009
ISIN	ES0144580Y14	AGENDA	701819382 - Management

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

ITEM	PROPOSAL	TYPE
	PLEASE NOTE THAT SHAREHOLDERS WHO PARTICIPATE IN ANY FORM AT THE OGM, WHETHER-DIRECTLY, BY PROXY, OR BY LONG-DISTANCE VOTING, SHALL BE ENTITLED TO RECEIVE A-N ATTENDANCE PREMIUM [0.005 EUROS GROSS PER SHARE]. THANK YOU.	Non-Voting
1.	Examination and approval, if applicable, of the individual Annual Financial Statements of IBERDROLA, S.A. (Balance Sheet, Profit and Loss Statement, Statement of Changes in Shareholders Equity, Statement of Cash Flows, and Notes), and of the consolidated financial statements of IBERDROLA, S.A. and its subsidiaries (Balance Sheet, Profit and Loss Statement, Statement of Changes in Shareholders Equity, Statement of Cash Flows, and Notes) for the fiscal year ended on 31 DEC 2008.	Management
2.	Examination and approval, if applicable, of the proposal for the allocation of profits/losses and the distribution of dividends for the fiscal year ended on 31 DEC 2008	Management
3.	Examination and approval, if applicable, of the individual management report of IBERDROLA, S.A. and of the consolidated management report of IBERDROLA, S.A. and its subsidiaries for the fiscal year ended on 31 DEC 2008	Management
4.	Examination and approval, if applicable, of the management and actions of the Board of Directors during the fiscal year ended on 31 DEC 2008	Management
5.	Re-election of the Auditor of the Company and of its Consolidated Group for fiscal year 2009	Management
6.	Ratification of the interim appointment as Director of Ms. Samantha Barber to fill a vacancy, made after the holding of the last General Shareholders Meeting, with the status of external independent Director	Management
7.	Authorization to the Board of Directors, with the express power of delegation, for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, up to a maximum of 5% percent of the share capital, pursuant to applicable law, for which purpose the authorization granted by the shareholders at the General Shareholders Meeting of 17 APR 2008 is hereby deprived of effect to the extent of the unused amount	Management
8.	Delegation to the Board of Directors, with the express power of substitution, for a term of 5 years, of the power to issue: a) bonds or simple debentures and other fixed-income securities of a like nature (other than notes), as well as preferred stock, up to a maximum amount of 20 billion euros, and b) notes up to a maximum amount, independently of the foregoing, of 6 billion euros; and authorization for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries, for which purpose the delegation approved by the shareholders at the General Shareholders Meeting held on 17 APR 2008 is hereby deprived of effect to the extent of the unused amount	Management
9.	Delegation to the Board of Directors, with the express power of substitution, for a term of 5 years, of the power to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company or of other companies within or outside of its Group, and warrants on newly-issued shares or outstanding shares of the Company or of other Companies within or outside of its Group, up to a maximum limit of 5 billion euros. Establishment of the standards for determining the basis for and terms and conditions applicable to the conversion, exchange or exercise. Delegation to the Board of Directors, with the express power of substitution, of the powers required to establish the basis	Management

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

- for the terms and conditions applicable to the conversion, exchange or exercise, as well as, in the case of convertible debentures and bonds and warrants on newly-issued shares, of the power to increase share capital to the extent required to accommodate requests for the conversion of debentures or for the exercise of warr
- 10. Authorization to the Board of Directors, with the express power of delegation, to apply for the listing on and delisting from Spanish or foreign, official or unofficial, organized or other secondary markets of the shares, debentures, bonds, notes, preferred stock or any other securities issued or to be issued, and to adopt such resolutions as may be necessary to ensure the continued listing of the shares, debentures or other securities of the Company that may then be outstanding, for which purpose the authorization granted by the shareholders at the General Shareholders Meeting of 17 APR 2008 is hereby deprived of effect Management
  - 11. Authorization to the Board of Directors, with the express power of delegation, to create and fund Associations and Foundations, pursuant to applicable legal provisions, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 17 APR 2008 is hereby deprived of effect to the extent of the unused amount Management
  - 12. Amendment of the By-Laws: 12.1. Amendment of Articles 23, 28, 34, 36, 37, 38, 45, 46, 47 and 49 of Title II of the By-Laws. 12.2. Amendment of Articles 57 and 58 of Title IV of the By-Laws Management
  - 13. Amendment of the Regulations of the General Shareholders Meeting and approval, if applicable, of a newly-restated text of the Regulations of the General Shareholders' Meeting Management
  - 14. Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
27

IBERDROLA SA

SECURITY	450737101	MEETING TYPE	Annual
TICKER SYMBOL	IBDRY	MEETING DATE	20-Mar-2009
ISIN	US4507371015	AGENDA	933003559 - Management

ITEM	PROPOSAL	TYPE
-----		
01	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS OF IBERDROLA, S.A. (BALANCE SHEET, PROFIT AND LOSS STATEMENT, STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, STATEMENT OF CASH FLOWS, AND NOTES) AND OF THE CONSOLIDATED FINANCIAL STATEMENTS OF IBERDROLA, S.A. AND ITS SUBSIDIARIES	Management

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

	(BALANCE SHEET, PROFIT AND LOSS STATEMENT, STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, STATEMENT OF CASH FLOWS, AND NOTES) FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2008.	
02	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE PROPOSAL FOR THE ALLOCATION OF PROFITS/LOSSES AND THE DISTRIBUTION OF DIVIDENDS FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2008.	Management
03	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE INDIVIDUAL MANAGEMENT REPORT OF IBERDROLA, S.A. AND OF THE CONSOLIDATED MANAGEMENT REPORT OF IBERDROLA, S.A. AND ITS SUBSIDIARIES FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2008.	Management
04	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE MANAGEMENT AND ACTIONS OF THE BOARD OF DIRECTORS DURING THE FISCAL YEAR ENDED ON DECEMBER 31, 2008.	Management
05	RE-ELECTION OF THE AUDITOR OF THE COMPANY AND OF ITS CONSOLIDATED GROUP FOR FISCAL YEAR 2009.	Management
06	RATIFICATION OF THE INTERIM APPOINTMENT AS DIRECTOR OF MS. SAMANTHA BARBER TO FILL A VACANCY, AS AN EXTERNAL INDEPENDENT DIRECTOR, MADE AFTER THE HOLDING OF THE LAST GENERAL SHAREHOLDERS' MEETING.	Management
07	AUTHORIZATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF DELEGATION, FOR THE DERIVATIVE ACQUISITION OF THE COMPANY'S OWN SHARES BY THE COMPANY ITSELF AND/OR BY ITS SUBSIDIARIES, UP TO A MAXIMUM OF FIVE (5%) PERCENT OF THE SHARE CAPITAL, PURSUANT TO APPLICABLE LAW, FOR WHICH PURPOSE THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS' MEETING OF APRIL 17, 2008 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT.	Management
08	DELEGATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF SUBSTITUTION, FOR A TERM OF FIVE (5) YEARS, OF THE POWER TO ISSUE: A) BONDS OR SIMPLE DEBENTURES AND OTHER FIXED-INCOME SECURITIES OF A LIKE NATURE (OTHER THAN NOTES), AS WELL AS PREFERRED STOCK, UP TO A MAXIMUM AMOUNT OF TWENTY (20) BILLION EUROS, AND B) NOTES UP TO A MAXIMUM AMOUNT, INDEPENDENTLY OF THE FOREGOING, OF SIX (6) BILLION EUROS; AND AUTHORIZATION FOR THE COMPANY TO GUARANTEE, WITHIN THE LIMITS SET FORTH ABOVE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
09	DELEGATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF SUBSTITUTION, FOR A TERM OF FIVE (5) YEARS, OF THE POWER TO ISSUE DEBENTURES OR BONDS THAT ARE EXCHANGEABLE FOR AND/OR CONVERTIBLE INTO SHARES OF THE COMPANY OR OF OTHER COMPANIES WITHIN OR OUTSIDE OF ITS GROUP, AND WARRANTS ON NEWLY-ISSUED OR OUTSTANDING SHARES OF THE COMPANY OR OF OTHER COMPANIES WITHIN OR OUTSIDE OF ITS GROUP, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
10	AUTHORIZATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF DELEGATION, TO APPLY FOR THE LISTING ON AND DELISTING FROM SPANISH OR FOREIGN, OFFICIAL OR UNOFFICIAL, ORGANIZED OR OTHER SECONDARY MARKETS OF THE SHARES, DEBENTURES, BONDS, NOTES, PREFERRED STOCK OR ANY OTHER	Management

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

	SECURITIES ISSUED OR TO BE ISSUED, AND TO ADOPT SUCH RESOLUTIONS AS MAY BE NECESSARY TO ENSURE THE CONTINUED LISTING OF THE SHARES, DEBENTURES OR OTHER SECURITIES OF THE COMPANY THAT MAY THEN BE OUTSTANDING, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	
11	AUTHORIZATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF DELEGATION, TO CREATE AND FUND ASSOCIATIONS AND FOUNDATIONS, PURSUANT TO APPLICABLE LEGAL PROVISIONS, FOR WHICH PURPOSE THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS' MEETING OF APRIL 17, 2008 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT.	Management
12A	AMENDMENT OF THE BY-LAWS: AMENDMENT OF ARTICLES 23, 28, 34, 36, 37, 38, 45, 46, 47 AND 49 OF TITLE II OF THE BY-LAWS.	Management
12B	AMENDMENT OF THE BY-LAWS: AMENDMENT OF ARTICLES 57 AND 58 OF TITLE IV OF THE BY-LAWS.	Management
13	AMENDMENT OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING AND APPROVAL, IF APPLICABLE, OF A NEW RESTATED TEXT OF SUCH REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING.	Management
14	DELEGATION OF POWERS TO FORMALIZE AND EXECUTE ALL RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS' MEETING, FOR CONVERSION THEREOF INTO A PUBLIC INSTRUMENT, AND FOR THE INTERPRETATION, CORRECTION AND SUPPLEMENTATION THEREOF OR FURTHER ELABORATION THEREON UNTIL THE REQUIRED REGISTRATIONS ARE MADE.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

28

PORTUGAL TELECOM SGPS SA, LISBOA

SECURITY	X6769Q104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	PT	MEETING DATE	27-Mar-2009
ISIN	PTPTC0AM0009	AGENDA	701848559 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 540350 DUE TO CHANGE IN VO-TING STATUS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AN-D YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting
1.	Receive the Management report, balance sheet and accounts for the year 2008	Management
2.	Receive the consolidated Management report, balance sheet and accounts for the year 2008	Management

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

3.	Approve the application of profits and distribution of reserves	Management
4.	Approve the general appraisal of the Company's Management and Supervision	Management
5.	PLEASE NOTE THAT THIS IS A SHAREHOLDERS PROPOSAL: amend the number 1 of Article 18 of the Company's Articles of Association	Shareholder
6.	Elect the Members of the corporate bodies and of the compensation committee for the 2009-2011 term of office	Management
7.	Elect the Chartered Accountant, effective and alternate, for the 2009-2011 term of office	Management
8.	Amend the number 4 of Article 13 of the Company's Article of Association	Management
9.	Approve the acquisition and disposal of own shares	Management
10.	Approve, pursuant to number 4 of Article 8 of the Article of Association, on the parameters applicable in the event of any issuance of bonds convertible into shares that may be resolved upon by the Board of Directors	Management
11.	Approve the suppression of the pre-emptive right of shareholders in the subscription of any issuance of convertible bonds as referred to under Item 9 hereof as may be resolved upon by the Board of Directors	Management
12.	Approve to resolve the issuance of bonds and other securities, of whatever nature, by the Board of Directors, and notably on the fixing of the value of such securities in accordance with number 3 of Article 8 and Paragraph e) of number 1 of Article 15 of the Articles of Association	Management
13.	Approve to resolve on the acquisition and disposal of own bonds and other own securities	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

29

EDISON SPA, MILANO

SECURITY	T3552V114	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	EDIHF.PK	MEETING DATE	31-Mar-2009
ISIN	IT0003152417	AGENDA	701827404 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 01 APR 2009. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN V-ALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT Y-OUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED-. THANK YOU.	Non-Voting
1.	Appoint the Director	Management
2.	Approve the financial statement at 31 DEC 2008, any adjournment thereof and allocation of profits	Management

HELLENIC TELECOMMUNICATIONS ORGANIZATIONS OTE



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

SECURITY	X3258B102	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL	OTE.F	MEETING DATE	07-Apr-2009
ISIN	GRS260333000	AGENDA	701848410 - Management

ITEM	PROPOSAL	TYPE
-----		
1.	Amend the Articles of Incorporation as in force, by: (a) rephrasing of Articles 8 [Board of Directors], 9 [Election, Composition and Term of the Board of Directors], 10 [Incorporation and Operation of the Board of Directors] and 12 [Managing Director], by amending or completing the provisions in order to resolve specific interpretive issues and to achieve a better wording, (b) Amend Article 13 [Representation of the Company], deleting the provision regarding the oath, since the oath as a means of evidence, has been abolished, (c) Amend the Articles 16 [Convocation of the General Assembly of Shareholders] 17 [Notification - Daily Agenda of the General Assembly of the Shareholders of the Company] 18 [submission of documents for participation in the general assembly] 21 [Extraordinary Quorum and majority], 22 [Chairman - Secretary of the general assembly of the shareholders of the Company] 23 [minutes of the General Assembly of the shareholders of the Company], 24 [Exoneration of the Members of the Board of Dire	Management
2.	Appoint the Members of the Audit Committee, pursuant to the Article 37 of Law 3693/2008	Management
3.	Approve the acquisition of own shares by OTE S.A., pursuant to Article 16 of Company's Law 2190/1920	Management
4.	Approve the announcement of replacement of the resigned Members of the Board of Directors	Management

HELLENIC TELECOMMUNICATIONS ORGANIZATIONS OTE

SECURITY	X3258B102	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	07-Apr-2009
ISIN	GRS260333000	AGENDA	701848410 - Management

ITEM	PROPOSAL	TYPE
-----		
1.	Amend the Articles of Incorporation as in force, by: (a) rephrasing of Articles 8 [Board of Directors], 9 [Election, Composition and Term of the Board of Directors], 10 [Incorporation and Operation of the Board of Directors] and 12 [Managing Director], by amending or completing the provisions in order to resolve specific interpretive issues and to achieve a better wording, (b) Amend Article 13 [Representation of the Company], deleting the provision regarding the oath, since the oath as a means of evidence, has been abolished, (c) Amend the Articles 16 [Convocation of the General Assembly of Shareholders] 17 [Notification - Daily Agenda of the General Assembly of the Shareholders of the Company] 18 [submission of documents for participation in the general assembly] 21 [Extraordinary Quorum and majority], 22 [Chairman - Secretary of the general assembly of the	Management

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

- shareholders of the Company] 23 [minutes of the General Assembly of the shareholders of the Company], 24 [Exoneration of the Members of the Board of Dire
- |    |  |            |
|----|--|------------|
| 2. | Appoint the Members of the Audit Committee, pursuant to the Article 37 of Law 3693/2008              | Management |
| 3. | Approve the acquisition of own shares by OTE S.A., pursuant to Article 16 of Company's Law 2190/1920 | Management |
| 4. | Approve the announcement of replacement of the resigned Members of the Board of Directors            | Management |

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
30

HELLENIC TELECOMMUNICATIONS ORG. S.A.

SECURITY	423325307	MEETING TYPE	Special
TICKER SYMBOL	OTE	MEETING DATE	07-Apr-2009
ISIN	US4233253073	AGENDA	933030695 - Management

ITEM	PROPOSAL	TYPE
-----		
01	AMENDMENT OF THE ARTICLES OF INCORPORATION AS IN FORCE, BY: (A) REPHRASING OF ARTICLES 8, 9, 10 AND 12; (B) AMENDMENT OF ARTICLE 13; (C) AMENDMENT OF THE ARTICLES 16, 17, 18, 21, 22, 23, 24, 25, 31, 32; (D) DELETION OF ARTICLE 19; (E) RE-NUMBERING OF ARTICLES 20 TO 33.	Management
02	APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE, PURSUANT TO ARTICLE 37 OF LAW 3693/2008.	Management
03	APPROVAL OF ACQUISITION OF OWN SHARES BY OTE S.A., PURSUANT TO ARTICLE 16 OF C.L. 2190/1920.	Management

PARMALAT S P A

SECURITY	T7S73M107	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	PLATF.PK	MEETING DATE	08-Apr-2009
ISIN	IT0003826473	AGENDA	701838863 - Management

ITEM	PROPOSAL	TYPE
-----		
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 09 APR 2009. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN V-ALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT Y-OUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED-. THANK YOU.	Non-Voting
1.	Approve the financial statements at 31 DEC 2008, Board of Directors report and allocation of profits, Board of Auditors report,	Management

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

- any adjournment thereof
2. Approve to increase of Audit Firm compensation, any adjournment thereof Management

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

SECURITY	B10414116	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	BGAOF.PK	MEETING DATE	08-Apr-2009
ISIN	BE0003810273	AGENDA	701852356 - Management

ITEM	PROPOSAL	TYPE
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED-. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED	Non-Voting
1.	Receive the report of the Board of Directors regarding the annual accounts	Non-Voting
2.	Receive the Auditors reports regarding annual and consolidated accounts	Non-Voting
3.	Receive the examination of the information provided by the Joint Committee	Non-Voting
4.	Receive the examination of consolidated annual accounts	Non-Voting
5.	Approve the financial statements and allocation of income and dividend of EUR 2.18	Management
6.	Grant discharge to the Directors	Management
7.	Grant special discharge of Mr. Maurice Lippens from Directorship, resigned on 03 OCT 2009	Management
8.	Grant discharge to the Board of Auditors	Management
9.	Elect Mr. Jozef Cornu as a Director and approve the remuneration	Management
10.	Appoint Ernst & Young as the Auditor and authorize the Board to fix their remuneration	Management
11.	Appoint Mr. Romain Lesage as a Member of the College of the Auditors	Management
12.	Miscellaneous	Non-Voting

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

31

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

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

SECURITY	B10414116	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL	BGAOF.PK	MEETING DATE	08-Apr-2009
ISIN	BE0003810273	AGENDA	701852368 - Management

ITEM	PROPOSAL	TYPE
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED-. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED	Non-Voting
1.	Approve the Board of Directors to increase the share capital	Management
2.	Approve the capital increase by means of contribution in kind	Management
3.	Authorize the Board of Directors to acquire the Company's own shares	Management
4.	Approve the appointment and dismissal of the Members of the Management Committee	Management
5.	Approve to delete Article 50 of the Articles of Association regarding the distribution to Employees of profits for the 2003 financial year	Management
6.	Approve to delete Article 52 of the Articles of Association regarding the transitional mandatory nomination rights	Management
7.	Grant powers	Management

### PARMALAT SPA, COLLECCHIO

SECURITY	70175R102	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	PLATF.PK	MEETING DATE	08-Apr-2009
ISIN	US70175R1023	AGENDA	701858625 - Management

ITEM	PROPOSAL	TYPE
	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR "AGAINST" ONLY-FOR RESOLUTIONS 1 AND 2. THANK YOU.	Non-Voting
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 09 APR 2009. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN V-ALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting
1.	Approve the balance sheet, income statement and accompanying notes at 31 DEC 2008, together with the report on operations for the same year with the relevant proposal of distribution of profits,	Management

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

review of the report of the Statutory Auditors, consequent resolutions

- |    |  |            |
|----|--|------------|
| 2. | Approve to increase of the compensation to the Independent Auditors' Firm, consequent resolution | Management |
|----|--|------------|

### T. ROWE PRICE GROUP, INC.

SECURITY	74144T108	MEETING TYPE	Annual
TICKER SYMBOL	TROW	MEETING DATE	08-Apr-2009
ISIN	US74144T1088	AGENDA	933001961 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
1A	ELECTION OF DIRECTOR: EDWARD C. BERNARD	Management
1B	ELECTION OF DIRECTOR: JAMES T. BRADY	Management
1C	ELECTION OF DIRECTOR: J. ALFRED BROADDUS, JR.	Management
1D	ELECTION OF DIRECTOR: DONALD B. HEBB, JR.	Management
1E	ELECTION OF DIRECTOR: JAMES A.C. KENNEDY	Management
1F	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Management
1G	ELECTION OF DIRECTOR: DR. ALFRED SOMMER	Management
1H	ELECTION OF DIRECTOR: DWIGHT S. TAYLOR	Management
1I	ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE	Management
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

### WADDELL & REED FINANCIAL, INC.

SECURITY	930059100	MEETING TYPE	Annual
TICKER SYMBOL	WDR	MEETING DATE	08-Apr-2009
ISIN	US9300591008	AGENDA	933005022 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	DIRECTOR 1 DENNIS E. LOGUE 2 RONALD C. REIMER	Management
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2009.	Management
03	STOCKHOLDER PROPOSAL TO REQUIRE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

32

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

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

SECURITY	806857108	MEETING TYPE	Annual
TICKER SYMBOL	SLB	MEETING DATE	08-Apr-2009
ISIN	AN8068571086	AGENDA	933013865 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 P. CAMUS 2 J.S. GORELICK 3 A. GOULD 4 T. ISAAC 5 N. KUDRYAVTSEV 6 A. LAJOUS 7 M.E. MARKS 8 L.R. REIF 9 T.I. SANDVOLD 10 H. SEYDOUX 11 L.G. STUNTZ	Management
02	PROPOSAL TO ADOPT AND APPROVE OF FINANCIALS AND DIVIDENDS.	Management
03	PROPOSAL REGARDING A STOCKHOLDER ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Shareholder
04	PROPOSAL TO APPROVE OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

### PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY	71654V408	MEETING TYPE	Annual
TICKER SYMBOL	PBR	MEETING DATE	08-Apr-2009
ISIN	US71654V4086	AGENDA	933032497 - Management

ITEM	PROPOSAL	TYPE
I	MANAGEMENT REPORT, FINANCIAL STATEMENTS AND AUDIT COMMITTEE'S OPINION FOR THE FISCAL YEAR 2008	Management
II	CAPITAL EXPENDITURE BUDGET FOR THE FISCAL YEAR 2009	Management
III	DISTRIBUTION OF RESULTS FOR THE FISCAL YEAR 2008	Management
IV	ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS	Management
V	ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS	Management
VI	ELECTION OF MEMBERS OF THE AUDIT BOARD AND THEIR RESPECTIVE SUBSTITUTES	Management
VII	ESTABLISHMENT OF THE COMPENSATION OF MANAGEMENT AND EFFECTIVE MEMBERS OF THE AUDIT COMMITTEE, AS WELL AS THEIR PARTICIPATION IN THE PROFITS PURSUANT TO ARTICLES 41 AND 56 OF THE COMPANY'S BYLAWS	Management

### VALLEY NATIONAL BANCORP

SECURITY	919794107	MEETING TYPE	Annual
----------	-----------	--------------	--------

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

TICKER SYMBOL	VLY	MEETING DATE	14-Apr-2009
ISIN	US9197941076	AGENDA	933008395 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 ANDREW B. ABRAMSON 2 PAMELA R. BRONANDER 3 ERIC P. EDELSTEIN 4 M.J. STEELE GUILFOILE 5 GRAHAM O. JONES 6 WALTER H. JONES, III 7 GERALD KORDE 8 MICHAEL L. LARUSSO 9 MARC J. LENNER 10 GERALD H. LIPKIN 11 ROBINSON MARKEL 12 RICHARD S. MILLER 13 BARNETT RUKIN 14 SURESH L. SANI 15 ROBERT SOLDOVERI	Management
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS VALLEY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009	Management
03	TO VOTE FOR THE APPROVAL OF VALLEY'S 2009 LONG- TERM STOCK INCENTIVE PLAN	Management
04	TO APPROVE, ON A NON-BINDING BASIS, THE COMPENSATION OF VALLEY'S NAMED EXECUTIVE OFFICERS AS DETERMINED BY THE COMPENSATION AND HUMAN RESOURCES COMMITTEE	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

33

COPART, INC.

SECURITY	217204106	MEETING TYPE	Special
TICKER SYMBOL	CPRT	MEETING DATE	14-Apr-2009
ISIN	US2172041061	AGENDA	933013168 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE THE GRANT OF AN OPTION TO ACQUIRE 2,000,000 SHARES OF COMMON STOCK TO EACH OF WILLIS J. JOHNSON, OUR CHAIRMAN AND CHIEF EXECUTIVE OFFICER, AND A. JAYSON ADAIR, OUR PRESIDENT, SUCH GRANTS TO BE MADE IN LIEU OF ANY CASH SALARY OR BONUS COMPENSATION IN EXCESS OF \$1.00 PER YEAR OR GRANT OF ANY ADDITIONAL EQUITY INCENTIVES FOR A	Management

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

FIVE-YEAR PERIOD.

BANK OF NEW YORK MELLON CORP.

SECURITY	064058100	MEETING TYPE	Annual
TICKER SYMBOL	BK	MEETING DATE	14-Apr-2009
ISIN	US0640581007	AGENDA	933014805 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 RUTH E. BRUCH 2 NICHOLAS M. DONOFRIO 3 GERALD L. HASSELL 4 EDMUND F. KELLY 5 ROBERT P. KELLY 6 RICHARD J. KOGAN 7 MICHAEL J. KOWALSKI 8 JOHN A. LUKE, JR. 9 ROBERT MEHRABIAN 10 MARK A. NORDENBERG 11 CATHERINE A. REIN 12 WILLIAM C. RICHARDSON 13 SAMUEL C. SCOTT III 14 JOHN P. SURMA 15 WESLEY W. VON SCHACK	Management
02	PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING) RESOLUTION RELATING TO 2008 EXECUTIVE COMPENSATION.	Management
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT.	Management
04	STOCKHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shareholder
05	STOCKHOLDER PROPOSAL REQUESTING A 75% RETENTION POLICY FOR SHARES ACQUIRED THROUGH COMPENSATION PLANS.	Shareholder

NOVA CHEMICALS CORPORATION

SECURITY	66977W109	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	NCX	MEETING DATE	14-Apr-2009
ISIN	CA66977W1095	AGENDA	933016811 - Management

ITEM	PROPOSAL	TYPE
01	THE ARRANGEMENT RESOLUTION IN THE FORM ANNEXED AS APPENDIX "A" TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR OF NOVA CHEMICALS DATED MARCH 13, 2009 (THE "PROXY CIRCULAR") TO APPROVE AN ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING, AMONG OTHER THINGS, THE ACQUISITION, DIRECTLY OR	Management



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

INDIRECTLY, BY INTERNATIONAL PETROLEUM INVESTMENT COMPANY OF ALL OF THE ISSUED AND OUTSTANDING COMMON SHARES FOR US\$6.00 IN CASH FOR EACH COMMON SHARE.

02	DIRECTOR	Management
	1 J.A. BLUMBERG	
	2 F.P. BOER	
	3 J. BOUGIE	
	4 L. BRLAS	
	5 J.V. CREIGHTON	
	6 R.E. DINEEN, JR.	
	7 C.W. FISCHER	
	8 K.L. HAWKINS	
	9 A.M. LUDWICK	
	10 C.D. PAPPAS	
	11 J.M. STANFORD	
03	APPOINTMENT OF ERNST & YOUNG LLP AS THE AUDITORS OF NOVA CHEMICALS.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
34

KAMAN CORPORATION

SECURITY	483548103	MEETING TYPE	Annual
TICKER SYMBOL	KAMN	MEETING DATE	15-Apr-2009
ISIN	US4835481031	AGENDA	933002521 - Management

ITEM	PROPOSAL	TYPE
-----		
1	DIRECTOR	Management
	1 E. REEVES CALLAWAY III	
	2 KAREN M. GARRISON	
	3 A. WILLIAM HIGGINS	
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE ENSUING YEAR.	Management

RIO TINTO PLC

SECURITY	767204100	MEETING TYPE	Annual
TICKER SYMBOL	RTP	MEETING DATE	15-Apr-2009
ISIN	US7672041008	AGENDA	933011695 - Management

ITEM	PROPOSAL	TYPE
-----		
01	TO RECEIVE THE FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS FOR THE	Management

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

	YEAR ENDED 31 DECEMBER 2008	
02	APPROVAL OF THE REMUNERATION REPORT	Management
03	TO ELECT JAN DU PLESSIS AS A DIRECTOR	Management
04	TO RE-ELECT SIR DAVID CLEMENTI AS A DIRECTOR	Management
05	TO RE-ELECT SIR ROD EDDINGTON AS A DIRECTOR	Management
06	TO RE-ELECT ANDREW GOULD AS A DIRECTOR	Management
07	TO RE-ELECT DAVID MAYHEW AS A DIRECTOR	Management
08	RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS AND TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE THEIR REMUNERATION	Management
09	NON EXECUTIVE DIRECTORS' FEES	Management
10	TO INCREASE THE AUTHORISED SHARE CAPITAL AND AUTHORITY TO ALLOT RELEVANT SECURITIES UNDER SECTION 80 OF THE COMPANIES ACT 1985	Management
11	AUTHORITY TO ALLOT RELEVANT SECURITIES FOR CASH UNDER SECTION 89 OF THE COMPANIES ACT 1985	Management
12	NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS	Management
13	AUTHORITY TO PAY SCRIP DIVIDENDS	Management
14	ADOPTION AND AMENDMENT OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY	Management

### BP P.L.C.

SECURITY	055622104	MEETING TYPE	Annual
TICKER SYMBOL	BP	MEETING DATE	16-Apr-2009
ISIN	US0556221044	AGENDA	933008888 - Management

ITEM	PROPOSAL	TYPE
-----		
01	TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS	Management
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT	Management
03	DIRECTOR	Management
	1 MR A BURGMANS	
	2 MRS C B CARROLL	
	3 SIR WILLIAM CASTELL	
	4 MR I C CONN	
	5 MR G DAVID	
	6 MR E B DAVIS, JR	
	7 MR R DUDLEY	
	8 MR D J FLINT	
	9 DR B E GROTE	
	10 DR A B HAYWARD	
	11 MR A G INGLIS	
	12 DR D S JULIUS	
	13 SIR TOM MCKILLOP	
	14 SIR IAN PROSSER	
	15 MR P D SUTHERLAND	
18	TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION	Management
S19	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY	Management
20	TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT	Management
S21	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-	Management

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

S22 EMPTION RIGHTS  
 SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF Management  
 GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL  
 MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS

ProxyEdge  
 Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 35

GENUINE PARTS COMPANY

SECURITY 372460105 MEETING TYPE Annual  
 TICKER SYMBOL GPC MEETING DATE 20-Apr-2009  
 ISIN US3724601055 AGENDA 933004981 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 DR. MARY B. BULLOCK	
	2 JEAN DOUVILLE	
	3 THOMAS C. GALLAGHER	
	4 GEORGE C. "JACK" GUYNN	
	5 JOHN D. JOHNS	
	6 MICHAEL M.E. JOHNS, MD	
	7 J. HICKS LANIER	
	8 WENDY B. NEEDHAM	
	9 JERRY W. NIX	
	10 LARRY L. PRINCE	
	11 GARY W. ROLLINS	
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management

ELI LILLY AND COMPANY

SECURITY 532457108 MEETING TYPE Annual  
 TICKER SYMBOL LLY MEETING DATE 20-Apr-2009  
 ISIN US5324571083 AGENDA 933007367 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 M.S. FELDSTEIN	
	2 J.E. FYRWALD	
	3 E.R. MARRAM	
	4 D.R. OBERHELMAN	
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF THE DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR	Management

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

2009		
03	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS	Management
04	REAPPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR THE ELI LILLY AND COMPANY BONUS PLAN	Management
05	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE BOARD ELIMINATE ALL SUPERMAJORITY VOTING PROVISIONS FROM THE COMPANY'S ARTICLES OF INCORPORATION AND BYLAWS	Shareholder
06	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE COMPANY AMEND ITS ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE COMPANY'S BYLAWS BY MAJORITY VOTE	Shareholder
07	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE BOARD OF DIRECTORS ADOPT A POLICY OF ASKING SHAREHOLDERS TO RATIFY THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AT THE ANNUAL MEETING OF SHAREHOLDERS	Shareholder

NEWALLIANCE BANCSHARES, INC.

SECURITY	650203102	MEETING TYPE	Annual
TICKER SYMBOL	NAL	MEETING DATE	20-Apr-2009
ISIN	US6502031023	AGENDA	933010287 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 ROBERT J. LYONS, JR. 2 ERIC A. MARZIALI 3 JULIA M. MCNAMARA 4 PEYTON R. PATTERSON 5 GERALD B. ROSENBERG	Management
02	TO RATIFY THE APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS, LLP AS INDEPENDENT AUDITORS (PROPOSAL 2).	Management
03	TO PROXIES ARE AUTHORIZED TO VOTE UPON ANY OTHER BUSINESS THAT PROPERLY COMES BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENTS OF THE MEETING, IN ACCORDANCE WITH THE DETERMINATION OF A MAJORITY OF THE BOARD OF DIRECTORS.	Management

DISCOVER FINANCIAL SERVICES

SECURITY	254709108	MEETING TYPE	Annual
TICKER SYMBOL	DFS	MEETING DATE	21-Apr-2009
ISIN	US2547091080	AGENDA	933004373 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1A	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Management

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

1B	ELECTION OF DIRECTOR: MARY K. BUSH	Management
1C	ELECTION OF DIRECTOR: GREGORY C. CASE	Management
1D	ELECTION OF DIRECTOR: ROBERT M. DEVLIN	Management
1E	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Management
1F	ELECTION OF DIRECTOR: RICHARD H. LENNY	Management
1G	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Management
1H	ELECTION OF DIRECTOR: MICHAEL M. MOSKOW	Management
1I	ELECTION OF DIRECTOR: DAVID W. NELMS	Management
1J	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Management
1K	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Management
02	APPROVE THE DISCOVER FINANCIAL SERVICES AMENDED AND RESTATED 2007 OMNIBUS INCENTIVE PLAN.	Management
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

36

### GOODRICH CORPORATION

SECURITY	382388106	MEETING TYPE	Annual
TICKER SYMBOL	GR	MEETING DATE	21-Apr-2009
ISIN	US3823881061	AGENDA	933008509 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 DIANE C. CREEL 2 GEORGE A. DAVIDSON, JR. 3 HARRIS E. DELOACH, JR. 4 JAMES W. GRIFFITH 5 WILLIAM R. HOLLAND 6 JOHN P. JUMPER 7 MARSHALL O. LARSEN 8 LLOYD W. NEWTON 9 DOUGLAS E. OLESEN 10 ALFRED M. RANKIN, JR. 11 A. THOMAS YOUNG	Management
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2009.	Management
03	SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION FOR MAJORITY ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS.	Shareholder

### M&T BANK CORPORATION

SECURITY	55261F104	MEETING TYPE	Annual
TICKER SYMBOL	MTB	MEETING DATE	21-Apr-2009
ISIN	US55261F1049	AGENDA	933008686 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 BRENT D. BAIRD	
	2 ROBERT J. BENNETT	
	3 C. ANGELA BONTEMPO	
	4 ROBERT T. BRADY	
	5 MICHAEL D. BUCKLEY	
	6 T.J. CUNNINGHAM III	
	7 MARK J. CZARNECKI	
	8 COLM E. DOHERTY	
	9 PATRICK W.E. HODGSON	
	10 RICHARD G. KING	
	11 JORGE G. PEREIRA	
	12 MICHAEL P. PINTO	
	13 MELINDA R. RICH	
	14 ROBERT E. SADLER, JR.	
	15 EUGENE J. SHEEHY	
	16 HERBERT L. WASHINGTON	
	17 ROBERT G. WILMERS	
02	TO APPROVE THE M&T BANK CORPORATION 2009 EQUITY INCENTIVE COMPENSATION PLAN.	Management
03	TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.	Management
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2009.	Management

PUBLIC SERVICE ENTERPRISE GROUP INC.

SECURITY	744573106	MEETING TYPE	Annual
TICKER SYMBOL	PEG	MEETING DATE	21-Apr-2009
ISIN	US7445731067	AGENDA	933012433 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 ALBERT R. GAMPER, JR.	
	2 CONRAD K. HARPER	
	3 SHIRLEY ANN JACKSON	
	4 DAVID LILLEY	
	5 THOMAS A. RENYI	
	6 HAK CHEOL SHIN	
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2009.	Management

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

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
37

CITIGROUP INC.

SECURITY	172967101	MEETING TYPE	Annual
TICKER SYMBOL	C	MEETING DATE	21-Apr-2009
ISIN	US1729671016	AGENDA	933017495 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: C. MICHAEL ARMSTRONG	Management
1B	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Management
1C	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Management
1D	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Management
1E	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Management
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Management
1G	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Management
1H	ELECTION OF DIRECTOR: VIKRAM S. PANDIT	Management
1I	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Management
1J	ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI	Management
1K	ELECTION OF DIRECTOR: JUDITH RODIN	Management
1L	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management
1M	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Management
1N	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Management
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	PROPOSAL TO APPROVE THE CITIGROUP 2009 STOCK INCENTIVE PLAN.	Management
04	PROPOSAL TO APPROVE CITI'S 2008 EXECUTIVE COMPENSATION	Management
05	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.	Shareholder
06	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder
07	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PREDATORY CREDIT CARD PRACTICES.	Shareholder
08	STOCKHOLDER PROPOSAL REQUESTING THAT TWO CANDIDATES BE NOMINATED FOR EACH BOARD POSITION.	Shareholder
09	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON THE CARBON PRINCIPLES.	Shareholder
10	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVE OFFICERS RETAIN 75% OF THE SHARES ACQUIRED THROUGH COMPENSATION PLANS FOR TWO YEARS FOLLOWING TERMINATION OF EMPLOYMENT.	Shareholder
11	STOCKHOLDER PROPOSAL REQUESTING ADDITIONAL DISCLOSURE REGARDING CITI'S COMPENSATION CONSULTANTS.	Shareholder
12	STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 10% OR ABOVE HAVE THE RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS.	Shareholder
13	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shareholder

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

HUDSON CITY BANCORP, INC.

SECURITY	443683107	MEETING TYPE	Annual
TICKER SYMBOL	HCBK	MEETING DATE	21-Apr-2009
ISIN	US4436831071	AGENDA	933019906 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 DENIS J. SALAMONE	
	2 MICHAEL W. AZZARA	
	3 VICTORIA H. BRUNI	
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management

GENERAL ELECTRIC COMPANY

SECURITY	369604103	MEETING TYPE	Annual
TICKER SYMBOL	GE	MEETING DATE	22-Apr-2009
ISIN	US3696041033	AGENDA	933003713 - Management

ITEM	PROPOSAL	TYPE
-----		
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management
A2	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Management
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Management
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Management
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Management
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Management
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Management
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Management
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Management
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Management
A12	ELECTION OF DIRECTOR: SAM NUNN	Management
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Management
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Management
A15	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Management
B	RATIFICATION OF KPMG	Management
C1	CUMULATIVE VOTING	Shareholder
C2	EXECUTIVE COMPENSATION ADVISORY VOTE	Shareholder
C3	INDEPENDENT STUDY REGARDING BREAKING UP GE	Shareholder
C4	DIVIDEND POLICY	Shareholder
C5	SHAREHOLDER VOTE ON GOLDEN PARACHUTES	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

38



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

### THE COCA-COLA COMPANY

SECURITY	191216100	MEETING TYPE	Annual
TICKER SYMBOL	KO	MEETING DATE	22-Apr-2009
ISIN	US1912161007	AGENDA	933005856 - Management

ITEM	PROPOSAL	TYPE
-----		
01	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Management
02	ELECTION OF DIRECTOR: RONALD W. ALLEN	Management
03	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Management
04	ELECTION OF DIRECTOR: BARRY DILLER	Management
05	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Management
06	ELECTION OF DIRECTOR: MUHTAR KENT	Management
07	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Management
08	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Management
09	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Management
10	ELECTION OF DIRECTOR: SAM NUNN	Management
11	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Management
12	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Management
13	ELECTION OF DIRECTOR: JACOB WALLEMBERG	Management
14	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Management
15	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Management
16	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder
17	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shareholder
18	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shareholder
19	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shareholder

### WILLIS GROUP HOLDINGS LIMITED

SECURITY	G96655108	MEETING TYPE	Annual
TICKER SYMBOL	WSH	MEETING DATE	22-Apr-2009
ISIN	BMG966551084	AGENDA	933007963 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: WILLIAM W. BRADLEY	Management
1B	ELECTION OF DIRECTOR: JOSEPH A. CALIFANO JR.	Management
1C	ELECTION OF DIRECTOR: ANNA C. CATALANO	Management
1D	ELECTION OF DIRECTOR: SIR ROY GARDNER	Management
1E	ELECTION OF DIRECTOR: SIR JEREMY HANLEY	Management
1F	ELECTION OF DIRECTOR: ROBYN S. KRAVIT	Management
1G	ELECTION OF DIRECTOR: JEFFREY B. LANE	Management
1H	ELECTION OF DIRECTOR: WENDY E. LANE	Management
1I	ELECTION OF DIRECTOR: JAMES F. MCCANN	Management
1J	ELECTION OF DIRECTOR: JOSEPH J. PLUMERI	Management

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

1K 2	ELECTION OF DIRECTOR: DOUGLAS B. ROBERTS. TO REAPPOINT DELOITTE LLP AS THE COMPANY'S INDEPENDENT AUDITOR UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO FIX THE INDEPENDENT AUDITORS' REMUNERATION.	Management Management
---------	--	--------------------------

TEXTRON INC.

SECURITY	883203101	MEETING TYPE	Annual
TICKER SYMBOL	TXT	MEETING DATE	22-Apr-2009
ISIN	US8832031012	AGENDA	933010237 - Management

ITEM	PROPOSAL	TYPE
-----		
01	ELECTION OF DIRECTOR: LEWIS B. CAMPBELL	Management
02	ELECTION OF DIRECTOR: LAWRENCE K. FISH	Management
03	ELECTION OF DIRECTOR: JOE T. FORD	Management
04	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
39

TECK COMINCO LIMITED

SECURITY	878742204	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	TCK	MEETING DATE	22-Apr-2009
ISIN	CA8787422044	AGENDA	933013120 - Management

ITEM	PROPOSAL	TYPE
-----		
01	TO ELECT AS DIRECTORS ALL NOMINEES NAMED IN THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR.	Management
02	TO APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS AND TO AUTHORIZE THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION.	Management
03	TO APPROVE A SPECIAL RESOLUTION AUTHORIZING AN AMENDMENT TO THE ARTICLES OF THE CORPORATION (I) TO DELETE IN THEIR ENTIRETY THE AUTHORIZED BUT UNISSUED PREFERRED SHARES SERIES 1 AND THE AUTHORIZED BUT UNISSUED PREFERRED SHARES SERIES 2, AND (II) TO CHANGE THE CORPORATION'S NAME TO TECK RESOURCES LIMITED/ RESSOURCES TECK LIMITEE.	Management

WILMINGTON TRUST CORPORATION

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

SECURITY	971807102	MEETING TYPE	Annual
TICKER SYMBOL	WL	MEETING DATE	22-Apr-2009
ISIN	US9718071023	AGENDA	933017368 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 TED T. CECALA	
	2 THOMAS L. DU PONT	
	3 DONALD E. FOLEY	
02	APPROVAL OF 2009 EXECUTIVE INCENTIVE PLAN	Management
03	APPROVAL OF 2009 LONG-TERM INCENTIVE PLAN	Management
04	APPROVAL OF EXECUTIVE COMPENSATION	Management

ENERGEN CORPORATION

SECURITY	29265N108	MEETING TYPE	Annual
TICKER SYMBOL	EGN	MEETING DATE	22-Apr-2009
ISIN	US29265N1081	AGENDA	933022927 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 JUDY M. MERRITT	
	2 STEPHEN A. SNIDER	
	3 GARY C. YOUNGBLOOD	
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
40

GROUPE DANONE, PARIS

SECURITY	F12033134	MEETING TYPE	MIX
TICKER SYMBOL	GPDNF.PK	MEETING DATE	23-Apr-2009
ISIN	FR0000120644	AGENDA	701837823 - Management

ITEM	PROPOSAL	TYPE
	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,	Non-Voting

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

account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative

	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting
O.1	Approve the financial statements and statutory reports	Management
O.2	Approve the consolidated financial statements and statutory reports	Management
O.3	Approve the allocation of income and dividends of EUR 1.20 per share	Management
O.4	Approve the stock dividend program	Management
O.5	Receive the Auditors' special report regarding related-party transactions	Management
O.6	Reelect Mr. Richard Goblet D'Alviella as a Director	Management
O.7	Re-elect Mr. Christian Laubie as a Director	Management
O.8	Re-elect Mr. Jean Laurent as a Director	Management
O.9	Re-elect Mr. Hakan Mogren as a Director	Management
O.10	Re-elect Mr. Benoit Potier as a Director	Management
O.11	Elect MR. Guylaine Saucier as a Director	Management
O.12	Approve the remuneration of the Directors in the aggregate amount of EUR 600,000	Management
O.13	Grant authority for the repurchase of up to 10% of issued share capital	Management
O.14	Approve the creation of the Danone Eco-Systeme Fund	Management
E.15	Approve to change the Company name to Danone	Management
E.16	Amend the Article 7 of Bylaws regarding: authorize the share capital increase	Management
E.17	Amend the Articles 10 of Association Regarding: shareholders identification	Management
E.18	Amend the Article 18 of Bylaws regarding: attendance to Board meetings through videoconference and telecommunication	Management
E.19	Amend the Article 22 of Bylaws regarding: Record Date	Management
E.20	Amend the Article 26 of Bylaws regarding: electronic voting	Management
E.21	Amend the Article 27 of Bylaws regarding: authorize the Board for the issuance of bonds	Management
E.22	Amend the Articles 27 and 28 of Association regarding: quorum requirements for ordinary and extraordinary general meetings	Management
E.23	Grant authority for the issuance of equity or equity-linked securities with preemptive rights up to aggregate nominal amount of EUR 45 million	Management
E.24	Grant authority for the issuance of equity or equity-linked securities without preemptive rights up to aggregate nominal amount of EUR 30 Million	Management
E.25	Authorize the Board to increase capital in the event of additional demand related to delegations submitted to shareholder vote above	Management
E.26	Grant authority for the capital increase of up to EUR 25 million for future exchange offers	Management
E.27	Grant authority for the capital increase of up to 10 % of issued capital for future acquisitions	Management
E.28	Grant authority for the capitalization of reserves of up to EUR 33 million for bonus issue or increase in par value	Management
E.29	Approve the Employee Stock Purchase Plan	Management
E.30	Grant authority up to 6 million shares for use in stock option plan	Management
E.31	Grant authority up to 2 million shares for use in restricted stock plan	Management

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

E.32	Approve the reduction in share capital via cancellation of repurchased shares	Management
E.33	Grant authority for the filing of required documents/other formalities	Management

BOUYGUES, PARIS

SECURITY	F11487125	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	EN.PA	MEETING DATE	23-Apr-2009
ISIN	FR0000120503	AGENDA	701838457 - Management

ITEM	PROPOSAL	TYPE
-----		
	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU.	Non-Voting
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting
0.1	Approve the financial statements and statutory reports	Management
0.2	Approve the accept consolidated financial statements and statutory reports	Management
0.3	Approve the allocation of income and dividends of EUR 1.60 per share	Management
0.4	Receive the Auditors special report regarding related party transactions	Management
0.5	Re-elect Mr. Martin Bouygues as a Director	Management
0.6	Re-elect Mr. Francis Bouygues as a Director	Management
0.7	Re-elect Mr. Pierre Barberis as a Director	Management
0.8	Re-elect Mr. Francois Bertiere as a Director	Management
0.9	Re-elect Mr. Georges Chodron De Courcel as a Director	Management
0.10	Re-appoint Ernst and Young audit as the Auditor	Management
0.11	Appoint Auditex as the Alternate Auditor	Management
0.12	Grant authority for the repurchase of up to 10% of issued share capital	Management
E.13	Approve the reduction in share capital via cancellation of repurchased shares	Management
E.14	Grant authority for the issuance of equity or equity linked securities with preemptive rights up to aggregate nominal amount of EUR 150 million	Management
E.15	Grant authority for the capitalization of reserves of up to EUR 4 billion for bond issue or increase in par value	Management
E.16	Grant authority for the issuance of equity or equity-linked securities without preemptive rights up to aggregate nominal amount of EUR 150 million	Management
E.17	Authorize the Board to increase capital in the event of additional demand related to delegation submitted to shareholders vote under items 14 and 16	Management

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

E.18	Authorize the Board to set issue price for 10% of issued capital per year pursuant to issue authority without preemptive rights	Management
E.19	Grant authority for the capital increase up to 10% of issued capital for future acquisitions	Management
E.20	Grant authority for the capital increase up to aggregate nominal amount of EUR 150 million for future exchange offers	Management
E.21	Approve the employee Stock Purchase Plan	Management
E.22	Grant authority for the issuance of equity upon conversion of a subsidiary equity-linked securities up to EUR 150 million	Management
E.23	Approve the issuance of securities convertible into debt up to an aggregate amount of EUR 5 billion	Management
E.24	Authorize the Board to issue free warrants with preemptive rights during a public tender offer	Management
E.25	Approve to allow the Board to use all outstanding capital authorizations in the event of a public tender	Management
E.26	Grant authority for filing of required documents/other formalities	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

41

### THE EMPIRE DISTRICT ELECTRIC COMPANY

SECURITY	291641108	MEETING TYPE	Annual
TICKER SYMBOL	EDE	MEETING DATE	23-Apr-2009
ISIN	US2916411083	AGENDA	933003434 - Management

ITEM	PROPOSAL	TYPE
-----		
1	DIRECTOR 1 D. RANDY LANEY 2 BONNIE C. LIND 3 B. THOMAS MUELLER 4 PAUL R. PORTNEY	Management
2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management

### OLIN CORPORATION

SECURITY	680665205	MEETING TYPE	Annual
TICKER SYMBOL	OLN	MEETING DATE	23-Apr-2009
ISIN	US6806652052	AGENDA	933006391 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR 1 GRAY G. BENOIST	Management

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

2	DONALD W. BOGUS		
3	JOHN M.B. O'CONNOR		
4	PHILIP J. SCHULZ		
5	VINCENT J. SMITH		
02	APPROVAL OF THE 2009 LONG TERM INCENTIVE PLAN		Management
03	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM		Management

NICOR INC.

SECURITY	654086107	MEETING TYPE	Annual
TICKER SYMBOL	GAS	MEETING DATE	23-Apr-2009
ISIN	US6540861076	AGENDA	933006428 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
1	R.M. BEAVERS, JR.	
2	B.P. BICKNER	
3	J.H. BIRDSALL, III	
4	N.R BOBINS	
5	B.J. GAINES	
6	R.A. JEAN	
7	D.J. KELLER	
8	R.E. MARTIN	
9	G.R. NELSON	
10	A.J. OLIVERA	
11	J. RAU	
12	J.C. STALEY	
13	R.M. STROBEL	
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NICOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
42

EDISON INTERNATIONAL

SECURITY	281020107	MEETING TYPE	Annual
TICKER SYMBOL	EIX	MEETING DATE	23-Apr-2009
ISIN	US2810201077	AGENDA	933007747 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
1	VANESSA C.L. CHANG	
2	FRANCE A. CORDOVA	

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

3	THEODORE F. CRAVER, JR.	
4	CHARLES B. CURTIS	
5	BRADFORD M. FREEMAN	
6	LUIS G. NOGALES	
7	RONALD L. OLSON	
8	JAMES M. ROSSER	
9	R.T. SCHLOSBERG III	
10	THOMAS C. SUTTON	
11	BRETT WHITE	
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN.	Management
04	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER SAY ON EXECUTIVE PAY.	Shareholder

DIEBOLD, INCORPORATED

SECURITY	253651103	MEETING TYPE	Annual
TICKER SYMBOL	DBD	MEETING DATE	23-Apr-2009
ISIN	US2536511031	AGENDA	933007886 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 PHILLIP R. COX 2 RICHARD L. CRANDALL 3 GALE S. FITZGERALD 4 PHILLIP B. LASSITER 5 JOHN N. LAUER 6 ERIC J. ROORDA 7 THOMAS W. SWIDARSKI 8 HENRY D.G. WALLACE 9 ALAN J. WEBER	Management
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR 2009.	Management
03	TO APPROVE THE COMPANY'S AMENDED AND RESTATED 1991 EQUITY AND PERFORMANCE INCENTIVE PLAN.	Management

CAPITAL ONE FINANCIAL CORPORATION

SECURITY	14040H105	MEETING TYPE	Annual
TICKER SYMBOL	COF	MEETING DATE	23-Apr-2009
ISIN	US14040H1059	AGENDA	933008371 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: RICHARD D. FAIRBANK	Management
1B	ELECTION OF DIRECTOR: E.R. CAMPBELL	Management
1C	ELECTION OF DIRECTOR: BRADFORD H. WARNER	Management



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

1D	ELECTION OF DIRECTOR: STANLEY WESTREICH	Management
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE CORPORATION FOR 2009.	Management
03	APPROVAL AND ADOPTION OF CAPITAL ONE'S SECOND AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN.	Management
04	ADVISORY APPROVAL OF CAPITAL ONE'S NAMED EXECUTIVE OFFICER COMPENSATION.	Management

JOHNSON & JOHNSON

SECURITY	478160104	MEETING TYPE	Annual
TICKER SYMBOL	JNJ	MEETING DATE	23-Apr-2009
ISIN	US4781601046	AGENDA	933008523 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Management
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Management
1C	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Management
1D	ELECTION OF DIRECTOR: ARNOLD G. LANGBO	Management
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Management
1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Management
1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Management
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Management
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Management
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 43

TAKE-TWO INTERACTIVE SOFTWARE, INC.

SECURITY	874054109	MEETING TYPE	Annual
TICKER SYMBOL	TTWO	MEETING DATE	23-Apr-2009
ISIN	US8740541094	AGENDA	933008698 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 BEN FEDER	
	2 STRAUSS ZELNICK	
	3 ROBERT A. BOWMAN	

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

4	GROVER C. BROWN	
5	MICHAEL DORNEMANN	
6	JOHN F. LEVY	
7	J MOSES	
8	MICHAEL SHERESKY	
02	APPROVAL OF THE ADOPTION OF THE TAKE-TWO INTERACTIVE SOFTWARE, INC. 2009 STOCK INCENTIVE PLAN.	Management
03	APPROVAL OF AN AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 100 MILLION TO 150 MILLION.	Management
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2009. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" PROPOSAL 5.	Management
05	A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder

### BAKER HUGHES INCORPORATED

SECURITY	057224107	MEETING TYPE	Annual
TICKER SYMBOL	BHI	MEETING DATE	23-Apr-2009
ISIN	US0572241075	AGENDA	933010491 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 LARRY D. BRADY 2 CLARENCE P. CAZALOT, JR 3 CHAD C. DEATON 4 EDWARD P. DJEREJIAN 5 ANTHONY G. FERNANDES 6 CLAIRE W. GARGALLI 7 PIERRE H. JUNGELS 8 JAMES A. LASH 9 J. LARRY NICHOLS 10 H. JOHN RILEY, JR. 11 CHARLES L. WATSON	Management
02	RATIFICATION OF DELOITTE & TOUCHE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Management
03	PROPOSAL TO APPROVE THE AMENDMENT TO THE BAKER HUGHES INCORPORATED EMPLOYEE STOCK PURCHASE PLAN.	Management
04	STOCKHOLDER PROPOSAL NO. 1 REGARDING CALLING SPECIAL SHAREOWNERS MEETINGS.	Shareholder

### PFIZER INC.

SECURITY	717081103	MEETING TYPE	Annual
TICKER SYMBOL	PFE	MEETING DATE	23-Apr-2009
ISIN	US7170811035	AGENDA	933011176 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Management
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Management
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Management
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Management
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Management
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Management
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Management
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Management
1I	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Management
1J	ELECTION OF DIRECTOR: GEORGE A. LORCH	Management
1K	ELECTION OF DIRECTOR: DANA G. MEAD	Management
1L	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management
1N	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Management
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	PROPOSAL TO APPROVE THE PFIZER INC. 2004 STOCK PLAN, AS AMENDED AND RESTATED.	Management
04	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shareholder
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder
06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shareholder
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

44

SOUTH JERSEY INDUSTRIES, INC.

SECURITY	838518108	MEETING TYPE	Annual
TICKER SYMBOL	SJI	MEETING DATE	23-Apr-2009
ISIN	US8385181081	AGENDA	933014057 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 WALTER M. HIGGINS** 2 JOSEPH H. PETROWSKI** 3 S.M. BILLINGS, PH.D.* 4 THOMAS A. BRACKEN* 5 S. HARTNETT-DEVLIN CFA*	Management
02	TO APPROVE A PROPOSAL TO AMEND THE COMPANY'S CERTIFICATE OF INCORPORATION TO REQUIRE THE ANNUAL ELECTION OF EACH DIRECTOR.	Management
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP	Management

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

AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
FOR 2009.

WEBSTER FINANCIAL CORPORATION

SECURITY	947890109	MEETING TYPE	Annual
TICKER SYMBOL	WBS	MEETING DATE	23-Apr-2009
ISIN	US9478901096	AGENDA	933020985 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 ROBERT A. FINKENZELLER	
	2 LAURENCE C. MORSE	
	3 MARK PETTIE	
02	TO RATIFY THE APPOINTMENT BY THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF WEBSTER FINANCIAL CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009 (PROPOSAL 2).	Management
03	TO APPROVE AN ADVISORY PROPOSAL ON WEBSTER'S EXECUTIVE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES (PROPOSAL 3).	Management

ARCH COAL, INC.

SECURITY	039380100	MEETING TYPE	Annual
TICKER SYMBOL	ACI	MEETING DATE	23-Apr-2009
ISIN	US0393801008	AGENDA	933026634 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 FRANK M. BURKE	
	2 PATRICIA F. GODLEY	
	3 THOMAS A. LOCKHART	
	4 WESLEY M. TAYLOR	
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM	Management

OWENS-ILLINOIS, INC.

SECURITY	690768403	MEETING TYPE	Annual
TICKER SYMBOL	OI	MEETING DATE	23-Apr-2009
ISIN	US6907684038	AGENDA	933028361 - Management

ITEM	PROPOSAL	TYPE
-----		

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

01	DIRECTOR 1        GARY F. COLTER 2        DAVID H.Y. HO 3        CORBIN A. MCNEILL, JR. 4        HELGE H. WEHMEIER	Management
02	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	APPROVE THE SECOND RESTATED CERTIFICATE OF INCORPORATION INCREASING THE MAXIMUM AUTHORIZED NUMBER OF DIRECTORS FROM ELEVEN TO TWELVE.	Management
04	APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2005 INCENTIVE AWARD PLAN WHICH, AMONG OTHER THINGS, INCREASES THE NUMBER OF SHARES AVAILABLE UNDER SUCH PLAN BY 9,000,000, EXTENDS THE TERM OF THE PLAN UNTIL MARCH 2019 AND CONTINUES TO ALLOW GRANTS UNDER THE PLAN TO QUALIFY AS PERFORMANCE BASED FOR PURPOSES OF IRC SECTION 162 (M) .	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

45

AT&T INC.

SECURITY	00206R102	MEETING TYPE	Annual
TICKER SYMBOL	T	MEETING DATE	24-Apr-2009
ISIN	US00206R1023	AGENDA	933004195 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Management
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Management
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Management
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Management
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Management
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Management
1G	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management
1H	ELECTION OF DIRECTOR: JAMES P. KELLY	Management
1I	ELECTION OF DIRECTOR: JON C. MADONNA	Management
1J	ELECTION OF DIRECTOR: LYNN M. MARTIN	Management
1K	ELECTION OF DIRECTOR: JOHN B. MCCOY	Management
1L	ELECTION OF DIRECTOR: MARY S. METZ	Management
1M	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management
1N	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Management
10	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Management
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Management
03	AMENDMENT TO INCREASE AUTHORIZED SHARES.	Management
04	REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder
05	SPECIAL STOCKHOLDER MEETINGS.	Shareholder
06	CUMULATIVE VOTING.	Shareholder

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

07	BYLAW REQUIRING INDEPENDENT CHAIRMAN.	Shareholder
08	ADVISORY VOTE ON COMPENSATION.	Shareholder
09	PENSION CREDIT POLICY.	Shareholder

KELLOGG COMPANY

SECURITY	487836108	MEETING TYPE	Annual
TICKER SYMBOL	K	MEETING DATE	24-Apr-2009
ISIN	US4878361082	AGENDA	933005072 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 JOHN T. DILLON	
	2 JAMES M. JENNESS	
	3 DONALD R. KNAUSS	
	4 ROBERT A. STEELE	
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2009	Management
03	APPROVAL OF THE KELLOGG COMPANY 2009 LONG-TERM INCENTIVE PLAN	Management
04	APPROVAL OF THE KELLOGG COMPANY 2009 NON- EMPLOYEE DIRECTOR STOCK PLAN	Management
05	ENACT A MAJORITY VOTE REQUIREMENT FOR THE ELECTION OF DIRECTORS	Shareholder
06	ELECT EACH DIRECTOR ANNUALLY	Shareholder

OWENS & MINOR, INC.

SECURITY	690732102	MEETING TYPE	Annual
TICKER SYMBOL	OMI	MEETING DATE	24-Apr-2009
ISIN	US6907321029	AGENDA	933008751 - Management

ITEM	PROPOSAL	TYPE
-----		
1	DIRECTOR	Management
	1 JOHN T. CROTTY	
	2 RICHARD E. FOGG	
	3 JAMES E. ROGERS	
	4 JAMES E. UKROP	
2	RATIFICATION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM 2009	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

46

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

GATX CORPORATION

SECURITY	361448103	MEETING TYPE	Annual
TICKER SYMBOL	GMT	MEETING DATE	24-Apr-2009
ISIN	US3614481030	AGENDA	933010263 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 ANNE L. ARVIA 2 RICHARD FAIRBANKS 3 DEBORAH M. FRETZ 4 ERNST A. HABERLI 5 BRIAN A. KENNEY 6 MARK G. MCGRATH 7 JAMES B. REAM 8 DAVID S. SUTHERLAND 9 CASEY J. SYLLA	Management
02	TO APPROVE THE "PERFORMANCE-BASED" COMPENSATION PROVISIONS OF THE GATX CORPORATION 2004 EQUITY INCENTIVE COMPENSATION PLAN TO COMPLY WITH THE REQUIREMENTS OF SECTION 162(M) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.	Management
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR GATX CORPORATION IN 2009.	Management

GATX CORPORATION

SECURITY	361448202	MEETING TYPE	Annual
TICKER SYMBOL	GMPR	MEETING DATE	24-Apr-2009
ISIN	US3614482020	AGENDA	933010263 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 ANNE L. ARVIA 2 RICHARD FAIRBANKS 3 DEBORAH M. FRETZ 4 ERNST A. HABERLI 5 BRIAN A. KENNEY 6 MARK G. MCGRATH 7 JAMES B. REAM 8 DAVID S. SUTHERLAND 9 CASEY J. SYLLA	Management
02	TO APPROVE THE "PERFORMANCE-BASED" COMPENSATION PROVISIONS OF THE GATX CORPORATION 2004 EQUITY INCENTIVE COMPENSATION PLAN TO COMPLY WITH THE REQUIREMENTS OF SECTION 162(M) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.	Management
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Management

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

FIRM FOR GATX CORPORATION IN 2009.

## FERRO CORPORATION

SECURITY	315405100	MEETING TYPE	Annual
TICKER SYMBOL	FOE	MEETING DATE	24-Apr-2009
ISIN	US3154051003	AGENDA	933019576 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 JENNIE S. HWANG, PH.D.	
	2 JAMES F. KIRSCH	
	3 WILLIAM J. SHARP	
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANT	Management

## HERA SPA, BOLOGNA

SECURITY	T5250M106	MEETING TYPE	MIX
TICKER SYMBOL	HRASF.PK	MEETING DATE	27-Apr-2009
ISIN	IT0001250932	AGENDA	701859146 - Management

ITEM	PROPOSAL	TYPE
-----		
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 28 APR 2009. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN V-ALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT Y-OUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED-. THANK YOU.	Non-Voting
A.1	Approve the balance sheet as of 31 DEC 2008, report on management, proposal of profits allocation and Board of Auditors report, related and consequential resolutions	Management
A.2	Approve the renewal of the authorization to purchase own shares and terms of disposal of them, consequential resolutions	Management
E.1	Approve the merger project by incorporation of Gastecnica Galliera Srl into Hera Spa	Management
E.2	Approve the merger project by incorporation of Hera Rete Moderna SRL into Hera SPA	Management
E.3	Amend Article 7 and 17 of the Corporate bylaws	Management
E.4	Amend the Article 4, 16, 18 and 26 of the Corporate bylaws	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

47



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

ENEL ENTE NAZIONALE PER L'ENERGIA ELETTRICA SPA, R

SECURITY	T3679P115	MEETING TYPE	MIX
TICKER SYMBOL	ENEL.MI	MEETING DATE	27-Apr-2009
ISIN	IT0003128367	AGENDA	701867876 - Management

ITEM	PROPOSAL	TYPE
-----		
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 28 APR 2009 AND THIRD CALL 29 APR 2009. 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
O.1	Approve the financial statement at 31 DEC 2008 Board of Directors, the Auditors and Audit Firm report; any adjournment thereof; consolidated financial statement at 31 DEC 2008	Management
O.2	Approve the allocation of profits and of available reserves	Management
E.3	Authorize the Board of Directors, under the provisions of Article 2443 civil code, to resolve, on 1 or more occasions, to increase in share capital up to maximum amount of EUR 8 billions; any adjournment thereof; and amend the Article 5 of Corporate By Laws	Management
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF THIRD CALL. IF YOU HAVE-ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DE-CIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting

HONEYWELL INTERNATIONAL INC.

SECURITY	438516106	MEETING TYPE	Annual
TICKER SYMBOL	HON	MEETING DATE	27-Apr-2009
ISIN	US4385161066	AGENDA	933006276 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management
1B	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Management
1D	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Management
1E	ELECTION OF DIRECTOR: LINNET F. DEILY	Management
1F	ELECTION OF DIRECTOR: CLIVE R. HOLLIICK	Management
1G	ELECTION OF DIRECTOR: GEORGE PAZ	Management
1H	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Management
1I	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Management
1J	ELECTION OF DIRECTOR: MICHAEL W. WRIGHT	Management
02	APPROVAL OF INDEPENDENT ACCOUNTANTS	Management
03	CUMULATIVE VOTING	Shareholder
04	PRINCIPLES FOR HEALTH CARE REFORM	Shareholder

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

05	EXECUTIVE COMPENSATION ADVISORY VOTE	Shareholder
06	TAX GROSS-UP PAYMENTS	Shareholder
07	SPECIAL SHAREOWNER MEETINGS	Shareholder

AMERICAN EXPRESS COMPANY

SECURITY	025816109	MEETING TYPE	Annual
TICKER SYMBOL	AXP	MEETING DATE	27-Apr-2009
ISIN	US0258161092	AGENDA	933007595 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: D.F. AKERSON	Management
1B	ELECTION OF DIRECTOR: C. BARSHEFSKY	Management
1C	ELECTION OF DIRECTOR: U.M. BURNS	Management
1D	ELECTION OF DIRECTOR: K.I. CHENAULT	Management
1E	ELECTION OF DIRECTOR: P. CHERNIN	Management
1F	ELECTION OF DIRECTOR: J. LESCHLY	Management
1G	ELECTION OF DIRECTOR: R.C. LEVIN	Management
1H	ELECTION OF DIRECTOR: R.A. MCGINN	Management
1I	ELECTION OF DIRECTOR: E.D. MILLER	Management
1J	ELECTION OF DIRECTOR: S.S REINEMUND	Management
1K	ELECTION OF DIRECTOR: R.D. WALTER	Management
1L	ELECTION OF DIRECTOR: R.A. WILLIAMS	Management
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.	Management
04	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shareholder
05	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shareholder

COOPER INDUSTRIES, LTD.

SECURITY	G24182100	MEETING TYPE	Annual
TICKER SYMBOL	CBE	MEETING DATE	27-Apr-2009
ISIN	BMG241821005	AGENDA	933011102 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR 1 IVOR J. EVANS 2 KIRK S. HACHIGIAN 3 LAWRENCE D. KINGSLEY 4 JAMES R. WILSON	Management
02	APPOINT ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2009.	Management
03	SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT A CODE OF CONDUCT BASED ON INTERNATIONAL LABOR ORGANIZATION HUMAN RIGHTS	Shareholder

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

STANDARDS.

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
48

## THE BOEING COMPANY

SECURITY	097023105	MEETING TYPE	Annual
TICKER SYMBOL	BA	MEETING DATE	27-Apr-2009
ISIN	US0970231058	AGENDA	933012356 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: JOHN H. BIGGS	Management
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Management
1C	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Management
1D	ELECTION OF DIRECTOR: LINDA Z. COOK	Management
1E	ELECTION OF DIRECTOR: WILLIAM M. DALEY	Management
1F	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management
1G	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Management
1H	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management
1I	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Management
02	AMENDMENT TO THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN.	Management
03	ADVISORY VOTE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR.	Management
04	ADOPT CUMULATIVE VOTING.	Shareholder
05	REQUIRE ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Shareholder
06	ADOPT HEALTH CARE PRINCIPLES.	Shareholder
07	PREPARE A REPORT ON FOREIGN MILITARY SALES.	Shareholder
08	REQUIRE AN INDEPENDENT LEAD DIRECTOR.	Shareholder
09	REQUIRE SHAREHOLDER APPROVAL OF FUTURE SEVERANCE ARRANGEMENTS.	Shareholder
10	REQUIRE DISCLOSURE OF POLITICAL CONTRIBUTIONS.	Shareholder

## IL SOLE 24 ORE SPA, MILANO

SECURITY	T52689105	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	S24.MI	MEETING DATE	28-Apr-2009
ISIN	IT0004269723	AGENDA	701864200 - Management

ITEM	PROPOSAL	TYPE
-----		
1.	Approve the balance sheet as of 31 DEC 2008; the Board of Directors, Board of Auditors and Auditing Company's reports, related and consequent resolutions	Management
2.	Approve the integration of the Board of Directors in accordance	Management

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

- |    |  |            |
|----|--|------------|
|    | with article 2386, first paragraph, of the Civil Code and appoint 2 Directors  |            |
| 3. | Approve the integration of the Board of Auditors in accordance with article 2401, first paragraph of the Civil Code and appoint the Board of Auditors Chairman, related and consequent solutions | Management |
| 4. | Approve the postponement of the authorization to the disposal of own shares Ex. Article 2357 TER of the Civil Code   | Management |

ZON MULTIMEDIA - SERVICOS DE TELECOMUNICACOES E MU

SECURITY	X9819B101	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	ZON.LS	MEETING DATE	28-Apr-2009
ISIN	PTZON0AM0006	AGENDA	701867802 - Management

- | ITEM | PROPOSAL  | TYPE                     |
|------|---|--------------------------|
|      |   |                          |
| 1.   | PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.<br>Approve the Management report, balance sheet and accounts, individual and consolidated, and Corporate Governance report, for the year 2008 | Non-Voting<br>Management |
| 2.   | Approve the application and distribution of profits and reserves  | Management               |
| 3.   | Approve the general appraisal of the Company's Management and the Supervision   | Management               |
| 4.   | Appoint the Member of the Board of Directors  | Management               |
| 5.   | Approve the acquisition and disposal of own shares  | Management               |
| 6.   | Approve to appreciate the Compensation Committee statement on the remuneration policy of the Members of the Board of Directors and the Audit Committee                                    | Management               |

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009	Report Date: 07/01/2009
The Gabelli Dividend and Income Trust	49

SWEDISH MATCH AB, STOCKHOLM

SECURITY	W92277115	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	SWM.DE	MEETING DATE	28-Apr-2009
ISIN	SE0000310336	AGENDA	701893871 - Management

- | ITEM | PROPOSAL  | TYPE       |
|------|---|------------|
|      |   |            |
|      | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED-. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE | Non-Voting |
|      | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL   | Non-Voting |

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

	OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	
	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU.	Non-Voting
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 540594 DUE TO CHANGE IN VOTING STATUS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting
1.	Opening of the Meeting and election of Mr. Claes Beyer as the Chairman of the Meeting	Non-Voting
2.	Preparation and approval of the voting list	Non-Voting
3.	Election of one or two persons, to verify the minutes	Non-Voting
4.	Determination of whether the meeting has been duly convened	Non-Voting
5.	Approval of the agenda	Non-Voting
6.	Presentation of the annual report and the Auditors' report, the consolidated financial statements and the Auditors' report on the consolidated financial statements for 2008, the Auditors' statement regarding compliance with the principles for determination of remuneration to senior executives as well as the Board of Directors' motion regarding the allocation of profit and explanatory statements; in connection therewith, the President's address and the Board of Directors' report regarding its work and the work and function of the Compensation Committee and the Audit Committee	Non-Voting
7.	Adopt the income statement and balance sheet and the consolidated income statement and consolidated balance sheet	Management
8.	Approve that a dividend be paid to the shareholders in the amount of SEK 4.10 per share and the remaining profits be carried forward, minus the funds that may be utilized for a bonus issue, provided that the 2009 AGM passes a resolution in accordance with a reduction of the share capital pursuant to Resolution 10.A, as well as a resolution concerning a bonus issue pursuant to Resolution 10.B; the record date for entitlement to receive a cash dividend is 04 MAY 2009; the dividend is expected to be paid through Euroclear Sweden AB [formerly VPC AB] on 07 MAY 2009	Management
9.	Grant discharge, from liability, to the Board Members and the President	Management
10.A	Approve to reduce the Company's share capital of SEK 6,110,045.76 by means of the withdrawal of 4,000,000 shares in the Company; the shares in the Company proposed for withdrawal have been repurchased by the Company in accordance with the authorization granted by the general meeting of the Company and the reduced amount be allocated to a fund for use in repurchasing the Company's own shares	Management
10.B	Approve, upon passing of Resolution 10A, to increase in the Company's share capital of SEK 6,110,045.76 through a transfer from non-restricted shareholders' equity to the share capital [bonus issue]; the share capital shall be increased without issuing new shares	Management
11.	Authorize the Board of Directors to decide on the acquisition, on 1 or more occasions prior to the next AGM, of a maximum of as many shares as may be acquired without the Company's holding at any time exceeding more than 10% of all shares in the Company, for a maximum amount of SEK 3,000 million; the shares shall be acquired on the NASDAQ OMX Nordic Exchange	Management

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

- in Stockholm Stock Exchange at a price within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest offer price
- |     |   |            |
|-----|---|------------|
| 12. | Adopt the specified principles for determination of remuneration and other terms of employment for the President and other Members of the Group Management team   | Management |
| 13. | Approve a Call Option Program for 2009  | Management |
| 14. | Approve that the Company issue 1,720,000 call options to execute the option program for 2008; that the Company, in a deviation from the preferential rights of shareholders, be permitted to transfer of 1,720,000 shares in the Company at a selling price of SEK 141.24 per share in conjunction with a potential exercise of the call options; the number of shares and the selling price of the shares covered by the transfer resolution in accordance with this item may be recalculated as a consequence of a bonus issue of shares, a consolidation or split of shares, a new share issue, a reduction in the share capital, or another similar measure             | Management |
| 15. | Approve to determine the number of Members of the Board of Directors at 7, without Deputies   | Management |
| 16. | Approve that the Board of Directors be paid for the period until the close of the next AGM as follows: the Chairman shall receive SEK 1,575,000 and the Deputy Chairman shall receive SEK 745,000 and the other Board Members elected by the meeting shall each receive SEK 630,000 and, as compensation for committee work carried out, be allocated SEK 230,000 to the Chairmen of the Compensation Committee and the Audit Committee respectively and SEK 115,000 respectively to the other Members of these Committees although totaling no more than SEK 920,000; and that Members of the Board employed by the Swedish Match Group shall not receive any remuneration | Management |
| 17. | Re-elect Messrs. Charles A. Blixt, Andrew Cripps, Karen Guerra, Arne Jurbrant, Conny Karlsson, Kersti Strandqvist and Meg Tiveus as the Members of the Board of Directors and Mr. Conny Karlsson as the Chairman of the Board, and Mr. Andrew Cripps as the Deputy Chairman   | Management |
| 18. | Amend the Articles of Association   | Management |
| 19. | Approve the procedure for appointing Members to the Nominating Committee and the matter of remuneration for the Nominating Committee, if any  | Management |
| 20. | Adopt the instructions for Swedish Match AB's Nominating Committee which, in all essentials, are identical to those adopted by the 2008 AGM   | Management |

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

50

HYFLUX LTD

SECURITY	Y3817K105	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	HYFXF.PK	MEETING DATE	28-Apr-2009
ISIN	SG1J47889782	AGENDA	701895279 - Management

ITEM	PROPOSAL	TYPE
-----		

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

- |    |   |            |
|----|---|------------|
| 1. | Receive and adopt the Directors' report and the audited accounts for the YE 31 DEC 2008 together with the Auditors' report thereon  | Management |
| 2. | Declare a first and final dividend of 3.43 Singapore cents per ordinary share [1-tier tax exempt] for the YE 31 DEC 2008  | Management |
| 3. | Re-elect Mr. Teo Kiang Kok as a Director, who retires in accordance with Article 89 of the Company's Articles of Association  | Management |
| 4. | Re-elect Mr. Christopher Murugasu as a Director, who retires in accordance with Article 89 of the Company's Articles of Association   | Management |
| 5. | Approve the payment of Directors' fees of SGD 574,110 for the YE 31 DEC 2008  | Management |
| 6. | Appoint Messrs. KPMG LLP as an External Auditors and authorize the Directors to fix their remuneration  | Management |
| 7. | <p>Authorize the Directors, pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, to: a) i) issue shares in the Company (shares) whether by way of rights, bonus or otherwise; and/or ii) make or grant offers, agreements or options (collectively, Instruments) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that: 1) the aggregate number of shares (including shares to be issued in pursuance of the Instrume (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and [Authority shall continue in force i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by Law to be held, whichever is earlier or ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments]</p> | Management |
| 8. | <p>Authorize the Directors, pursuant to Section 161 of the Companies Act, Chapter 50, the to offer and grant options under the Hyflux Employees' Share Option Scheme (Scheme) and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed 15% of the issued shares in the capital of the Company from time to time and [Authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by Law to be held, whichever is the earlier]</p>   | Management |
| 9. | <p>Authorize the Directors of the Company to make purchases of issued and fully-paid ordinary shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 10% of the issued ordinary shares in the capital of the Company (ascertained as at the date of the last AGM of the Company or at the date of the EGM, whichever is the higher, but excluding any</p>   | Management |

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

shares held as treasury shares) at the price of up to but not exceeding the Maximum Price as specified and in accordance with the Guidelines on Share Purchase as specified and [Authority expires until the conclusion of the next AGM of the Company is held or is required by Law to be held]  
Transact any other business

Non-Voting

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

51

MERCK & CO., INC.

SECURITY	589331107	MEETING TYPE	Annual
TICKER SYMBOL	MRK	MEETING DATE	28-Apr-2009
ISIN	US5893311077	AGENDA	933007432 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Management
1B	ELECTION OF DIRECTOR: THOMAS R. CECH, PH.D.	Management
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Management
1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Management
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Management
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Management
1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Management
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Management
1I	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management
1J	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Management
1K	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Management
1L	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Management
1M	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Management
1N	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Management
1O	ELECTION OF DIRECTOR: PETER C. WENDELL	Management
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Management
03	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE SIZE OF THE BOARD TO NO MORE THAN 18 DIRECTORS	Management
04	STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shareholder
05	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT LEAD DIRECTOR	Shareholder
06	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder

WELLS FARGO & COMPANY

SECURITY	949746101	MEETING TYPE	Annual
TICKER SYMBOL	WFC	MEETING DATE	28-Apr-2009
ISIN	US9497461015	AGENDA	933008422 - Management



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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Management
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Management
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Management
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Management
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Management
1G	ELECTION OF DIRECTOR: ROBERT L. JOSS	Management
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Management
1I	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Management
1J	ELECTION OF DIRECTOR: MACKAY J. MCDONALD	Management
1K	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Management
1L	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Management
1M	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Management
1N	ELECTION OF DIRECTOR: DONALD B. RICE	Management
1O	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Management
1P	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management
1Q	ELECTION OF DIRECTOR: ROBERT K. STEEL	Management
1R	ELECTION OF DIRECTOR: JOHN G. STUMPF	Management
1S	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Management
02	PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES.	Management
03	PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.	Management
04	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S LONG-TERM INCENTIVE COMPENSATION PLAN.	Management
05	STOCKHOLDER PROPOSAL REGARDING A BY-LAWS AMENDMENT TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shareholder
06	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

52

AMEREN CORPORATION

SECURITY	023608102	MEETING TYPE	Annual
TICKER SYMBOL	AEE	MEETING DATE	28-Apr-2009
ISIN	US0236081024	AGENDA	933008701 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 STEPHEN F. BRAUER	
	2 SUSAN S. ELLIOTT	
	3 ELLEN M. FITZSIMMONS	
	4 WALTER J. GALVIN	

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

5	GAYLE P.W. JACKSON	
6	JAMES C. JOHNSON	
7	CHARLES W. MUELLER	
8	DOUGLAS R. OBERHELMAN	
9	GARY L. RAINWATER	
10	HARVEY SALIGMAN	
11	PATRICK T. STOKES	
12	THOMAS R. VOSS	
13	JACK D. WOODARD	
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	SHAREHOLDER PROPOSAL RELATING TO RELEASES FROM THE CALLAWAY PLANT.	Shareholder

MARSHALL & ILSLEY CORPORATION

SECURITY	571837103	MEETING TYPE	Annual
TICKER SYMBOL	MI	MEETING DATE	28-Apr-2009
ISIN	US5718371033	AGENDA	933008713 - Management

ITEM	PROPOSAL	TYPE
-----		
1	DIRECTOR	Management
	1 ANDREW N. BAUR	
	2 JON F. CHAIT	
	3 JOHN W. DANIELS, JR.	
	4 MARK F. FURLONG	
	5 TED D. KELLNER	
	6 DENNIS J. KUESTER	
	7 DAVID J. LUBAR	
	8 KATHARINE C. LYALL	
	9 JOHN A. MELLOWES	
	10 SAN W. ORR, JR.	
	11 ROBERT J. O'TOOLE	
	12 PETER M. PLATTEN, III	
	13 JOHN S. SHIELY	
	14 GEORGE E. WARDEBERG	
	15 JAMES B. WIGDALE	
2	PROPOSAL TO APPROVE THE MARSHALL & ILSLEY CORPORATION 2009 EMPLOYEE STOCK PURCHASE PLAN	Management
3	PROPOSAL TO APPROVE THE MARSHALL & ILSLEY CORPORATION 2009 EQUITY INCENTIVE PLAN	Management
4	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO AUDIT THE FINANCIAL STATEMENTS OF MARSHALL & ILSLEY CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009	Management
5	PROPOSAL TO APPROVE A NON-BINDING, ADVISORY PROPOSAL ON THE COMPENSATION OF MARSHALL & ILSLEY CORPORATION'S EXECUTIVE OFFICERS	Management
6	SHAREHOLDER PROPOSAL TO REQUEST MARSHALL & ILSLEY CORPORATION'S BOARD OF DIRECTORS TO INITIATE A PROCESS TO AMEND MARSHALL & ILSLEY CORPORATION'S ARTICLES OF INCORPORATION TO PROVIDE FOR MAJORITY ELECTION OF DIRECTORS IN NON-CONTESTED ELECTIONS	Shareholder

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

HANESBRANDS INC.

SECURITY	410345102	MEETING TYPE	Annual
TICKER SYMBOL	HBI	MEETING DATE	28-Apr-2009
ISIN	US4103451021	AGENDA	933010225 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 CHADEN	
	2 GRIFFIN	
	3 JOHNSON	
	4 MATHEWS	
	5 MULCAHY	
	6 NELSON	
	7 NOLL	
	8 SCHINDLER	
	9 ZIEGLER	
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS 2009 FISCAL YEAR	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
53

FORTUNE BRANDS, INC.

SECURITY	349631101	MEETING TYPE	Annual
TICKER SYMBOL	FO	MEETING DATE	28-Apr-2009
ISIN	US3496311016	AGENDA	933010871 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 BRUCE A. CARBONARI	
	2 ANN F. HACKETT	
	3 DAVID M. THOMAS	
	4 RONALD V. WATERS, III	
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	APPROVAL OF AMENDMENTS TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Management
04	IF PRESENTED, A SHAREHOLDER PROPOSAL ENTITLED "ADOPT SIMPLE MAJORITY VOTE".	Shareholder

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

EXELON CORPORATION

SECURITY	30161N101	MEETING TYPE	Annual
TICKER SYMBOL	EXC	MEETING DATE	28-Apr-2009
ISIN	US30161N1019	AGENDA	933010984 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Management
1B	ELECTION OF DIRECTOR: M. WALTER D'ALESSIO	Management
1C	ELECTION OF DIRECTOR: BRUCE DEMARS	Management
1D	ELECTION OF DIRECTOR: NELSON A. DIAZ	Management
1E	ELECTION OF DIRECTOR: ROSEMARIE B. GRECO	Management
1F	ELECTION OF DIRECTOR: PAUL L. JOSKOW	Management
1G	ELECTION OF DIRECTOR: JOHN M. PALMS	Management
1H	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Management
1I	ELECTION OF DIRECTOR: JOHN W. ROWE	Management
1J	ELECTION OF DIRECTOR: STEPHEN D. STEINOUR	Management
02	THE RENEWAL OF THE EXELON CORPORATION ANNUAL INCENTIVE PLAN FOR SENIOR EXECUTIVES EFFECTIVE JANUARY 1, 2009.	Management
03	THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS EXELON'S INDEPENDENT ACCOUNTANT FOR 2009.	Management
04	A SHAREHOLDER RECOMMENDATION TO PREPARE A REPORT SHOWING THAT EXELON'S ACTIONS TO REDUCE GLOBAL WARMING HAVE REDUCED MEAN GLOBAL TEMPERATURE OR AVOIDED DISASTERS.	Shareholder

AMERICAN ELECTRIC POWER COMPANY, INC.

SECURITY	025537101	MEETING TYPE	Annual
TICKER SYMBOL	AEP	MEETING DATE	28-Apr-2009
ISIN	US0255371017	AGENDA	933012635 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 E.R. BROOKS	
	2 DONALD M. CARLTON	
	3 RALPH D. CROSBY, JR.	
	4 LINDA A. GOODSPEED	
	5 THOMAS E. HOAGLIN	
	6 LESTER A. HUDSON, JR.	
	7 MICHAEL G. MORRIS	
	8 LIONEL L. NOWELL III	
	9 RICHARD L. SANDOR	
	10 KATHRYN D. SULLIVAN	
	11 SARA MARTINEZ TUCKER	
	12 JOHN F. TURNER	
02	APPROVE AMENDMENT TO THE CERTIFICATE OF INCORPORATION ELIMINATING CUMULATIVE VOTING AND SUPPORTING THE BOARD OF DIRECTORS' ADOPTION OF MAJORITY VOTING IN DIRECTOR ELECTIONS.	Management

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

03 RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. Management

MOODY'S CORPORATION

SECURITY 615369105 MEETING TYPE Annual  
 TICKER SYMBOL MCO MEETING DATE 28-Apr-2009  
 ISIN US6153691059 AGENDA 933012786 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: EWALD KIST	Management
1B	ELECTION OF DIRECTOR: HENRY A. MCKINNEL, JR., PH.D.	Management
1C	ELECTION OF DIRECTOR: JOHN K. WULFF	Management
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	STOCKHOLDER PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE COMPANY'S BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.	Shareholder
04	STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING SENIOR EXECUTIVES TO RETAIN A SIGNIFICANT PERCENTAGE OF COMPANY SHARES UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 54

THE PNC FINANCIAL SERVICES GROUP, INC.

SECURITY 693475105 MEETING TYPE Annual  
 TICKER SYMBOL PNC MEETING DATE 28-Apr-2009  
 ISIN US6934751057 AGENDA 933014095 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: MR. BERNDT	Management
1B	ELECTION OF DIRECTOR: MR. BUNCH	Management
1C	ELECTION OF DIRECTOR: MR. CHELLGREN	Management
1D	ELECTION OF DIRECTOR: MR. CLAY	Management
1E	ELECTION OF DIRECTOR: MS. JAMES	Management
1F	ELECTION OF DIRECTOR: MR. KELSON	Management
1G	ELECTION OF DIRECTOR: MR. LINDSAY	Management
1H	ELECTION OF DIRECTOR: MR. MASSARO	Management
1I	ELECTION OF DIRECTOR: MS. PEPPER	Management
1J	ELECTION OF DIRECTOR: MR. ROHR	Management

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

1K	ELECTION OF DIRECTOR: MR. SHEPARD	Management
1L	ELECTION OF DIRECTOR: MS. STEFFES	Management
1M	ELECTION OF DIRECTOR: MR. STRIGL	Management
1N	ELECTION OF DIRECTOR: MR. THIEKE	Management
1O	ELECTION OF DIRECTOR: MR. USHER	Management
1P	ELECTION OF DIRECTOR: MR. WALLS	Management
1Q	ELECTION OF DIRECTOR: MR. WEHMEIER	Management
02	APPROVAL OF THE PNC FINANCIAL SERVICES GROUP, INC. EMPLOYEE STOCK PURCHASE PLAN AS AMENDED AND RESTATED AS OF JANUARY 1, 2009.	Management
03	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
04	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management
05	A SHAREHOLDER PROPOSAL REGARDING EQUITY OWNERSHIP, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shareholder

RPC, INC.

SECURITY	749660106	MEETING TYPE	Annual
TICKER SYMBOL	RES	MEETING DATE	28-Apr-2009
ISIN	US7496601060	AGENDA	933021228 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 RICHARD A. HUBBELL	
	2 LINDA H. GRAHAM	
	3 BILL J. DISMUKE	
	4 LARRY L. PRINCE	

CONSOL ENERGY INC.

SECURITY	20854P109	MEETING TYPE	Annual
TICKER SYMBOL	CNX	MEETING DATE	28-Apr-2009
ISIN	US20854P1093	AGENDA	933021367 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 JOHN WHITMIRE	
	2 J. BRETT HARVEY	
	3 JAMES E. ALTMAYER, SR.	
	4 PHILIP W. BAXTER	
	5 WILLIAM E. DAVIS	
	6 RAJ K. GUPTA	
	7 PATRICIA A. HAMMICK	
	8 DAVID C. HARDESTY, JR.	
	9 JOHN T. MILLS	

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

10	WILLIAM P. POWELL	
11	JOSEPH T. WILLIAMS	
02	RATIFICATION OF ANTICIPATED SELECTION OF INDEPENDENT AUDITOR: ERNST & YOUNG LLP.	Management
03	CONSOL ENERGY INC. AMENDMENT AND RESTATEMENT OF EQUITY INCENTIVE PLAN.	Management
04	SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING.	Shareholder
05	SHAREHOLDER PROPOSAL REGARDING EARLY DISCLOSURE OF VOTING RESULTS OF SHAREHOLDER PROPOSALS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

55

CH ENERGY GROUP, INC.

SECURITY	12541M102	MEETING TYPE	Annual
TICKER SYMBOL	CHG	MEETING DATE	28-Apr-2009
ISIN	US12541M1027	AGENDA	933022559 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 MANUEL J. IRAOLA 2 E. MICHEL KRUSE 3 ERNEST R. VEREBELYI	Management
02	AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Management
03	RATIFICATION OF APPOINTMENT OF THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

MARATHON OIL CORPORATION

SECURITY	565849106	MEETING TYPE	Annual
TICKER SYMBOL	MRO	MEETING DATE	29-Apr-2009
ISIN	US5658491064	AGENDA	933009424 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1A	ELECTION OF DIRECTOR: CHARLES F. BOLDEN, JR.	Management
1B	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Management
1C	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.	Management
1D	ELECTION OF DIRECTOR: DAVID A. DABERKO	Management
1E	ELECTION OF DIRECTOR: WILLIAM L. DAVIS	Management
1F	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Management
1G	ELECTION OF DIRECTOR: PHILIP LADER	Management

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

1H	ELECTION OF DIRECTOR: CHARLES R. LEE	Management
1I	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	Management
1J	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management
1K	ELECTION OF DIRECTOR: SETH E. SCHOFIELD	Management
1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Management
1M	ELECTION OF DIRECTOR: THOMAS J. USHER	Management
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2009	Management
03	STOCKHOLDER PROPOSAL TO AMEND OUR BY-LAWS TO LOWER THE THRESHOLD FOR STOCKHOLDERS TO CALL SPECIAL MEETINGS	Shareholder
04	STOCKHOLDER PROPOSAL TO ADOPT A POLICY FOR RATIFICATION OF EXECUTIVE COMPENSATION	Shareholder

AGL RESOURCES INC.

SECURITY	001204106	MEETING TYPE	Annual
TICKER SYMBOL	AGL	MEETING DATE	29-Apr-2009
ISIN	US0012041069	AGENDA	933010972 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 CHARLES R. CRISP 2 WYCK A. KNOX, JR. 3 DENNIS M. LOVE 4 CHARLES H "PETE" MCTIER 5 HENRY C. WOLF	Management
02	TO AMEND OUR ARTICLES OF INCORPORATION TO ELIMINATE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Management
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

DPL INC.

SECURITY	233293109	MEETING TYPE	Annual
TICKER SYMBOL	DPL	MEETING DATE	29-Apr-2009
ISIN	US2332931094	AGENDA	933011099 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 PAUL R. BISHOP 2 FRANK F. GALLAHER 3 GEN. L.L. LYLES (RET.)	Management
02	RATIFICATION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT.	Management



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

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

56

### E. I. DU PONT DE NEMOURS AND COMPANY

SECURITY	263534109	MEETING TYPE	Annual
TICKER SYMBOL	DD	MEETING DATE	29-Apr-2009
ISIN	US2635341090	AGENDA	933012875 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: SAMUEL W. BODMAN	Management
1B	ELECTION OF DIRECTOR: RICHARD H. BROWN	Management
1C	ELECTION OF DIRECTOR: ROBERT A. BROWN	Management
1D	ELECTION OF DIRECTOR: BERTRAND P. COLLOMB	Management
1E	ELECTION OF DIRECTOR: CURTIS J. CRAWFORD	Management
1F	ELECTION OF DIRECTOR: ALEXANDER M. CUTLER	Management
1G	ELECTION OF DIRECTOR: JOHN T. DILLON	Management
1H	ELECTION OF DIRECTOR: ELEUTHERE I. DU PONT	Management
1I	ELECTION OF DIRECTOR: MARILLYN A. HEWSON	Management
1J	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Management
1K	ELECTION OF DIRECTOR: LOIS D. JULIBER	Management
1L	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Management
1M	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Management
02	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	ON SHAREHOLDER SAY ON EXECUTIVE PAY	Shareholder

### TECO ENERGY, INC.

SECURITY	872375100	MEETING TYPE	Annual
TICKER SYMBOL	TE	MEETING DATE	29-Apr-2009
ISIN	US8723751009	AGENDA	933014918 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: SHERRILL W. HUDSON	Management
1B	ELECTION OF DIRECTOR: JOSEPH P. LACHER	Management
1C	ELECTION OF DIRECTOR: LORETTA A. PENN	Management
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2009.	Management
03	RE-APPROVAL OF PERFORMANCE CRITERIA UNDER THE COMPANY'S 2004 EQUITY INCENTIVE PLAN.	Management
04	DECLASSIFICATION OF BOARD.	Shareholder

### BANK OF AMERICA CORPORATION

SECURITY	060505104	MEETING TYPE	Annual
----------	-----------	--------------	--------

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

TICKER SYMBOL	BAC	MEETING DATE	29-Apr-2009
ISIN	US0605051046	AGENDA	933016051 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: WILLIAM BARNET, III	Management
1B	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Management
1C	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management
1D	ELECTION OF DIRECTOR: JOHN T. COLLINS	Management
1E	ELECTION OF DIRECTOR: GARY L. COUNTRYMAN	Management
1F	ELECTION OF DIRECTOR: TOMMY R. FRANKS	Management
1G	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Management
1H	ELECTION OF DIRECTOR: KENNETH D. LEWIS	Management
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Management
1J	ELECTION OF DIRECTOR: WALTER E. MASSEY	Management
1K	ELECTION OF DIRECTOR: THOMAS J. MAY	Management
1L	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Management
1M	ELECTION OF DIRECTOR: JOSEPH W. PRUEHER	Management
1N	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Management
1O	ELECTION OF DIRECTOR: THOMAS M. RYAN	Management
1P	ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.	Management
1Q	ELECTION OF DIRECTOR: ROBERT L. TILLMAN	Management
1R	ELECTION OF DIRECTOR: JACKIE M. WARD	Management
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Management
03	AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Management
04	STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT	Shareholder
05	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXEC COMP	Shareholder
06	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING	Shareholder
07	STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS	Shareholder
08	STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shareholder
09	STOCKHOLDER PROPOSAL - PREDATORY CREDIT CARD LENDING PRACTICES	Shareholder
10	STOCKHOLDER PROPOSAL - ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM	Shareholder
11	STOCKHOLDER PROPOSAL - LIMITS ON EXEC COMP	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
57

CIRCOR INTERNATIONAL, INC.

SECURITY	17273K109	MEETING TYPE	Annual
TICKER SYMBOL	CIR	MEETING DATE	29-Apr-2009
ISIN	US17273K1097	AGENDA	933025478 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 DAVID F. DIETZ 2 DOUGLAS M. HAYES 3 THOMAS E. NAUGLE	Management
02	TO RATIFY THE SELECTION OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management

### VIVENDI

SECURITY	F97982106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	VIV.PA	MEETING DATE	30-Apr-2009
ISIN	FR0000127771	AGENDA	701836667 - Management

ITEM	PROPOSAL	TYPE
	PLEASE NOTE THAT THIS IS AN MIX MEETING. THANK YOU. French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting Non-Voting
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting
0.1	Approve the financial statements and statutory reports	Management
0.2	Approve the consolidated financial statements and statutory reports	Management
0.3	Approve the treatment of losses and allocation of dividends of EUR 1.40 per share	Management
0.4	Grant Authority for the payment of dividends by shares	Management
0.5	Approve the Auditors' special report regarding related-party transactions	Management
0.6	Approve the transaction with Jean-Bernard Levy related to severance payments	Management
0.7	Elect Mr. Maureen Chiquet as a Supervisory Board Member	Management
0.8	Elect Mr. Christophe De Margerie as a Supervisory Board Member	Management
0.9	Grant authority for the repurchase of up to 10% of issued share capital	Management
E.10	Approve the reduction in share capital via cancellation of repurchased shares	Management
E.11	Grant authority for the issuance of equity or equity-linked securities with preemptive rights up to aggregate nominal amount of EUR 1.5 Billion	Management
E.12	Grant authority for the issuance of equity or equity-linked securities without preemptive rights up to amount of EUR 800	Management

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

	million	
E.13	Authorize the Board to increase capital in the event of additional demand related to delegation submitted to shareholder vote under items 11 and 12	Management
E.14	Grant authority to the capital increase of up to 10% of issued capital for future acquisitions	Management
E.15	Approve the Employees Stock Option Plan	Management
E.16	Approve the Stock Purchase Plan reserved for Employees of International Subsidiaries	Management
E.17	Grant authority for the capitalization of reserves of up to EUR 800 million for bonus issue or increase in par value	Management
E.18	Grant authority for the filing of required documents/other formalities	Management

### DAVIDE CAMPARI - MILANO SPA, MILANO

SECURITY	T24091117	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	DVDCF.PK	MEETING DATE	30-Apr-2009
ISIN	IT0003849244	AGENDA	701856025 - Management

ITEM	PROPOSAL	TYPE
-----		
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 04 MAY 2009. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN V-ALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT Y-OUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED-. THANK YOU.	Non-Voting
1.	Approve the financial statement at 12 DEC 2008, any adjournment thereof	Management
2.	Approve the Stock Option Plan	Management
3.	Grant authority to buy and sell own shares	Management

### ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
58

### ROLLS-ROYCE GROUP PLC

SECURITY	G7630U109	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	RR.L	MEETING DATE	30-Apr-2009
ISIN	GB0032836487	AGENDA	701859730 - Management

ITEM	PROPOSAL	TYPE
-----		
1.	Receive the financial statements and statutory reports	Management
2.	Approve the remuneration report	Management
3.	Elect Mr. John Neill as a Director	Management
4.	Re-elect Mr. Peter Byrom as a Director	Management

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

5.	Re-elect Mr. Iain Conn as a Director	Management
6.	Re-elect Mr. James Guyette as a Director	Management
7.	Re-elect Mr. John Rishton as a Director	Management
8.	Re-elect Mr. Simon Robertson as a Director	Management
9.	Re-appoint KPMG Audit Plc as the Auditors and authorize the Board to determine their remuneration	Management
10.	Authorize the Directors to capitalize GBP 350,000,000 standing to the credit of the Company's merger reserve, capital redemption reserve and/or such other reserves issue equity with pre-emptive rights up to aggregate nominal amount of GBP 350,000,000 [C shares]	Management
11.	Authorize the Company and its subsidiaries to make EU political donations to political parties and/or independent election candidates, to political organizations other than political parties and incur EU political expenditure up to GBP 50,000	Management
12.	Grant authority to issue the equity or equity-linked securities with pre-emptive rights up to aggregate nominal amount of GBP 124,899,130	Management
13.	Grant authority to issue the equity or equity-linked securities without pre-emptive rights up to aggregate nominal amount of GBP 18,734,869	Management
14.	Grant authority to 185,137,887 ordinary shares for market purchase	Management

### KIMBERLY-CLARK CORPORATION

SECURITY	494368103	MEETING TYPE	Annual
TICKER SYMBOL	KMB	MEETING DATE	30-Apr-2009
ISIN	US4943681035	AGENDA	933005806 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: JOHN R. ALM	Management
1B	ELECTION OF DIRECTOR: DENNIS R. BERESFORD	Management
1C	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Management
1D	ELECTION OF DIRECTOR: ABELARDO E. BRU	Management
1E	ELECTION OF DIRECTOR: ROBERT W. DECHERD	Management
1F	ELECTION OF DIRECTOR: THOMAS J. FALK	Management
1G	ELECTION OF DIRECTOR: MAE C. JEMISON, M.D.	Management
1H	ELECTION OF DIRECTOR: IAN C. READ	Management
1I	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Management
02	RATIFICATION OF AUDITORS	Management
03	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION REGARDING RIGHT OF HOLDERS OF AT LEAST TWENTY-FIVE PERCENT OF SHARES TO CALL A SPECIAL MEETING OF STOCKHOLDERS	Management
04	REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2001 EQUITY PARTICIPATION PLAN	Management
05	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shareholder

### THE HERSHEY COMPANY

SECURITY	427866108	MEETING TYPE	Annual
TICKER SYMBOL	HSY	MEETING DATE	30-Apr-2009
ISIN	US4278661081	AGENDA	933007470 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 R.F. CAVANAUGH 2 C.A. DAVIS 3 A.G. LANGBO 4 J.E. NEVELS 5 T.J. RIDGE 6 D.L. SHEDLARZ 7 C.B. STRAUSS 8 D.J. WEST 9 L.S. ZIMMERMAN	Management
02	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.	Management

NSTAR

SECURITY	67019E107	MEETING TYPE	Annual
TICKER SYMBOL	NST	MEETING DATE	30-Apr-2009
ISIN	US67019E1073	AGENDA	933012863 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 THOMAS G. DIGNAN, JR. 2 MATINA S. HORNER 3 GERALD L. WILSON	Management
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2009.	Management
03	TO AMEND SECTION 52 OF THE COMPANY'S DECLARATION OF TRUST TO REQUIRE A MAJORITY VOTE STANDARD FOR THE ELECTION OF TRUSTEES IN UNCONTESTED ELECTIONS.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
59

SEMPRA ENERGY

SECURITY	816851109	MEETING TYPE	Annual
TICKER SYMBOL	SRE	MEETING DATE	30-Apr-2009
ISIN	US8168511090	AGENDA	933013637 - Management

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

ITEM	PROPOSAL	TYPE
01	ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.	Management
02	ELECTION OF DIRECTOR: RICHARD A. COLLATO	Management
03	ELECTION OF DIRECTOR: DONALD E. FELSINGER	Management
04	ELECTION OF DIRECTOR: WILFORD D. GODBOLD JR.	Management
05	ELECTION OF DIRECTOR: WILLIAM D. JONES	Management
06	ELECTION OF DIRECTOR: RICHARD G. NEWMAN	Management
07	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Management
08	ELECTION OF DIRECTOR: CARLOS RUIZ	Management
09	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Management
10	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Management
11	ELECTION OF DIRECTOR: LYNN SCHENK	Management
12	ELECTION OF DIRECTOR: NEAL E. SCHMALE	Management
13	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
14	SHAREHOLDER PROPOSAL FOR AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder
15	SHAREHOLDER PROPOSAL FOR NORTH DAKOTA REINCORPORATION	Shareholder

PENTAIR, INC.

SECURITY	709631105	MEETING TYPE	Annual
TICKER SYMBOL	PNR	MEETING DATE	30-Apr-2009
ISIN	US7096311052	AGENDA	933016140 - Management

ITEM	PROPOSAL	TYPE
01	ELECTION OF DIRECTOR: CHARLES A. HAGGERTY	Management
02	ELECTION OF DIRECTOR: RANDALL J. HOGAN	Management
03	ELECTION OF DIRECTOR: DAVID A. JONES	Management
04	TO APPROVE OUR EXECUTIVE OFFICER PERFORMANCE PLAN FOR PURPOSES OF INTERNAL REVENUE CODE 162 (M) .	Management
05	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

DEUTSCHE TELEKOM AG

SECURITY	251566105	MEETING TYPE	Annual
TICKER SYMBOL	DT	MEETING DATE	30-Apr-2009
ISIN	US2515661054	AGENDA	933022066 - Management

ITEM	PROPOSAL	TYPE
02	RESOLUTION ON THE APPROPRIATION OF NET INCOME.	Management
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THE 2008	Management

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

	FINANCIAL YEAR.	
04	POSTPONEMENT OF THE RESOLUTION ON THE APPROVAL OF THE ACTIONS OF DR. KLAUS ZUMWINKEL, WHO RESIGNED FROM THE SUPERVISORY BOARD.	Management
05	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2008 FINANCIAL YEAR.	Management
06	RESOLUTION ON THE APPOINTMENT OF THE INDEPENDENT AUDITOR AND THE GROUP AUDITOR FOR THE 2009 FINANCIAL YEAR.	Management
07	AUTHORIZATION TO ACQUIRE TREASURY SHARES & USE THEM WITH EXCLUSION OF SUBSCRIPTION RIGHTS.	Management
08	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management
09	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management
10	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH INTERACTIVE MEDIA CCSP GMBH.	Management
11	CANCELLATION OF AUTHORIZED CAPITAL 2004 AND CREATION OF AUTHORIZED CAPITAL 2009/I AGAINST NON-CASH CONTRIBUTIONS.	Management
12	CANCELLATION OF AUTHORIZED CAPITAL 2006 & CREATION OF AUTHORIZED CAPITAL 2009/II AGAINST CASH AND/OR NON-CASH CONTRIBUTIONS.	Management
13	RESOLUTION ON THE AMENDMENT TO 15 (2) OF THE ARTICLES OF INCORPORATION.	Management
14	RESOLUTION ON THE AMENDMENT TO 16 (1) AND (2) OF THE ARTICLES OF INCORPORATION.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
60

EXTERRAN HOLDINGS INC.

SECURITY	30225X103	MEETING TYPE	Annual
TICKER SYMBOL	EXH	MEETING DATE	30-Apr-2009
ISIN	US30225X1037	AGENDA	933026418 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
	1 JANET F. CLARK	
	2 ERNIE L. DANNER	
	3 URIEL E. DUTTON	
	4 GORDON T. HALL	
	5 J.W.G. HONEYBOURNE	
	6 JOHN E. JACKSON	
	7 WILLIAM C. PATE	
	8 STEPHEN M. PAZUK	
	9 CHRISTOPHER T. SEAVER	
	10 STEPHEN A. SNIDER	
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS EXTERRAN HOLDINGS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management



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

03 FOR 2009.  
 APPROVAL OF AMENDMENT NO. 1 TO THE EXTERRAN  
 HOLDINGS, INC. AMENDED AND RESTATED 2007 STOCK  
 INCENTIVE PLAN. Management

GRUPO TELEVISIA, S.A.B.

SECURITY	40049J206	MEETING TYPE	Special
TICKER SYMBOL	TV	MEETING DATE	30-Apr-2009
ISIN	US40049J2069	AGENDA	933059366 - Management

ITEM	PROPOSAL	TYPE
-----		
I	APPOINTMENT OR RATIFICATION, AS THE CASE MAY BE, OF THE MEMBERS OF THE BOARD OF DIRECTORS TO BE APPOINTED AT THIS MEETING PURSUANT TO ARTICLES TWENTY SIXTH, TWENTY SEVENTH AND OTHER APPLICABLE ARTICLES OF THE CORPORATE BY-LAWS.	Management
II	APPOINTMENT OF DELEGATES TO CARRY OUT AND FORMALIZE THE RESOLUTIONS ADOPTED AT THIS MEETING.	Management

GRUPO TELEVISIA, S.A.B.

SECURITY	40049J206	MEETING TYPE	Special
TICKER SYMBOL	TV	MEETING DATE	30-Apr-2009
ISIN	US40049J2069	AGENDA	933061373 - Management

ITEM	PROPOSAL	TYPE
-----		
S1	APPOINTMENT OR RATIFICATION, AS THE CASE MAY BE, OF THE MEMBERS OF THE BOARD OF DIRECTORS TO BE APPOINTED AT THIS MEETING.	Management
S2	APPOINTMENT OF DELEGATES TO CARRY OUT AND FORMALIZE THE RESOLUTIONS ADOPTED AT THIS MEETING.	Management
O1	PRESENTATION AND, IN ITS CASE, APPROVAL OF THE REPORTS REFERRED TO IN ARTICLE 28, PARAGRAPH IV OF THE SECURITIES MARKET LAW.	Management
O2	PRESENTATION OF THE REPORT REGARDING CERTAIN FISCAL OBLIGATIONS OF COMPANY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
O3	RESOLUTION REGARDING THE ALLOCATION OF FINAL RESULTS FOR THE YEAR ENDED ON DECEMBER 31, 2008.	Management
O4	RESOLUTION (I) AMOUNT MAY BE ALLOCATED TO REPURCHASE SHARES PURSUANT TO ARTICLE 56, (II) PRESENTATION OF REPORT ON POLICIES.	Management
O5	APPOINTMENT OR RATIFICATION, OF THE MEMBERS THAT SHALL CONFORM BOARD, SECRETARY, ALTERNATIVE SECRETARIES AND OFFICERS.	Management
O6	APPOINTMENT OR RATIFICATION, AS THE CASE MAY BE, OF MEMBERS THAT SHALL CONFORM THE EXECUTIVE	Management

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

	COMMITTEE.	
07	APPOINTMENT OR RATIFICATION, AS THE CASE MAY BE, OF THE CHAIRMAN OF THE AUDIT COMMITTEE AND OF THE CHAIRMAN OF THE COMMITTEE.	Management
08	COMPENSATION TO MEMBERS OF THE BOARD OF DIRECTORS, OF EXECUTIVE COMMITTEE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
09	APPOINTMENT OF DELEGATES WHO WILL CARRY OUT AND FORMALIZE THE RESOLUTIONS ADOPTED AT THIS MEETING.	Management
E1	RESOLUTION REGARDING THE CANCELLATION OF SHARES AND THE RESULTING DECREASE OF THE CAPITAL STOCK.	Management
E2	APPOINTMENT OF DELEGATES WHO WILL CARRY OUT AND FORMALIZE THE RESOLUTIONS ADOPTED AT THIS MEETING.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
61

CINCINNATI BELL INC.

SECURITY	171871403	MEETING TYPE	Annual
TICKER SYMBOL	CBBPRB	MEETING DATE	01-May-2009
ISIN	US1718714033	AGENDA	933014780 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 BRUCE L. BYRNES 2 JAKKI L. HAUSSLER 3 MARK LAZARUS 4 CRAIG F. MAIER 5 ALEX SHUMATE	Management
02	THE APPROVAL OF A PROPOSAL TO AMEND THE CINCINNATI BELL INC. 2007 LONG TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE UNDER THE 2007 LONG TERM INCENTIVE PLAN BY 10,000,000 COMMON SHARES AND TO MODIFY THE LIMITS OF CERTAIN AWARD TYPES, INCLUDING FULL VALUE SHARE AWARDS, THAT MAY BE GRANTED UNDER THE 2007 LONG TERM INCENTIVE PLAN.	Management
03	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2009.	Management

OCCIDENTAL PETROLEUM CORPORATION

SECURITY	674599105	MEETING TYPE	Annual
TICKER SYMBOL	OXY	MEETING DATE	01-May-2009
ISIN	US6745991058	AGENDA	933021230 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Management
1B	ELECTION OF DIRECTOR: RONALD W. BURKLE	Management
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Management
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Management
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Management
1F	ELECTION OF DIRECTOR: RAY R. IRANI	Management
1G	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Management
1H	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Management
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Management
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Management
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Management
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Management
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Management
03	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Management
04	REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.	Shareholder

IMS HEALTH INCORPORATED

SECURITY	449934108	MEETING TYPE	Annual
TICKER SYMBOL	RX	MEETING DATE	01-May-2009
ISIN	US4499341083	AGENDA	933027117 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: H. EUGENE LOCKHART	Management
1B	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Management
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	APPROVAL OF THE AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPERMAJORITY VOTE PROVISIONS.	Management

GDF SUEZ, PARIS

SECURITY	F42768105	MEETING TYPE	MIX
TICKER SYMBOL	GSZ.MI	MEETING DATE	04-May-2009
ISIN	FR0010208488	AGENDA	701917140 - Management

ITEM	PROPOSAL	TYPE
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your	Non-Voting

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

Client Service Representative—to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative

- |     |   |            |
|-----|---|------------|
|     | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.   | Non-Voting |
|     | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 540586 DUE TO RECEIPT OF ADDITIONAL RESOLUTIONS.  | Non-Voting |
| 0.1 | Approve the report of the Board of Directors and the report of the Auditors, the Company's financial statements FYE 31 DEC 2008, as presented showing earnings for the FY of EUR 2,766,786,164.00; and expenses and charges that were not tax deductible of EUR 699,616.81 with a corresponding tax of EUR 240,901.39 | Management |

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

62

- |     |   |            |
|-----|---|------------|
| 0.2 | Approve the reports of the Board of Directors and the Auditors, the consolidated financial statements for the said FY, in the form presented to the meeting showing net consolidated earnings [group share] of EUR 4,857,119,000.00   | Management |
| 0.3 | Approve the recommendations of the Board of Directors and resolves that the income for the FY be appropriated as follows: earnings for the FY: EUR 2,766,786,164.00 allocation to the legal reserve: EUR 211,114.00 balance: EUR 2,766,575,050.00 retained earnings: EUR 18,739,865,064.00 balance available for distribution: EUR 21,506,440,114.00 dividends: EUR 4,795,008,520.00 [i.e. a net dividend of EUR 2.20 per share], eligible for the 40% allowance provided by the French Tax Code interim dividend already paid on 27 NOV, 2008: EUR 1,723,907,172.00 [i.e. a net dividend of EUR 0.80 per share] remaining dividend to be paid: EUR 3,071,101,348.00 [i.e. a balance of the net dividend of EUR 1.40]. this dividend will be paid on 04 JUN 2009; 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 other reserves account the dividend payment may be carried out in cash or in shares for the dividend fraction of EUR 0.80 the shareholder | Management |
| 0.4 | Approve the special report of the Auditors on agreements governed by Article L.225-38 of the French Commercial Code, and the agreements entered into or implemented during the last year  | Management |
| 0.5 | Authorize the Board of Directors to buy back the Company's shares on the open market, subject to the conditions described below: maximum purchase price: EUR 55.00, maximum number  | Management |

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

	of shares to be acquired: 10% of the share capital, maximum funds invested in the share buybacks: EUR 12,000,000,000.00 [Authority expires at the end of 18-month period]	
O.6	Elect Mr. Patrick Arnaud as a Director for a period of 4 years	Management
O.7	Elect Mr. Eric Charles Bourgeois as a Director for a period of 4 years	Management
O.8	Elect Mr. Emmanuel Bridoux as a Director for a period of 4 years	Management
O.9	Elect Mrs. Gabrielle Prunet as a Director for a period of 4 years	Management
O.10	Elect Mr. Jean-Luc Rigo as a Director for a period of 4 years	Management
O.11	Elect Mr. Philippe Taurines as a Director for a period of 4 years	Management
O.12	Elect Mr. Robin Vander Putten as a Director for a period of 4 years	Management
E.13	Authorize the Board of Directors the necessary powers to increase the capital by a maximum nominal amount of EUR 20,000,000.00, by issuance, with preferred subscription rights maintained, of 20,000,000 new shares of a par value of EUR 1.00 each; [Authority expires at the end of 18-month period] ; it supersedes the one granted by the shareholders' meeting of 16 JUL 2008 in its Resolution 18 and to cancel the shareholders' Preferential subscription rights in favour of any entities, of which aim is to subscribe, detain or sell GDF Suez shares or other financial instruments within the frame of the implementation of one of the various options of the group GDF Suez International Employee Shareholding Plan and to take all necessary measures and accomplish all necessary formalities	Management
E.14	Authorize the Board of Directors all powers to grant, in one or more transactions, in favour of employees and Corporate Officers of the Company and, or related 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 0.5% ; [Authority expires at the end of 18-month period]; this delegation of powers supersedes the one granted by the shareholders meeting of 16 JUL 2008 in its Resolution 22 and to cancel the shareholders' preferential subscription rights in favour of the beneficiaries mentioned above and to take all necessary measures and accomplish all necessary formalities	Management
E.15	Authorize the Board of Directors to grant for free, on 1 or more occasions, existing or future shares, in favour of the employees or the Corporate Officers of the Company and related companies; they may not represent 0.5% of issued share capital; [Authority expires at the end of 18-month period]; this delegation of powers supersedes the one granted by the shareholders meeting of 16 JUL 2008 in its Resolution 21 and to take all necessary measures and accomplish all necessary formalities	Management
E.16	Grants full powers to the bearer of an original, a copy or extract of the minutes of the meeting to carry out all filings, publications and other formalities prescribed by Law	Management
A.	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Approve the external proposal has been filed by FCPE Action Gaz 2005, one of the employees shareholders vehicle, it amends the earlier Resolution 14 on options for 0.50% of share capital and tends to enlarge the beneficiaries to all employees but equally, even if a greater accessibility of employees to share-based payments seems positive, we do not support this proposal as we consider that egalitarian grants of options must not be encouraged and that stock-options grants must remain a remuneration tool in the hand of the Board of Directors, we recommend opposition	Shareholder
B.	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Approve the external proposal from the Suez Action Gaz 2005 ESOP amends the earlier authorization for restricted shares up to	Shareholder

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

0.7% of the capital but here for all employees and equally, we do not support as we consider that these devices must be used as element of the individual pay and because the Board of Directors has already implemented all-employees plans and asks shareholders authorization to continue within the limit of 0.20% of share capital [See Resolution 15], we recommend opposition

C. PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Shareholder

Approve to cut total dividend to EUR 0.80 instead of EUR 2.2, this external proposal from the Suez Action Gaz 2005 ESOP is not based on the strong increase of the 2008 dividend, last year employees shareholders already suggested to freeze the dividend, the motive is to increase the investments and salaries instead of the dividends; the resulting dividend would be a reduction to only 57% of the ordinary dividend paid last year and 36% of the total dividend for this year, a final distribution much too low in view of the legitimate expectations of the shareholders, we cannot support such resolution which primarily opposes the interests of employees and shareholders

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
63

AFLAC INCORPORATED

SECURITY	001055102	MEETING TYPE	Annual
TICKER SYMBOL	AFL	MEETING DATE	04-May-2009
ISIN	US0010551028	AGENDA	933013841 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: DANIEL P. AMOS	Management
1B	ELECTION OF DIRECTOR: JOHN SHELBY AMOS II	Management
1C	ELECTION OF DIRECTOR: PAUL S. AMOS II	Management
1D	ELECTION OF DIRECTOR: YOSHIRO AOKI	Management
1E	ELECTION OF DIRECTOR: MICHAEL H. ARMACOST	Management
1F	ELECTION OF DIRECTOR: KRISS CLONINGER III	Management
1G	ELECTION OF DIRECTOR: JOE FRANK HARRIS	Management
1H	ELECTION OF DIRECTOR: ELIZABETH J. HUDSON	Management
1I	ELECTION OF DIRECTOR: KENNETH S. JANKE SR.	Management
1J	ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON	Management
1K	ELECTION OF DIRECTOR: ROBERT B. JOHNSON	Management
1L	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Management
1M	ELECTION OF DIRECTOR: E. STEPHEN PURDOM	Management
1N	ELECTION OF DIRECTOR: BARBARA K. RIMER, DR. PH	Management
1O	ELECTION OF DIRECTOR: MARVIN R. SCHUSTER	Management
1P	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Management
1Q	ELECTION OF DIRECTOR: ROBERT L. WRIGHT	Management
02	TO CONSIDER AND APPROVE THE FOLLOWING ADVISORY (NON-BINDING) PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE OVERALL EXECUTIVE PAY-FOR-PERFORMANCE COMPENSATION POLICIES AND PROCEDURES EMPLOYED BY THE COMPANY, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND	Management

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

ANALYSIS AND THE TABULAR DISCLOSURE REGARDING NAMED EXECUTIVE OFFICER COMPENSATION IN THIS PROXY STATEMENT."

03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2009.	Management
----	--	------------

### THE YORK WATER COMPANY

SECURITY	987184108	MEETING TYPE	Annual
TICKER SYMBOL	YORW	MEETING DATE	04-May-2009
ISIN	US9871841089	AGENDA	933016986 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	DIRECTOR 1 GEORGE HAY KAIN III 2 MICHAEL W. GANG, ESQ. 3 GEORGE W. HODGES 4 JEFFREY R. HINES, P.E.	Management
02	APPOINT BEARD MILLER COMPANY LLP AS AUDITORS.	Management

### ZIMMER HOLDINGS, INC.

SECURITY	98956P102	MEETING TYPE	Annual
TICKER SYMBOL	ZMH	MEETING DATE	04-May-2009
ISIN	US98956P1021	AGENDA	933017091 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
1A	ELECTION OF DIRECTOR: BETSY J. BERNARD	Management
1B	ELECTION OF DIRECTOR: MARC N. CASPER	Management
1C	ELECTION OF DIRECTOR: DAVID C. DVORAK	Management
1D	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Management
1E	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Management
1F	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Management
1G	ELECTION OF DIRECTOR: AUGUSTUS A. WHITE, III, M.D., PH.D.	Management
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	APPROVAL OF THE 2009 STOCK INCENTIVE PLAN	Management
04	APPROVAL OF AN EXTENSION OF THE STOCK PLAN FOR NON-EMPLOYEE DIRECTORS	Management
05	APPROVAL OF AN EXTENSION OF THE RESTATED DEFERRED COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS	Management

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

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
64

THE TRAVELERS COMPANIES, INC.

SECURITY	89417E109	MEETING TYPE	Annual
TICKER SYMBOL	TRV	MEETING DATE	05-May-2009
ISIN	US89417E1091	AGENDA	933009703 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
1A	ELECTION OF DIRECTOR: ALAN L. BELLER	Management
1B	ELECTION OF DIRECTOR: JOHN H. DASBURG	Management
1C	ELECTION OF DIRECTOR: JANET M. DOLAN	Management
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management
1E	ELECTION OF DIRECTOR: JAY S. FISHMAN	Management
1F	ELECTION OF DIRECTOR: LAWRENCE G. GRAEV	Management
1G	ELECTION OF DIRECTOR: PATRICIA L. HIGGINS	Management
1H	ELECTION OF DIRECTOR: THOMAS R. HODGSON	Management
1I	ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, JR.	Management
1J	ELECTION OF DIRECTOR: ROBERT I. LIPP	Management
1K	ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE	Management
1L	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER TRAVELERS' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN.	Management
04	SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.	Shareholder

GREAT PLAINS ENERGY INCORPORATED

SECURITY	391164100	MEETING TYPE	Annual
TICKER SYMBOL	GXP	MEETING DATE	05-May-2009
ISIN	US3911641005	AGENDA	933016998 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	DIRECTOR	Management
	1 D.L. BODDE	
	2 M.J. CHESSE	
	3 W.H. DOWNEY	
	4 R.C. FERGUSON, JR.	
	5 G.D. FORSEE	
	6 J.A. MITCHELL	
	7 W.C. NELSON	
	8 L.H. TALBOTT	
	9 R.H. WEST	
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2009.	Management



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

03 THE APPROVAL OF AN AMENDMENT TO THE COMPANY'S Management  
 ARTICLES OF INCORPORATION TO INCREASE THE NUMBER  
 OF AUTHORIZED SHARES OF COMMON STOCK, WITHOUT  
 PAR VALUE, FROM 150,000,000 TO 250,000,000.

HAWAIIAN ELECTRIC INDUSTRIES, INC.

SECURITY 419870100 MEETING TYPE Annual  
 TICKER SYMBOL HE MEETING DATE 05-May-2009  
 ISIN US4198701009 AGENDA 933017560 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 SHIRLEY J. DANIEL 2 CONSTANCE H. LAU 3 A. MAURICE MYERS 4 JAMES K. SCOTT	Management
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	TO AMEND AND RESTATE THE HEI RESTATED ARTICLES OF INCORPORATION.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 65

BOSTON SCIENTIFIC CORPORATION

SECURITY 101137107 MEETING TYPE Annual  
 TICKER SYMBOL BSX MEETING DATE 05-May-2009  
 ISIN US1011371077 AGENDA 933017887 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Management
1B	ELECTION OF DIRECTOR: URSULA M. BURNS	Management
1C	ELECTION OF DIRECTOR: MARYE ANNE FOX	Management
1D	ELECTION OF DIRECTOR: RAY J. GROVES	Management
1E	ELECTION OF DIRECTOR: KRISTINA M. JOHNSON	Management
1F	ELECTION OF DIRECTOR: ERNEST MARIO	Management
1G	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Management
1H	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Management
1I	ELECTION OF DIRECTOR: JOHN E. PEPPER	Management
1J	ELECTION OF DIRECTOR: UWE E. REINHARDT	Management
1K	ELECTION OF DIRECTOR: WARREN B. RUDMAN	Management
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Management
1M	ELECTION OF DIRECTOR: JAMES R. TOBIN	Management
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS	Management

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

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
 FOR THE 2009 FISCAL YEAR.  
 03 TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY  
 COME BEFORE THE MEETING OR ANY ADJOURNMENT OR  
 POSTPONEMENT THEREOF. Management

PHILIP MORRIS INTERNATIONAL INC.

SECURITY 718172109 MEETING TYPE Annual  
 TICKER SYMBOL PM MEETING DATE 05-May-2009  
 ISIN US7181721090 AGENDA 933018067 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Management
1B	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Management
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Management
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Management
1E	ELECTION OF DIRECTOR: GRAHAM MACKAY	Management
1F	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Management
1G	ELECTION OF DIRECTOR: LUCIO A. NOTO	Management
1H	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Management
1I	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Management
2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.	Management
3	APPROVAL OF ELIGIBILITY, BUSINESS CRITERIA FOR AWARDS AND AWARD LIMITS UNDER THE PMI 2008 PERFORMANCE INCENTIVE PLAN.	Management

ROWAN COMPANIES, INC.

SECURITY 779382100 MEETING TYPE Annual  
 TICKER SYMBOL RDC MEETING DATE 05-May-2009  
 ISIN US7793821007 AGENDA 933018221 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 THOMAS R. HIX	
	2 ROBERT E. KRAMEK	
	3 FREDERICK R. LAUSEN	
	4 LAWRENCE J. RUISI	
02	APPROVE THE 2009 ROWAN COMPANIES, INC. INCENTIVE PLAN.	Management
03	RATIFY THE APPOINTMENT OF DELOITTE TOUCHE LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.	Management

BRISTOL-MYERS SQUIBB COMPANY

SECURITY 110122108 MEETING TYPE Annual

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

TICKER SYMBOL	BMY	MEETING DATE	05-May-2009
ISIN	US1101221083	AGENDA	933018372 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Management
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Management
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Management
1D	ELECTION OF DIRECTOR: L.J. FREEH	Management
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Management
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Management
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Management
1H	ELECTION OF DIRECTOR: A.J. LACY	Management
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Management
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Management
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Management
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	EXECUTIVE COMPENSATION DISCLOSURE.	Shareholder
04	SIMPLE MAJORITY VOTE.	Shareholder
05	SPECIAL SHAREOWNER MEETINGS.	Shareholder
06	EXECUTIVE COMPENSATION ADVISORY VOTE.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

66

DOMINION RESOURCES, INC.

SECURITY	25746U109	MEETING TYPE	Annual
TICKER SYMBOL	D	MEETING DATE	05-May-2009
ISIN	US25746U1097	AGENDA	933024539 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: PETER W. BROWN	Management
1B	ELECTION OF DIRECTOR: GEORGE A. DAVIDSON, JR.	Management
1C	ELECTION OF DIRECTOR: THOMAS F. FARRELL, II	Management
1D	ELECTION OF DIRECTOR: JOHN W. HARRIS	Management
1E	ELECTION OF DIRECTOR: ROBERT S. JEPSON, JR.	Management
1F	ELECTION OF DIRECTOR: MARK J. KINGTON	Management
1G	ELECTION OF DIRECTOR: BENJAMIN J. LAMBERT, III	Management
1H	ELECTION OF DIRECTOR: MARGARET A. MCKENNA	Management
1I	ELECTION OF DIRECTOR: FRANK S. ROYAL	Management
1J	ELECTION OF DIRECTOR: DAVID A. WOLLARD	Management
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS FOR 2009.	Management
03	APPROVE THE ADOPTION OF THE AMENDED AND RESTATED 2005 INCENTIVE COMPENSATION PLAN.	Management
04	SHAREHOLDER PROPOSAL (SET AND PURSUE GOAL FOR	Shareholder

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

05	80% FOSSIL-FUEL-FREE GENERATION BY 2020) SHAREHOLDER PROPOSAL (ADVISORY VOTE ON EXECUTIVE COMPENSATION)	Shareholder
06	SHAREHOLDER PROPOSAL (EXECUTIVE SUPPLEMENTAL RETIREMENT BENEFITS)	Shareholder

### BROOKFIELD ASSET MANAGEMENT INC.

SECURITY	112585104	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	BAM	MEETING DATE	05-May-2009
ISIN	CA1125851040	AGENDA	933032625 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 MARCEL R. COUTU 2 MAUREEN KEMPSTON DARKES 3 LANCE LIEBMAN 4 G. WALLACE F. MCCAIN 5 FRANK J. MCKENNA 6 JACK M. MINTZ 7 PATRICIA M. NEWSON 8 JAMES A. PATTISON	Management
02	THE APPOINTMENT OF THE EXTERNAL AUDITOR AND AUTHORIZING THE DIRECTORS TO SET ITS REMUNERATION;	Management
03	THE 2009 PLAN RESOLUTION.	Management

### ABB LTD

SECURITY	000375204	MEETING TYPE	Annual
TICKER SYMBOL	ABB	MEETING DATE	05-May-2009
ISIN	US0003752047	AGENDA	933058059 - Management

ITEM	PROPOSAL	TYPE
2A	APPROVAL OF THE ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS, AND THE ANNUAL FINANCIAL STATEMENTS FOR 2008.	Management
2B	CONSULATIVE VOTE ON THE 2008 REMUNERATION REPORT.	Management
03	DISCHARGE OF THE BOARD OF DIRECTORS AND THE PERSONS ENTRUSTED WITH MANAGEMENT.	Management
04	APPROPRIATION OF AVAILABLE EARNINGS AND RELEASE OF LEGAL RESERVES.	Management
05	RENEWAL OF AUTHORIZED SHARE CAPITAL.	Management
06	CAPITAL REDUCTION THROUGH NOMINAL VALUE REPAYMENT.	Management
07	AMENDMENT TO THE ARTICLES OF INCORPORATION RELATED TO THE CAPITAL REDUCTION.	Management
8A	ELECTIONS TO THE BOARD OF DIRECTOR: HUBERTUS VON GRUNBERG, GERMAN, RE-ELECT AS DIRECTOR.	Management

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

8B	ELECTIONS TO THE BOARD OF DIRECTOR: ROGER AGNELLI, BRAZILIAN, RE-ELECT AS DIRECTOR.	Management
8C	ELECTIONS TO THE BOARD OF DIRECTOR: LOUIS R. HUGHES, AMERICAN, RE-ELECT AS DIRECTOR.	Management
8D	ELECTIONS TO THE BOARD OF DIRECTOR: HANS ULRICH MARKI, SWISS, RE-ELECT AS DIRECTOR.	Management
8E	ELECTIONS TO THE BOARD OF DIRECTOR: MICHEL DE ROSEN, FRENCH, RE-ELECT AS DIRECTOR.	Management
8F	ELECTIONS TO THE BOARD OF DIRECTOR: MICHAEL TRESCHOW, SWEDISH, RE-ELECT AS DIRECTOR.	Management
8G	ELECTIONS TO THE BOARD OF DIRECTOR: BERND W. VOSS, GERMAN, RE-ELECT AS DIRECTOR.	Management
8H	ELECTIONS TO THE BOARD OF DIRECTOR: JACOB WALLENBERG, SWEDISH, RE-ELECT AS DIRECTOR.	Management
09	ELECTION OF THE AUDITORS.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
67

PINNACLE ENTERTAINMENT, INC.

SECURITY	723456109	MEETING TYPE	Annual
TICKER SYMBOL	PNK	MEETING DATE	05-May-2009
ISIN	US7234561097	AGENDA	933059809 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 DANIEL R. LEE 2 STEPHEN C. COMER 3 JOHN V. GIOVENCO 4 RICHARD J. GOEGLEIN 5 ELLIS LANDAU 6 BRUCE A. LESLIE 7 JAMES L. MARTINEAU 8 MICHAEL ORNEST 9 LYNN P. REITNOUER	Management
02	PROPOSAL TO AMEND THE COMPANY'S EXISTING EQUITY PLANS AND INDUCEMENT OPTION GRANTS TO PERMIT A ONE-TIME VALUE-FOR-VALUE STOCK OPTION EXCHANGE PROGRAM.	Management
03	APPROVAL OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR.	Management

THOMAS & BETTS CORPORATION

SECURITY	884315102	MEETING TYPE	Annual
TICKER SYMBOL	TNB	MEETING DATE	06-May-2009
ISIN	US8843151023	AGENDA	933017382 - Management

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

ITEM	PROPOSAL	TYPE
1	DIRECTOR	Management
	1 JEANANNE K. HAUSWALD	
	2 DEAN JERNIGAN	
	3 RONALD B. KALICH, SR.	
	4 KENNETH R. MASTERSON	
	5 DOMINIC J. PILEGGI	
	6 JEAN-PAUL RICHARD	
	7 RUFUS H. RIVERS	
	8 KEVIN L. ROBERG	
	9 DAVID D. STEVENS	
	10 WILLIAM H. WALTRIP	
2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management

### EL PASO CORPORATION

SECURITY	28336L109	MEETING TYPE	Annual
TICKER SYMBOL	EP	MEETING DATE	06-May-2009
ISIN	US28336L1098	AGENDA	933017510 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JUAN CARLOS BRANIFF	Management
1B	ELECTION OF DIRECTOR: JAMES L. DUNLAP	Management
1C	ELECTION OF DIRECTOR: DOUGLAS L. FOSHEE	Management
1D	ELECTION OF DIRECTOR: ROBERT W. GOLDMAN	Management
1E	ELECTION OF DIRECTOR: ANTHONY W. HALL, JR.	Management
1F	ELECTION OF DIRECTOR: THOMAS R. HIX	Management
1G	ELECTION OF DIRECTOR: FERRELL P. MCCLEAN	Management
1H	ELECTION OF DIRECTOR: STEVEN J. SHAPIRO	Management
1I	ELECTION OF DIRECTOR: J. MICHAEL TALBERT	Management
1J	ELECTION OF DIRECTOR: ROBERT F. VAGT	Management
1K	ELECTION OF DIRECTOR: JOHN L. WHITMIRE	Management
02	APPROVAL OF THE EL PASO CORPORATION 2005 OMNIBUS INCENTIVE COMPENSATION PLAN.	Management
03	APPROVAL OF THE EL PASO CORPORATION EMPLOYEE STOCK PURCHASE PLAN.	Management
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

### SJW CORP.

SECURITY	784305104	MEETING TYPE	Annual
TICKER SYMBOL	SJW	MEETING DATE	06-May-2009
ISIN	US7843051043	AGENDA	933017724 - Management

ITEM	PROPOSAL	TYPE
------	----------	------

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

01	DIRECTOR	Management
	1 K. ARMSTRONG	
	2 M.L. CALI	
	3 J.P. DINAPOLI	
	4 D.R. KING	
	5 N.Y. MINETA	
	6 G.E. MOSS	
	7 W.R. ROTH	
	8 C.J. TOENISKOETTER	
	9 F.R. ULRICH, JR.	
	10 R.A. VAN VALER	
02	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
68

HESS CORPORATION

SECURITY	42809H107	MEETING TYPE	Annual
TICKER SYMBOL	HES	MEETING DATE	06-May-2009
ISIN	US42809H1077	AGENDA	933018334 - Management

ITEM	PROPOSAL	TYPE
-----		
1	DIRECTOR	Management
	1 J.B. HESS	
	2 S.W. BODMAN	
	3 R. LAVIZZO-MOUREY	
	4 C.G. MATTHEWS	
	5 E.H. VON METZSCH	
2	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2009.	Management

CVS CAREMARK CORPORATION

SECURITY	126650100	MEETING TYPE	Annual
TICKER SYMBOL	CVS	MEETING DATE	06-May-2009
ISIN	US1266501006	AGENDA	933021418 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Management
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Management
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Management

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

1D	ELECTION OF DIRECTOR: KRISTEN G. WILLIAMS	Management
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Management
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Management
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Management
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Management
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Management
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Management
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Management
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Management
03	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shareholder
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD.	Shareholder
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shareholder
06	STOCKHOLDER PROPOSAL REGARDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shareholder

### PENNICHUCK CORPORATION

SECURITY	708254206	MEETING TYPE	Annual
TICKER SYMBOL	PNNW	MEETING DATE	06-May-2009
ISIN	US7082542066	AGENDA	933029298 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 JOSEPH A. BELLAVANCE	
	2 STEVEN F. BOLANDER	
	3 CLARENCE A. DAVIS	
	4 MICHAEL I. GERMAN	
	5 ROBERT P. KELLER	
02	TO APPROVE THE PROPOSED AMENDMENT AND RESTATEMENT OF THE PENNICHUCK CORPORATION 2000 STOCK OPTION PLAN.	Management

### LUFKIN INDUSTRIES, INC.

SECURITY	549764108	MEETING TYPE	Annual
TICKER SYMBOL	LUFK	MEETING DATE	06-May-2009
ISIN	US5497641085	AGENDA	933035140 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 D.V. SMITH	
	2 J.F. ANDERSON	
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE	Management



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

COMPANY'S INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR FISCAL YEAR 2009.

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

69

VEOLIA ENVIRONNEMENT, PARIS

SECURITY	F9686M107	MEETING TYPE	MIX
TICKER SYMBOL	VIE.PA	MEETING DATE	07-May-2009
ISIN	FR0000124141	AGENDA	701920565 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
	"French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative"	Non-Voting
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 551498 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting
0.1	Approve the reports and the unconsolidated accounts for the 2008 FY	Management
0.2	Approve the consolidated accounts for the 2008 FY	Management
0.3	Approve the charges and expenses referred to in Article 39-4 of the General Tax Code	Management
0.4	Approve the Distribution of profits and the dividend payment date	Management
0.5	Approve the option for the dividend payment in shares	Management
0.6	Approve the regulated agreements and commitments [excluding modification of a commitment concluded in favor of a corporate officer]	Management
0.7	Approve the regulated agreement and commitment [modification of a commitment concluded in favor of a Corporate officer]	Management
0.8	Approve the renewal of a Board Member's mandate	Management
0.9	Approve the renewal of a Board Member's mandate	Management
0.10	Approve the renewal of a Board Member's mandate	Management
0.11	Approve the renewal of a Board Member's mandate	Management
0.12	Approve the renewal of a Board Member's mandate	Management
0.13	Approve the renewal of a Board Member's mandate	Management
0.14	Approve the renewal of a Board Member's mandate	Management
0.15	Authorize the Board of Directors to operate on the Company's	Management

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

	shares	
E.16	Authorize the Board of Directors in order to decide a share capital increase by issuance, without preferential subscription right of shares and/or securities giving access to the Company's capital and/or the issuance of securities giving right to the allocation of debt securities by an offer referred to in Article L. 411-2, II of the Monetary and Financial Code [as amended by the Ordinance No.2009-80 on 22 JAN 2009]	Management
E.17	Authorize the Board of Directors in order to decide a share capital increase by issuance of shares or securities giving access to the capital reserved for a Savings Plans' members with cancellation of preferential subscription rights, for their benefit	Management
E.18	Authorize the Board of Directors in order to decide, during a public offer period, the issuance of warrants to subscribe on preferential terms, to the Company's shares, including their free allocation for the Company's shareholders	Management
E.19	Approve the reduction of the Board Members' mandate duration and modification of the Statutes	Management
OE.20	Grant Powers for formalities	Management
O.21	Appoint the Board Member	Management
O.22	Approve the Attendances allowances for the Board Members	Management

### SPECTRA ENERGY CORP

SECURITY	847560109	MEETING TYPE	Annual
TICKER SYMBOL	SE	MEETING DATE	07-May-2009
ISIN	US8475601097	AGENDA	933017065 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	APPROVAL OF AN AMENDMENT TO SPECTRA ENERGY'S CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFIED STRUCTURE OF ITS BOARD OF DIRECTORS.	Management
02	DIRECTOR 1 GREGORY L. EBEL 2 PETER B. HAMILTON 3 MICHAEL E.J. PHELPS	Management
03	RATIFICATION OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.	Management

### ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
70

### AVISTA CORP.

SECURITY	05379B107	MEETING TYPE	Annual
TICKER SYMBOL	AVA	MEETING DATE	07-May-2009
ISIN	US05379B1070	AGENDA	933017142 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JOHN F. KELLY	Management
1B	ELECTION OF DIRECTOR: SCOTT L. MORRIS	Management
1C	ELECTION OF DIRECTOR: HEIDI B. STANLEY	Management
1D	ELECTION OF DIRECTOR: R. JOHN TAYLOR	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	REAPPROVAL OF THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE COMPANY'S LONG-TERM INCENTIVE PLAN.	Management
04	CONSIDERATION OF A SHAREHOLDER PROPOSAL TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS SO AS TO REQUIRE THAT ALL DIRECTORS BE ELECTED ANNUALLY.	Shareholder
05	CONSIDERATION OF A SHAREHOLDER PROPOSAL TO REQUIRE THAT AN INDEPENDENT DIRECTOR SERVE AS CHAIR OF THE BOARD WHO DOES NOT ALSO SERVE AS CEO OF THE COMPANY.	Shareholder

SUNOCO, INC.

SECURITY	86764P109	MEETING TYPE	Annual
TICKER SYMBOL	SUN	MEETING DATE	07-May-2009
ISIN	US86764P1093	AGENDA	933017217 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR 1 R.J. DARNALL 2 G.W. EDWARDS 3 L.L. ELSENHANS 4 U.O. FAIRBAIRN 5 T.P. GERRITY 6 R.B. GRECO 7 J.P. JONES, III 8 J.G. KAISER 9 J.W. ROWE 10 J.K. WULFF	Management
2	APPROVAL OF THE AMENDED AND RESTATED SUNOCO, INC. RETAINER STOCK PLAN FOR OUTSIDE DIRECTORS.	Management
3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2009.	Management

VERIZON COMMUNICATIONS INC.

SECURITY	92343V104	MEETING TYPE	Annual
TICKER SYMBOL	VZ	MEETING DATE	07-May-2009
ISIN	US92343V1044	AGENDA	933018017 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Management
1B	ELECTION OF DIRECTOR: M. FRANCES KEETH	Management
1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Management
1D	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Management
1E	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Management
1F	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management
1G	ELECTION OF DIRECTOR: THOMAS H. O'BRIEN	Management
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Management
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Management
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Management
1K	ELECTION OF DIRECTOR: JOHN W. SNOW	Management
1L	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Management
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Management
04	APPROVAL OF LONG-TERM INCENTIVE PLAN	Management
05	APPROVAL OF SHORT-TERM INCENTIVE PLAN	Management
06	PROHIBIT GRANTING STOCK OPTIONS	Shareholder
07	SHAREHOLDER ABILITY TO CALL SPECIAL MEETING	Shareholder
08	SEPARATE OFFICES OF CHAIRMAN AND CEO	Shareholder
09	CUMULATIVE VOTING	Shareholder
10	SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

71

PEPSIAMERICAS, INC.

SECURITY	71343P200	MEETING TYPE	Annual
TICKER SYMBOL	PAS	MEETING DATE	07-May-2009
ISIN	US71343P2002	AGENDA	933019312 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: HERBERT M. BAUM	Management
1B	ELECTION OF DIRECTOR: RICHARD G. CLINE	Management
1C	ELECTION OF DIRECTOR: MICHAEL J. CORLISS	Management
1D	ELECTION OF DIRECTOR: PIERRE S. DU PONT	Management
1E	ELECTION OF DIRECTOR: ARCHIE R. DYKES	Management
1F	ELECTION OF DIRECTOR: JAROBIN GILBERT, JR.	Management
1G	ELECTION OF DIRECTOR: JAMES R. KACKLEY	Management
1H	ELECTION OF DIRECTOR: MATTHEW M. MCKENNA	Management
1I	ELECTION OF DIRECTOR: ROBERT C. POHLAD	Management
1J	ELECTION OF DIRECTOR: DEBORAH E. POWELL	Management
02	APPROVAL OF 2009 LONG-TERM INCENTIVE PLAN.	Management
03	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management

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

### WISCONSIN ENERGY CORPORATION

SECURITY	976657106	MEETING TYPE	Annual
TICKER SYMBOL	WEC	MEETING DATE	07-May-2009
ISIN	US9766571064	AGENDA	933019386 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 JOHN F. BERGSTROM	
	2 BARBARA L. BOWLES	
	3 PATRICIA W. CHADWICK	
	4 ROBERT A. CORNOG	
	5 CURT S. CULVER	
	6 THOMAS J. FISCHER	
	7 GALE E. KLAPPA	
	8 ULICE PAYNE, JR.	
	9 FREDERICK P STRATTON JR	
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2009.	Management

### DUKE ENERGY CORPORATION

SECURITY	26441C105	MEETING TYPE	Annual
TICKER SYMBOL	DUK	MEETING DATE	07-May-2009
ISIN	US26441C1053	AGENDA	933019728 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 WILLIAM BARNET, III	
	2 G. ALEX BERNHARDT, SR.	
	3 MICHAEL G. BROWNING	
	4 DANIEL R. DIMICCO	
	5 ANN MAYNARD GRAY	
	6 JAMES H. HANCE, JR.	
	7 JAMES T. RHODES	
	8 JAMES E. ROGERS	
	9 PHILIP R. SHARP	
	10 DUDLEY S. TAFT	
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2009	Management

### SOUTHWEST GAS CORPORATION

SECURITY	844895102	MEETING TYPE	Annual
TICKER SYMBOL	SWX	MEETING DATE	07-May-2009
ISIN	US8448951025	AGENDA	933019754 - Management

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

ITEM	PROPOSAL	TYPE
1	DIRECTOR	Management
	1 GEORGE C. BIEHL	
	2 ROBERT L. BOUGHNER	
	3 THOMAS E. CHESTNUT	
	4 STEPHEN C. COMER	
	5 RICHARD M. GARDNER	
	6 LEROY C. HANNEMAN, JR.	
	7 JAMES J. KROPID	
	8 MICHAEL O. MAFFIE	
	9 ANNE L. MARIUCCI	
	10 MICHAEL J. MELARKEY	
	11 JEFFREY W. SHAW	
	12 THOMAS A. THOMAS	
	13 TERRENCE L. WRIGHT	
2	TO APPROVE THE CONTINUATION OF THE AMENDED AND RESTATED MANAGEMENT INCENTIVE PLAN.	Management
3	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR FISCAL YEAR 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
72

PEABODY ENERGY CORPORATION

SECURITY	704549104	MEETING TYPE	Annual
TICKER SYMBOL	BTU	MEETING DATE	07-May-2009
ISIN	US7045491047	AGENDA	933021064 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTORS	Management
	1 GREGORY H. BOYCE	
	2 WILLIAM E. JAMES	
	3 ROBERT B. KARN III	
	4 M. FRANCES KEETH	
	5 HENRY E. LENTZ	
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management
03	REAPPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE MEASURES UNDER THE COMPANY'S 2004 LONG-TERM EQUITY INCENTIVE PLAN.	Management

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

AVON PRODUCTS, INC.

SECURITY	054303102	MEETING TYPE	Annual
TICKER SYMBOL	AVP	MEETING DATE	07-May-2009
ISIN	US0543031027	AGENDA	933023157 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR	Management
	1 W. DON CORNWELL	
	2 EDWARD T. FOGARTY	
	3 V. ANN HAILEY	
	4 FRED HASSAN	
	5 ANDREA JUNG	
	6 MARIA ELENA LAGOMASINO	
	7 ANN S. MOORE	
	8 PAUL S. PRESSLER	
	9 GARY M. RODKIN	
	10 PAULA STERN	
	11 LAWRENCE A. WEINBACH	
2	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
3	RESOLUTION REGARDING NANOMATERIAL REPORT	Shareholder

KANSAS CITY SOUTHERN

SECURITY	485170302	MEETING TYPE	Annual
TICKER SYMBOL	KSU	MEETING DATE	07-May-2009
ISIN	US4851703029	AGENDA	933024565 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 MICHAEL R. HAVERTY	
	2 THOMAS A. MCDONNELL	
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	APPROVAL OF THE KANSAS CITY SOUTHERN 2009 EMPLOYEE STOCK PURCHASE PLAN.	Management

APACHE CORPORATION

SECURITY	037411105	MEETING TYPE	Annual
TICKER SYMBOL	APA	MEETING DATE	07-May-2009
ISIN	US0374111054	AGENDA	933026254 - Management

ITEM	PROPOSAL	TYPE
------	----------	------

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

01	ELECTION OF DIRECTOR: FREDERICK M. BOHEN	Management
02	ELECTION OF DIRECTOR: GEORGE D. LAWRENCE	Management
03	ELECTION OF DIRECTOR: RODMAN D. PATTON	Management
04	ELECTION OF DIRECTOR: CHARLES J. PITMAN	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
 The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
 73

MUELLER INDUSTRIES, INC.

SECURITY	624756102	MEETING TYPE	Annual
TICKER SYMBOL	MLI	MEETING DATE	07-May-2009
ISIN	US6247561029	AGENDA	933031611 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 ALEXANDER P. FEDERBUSH	
	2 PAUL J. FLAHERTY	
	3 GENNARO J. FULVIO	
	4 GARY S. GLADSTEIN	
	5 SCOTT J. GOLDMAN	
	6 TERRY HERMANSON	
	7 HARVEY L. KARP	
02	APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY.	Management
03	APPROVE THE MUELLER INDUSTRIES, INC. 2009 STOCK INCENTIVE PLAN.	Management
04	STOCKHOLDER PROPOSAL REGARDING BOARD MEMBERSHIP.	Shareholder

BCE INC.

SECURITY	05534B760	MEETING TYPE	Annual
TICKER SYMBOL	BCE	MEETING DATE	07-May-2009
ISIN	CA05534B7604	AGENDA	933033615 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 B.K. ALLEN	
	2 A. BERARD	
	3 R.A. BRENNEMAN	
	4 R.E. BROWN	
	5 G.A. COPE	
	6 A.S. FELL	
	7 D. SOBLE KAUFMAN	



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

8	B.M. LEVITT	
9	E.C. LUMLEY	
10	T.C. O'NEILL	
11	P.M. TELLIER	
12	P.R. WEISS	
13	V.L. YOUNG	
02	DELOITTE & TOUCHE LLP AS AUDITORS.	Management
3A	CEASE AND DESIST BUYING SHARES PURSUANT TO THE SHARE BUYBACK DATED DECEMBER 12, 2008.	Shareholder
3B	DECLARING AS A SPECIAL DIVIDEND AN AMOUNT EQUAL TO THE DIVIDEND OF THE BCE COMMON SHARES THAT WOULD HAVE BEEN PAID IN JULY AND OCTOBER 2008.	Shareholder
3C	MISSED DIVIDEND PAYMENTS TO SHAREHOLDERS FOR THE PERIOD OF JULY 15, 2008 AND OCTOBER 15, 2008.	Shareholder
3D	CUT BOARD OF DIRECTORS, PRESIDENT AND CEO, AND TOP MANAGEMENT SALARIES, BONUSES, STOCK OPTION BENEFITS, OTHER BENEFITS AND PERKS BY 50% IN 2009 AND 2010, AND CAP THEM TO A MAXIMUM OF \$ 500,000 PER PERSON, PER YEAR FOR 2009 AND 2010.	Shareholder
3E	INDEPENDENCE OF COMPENSATION COMMITTEE MEMBERS AND EXTERNAL COMPENSATION ADVISORS.	Shareholder
3F	SHAREHOLDER ADVISORY VOTE ON THE EXECUTIVE COMPENSATION POLICY.	Shareholder
3G	FEMALE REPRESENTATION ON BOARD OF DIRECTORS.	Shareholder
3H	LIMIT ON THE NUMBER OF DIRECTORSHIPS.	Shareholder

CENTURYTEL, INC.

SECURITY	156700106	MEETING TYPE	Annual
TICKER SYMBOL	CTL	MEETING DATE	07-May-2009
ISIN	US1567001060	AGENDA	933046080 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 FRED R. NICHOLS 2 HARVEY P. PERRY 3 JIM D. REPPOND 4 JOSEPH R. ZIMMEL	Management
02	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009.	Management
03	TO ACT UPON A SHAREHOLDER PROPOSAL REGARDING DIRECTOR ELECTION VOTING STANDARDS.	Shareholder
04	TO ACT UPON A SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION.	Shareholder
05	TO ACT UPON A SHAREHOLDER PROPOSAL REGARDING NETWORK MANAGEMENT PRACTICES.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

74

STERLING BANCORP

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

SECURITY	859158107	MEETING TYPE	Annual
TICKER SYMBOL	STL	MEETING DATE	07-May-2009
ISIN	US8591581074	AGENDA	933047323 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 ROBERT ABRAMS	
	2 JOSEPH M. ADAMKO	
	3 LOUIS J. CAPPELLI	
	4 FERNANDO FERRER	
	5 ALLAN F. HERSHFIELD	
	6 HENRY J. HUMPHREYS	
	7 ROBERT W. LAZAR	
	8 JOHN C. MILLMAN	
	9 EUGENE ROSSIDES	
02	ADVISORY APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management
03	PROPOSAL TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2009.	Management

### WEATHERFORD INTERNATIONAL LTD

SECURITY	H27013103	MEETING TYPE	Annual
TICKER SYMBOL	WFT	MEETING DATE	07-May-2009
ISIN	CH0038838394	AGENDA	933056182 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: BERNARD J. DUROC-DANNER	Management
1B	ELECTION OF DIRECTOR: DAVID J. BUTTERS	Management
1C	ELECTION OF DIRECTOR: NICHOLAS F. BRADY	Management
1D	ELECTION OF DIRECTOR: WILLIAM E. MACAULAY	Management
1E	ELECTION OF DIRECTOR: ROBERT B. MILLARD	Management
1F	ELECTION OF DIRECTOR: ROBERT K. MOSES, JR.	Management
1G	ELECTION OF DIRECTOR: ROBERT A. RAYNE	Management
02	APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2009 AND RATIFICATION OF THE ELECTION OF ERNST & YOUNG AG, ZURICH AS STATUTORY AUDITOR FOR YEAR ENDING DECEMBER 31, 2009.	Management

### ORMAT TECHNOLOGIES, INC.

SECURITY	686688102	MEETING TYPE	Annual
TICKER SYMBOL	ORA	MEETING DATE	08-May-2009
ISIN	US6866881021	AGENDA	933018714 - Management

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

ITEM	PROPOSAL	TYPE
1	DIRECTOR 1 YEHUDIT BRONICKI 2 JACOB J. WORENKLEIN 3 ROBERT F. CLARKE	Management
2	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2009	Management

UNISOURCE ENERGY CORPORATION

SECURITY	909205106	MEETING TYPE	Annual
TICKER SYMBOL	UNS	MEETING DATE	08-May-2009
ISIN	US9092051062	AGENDA	933022751 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 PAUL J. BONAVIA 2 LAWRENCE J. ALDRICH 3 BARBARA M. BAUMANN 4 LARRY W. BICKLE 5 ELIZABETH T. BILBY 6 HAROLD W. BURLINGAME 7 JOHN L. CARTER 8 ROBERT A. ELLIOTT 9 DANIEL W.L. FESSLER 10 LOUISE L. FRANCESCONI 11 WARREN Y. JOBE 12 RAMIRO G. PERU 13 GREGORY A. PIVIROTTA 14 JOAQUIN RUIZ	Management
02	RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR, PRICEWATERHOUSECOOPERS, LLP, FOR THE FISCAL YEAR 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
75

AMERICAN WATER WORKS COMPANY, INC.

SECURITY	030420103	MEETING TYPE	Annual
TICKER SYMBOL	AWK	MEETING DATE	08-May-2009
ISIN	US0304201033	AGENDA	933023436 - Management

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

ITEM	PROPOSAL	TYPE
1	DIRECTOR 1 DONALD L. CORRELL 2 MARTHA CLARK GOSS 3 DR. MANFRED DOSS 4 RICHARD R. GRIGG 5 JULIA L. JOHNSON 6 GEORGE MACKENZIE 7 WILLIAM J. MARRAZZO 8 DR. ROLF POHLIG 9 ANDREAS G. ZETZSCHE	Management
2	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.	Management
3	PROPOSAL TO APPROVE AMENDMENTS TO THE AMERICAN WATER WORKS COMPANY, INC. 2007 OMNIBUS EQUITY COMPENSATION PLAN.	Management

ST. JUDE MEDICAL, INC.

SECURITY	790849103	MEETING TYPE	Annual
TICKER SYMBOL	STJ	MEETING DATE	08-May-2009
ISIN	US7908491035	AGENDA	933024159 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 JOHN W. BROWN 2 DANIEL J. STARKS	Management
02	TO APPROVE THE ST. JUDE MEDICAL, INC. MANAGEMENT INCENTIVE COMPENSATION PLAN.	Management
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

WASTE MANAGEMENT, INC.

SECURITY	94106L109	MEETING TYPE	Annual
TICKER SYMBOL	WMI	MEETING DATE	08-May-2009
ISIN	US94106L1098	AGENDA	933026115 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Management
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Management
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Management
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Management
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Management

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

1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Management
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Management
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	PROPOSAL TO AMEND THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN.	Management
04	PROPOSAL TO APPROVE THE COMPANY'S 2009 STOCK INCENTIVE PLAN.	Management
05	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder
06	PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT MEETING.	Shareholder

ALCOA INC.

SECURITY	013817101	MEETING TYPE	Annual
TICKER SYMBOL	AA	MEETING DATE	08-May-2009
ISIN	US0138171014	AGENDA	933026165 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 KATHRYN S. FULLER 2 JUDITH M. GUERON 3 PATRICIA F. RUSSO 4 ERNESTO ZEDILLO	Management
02	PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR	Management
03	PROPOSAL TO APPROVE 2009 ALCOA STOCK INCENTIVE PLAN	Management
04	SHAREHOLDER PROPOSAL: SIMPLE MAJORITY VOTE	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

76

OCEANEERING INTERNATIONAL, INC.

SECURITY	675232102	MEETING TYPE	Annual
TICKER SYMBOL	OII	MEETING DATE	08-May-2009
ISIN	US6752321025	AGENDA	933030253 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 JOHN R. HUFF	Management

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

02	2 JEROLD J. DESROCHE PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.	Management
----	--	------------

AQUA AMERICA, INC.

SECURITY	03836W103	MEETING TYPE	Annual
TICKER SYMBOL	WTR	MEETING DATE	08-May-2009
ISIN	US03836W1036	AGENDA	933043197 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 NICHOLAS DEBENEDICTIS 2 RICHARD H. GLANTON 3 LON R. GREENBERG	Management
02	TO APPROVE THE 2009 OMNIBUS EQUITY COMPENSATION PLAN.	Management
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2009 FISCAL YEAR.	Management
04	SHAREHOLDER PROPOSAL REGARDING THE PREPARATION AND PUBLICATION OF A SUSTAINABILITY REPORT.	Shareholder

DISH NETWORK CORPORATION

SECURITY	25470M109	MEETING TYPE	Annual
TICKER SYMBOL	DISH	MEETING DATE	11-May-2009
ISIN	US25470M1099	AGENDA	933028981 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 JAMES DEFRANCO 2 CANTEY ERGEN 3 CHARLES W. ERGEN 4 STEVEN R. GOODBARN 5 GARY S. HOWARD 6 DAVID K. MOSKOWITZ 7 TOM A. ORTOLF 8 CARL E. VOGEL	Management
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management
03	TO APPROVE OUR 2009 STOCK INCENTIVE PLAN.	Management
04	TO APPROVE AMENDMENTS TO EXISTING EQUITY PLANS TO ALLOW FOR STOCK AWARD EXCHANGE PROGRAMS.	Management

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

ECHOSTAR CORPORATION

SECURITY	278768106	MEETING TYPE	Annual
TICKER SYMBOL	SATS	MEETING DATE	11-May-2009
ISIN	US2787681061	AGENDA	933028993 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 JOSEPH P. CLAYTON	
	2 R. STANTON DODGE	
	3 MICHAEL T. DUGAN	
	4 CHARLES W. ERGEN	
	5 DAVID K. MOSKOWITZ	
	6 TOM A. ORTOLF	
	7 C. MICHAEL SCHROEDER	
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management
03	TO AMEND AND RESTATE OUR EMPLOYEE STOCK PURCHASE PLAN.	Management
04	TO APPROVE AMENDMENTS TO EXISTING EQUITY PLANS TO ALLOW FOR STOCK AWARD EXCHANGE PROGRAMS.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

77

INTERNATIONAL PAPER COMPANY

SECURITY	460146103	MEETING TYPE	Annual
TICKER SYMBOL	IP	MEETING DATE	11-May-2009
ISIN	US4601461035	AGENDA	933045189 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 JOHN V. FARACI*	
	2 STACEY J. MOBLEY**	
	3 WILLIAM G. WALTER*	
	4 J. STEVEN WHISLER*	
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	COMPANY PROPOSAL TO AMEND ARTICLE I AND ARTICLE II OF THE COMPANY'S BY-LAWS REGARDING SPECIAL SHAREOWNER MEETINGS.	Management
04	COMPANY PROPOSAL TO APPROVE THE 2009 INCENTIVE COMPENSATION PLAN.	Management
05	SHAREOWNER PROPOSAL CONCERNING SUSTAINABLE	Shareholder

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

FORESTRY.

ALLETE, INC.

SECURITY	018522300	MEETING TYPE	Annual
TICKER SYMBOL	ALE	MEETING DATE	12-May-2009
ISIN	US0185223007	AGENDA	933024224 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
1	DIRECTOR	Management
	1 KATHLEEN A. BREKKEN	
	2 HEIDI J. EDDINS	
	3 SIDNEY W. EMERY, JR.	
	4 JAMES J. HOOLIHAN	
	5 MADELEINE W. LUDLOW	
	6 GEORGE L. MAYER	
	7 DOUGLAS C. NEVE	
	8 JACK I. RAJALA	
	9 LEONARD C. RODMAN	
	10 DONALD J. SHIPPAR	
	11 BRUCE W. STENDER	
2	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS ALLETE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
3	AMEND ARTICLE III OF ALLETE'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO INCREASE THE AMOUNT OF AUTHORIZED CAPITAL STOCK AND COMMON STOCK OF THE COMPANY.	Management
4	DELETE ARTICLE V OF ALLETE'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO REMOVE THE NAMES AND PLACES OF RESIDENCE OF THE BOARD OF DIRECTORS NAMED THEREIN.	Management

ITT CORPORATION

SECURITY	450911102	MEETING TYPE	Annual
TICKER SYMBOL	ITT	MEETING DATE	12-May-2009
ISIN	US4509111021	AGENDA	933028551 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	DIRECTOR	Management
	1 STEVEN R. LORANGER	
	2 CURTIS J. CRAWFORD	
	3 CHRISTINA A. GOLD	
	4 RALPH F. HAKE	
	5 JOHN J. HAMRE	
	6 PAUL J. KERN	
	7 FRANK T. MACINNIS	
	8 SURYA N. MOHAPATRA	
	9 LINDA S. SANFORD	



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

10	MARKOS I. TAMBAKERAS	
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	TO VOTE ON A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE COMPANY PROVIDE A COMPREHENSIVE REPORT AT A REASONABLE COST AND OMITTING PROPRIETARY AND CLASSIFIED INFORMATION OF THE COMPANY'S FOREIGN SALES OF MILITARY AND WEAPONS-RELATED PRODUCTS AND SERVICES.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

78

SPRINT NEXTEL CORPORATION

SECURITY	852061100	MEETING TYPE	Annual
TICKER SYMBOL	S	MEETING DATE	12-May-2009
ISIN	US8520611000	AGENDA	933029224 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: ROBERT R. BENNETT	Management
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management
1C	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Management
1D	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management
1E	ELECTION OF DIRECTOR: DANIEL R. HESSE	Management
1F	ELECTION OF DIRECTOR: V. JANET HILL	Management
1G	ELECTION OF DIRECTOR: FRANK IANNA	Management
1H	ELECTION OF DIRECTOR: SVEN-CHRISTER NILSSON	Management
1I	ELECTION OF DIRECTOR: WILLIAM R. NUTI	Management
1J	ELECTION OF DIRECTOR: RODNEY O'NEAL	Management
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SPRINT NEXTEL FOR 2009.	Management
03	TO APPROVE AMENDMENTS TO THE 1988 EMPLOYEES STOCK PURCHASE PLAN.	Management
04	TO VOTE ON A SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS.	Shareholder
05	TO VOTE ON A SHAREHOLDER PROPOSAL CONCERNING POLITICAL CONTRIBUTIONS.	Shareholder

NISOURCE INC.

SECURITY	65473P105	MEETING TYPE	Annual
TICKER SYMBOL	NI	MEETING DATE	12-May-2009
ISIN	US65473P1057	AGENDA	933033297 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: RICHARD A. ABDOO	Management
1B	ELECTION OF DIRECTOR: STEVEN C. BEERING	Management
1C	ELECTION OF DIRECTOR: DENNIS E. FOSTER	Management
1D	ELECTION OF DIRECTOR: MICHAEL E. JESANIS	Management
1E	ELECTION OF DIRECTOR: MARTY K. KITTRELL	Management
1F	ELECTION OF DIRECTOR: W. LEE NUTTER	Management
1G	ELECTION OF DIRECTOR: DEBORAH S. PARKER	Management
1H	ELECTION OF DIRECTOR: IAN M. ROLLAND	Management
1I	ELECTION OF DIRECTOR: ROBERT C. SKAGGS, JR.	Management
1J	ELECTION OF DIRECTOR: RICHARD L. THOMPSON	Management
1K	ELECTION OF DIRECTOR: CAROLYN Y. WOO	Management
II	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management
III	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shareholder

### MAINE & MARITIMES CORPORATION

SECURITY	560377103	MEETING TYPE	Annual
TICKER SYMBOL	MAM	MEETING DATE	12-May-2009
ISIN	US5603771032	AGENDA	933037409 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 ROBERT E. ANDERSON 2 MICHAEL W. CARON 3 NATHAN L. GRASS	Management
02	RATIFICATION OF THE SELECTION OF VITALE, CATURANO & COMPANY, P.C. AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009.	Management

### PETROCHINA COMPANY LIMITED

SECURITY	71646E100	MEETING TYPE	Annual
TICKER SYMBOL	PTR	MEETING DATE	12-May-2009
ISIN	US71646E1001	AGENDA	933050255 - Management

ITEM	PROPOSAL	TYPE
01	TO CONSIDER AND APPROVE THE REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2008.	Management
02	TO CONSIDER AND APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR 2008.	Management
03	TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2008.	Management
04	TO CONSIDER AND APPROVE THE DECLARATION AND PAYMENT OF THE FINAL DIVIDENDS FOR THE YEAR ENDED	Management

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

	DECEMBER 31, 2008 IN THE AMOUNT AND IN THE MANNER RECOMMENDED BY THE BOARD OF DIRECTORS.	
05	TO CONSIDER AND APPROVE THE AUTHORISATION OF THE BOARD OF DIRECTORS TO DETERMINE THE DISTRIBUTION OF INTERIM DIVIDENDS.	Management
06	APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INTERNATIONAL AUDITORS AND PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS LIMITED COMPANY, CERTIFIED PUBLIC ACCOUNTANTS AS DOMESTIC AUDITORS FOR 2009.	Management
07	TO CONSIDER AND APPROVE, BY WAY OF SPECIAL RESOLUTION, A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO SEPARATELY OR CONCURRENTLY ISSUE, ALLOT AND DEAL WITH ADDITIONAL DOMESTIC SHARES & COMPANY SHARES AND OVERSEAS LISTED FOREIGN SHARES IN THE COMPANY NOT EXCEEDING 20% OF EACH OF ITS EXISTING DOMESTIC SHARES.	Management
08	CONSIDER AND APPROVE, TO GRANT A GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS IN AGGREGATE PRINCIPAL AMOUNT BY BOARD.	Management
09	TO CONSIDER AND APPROVE THE ELECTION OF MR. WANG DAOCHENG AS INDEPENDENT SUPERVISOR OF THE COMPANY.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
79

SAFeway INC.

SECURITY	786514208	MEETING TYPE	Annual
TICKER SYMBOL	SWY	MEETING DATE	13-May-2009
ISIN	US7865142084	AGENDA	933009640 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: STEVEN A. BURD	Management
1B	ELECTION OF DIRECTOR: JANET E. GROVE	Management
1C	ELECTION OF DIRECTOR: MOHAN GYANI	Management
1D	ELECTION OF DIRECTOR: PAUL HAZEN	Management
1E	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Management
1F	ELECTION OF DIRECTOR: ROBERT I. MACDONNELL	Management
1G	ELECTION OF DIRECTOR: KENNETH W. ODER	Management
1H	ELECTION OF DIRECTOR: REBECCA A. STIRN	Management
1I	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Management
1J	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Management
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shareholder
04	STOCKHOLDER PROPOSAL REQUESTING THAT HOLDERS OF 10% OF THE OUTSTANDING COMMON STOCK BE GIVEN THE POWER TO CALL SPECIAL STOCKHOLDER MEETINGS	Shareholder

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

05 STOCKHOLDER PROPOSAL REQUESTING LIMITATION ON  
FUTURE DEATH BENEFITS.

Shareholder

VECTREN CORPORATION

SECURITY	92240G101	MEETING TYPE	Annual
TICKER SYMBOL	VVC	MEETING DATE	13-May-2009
ISIN	US92240G1013	AGENDA	933012712 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR	Management
	1 CARL L. CHAPMAN	
	2 JOHN M. DUNN	
	3 NIEL C. ELLERBROOK	
	4 JOHN D. ENGELBRECHT	
	5 ANTON H. GEORGE	
	6 MARTIN C. JISCHKE	
	7 ROBERT L. KOCH II	
	8 WILLIAM G. MAYS	
	9 J. TIMOTHY MCGINLEY	
	10 RICHARD P. RECHTER	
	11 R. DANIEL SADLIER	
	12 MICHAEL L. SMITH	
	13 JEAN L. WOJTOWICZ	
2	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR VECTREN AND ITS SUBSIDIARIES FOR 2009.	Management

QWEST COMMUNICATIONS INTERNATIONAL INC.

SECURITY	749121109	MEETING TYPE	Annual
TICKER SYMBOL	Q	MEETING DATE	13-May-2009
ISIN	US7491211097	AGENDA	933024527 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: EDWARD A. MUELLER	Management
1B	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Management
1C	ELECTION OF DIRECTOR: CHARLES L. BIGGS	Management
1D	ELECTION OF DIRECTOR: K. DANE BROOKSHER	Management
1E	ELECTION OF DIRECTOR: PETER S. HELLMAN	Management
1F	ELECTION OF DIRECTOR: R. DAVID HOOVER	Management
1G	ELECTION OF DIRECTOR: PATRICK J. MARTIN	Management
1H	ELECTION OF DIRECTOR: CAROLINE MATTHEWS	Management
1I	ELECTION OF DIRECTOR: WAYNE W. MURDY	Management
1J	ELECTION OF DIRECTOR: JAN L. MURLEY	Management
1K	ELECTION OF DIRECTOR: JAMES A. UNRUH	Management
1L	ELECTION OF DIRECTOR: ANTHONY WELTERS	Management
02	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Management

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

03	FIRM FOR 2009. APPROVAL OF A POLICY RELATING TO SEVERANCE ARRANGEMENTS WITH EXECUTIVES.	Management
04	A STOCKHOLDER PROPOSAL URGING THE BOARD TO ADOPT A POLICY TO SEEK STOCKHOLDER APPROVAL OF CERTAIN EXTRAORDINARY RETIREMENT BENEFITS FOR EXECUTIVES.	Shareholder
05	A STOCKHOLDER PROPOSAL URGING THE BOARD TO ADOPT A POLICY THAT STOCKHOLDERS HAVE THE OPPORTUNITY AT ANNUAL MEETINGS TO VOTE ON AN ADVISORY RESOLUTION ON CERTAIN EXECUTIVE COMPENSATION.	Shareholder
06	A STOCKHOLDER PROPOSAL REQUESTING THE BOARD TO AMEND OUR BYLAWS TO ALLOW 10% STOCKHOLDERS TO CALL SPECIAL STOCKHOLDER MEETINGS.	Shareholder
07	A STOCKHOLDER PROPOSAL REQUESTING THAT OUR BOARD INITIATE THE PROCESS OF REINCORPORATING QWEST IN NORTH DAKOTA.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
80

CONNECTICUT WATER SERVICE, INC.

SECURITY	207797101	MEETING TYPE	Annual
TICKER SYMBOL	CTWS	MEETING DATE	13-May-2009
ISIN	US2077971016	AGENDA	933026153 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 LISA J. THIBDAUE 2 CAROL P. WALLACE 3 DONALD B. WILBUR	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS, AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.	Management

PROGRESS ENERGY, INC.

SECURITY	743263105	MEETING TYPE	Annual
TICKER SYMBOL	PGN	MEETING DATE	13-May-2009
ISIN	US7432631056	AGENDA	933026266 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	ELECTION OF DIRECTOR: JAMES E. BOSTIC, JR.	Management

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

02	ELECTION OF DIRECTOR: HARRIS E. DELOACH, JR.	Management
03	ELECTION OF DIRECTOR: JAMES B. HYLER, JR.	Management
04	ELECTION OF DIRECTOR: WILLIAM D. JOHNSON	Management
05	ELECTION OF DIRECTOR: ROBERT W. JONES	Management
06	ELECTION OF DIRECTOR: W. STEVEN JONES	Management
07	ELECTION OF DIRECTOR: E. MARIE MCKEE	Management
08	ELECTION OF DIRECTOR: JOHN H. MULLIN, III	Management
09	ELECTION OF DIRECTOR: CHARLES W. PRYOR, JR.	Management
10	ELECTION OF DIRECTOR: CARLOS A. SALADRIGAS	Management
11	ELECTION OF DIRECTOR: THERESA M. STONE	Management
12	ELECTION OF DIRECTOR: ALFRED C. TOLLISON, JR.	Management
13	RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY.	Management
14	TO APPROVE THE PROGRESS ENERGY, INC. 2009 EXECUTIVE INCENTIVE PLAN TO COMPLY WITH SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Management

CONOCOPHILLIPS

SECURITY	20825C104	MEETING TYPE	Annual
TICKER SYMBOL	COP	MEETING DATE	13-May-2009
ISIN	US20825C1045	AGENDA	933026317 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Management
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Management
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Management
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Management
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Management
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Management
1H	ELECTION OF DIRECTOR: HARALD J. NORVIK	Management
1I	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Management
1J	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Management
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Management
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Management
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Management
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Management
04	UNIVERSAL HEALTH CARE PRINCIPLES.	Shareholder
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder
06	POLITICAL CONTRIBUTIONS.	Shareholder
07	GREENHOUSE GAS REDUCTION.	Shareholder
08	OIL SANDS DRILLING.	Shareholder
09	DIRECTOR QUALIFICATIONS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

81

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

### CME GROUP

SECURITY	12572Q105	MEETING TYPE	Annual
TICKER SYMBOL	CME	MEETING DATE	13-May-2009
ISIN	US12572Q1058	AGENDA	933026999 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 DENNIS H. CHOOKASZIAN	
	2 ROBERT F. CORVINO	
	3 LARRY G. GERDES	
	4 DANIEL R. GLICKMAN	
	5 JAMES E. OLIFF	
	6 JOHN L. PIETRZAK	
	7 ALEX J. POLLOCK	
	8 WILLIAM R. SHEPARD	
02	TO APPROVE THE CME GROUP INC. AMENDED AND RESTATED OMNIBUS STOCK PLAN.	Management
03	TO APPROVE THE CME GROUP INC. AMENDED AND RESTATED 2005 DIRECTOR STOCK PLAN.	Management
04	TO APPROVE THE CME GROUP INC. AMENDED AND RESTATED INCENTIVE PLAN FOR HIGHLY COMPENSATED EXECUTIVE OFFICERS.	Management
05	TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

### EASTMAN KODAK COMPANY

SECURITY	277461109	MEETING TYPE	Annual
TICKER SYMBOL	EK	MEETING DATE	13-May-2009
ISIN	US2774611097	AGENDA	933028652 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: RICHARD S. BRADDOCK	Management
1B	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Management
1C	ELECTION OF DIRECTOR: MICHAEL J. HAWLEY	Management
1D	ELECTION OF DIRECTOR: WILLIAM H. HERNANDEZ	Management
1E	ELECTION OF DIRECTOR: DOUGLAS R. LEBDA	Management
1F	ELECTION OF DIRECTOR: DEBRA L. LEE	Management
1G	ELECTION OF DIRECTOR: DELANO E. LEWIS	Management
1H	ELECTION OF DIRECTOR: WILLIAM G. PARRETT	Management
1I	ELECTION OF DIRECTOR: ANTONIO M. PEREZ	Management
1J	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Management
1K	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Management
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management

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

MATTEL, INC.

SECURITY	577081102	MEETING TYPE	Annual
TICKER SYMBOL	MAT	MEETING DATE	13-May-2009
ISIN	US5770811025	AGENDA	933029046 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: MICHAEL J. DOLAN	Management
1B	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Management
1C	ELECTION OF DIRECTOR: DR. FRANCES D. FERGUSON	Management
1D	ELECTION OF DIRECTOR: TULLY M. FRIEDMAN	Management
1E	ELECTION OF DIRECTOR: DOMINIC NG	Management
1F	ELECTION OF DIRECTOR: VASANT M. PRABHU	Management
1G	ELECTION OF DIRECTOR: DR. ANDREA L. RICH	Management
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Management
1I	ELECTION OF DIRECTOR: DEAN A. SCARBOROUGH	Management
1J	ELECTION OF DIRECTOR: CHRISTOPHER A. SINCLAIR	Management
1K	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Management
1L	ELECTION OF DIRECTOR: KATHY BRITTAIN WHITE	Management
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS MATTEL, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	
03	STOCKHOLDER PROPOSAL REGARDING CERTAIN REPORTS BY THE BOARD OF DIRECTORS.	Shareholder
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
82

MURPHY OIL CORPORATION

SECURITY	626717102	MEETING TYPE	Annual
TICKER SYMBOL	MUR	MEETING DATE	13-May-2009
ISIN	US6267171022	AGENDA	933029705 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
1	F.W. BLUE	
2	C.P. DEMING	
3	R.A. HERMES	
4	J.V. KELLEY	
5	R.M. MURPHY	
6	W.C. NOLAN, JR.	
7	I.B. RAMBERG	
8	N.E. SCHMALE	
9	D.J.H. SMITH	



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

10	C.G. THEUS	
11	D.M. WOOD	
02	SHAREHOLDER PROPOSAL CONCERNING THE COMPANY'S NON DISCRIMINATION IN EMPLOYMENT POLICY.	Shareholder
03	APPROVE THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

CAMERON INTERNATIONAL CORPORATION

SECURITY	13342B105	MEETING TYPE	Annual
TICKER SYMBOL	CAM	MEETING DATE	13-May-2009
ISIN	US13342B1052	AGENDA	933029894 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTORS 1 C. BAKER CUNNINGHAM 2 SHELDON R. ERIKSON 3 DOUGLAS L. FOSHEE	Management
2	APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2005 EQUITY INCENTIVE PLAN INCREASING THE NUMBER OF AUTHORIZED SHARES UNDER THE PLAN.	Management
3	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2009.	Management

INTEGRYS ENERGY GROUP INC

SECURITY	45822P105	MEETING TYPE	Annual
TICKER SYMBOL	TEG	MEETING DATE	13-May-2009
ISIN	US45822P1057	AGENDA	933035405 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 KEITH E. BAILEY 2 K.M. HASSELBLAD-PASCALE 3 JOHN W. HIGGINS 4 JAMES L. KEMERLING 5 CHARLES A. SCHROCK	Management
02	RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR INTEGRYS ENERGY GROUP AND ITS SUBSIDIARIES FOR 2009.	Management

THE DOW CHEMICAL COMPANY

SECURITY	260543103	MEETING TYPE	Annual
TICKER SYMBOL	DOW	MEETING DATE	14-May-2009
ISIN	US2605431038	AGENDA	933026076 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ARNOLD A. ALLEMANG	Management
1B	ELECTION OF DIRECTOR: JACQUELINE K. BARTON	Management
1C	ELECTION OF DIRECTOR: JAMES A. BELL	Management
1D	ELECTION OF DIRECTOR: JEFF M. FETTIG	Management
1E	ELECTION OF DIRECTOR: BARBARA H. FRANKLIN	Management
1F	ELECTION OF DIRECTOR: JOHN B. HESS	Management
1G	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Management
1H	ELECTION OF DIRECTOR: GEOFFERY E. MERSZEI	Management
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management
1J	ELECTION OF DIRECTOR: JAMES M. RINGLER	Management
1K	ELECTION OF DIRECTOR: RUTH G. SHAW	Management
1L	ELECTION OF DIRECTOR: PAUL G. STERN	Management
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shareholder
04	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS	Shareholder
05	STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION	Shareholder
06	STOCKHOLDER PROPOSAL ON SAY ON EXECUTIVE PAY	Shareholder
07	STOCKHOLDER PROPOSAL ON ENVIRONMENTAL REMEDIATION IN THE MIDLAND AREA	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
83

ALLIANT ENERGY CORPORATION

SECURITY	018802108	MEETING TYPE	Annual
TICKER SYMBOL	LNT	MEETING DATE	14-May-2009
ISIN	US0188021085	AGENDA	933037954 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 ANN K. NEWHALL 2 DEAN C. OESTREICH 3 CAROL P. SANDERS	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

REPSOL YPF, S.A.

SECURITY	76026T205	MEETING TYPE	Annual
TICKER SYMBOL	REP	MEETING DATE	14-May-2009
ISIN	US76026T2050	AGENDA	933052362 - Management

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

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT OF REPSOL YPF, S.A.	Management
2A	RE-ELECTION AS DIRECTOR OF MR. LUIS SUAREZ DE LEZO MANTILLA	Management
2B	APPOINTMENT AS DIRECTOR OF MRS. MARIA ISABEL GABARRO MIQUEL	Management
03	APPOINTMENT OF THE ACCOUNTS AUDITOR OF REPSOL YPF, S.A. AND OF ITS CONSOLIDATED GROUP.	Management
04	AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF SHARES OF REPSOL YPF, S.A.	Management
05	DELEGATION TO BOARD OF DIRECTORS OF POWER TO ISSUE DEBENTURES, BONDS AND ANY OTHER FIXED RATE SECURITIES OF ANALOGOUS NATURE.	Management
06	DELEGATION OF POWERS TO SUPPLEMENT, DEVELOP, EXECUTE, RECTIFY AND FORMALIZE THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS' MEETING.	Management
07	AMENDMENTS OR NEW RESOLUTIONS PROPOSED AT THE MEETING.	Management

CADBURY PLC

SECURITY	12721E102	MEETING TYPE	Annual
TICKER SYMBOL	CBY	MEETING DATE	14-May-2009
ISIN	US12721E1029	AGENDA	933053679 - Management

ITEM	PROPOSAL	TYPE
01	TO RECEIVE THE 2008 FINANCIAL STATEMENTS AND THE DIRECTORS' AND AUDITORS' REPORTS.	Management
02	TO DECLARE AND APPROVE THE FINAL DIVIDEND.	Management
03	TO APPROVE THE DIRECTORS' REMUNERATION REPORT.	Management
04	TO RE-ELECT ROGER CARR AS A DIRECTOR.	Management
05	TO RE-ELECT TODD STITZER AS A DIRECTOR.	Management
06	TO ELECT BARONESS HOGG AS A DIRECTOR.	Management
07	TO ELECT COLIN DAY AS A DIRECTOR.	Management
08	TO ELECT ANDREW BONFIELD AS A DIRECTOR.	Management
09	TO RE-APPOINT DELOITTE LLP AS AUDITORS.	Management
010	TO AUTHORISE THE DIRECTORS TO SET THE AUDITORS' FEES.	Management
011	TO AUTHORISE THE DIRECTORS TO MAKE POLITICAL DONATIONS AND TO INCUR POLITICAL EXPENDITURE.	Management
012	TO AUTHORISE THE DIRECTORS TO ALLOT FURTHER SHARES.	Management
S13	TO DISAPPLY PRE-EMPTION RIGHTS.	Management
S14	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES.	Management
S15	TO AUTHORIZE THE CONVENING OF A GENERAL MEETING, OTHER THAN AN ANNUAL GENERAL MEETING, ON NOT LESS THAN 14 DAYS' NOTICE.	Management

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

WESTMORELAND COAL COMPANY

SECURITY	960878106	MEETING TYPE	Annual
TICKER SYMBOL	WLB	MEETING DATE	14-May-2009
ISIN	US9608781061	AGENDA	933056067 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
	1 KEITH E. ALESSI	
	2 THOMAS J. COFFEY	
	3 MICHAEL R. D'APPOLONIA	

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

84

LADBROKES PLC

SECURITY	G5337D107	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	LDBKF.PK	MEETING DATE	15-May-2009
ISIN	GB00B0ZSH635	AGENDA	701843977 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1.	Receive and adopt the reports of the Directors and the Auditor and the accounts of the Company for the YE 31 DEC 2008	Management
2.	Approve to declare the final dividend of 9.05p on each of the ordinary shares entitled thereto in respect of the YE 31 DEC 2008	Management
3.	Appoint Mr. P. Erskine as a Director of the Company, who retires in accordance with the Articles of Association	Management
4.	Appoint Mr. R. J. Ames as a Director of the Company, who retires in accordance with the Articles of Association	Management
5.	Re-appoint Mr. N. M. H. Jones a Director of the Company, who retires by rotation in accordance with the Articles of Association	Management
6.	Re-appoint Mr. J. P. O'Reilly as a Director of the Company, who retires by rotation in accordance with the Articles of Association	Management
7.	Re-appoint Ernst & Young LLP as the Auditor to the Company and authorize the Directors to agree the remuneration of the Auditor	Management
8.	Receive the 2008 Directors' remuneration report	Management
9.	Authorize the Company, for the purposes of Section 366 of the Companies Act 2006 [authorizations required for donations or expenditure] and all Companies that are subsidiaries of the Company at any time during the period for which this resolution has effect to: (i) make political donations to political parties or independent election candidates not exceeding GBP 50,000 in total; (ii) make political donations to political organizations other than political parties not exceeding GBP 50,000 in total; and (iii) incur political expenditure not exceeding GBP 50,000 in total,	Management

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

- provided that the aggregate amount of any such donations and expenditure shall not exceed GBP 50,000 during the period beginning with the date of the passing of this resolution and ending on the date of the AGM of the Company to be held in 2010 or, if earlier, on 30 JUN 2010; for the purpose of this resolution the terms "political donations", "independent election candidates", "political organizations" and "political expenditure" have the meaning
- S.10 Authorize the Company to make market purchases [Section 163 of the Companies Act 1985] of up to 60,063,870 ordinary shares of 28 1/3p each of the Company, at a minimum price which may be paid for the ordinary share 28 1/3p per share and the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List, over the previous 5 business days; [Authority expires at earlier of the conclusion of the AGM of the Company to be held 2010 or 30 JUN 2010]; and the Company may make a contract to purchase shares after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry Management
11. Approve to increase the share capital of the Company by GBP 34,000,000 from GBP 253,000,000 to GBP 287,000,000 by the creation of 120,000,000 additional new ordinary shares of 28 1/3p each in the capital of the Company Management
12. Authorize the Directors, in substitution for 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 56,776,939; [Authority expires earlier of the conclusion of the AGM of the Company held in 2010 or on 30 JUN 2010]; 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 Management
- S.13 Authorize the Directors, to allot equity securities [Section 94 of the Companies Act 1985[the Act]] pursuant to the authority for the purposes of Section 80 of the Act conferred by the ordinary resolution set out as Resolution No.12 at the notice of 2009 AGM of the Company and passed at the 2009 AGM of the Company and to sell equity securities which immediately before the sale are held by the Company as treasury shares[Section 162A of the Act] in each case, disapplying the statutory pre-emption rights [Section 89(1) of the Act], provided that this power is limited to: a) the allotment or sale of equity securities up to an aggregate nominal amount of GBP 8,509,048; b) the allotment or sale of equity securities up to an aggregate nominal amount of GBP 56,776,939 in connection with a rights issue or other issue in favor of ordinary shareholders; [Authority expires the earlier of the conclusion of the AGM of the Company to be held in 2010 or 30 JUN 2010]; and the Directors may allot equity securities after the ex Management
- S.14 Authorize the Directors of the Company, in addition to the authority conferred on the Directors by Resolution 12 as set out in the Notice of the 2009 AGM of the Company: (a) authorized for the purposes of Section 80 of the Companies Act 1985 (the Act) to allot relevant securities [within the meaning of that section] up to an aggregate nominal amount of GBP 56,776,939 in connection with a rights issue; and (b) empowered to allot equity securities [as defined by section 94 of the Act] pursuant to the authority for the purposes of section 80 of the Act conferred by this resolution and to sell equity securities which immediately before the sale are held by the Company as treasury shares [as defined in section 162A of the Act] in each case as if section 89(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to the issue of equity securities in connection with a rights Management

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

- issue, [Authority shall expire at the conclusion of the AGM of the Company to be held in 2010 or if earl
15. Approve the term of the Ladbroke's plc international Share Option Scheme be extended for a further 10 years until 2019 and authorize the Directors of the Company to do all acts and things necessary to put the extension of the scheme into effect Management
- S.16 Approve to cancel the share premium account of the Company Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
85

PEPCO HOLDINGS, INC.

SECURITY	713291102	MEETING TYPE	Annual
TICKER SYMBOL	POM	MEETING DATE	15-May-2009
ISIN	US7132911022	AGENDA	933029010 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
	1 JACK B. DUNN, IV	
	2 TERENCE C. GOLDEN	
	3 PATRICK T. HARKER	
	4 FRANK O. HEINTZ	
	5 BARBARA J. KRUMSIEK	
	6 GEORGE F. MACCORMACK	
	7 LAWRENCE C. NUSSDORF	
	8 JOSEPH M. RIGBY	
	9 FRANK K. ROSS	
	10 PAULINE A. SCHNEIDER	
	11 LESTER P. SILVERMAN	
02	A PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2009	Management

MACY'S INC.

SECURITY	55616P104	MEETING TYPE	Annual
TICKER SYMBOL	M	MEETING DATE	15-May-2009
ISIN	US55616P1049	AGENDA	933048515 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
	1 STEPHEN F. BOLLENBACH	
	2 DEIRDRE P. CONNELLY	
	3 MEYER FELDBERG	

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

4	SARA LEVINSON	
5	TERRY J. LUNDGREN	
6	JOSEPH NEUBAUER	
7	JOSEPH A. PICHLER	
8	JOYCE M. ROCHE	
9	KARL M. VON DER HEYDEN	
10	CRAIG E. WEATHERUP	
11	MARNA C. WHITTINGTON	
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 30, 2010.	Management
03	TO APPROVE THE MACY'S, INC. 2009 OMNIBUS INCENTIVE COMPENSATION PLAN.	Management
04	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder
05	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING RETENTION OF EQUITY COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder

TRANSOCEAN, LTD.

SECURITY	H8817H100	MEETING TYPE	Annual
TICKER SYMBOL	RIG	MEETING DATE	15-May-2009
ISIN	CH0048265513	AGENDA	933053198 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	APPROVAL OF THE 2008 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2008 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD.	Management
02	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS FOR FISCAL YEAR 2008	Management
03	APPROPRIATION OF THE AVAILABLE RETAINED EARNINGS WITHOUT PAYMENT OF A DIVIDEND TO SHAREHOLDERS FOR FISCAL YEAR 2008 AND RELEASE OF CHF 3.5 BILLION OF LEGAL RESERVES TO OTHER RESERVES.	Management
04	AUTHORIZATION OF A SHARE REPURCHASE PROGRAM	Management
05	APPROVAL OF THE LONG-TERM INCENTIVE PLAN OF TRANSOCEAN LTD. IN THE FORM AS AMENDED AND RESTATED EFFECTIVE AS OF 2/12/09	Management
6A	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: W. RICHARD ANDERSON	Management
6B	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: RICHARD L. GEORGE	Management
6C	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: ROBERT L. LONG	Management
6D	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: EDWARD R. MULLER	Management
6E	REELECTION OF CLASS III DIRECTOR FOR A TWO-YEAR TERM: VICTOR E. GRIJALVA	Management
07	APPOINTMENT OF ERNST & YOUNG LLP AS TRANSOCEAN LTD.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS TRANSOCEAN LTD.'S AUDITOR	Management

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

PURSUANT TO THE SWISS CODE OF OBLIGATIONS FOR A  
FURTHER ONE-YEAR TERM

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

86

TOTAL S.A.

SECURITY	89151E109	MEETING TYPE	Annual
TICKER SYMBOL	TOT	MEETING DATE	15-May-2009
ISIN	US89151E1091	AGENDA	933065193 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS	Management
02	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	Management
03	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Management
04	AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Management
05	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. THIERRY DESMAREST	Management
06	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. CHRISTOPHE DE MARGERIE	Management
07	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY	Management
08	RENEWAL OF THE APPOINTMENT OF MRS. ANNE LAUVERGEON AS A DIRECTOR	Management
09	RENEWAL OF THE APPOINTMENT OF MR. DANIEL BOUTON AS A DIRECTOR	Management
010	RENEWAL OF THE APPOINTMENT OF MR. BERTRAND COLLOMB AS A DIRECTOR	Management
011	RENEWAL OF THE APPOINTMENT OF MR. CHRISTOPHE DE MARGERIE AS A DIRECTOR	Management
012	RENEWAL OF THE APPOINTMENT OF MR. MICHEL PEBEREAU AS A DIRECTOR	Management
013	APPOINTMENT OF MR. PATRICK ARTUS AS A DIRECTOR	Management
E14	AMENDMENT TO ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION REGARDING THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD	Management
A	AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION WITH THE INTENT OF DISCLOSING INDIVIDUAL ALLOCATIONS OF STOCK OPTIONS AND RESTRICTED SHARES AS PROVIDED BY LAW	Management
B	FOR THE PURPOSE OF AMENDING TO THE ARTICLES OF ASSOCIATION REGARDING A NEW PROCEDURE FOR SELECTING A SHAREHOLDER-EMPLOYEE AS BOARD MEMBER WITH A VIEW TO IMPROVING HIS OR HER REPRESENTATION AND INDEPENDENCE	Management
C	AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO ALL EMPLOYEES OF THE GROUP	Management



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

TRANSOCEAN, LTD.

SECURITY	H8817H100	MEETING TYPE	Annual
TICKER SYMBOL	RIG	MEETING DATE	15-May-2009
ISIN	CH0048265513	AGENDA	933083759 - Management

ITEM	PROPOSAL	TYPE
-----		
01	APPROVAL OF THE 2008 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2008 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD.	Management
02	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS FOR FISCAL YEAR 2008	Management
03	APPROPRIATION OF THE AVAILABLE RETAINED EARNINGS WITHOUT PAYMENT OF A DIVIDEND TO SHAREHOLDERS FOR FISCAL YEAR 2008 AND RELEASE OF CHF 3.5 BILLION OF LEGAL RESERVES TO OTHER RESERVES.	Management
04	AUTHORIZATION OF A SHARE REPURCHASE PROGRAM	Management
05	APPROVAL OF THE LONG-TERM INCENTIVE PLAN OF TRANSOCEAN LTD. IN THE FORM AS AMENDED AND RESTATED EFFECTIVE AS OF 2/12/09	Management
6A	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: W. RICHARD ANDERSON	Management
6B	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: RICHARD L. GEORGE	Management
6C	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: ROBERT L. LONG	Management
6D	REELECTION OF CLASS I DIRECTOR FOR A THREE YEAR TERM: EDWARD R. MULLER	Management
6E	REELECTION OF CLASS III DIRECTOR FOR A TWO-YEAR TERM: VICTOR E. GRIJALVA	Management
07	APPOINTMENT OF ERNST & YOUNG LLP AS TRANSOCEAN LTD.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS TRANSOCEAN LTD.'S AUDITOR PURSUANT TO THE SWISS CODE OF OBLIGATIONS FOR A FURTHER ONE-YEAR TERM	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

87

CONSOLIDATED EDISON, INC.

SECURITY	209115104	MEETING TYPE	Annual
TICKER SYMBOL	ED	MEETING DATE	18-May-2009
ISIN	US2091151041	AGENDA	933045634 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: K. BURKE	Management
1B	ELECTION OF DIRECTOR: V.A. CALARCO	Management
1C	ELECTION OF DIRECTOR: G. CAMPBELL, JR.	Management
1D	ELECTION OF DIRECTOR: G.J. DAVIS	Management
1E	ELECTION OF DIRECTOR: M.J. DEL GIUDICE	Management
1F	ELECTION OF DIRECTOR: E.V. FUTTER	Management
1G	ELECTION OF DIRECTOR: J.F. HENNESSY III	Management
1H	ELECTION OF DIRECTOR: S. HERNANDEZ	Management
1I	ELECTION OF DIRECTOR: J.F. KILLIAN	Management
1J	ELECTION OF DIRECTOR: E.R. MCGRATH	Management
1K	ELECTION OF DIRECTOR: M.W. RANGER	Management
1L	ELECTION OF DIRECTOR: L.F. SUTHERLAND	Management
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.	Management
03	ADDITIONAL COMPENSATION INFORMATION.	Shareholder

### BG GROUP PLC

SECURITY	055434203	MEETING TYPE	Annual
TICKER SYMBOL	BRGY	MEETING DATE	18-May-2009
ISIN	US0554342032	AGENDA	933069305 - Management

ITEM	PROPOSAL	TYPE
01	ANNUAL REPORT AND ACCOUNTS	Management
02	REMUNERATION REPORT	Management
03	DECLARATION OF DIVIDEND	Management
04	ELECTION OF SIR DAVID MANNING	Management
05	ELECTION OF MARTIN HOUSTON	Management
06	RE-ELECTION OF SIR ROBERT WILSON	Management
07	RE-ELECTION OF FRANK CHAPMAN	Management
08	RE-ELECTION OF ASHLEY ALMANZA	Management
09	RE-ELECTION OF JURGEN DORMANN	Management
10	RE-APPOINTMENT OF AUDITORS	Management
11	REMUNERATION OF AUDITORS	Management
12	POLITICAL DONATIONS	Management
13	INCREASE AUTHORISED SHARE CAPITAL	Management
14	AUTHORITY TO ALLOT SHARES	Management
S15	DISAPPLICATION OF PRE-EMPTION RIGHTS	Management
S16	AUTHORITY TO MAKE PURCHASES OF ORDINARY SHARES	Management
S17	AMENDMENT OF EXISTING ARTICLES OF ASSOCIATION	Management
S18	ADOPTION OF NEW ARTICLES OF ASSOCIATION	Management
S19	NOTICE PERIODS FOR GENERAL MEETINGS	Management

### ALTRIA GROUP, INC.

SECURITY	02209S103	MEETING TYPE	Annual
TICKER SYMBOL	MO	MEETING DATE	19-May-2009
ISIN	US02209S1033	AGENDA	933037170 - Management

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

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ELIZABETH E. BAILEY	Management
1B	ELECTION OF DIRECTOR: GERALD L. BALILES	Management
1C	ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Management
1D	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Management
1E	ELECTION OF DIRECTOR: ROBERT E. R. HUNTLEY	Management
1F	ELECTION OF DIRECTOR: THOMAS W. JONES	Management
1G	ELECTION OF DIRECTOR: GEORGE MUNOZ	Management
1H	ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Management
1I	ELECTION OF DIRECTOR: MICHAEL E. SZYMANCZYK	Management
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management
03	STOCKHOLDER PROPOSAL 1 - MAKING FUTURE AND/OR EXPANDED BRANDS NON-ADDICTIVE	Shareholder
04	STOCKHOLDER PROPOSAL 2 - FOOD INSECURITY AND TOBACCO USE	Shareholder
05	STOCKHOLDER PROPOSAL 3 - ENDORSE HEALTH CARE PRINCIPLES	Shareholder
06	STOCKHOLDER PROPOSAL 4 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS	Shareholder
07	STOCKHOLDER PROPOSAL 5 - SHAREHOLDER SAY ON EXECUTIVE PAY	Shareholder
08	STOCKHOLDER PROPOSAL 6 - DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

88

ANADARKO PETROLEUM CORPORATION

SECURITY	032511107	MEETING TYPE	Annual
TICKER SYMBOL	APC	MEETING DATE	19-May-2009
ISIN	US0325111070	AGENDA	933038374 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ROBERT J. ALLISON, JR.	Management
1B	ELECTION OF DIRECTOR: PETER J. FLUOR	Management
1C	ELECTION OF DIRECTOR: JOHN W. PODUSKA, SR.	Management
1D	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Management
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Management
03	APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED.	Management
04	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.	Shareholder

JPMORGAN CHASE & CO.

SECURITY	46625H100	MEETING TYPE	Annual
----------	-----------	--------------	--------

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

TICKER SYMBOL	JPM	MEETING DATE	19-May-2009
ISIN	US46625H1005	AGENDA	933038641 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Management
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Management
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Management
1E	ELECTION OF DIRECTOR: JAMES DIMON	Management
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Management
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Management
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Management
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK	Management
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Management
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management
04	GOVERNMENTAL SERVICE REPORT	Shareholder
05	CUMULATIVE VOTING	Shareholder
06	SPECIAL SHAREOWNER MEETINGS	Shareholder
07	CREDIT CARD LENDING PRACTICES	Shareholder
08	CHANGES TO KEPP	Shareholder
09	SHARE RETENTION	Shareholder
10	CARBON PRINCIPLES REPORT	Shareholder

### THE ALLSTATE CORPORATION

SECURITY	020002101	MEETING TYPE	Annual
TICKER SYMBOL	ALL	MEETING DATE	19-May-2009
ISIN	US0200021014	AGENDA	933040153 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Management
1B	ELECTION OF DIRECTOR: ROBERT D. BEYER	Management
1C	ELECTION OF DIRECTOR: W. JAMES FARRELL	Management
1D	ELECTION OF DIRECTOR: JACK M. GREENBERG	Management
1E	ELECTION OF DIRECTOR: RONALD T. LEMAY	Management
1F	ELECTION OF DIRECTOR: H. JOHN RILEY, JR.	Management
1G	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Management
1H	ELECTION OF DIRECTOR: JUDITH A. SPRIESER	Management
1I	ELECTION OF DIRECTOR: MARY ALICE TAYLOR	Management
1J	ELECTION OF DIRECTOR: THOMAS J. WILSON	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ALLSTATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2009.	Management
03	APPROVAL OF THE MATERIAL TERMS OF THE ANNUAL EXECUTIVE INCENTIVE PLAN.	Management
04	APPROVAL OF THE 2009 EQUITY INCENTIVE PLAN.	Management
05	STOCKHOLDER PROPOSAL SEEKING THE RIGHT TO CALL SPECIAL SHAREOWNER MEETINGS.	Shareholder

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

06	STOCKHOLDER PROPOSAL SEEKING AN ADVISORY RESOLUTION TO RATIFY COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Shareholder
07	STOCKHOLDER PROPOSAL SEEKING A REPORT ON POLITICAL CONTRIBUTIONS AND PAYMENTS TO TRADE ASSOCIATIONS AND OTHER TAX EXEMPT ORGANIZATIONS.	Shareholder

DR PEPPER SNAPPLE GROUP INC

SECURITY	26138E109	MEETING TYPE	Annual
TICKER SYMBOL	DPS	MEETING DATE	19-May-2009
ISIN	US26138E1091	AGENDA	933040519 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: PAMELA H. PATSLEY	Management
1B	ELECTION OF DIRECTOR: M. ANNE SZOSTAK	Management
1C	ELECTION OF DIRECTOR: MICHAEL F. WEINSTEIN	Management
02	TO APPROVE AND ADOPT THE MANAGEMENT INCENTIVE PLAN RELATED TO PERFORMANCE-BASED INCENTIVE COMPENSATION FOR CERTAIN OF OUR EXECUTIVE OFFICERS.	Management
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Management
04	TO APPROVE AND ADOPT THE OMNIBUS STOCK INCENTIVE PLAN OF 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
89

FIRSTENERGY CORP.

SECURITY	337932107	MEETING TYPE	Annual
TICKER SYMBOL	FE	MEETING DATE	19-May-2009
ISIN	US3379321074	AGENDA	933040723 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
1	PAUL T. ADDISON	
2	ANTHONY J. ALEXANDER	
3	MICHAEL J. ANDERSON	
4	DR. CAROL A. CARTWRIGHT	
5	WILLIAM T. COTTLE	
6	ROBERT B. HEISLER, JR.	
7	ERNEST J. NOVAK, JR.	
8	CATHERINE A. REIN	

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

9	GEORGE M. SMART	
10	WES M. TAYLOR	
11	JESSE T. WILLIAMS, SR.	
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE	Shareholder
04	SHAREHOLDER PROPOSAL: REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING	Shareholder
05	SHAREHOLDER PROPOSAL: ESTABLISH SHAREHOLDER PROPOSER ENGAGEMENT PROCESS	Shareholder
06	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS	Shareholder

BLACK HILLS CORPORATION

SECURITY	092113109	MEETING TYPE	Annual
TICKER SYMBOL	BKH	MEETING DATE	19-May-2009
ISIN	US0921131092	AGENDA	933040999 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1	DIRECTOR 1 DAVID C. EBERTZ 2 JOHN R. HOWARD 3 STEPHEN D. NEWLIN	Management
2	RATIFY THE APPOINTMENT OF OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

AMERICAN STATES WATER COMPANY

SECURITY	029899101	MEETING TYPE	Annual
TICKER SYMBOL	AWR	MEETING DATE	19-May-2009
ISIN	US0298991011	AGENDA	933042688 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 JAMES L. ANDERSON 2 DIANA M. BONTA 3 ANNE M. HOLLOWAY 4 ROBERT J. SPROWLS	Management
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	TO TRANSACT ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.	Management

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

MGE ENERGY, INC.

SECURITY	55277P104	MEETING TYPE	Annual
TICKER SYMBOL	MGEE	MEETING DATE	19-May-2009
ISIN	US55277P1049	AGENDA	933047208 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 H. LEE SWANSON	
	2 JOHN R. NEVIN	
	3 GARY J. WOLTER	
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP FOR 2009	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
90

FLUSHING FINANCIAL CORPORATION

SECURITY	343873105	MEETING TYPE	Annual
TICKER SYMBOL	FFIC	MEETING DATE	19-May-2009
ISIN	US3438731057	AGENDA	933047373 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 STEVEN J. D'IORIO	
	2 LOUIS C. GRASSI	
	3 SAM HAN	
	4 JOHN E. ROE, SR.	
02	ADVISORY APPROVAL OF FLUSHING FINANCIAL CORPORATION'S EXECUTIVE COMPENSATION PROGRAMS.	Management
03	RATIFICATION OF APPOINTMENT OF GRANT THORNTON, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2009.	Management

DIAMOND OFFSHORE DRILLING, INC.

SECURITY	25271C102	MEETING TYPE	Annual
TICKER SYMBOL	DO	MEETING DATE	19-May-2009
ISIN	US25271C1027	AGENDA	933051120 - Management

ITEM	PROPOSAL	TYPE
-----		

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

01	DIRECTOR	Management
	1 JAMES S. TISCH	
	2 LAWRENCE R. DICKERSON	
	3 JOHN R. BOLTON	
	4 CHARLES L. FABRIKANT	
	5 PAUL G. GAFFNEY II	
	6 EDWARD GREBOW	
	7 HERBERT C. HOFMANN	
	8 ARTHUR L. REBELL	
	9 RAYMOND S. TROUBH	
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2009.	Management

UNITED STATES CELLULAR CORPORATION

SECURITY	911684108	MEETING TYPE	Annual
TICKER SYMBOL	USM	MEETING DATE	19-May-2009
ISIN	US9116841084	AGENDA	933054049 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 HARRY J. HARCZAK, JR.	
02	NON-EMPLOYEE DIRECTOR COMPENSATION PLAN.	Management
03	U.S. CELLULAR'S 2005 LONG-TERM INCENTIVE PLAN, AS AMENDED.	Management
04	RATIFY ACCOUNTANTS FOR 2009.	Management

MASSEY ENERGY COMPANY

SECURITY	576206106	MEETING TYPE	Annual
TICKER SYMBOL	MEE	MEETING DATE	19-May-2009
ISIN	US5762061068	AGENDA	933055786 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 JAMES B. CRAWFORD	
	2 E. GORDON GEE	
	3 LADY JUDGE	
	4 STANLEY C. SUBOLESKI	
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, 2009.	Management
03	TO (I) AMEND 2006 PLAN TO (A) INCREASE NUMBER OF SHARES OF COMMON STOCK (B) LIMIT MAXIMUM NUMBER OF SHARES AVAILABLE FOR AWARDS (C) REVISE SECTION 4.3 OF THE PLAN TO PROVIDE THAT SHARES OF COMMON STOCK SUBJECT TO AN OPTION OR STOCK APPRECIATION	Management



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

	RIGHT AWARD (II) AMEND 2006 PLAN TO UPDATE, CLARIFY AND RE-APPROVE QUALIFYING PERFORMANCE CRITERIA CONTAINED IN 2006 PLAN.	
04	STOCKHOLDER PROPOSAL REGARDING AN ENVIRONMENTAL PROGRESS REPORT.	Shareholder
05	STOCKHOLDER PROPOSAL REGARDING A CARBON DIOXIDE EMISSIONS REPORT.	Shareholder
06	STOCKHOLDER PROPOSAL REGARDING EXPEDITED DISCLOSURE OF VOTING RESULTS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
91

### ROYAL DUTCH SHELL PLC

SECURITY	780259206	MEETING TYPE	Annual
TICKER SYMBOL	RDSA	MEETING DATE	19-May-2009
ISIN	US7802592060	AGENDA	933062882 - Management

ITEM	PROPOSAL	TYPE
-----		
01	ADOPTION OF ANNUAL REPORT & ACCOUNTS	Management
02	APPROVAL OF REMUNERATION REPORT	Management
03	APPOINTMENT OF SIMON HENRY AS A DIRECTOR	Management
04	RE-APPOINTMENT OF LORD KERR OF KINLOCHARD AS A DIRECTOR	Management
05	RE-APPOINTMENT OF WIM KOK AS A DIRECTOR	Management
06	RE-APPOINTMENT OF NICK LAND AS A DIRECTOR	Management
07	RE-APPOINTMENT OF JORMA OLLILA AS A DIRECTOR	Management
08	RE-APPOINTMENT OF JEROEN VAN DER VEER AS A DIRECTOR	Management
09	RE-APPOINTMENT OF HANS WIJERS AS A DIRECTOR	Management
10	RE-APPOINTMENT OF AUDITORS	Management
11	REMUNERATION OF AUDITORS	Management
12	AUTHORITY TO ALLOT SHARES	Management
13	DISAPPLICATION OF PRE-EMPTION RIGHTS	Management
14	AUTHORITY TO PURCHASE OWN SHARES	Management
15	AUTHORITY FOR CERTAIN DONATIONS AND EXPENDITURE	Management
	**VOTING CUT-OFF DATE: MAY 11, 2009 AT 5:00 P.M. EDT.**	

### STATOIL ASA

SECURITY	85771P102	MEETING TYPE	Annual
TICKER SYMBOL	STO	MEETING DATE	19-May-2009
ISIN	US85771P1021	AGENDA	933075891 - Management

ITEM	PROPOSAL	TYPE
-----		

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

02	ELECTION OF A CHAIR OF THE MEETING	Management
03	APPROVAL OF THE NOTICE AND THE AGENDA	Management
04	REGISTRATION OF ATTENDING SHAREHOLDERS AND PROXIES	Management
05	ELECTION OF TWO PERSONS TO CO-SIGN MINUTES WITH CHAIR OF MEETING	Management
06	APPROVAL OF THE ANNUAL REPORT AND ACCOUNTS FOR STATOILHYDRO ASA AND THE STATOILHYDRO GROUP FOR 2008, INCLUDING THE BOARD OF DIRECTORS' PROPOSAL FOR THE DISTRIBUTION OF THE DIVIDEND	Management
07	APPROVAL OF REMUNERATION FOR THE COMPANY'S AUDITOR	Management
08	ELECTION OF ONE DEPUTY MEMBER TO THE CORPORATE ASSEMBLY	Management
09	STATEMENT ON STIPULATION OF SALARY AND OTHER REMUNERATION FOR EXECUTIVE MANAGEMENT	Management
10	AUTHORISATION TO ACQUIRE STATOILHYDRO SHARES IN MARKET IN ORDER TO CONTINUE IMPLEMENTATION OF SHARE SAVING PLAN FOR EMPLOYEES	Management
11	AMENDMENT OF THE ARTICLES OF ASSOCIATION	Management
12	SHAREHOLDER PROPOSED THAT RESOLUTION BE ADOPTED: "STATOILHYDRO SHALL WITHDRAW FROM TAR SANDS ACTIVITIES IN CANADA"	Shareholder

### CIMAREX ENERGY CO.

SECURITY	171798101	MEETING TYPE	Annual
TICKER SYMBOL	XEC	MEETING DATE	20-May-2009
ISIN	US1717981013	AGENDA	933024414 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JERRY BOX	Management
1B	ELECTION OF DIRECTOR: PAUL D. HOLLEMAN	Management
1C	ELECTION OF DIRECTOR: MICHAEL J. SULLIVAN	Management
4	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.	Management

### INTEL CORPORATION

SECURITY	458140100	MEETING TYPE	Annual
TICKER SYMBOL	INTC	MEETING DATE	20-May-2009
ISIN	US4581401001	AGENDA	933030897 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Management
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Management
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Management
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Management
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Management
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Management

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

1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Management
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Management
1I	ELECTION OF DIRECTOR: JOHN L. THORNTON	Management
1J	ELECTION OF DIRECTOR: FRANK D. YEARY	Management
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Management
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Management
03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Management
04	APPROVAL OF AN EMPLOYEE STOCK OPTION EXCHANGE PROGRAM	Management
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management
06	STOCKHOLDER PROPOSAL: CUMULATIVE VOTING	Shareholder
07	STOCKHOLDER PROPOSAL: HUMAN RIGHT TO WATER	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
92

KRAFT FOODS INC.

SECURITY	50075N104	MEETING TYPE	Annual
TICKER SYMBOL	KFT	MEETING DATE	20-May-2009
ISIN	US50075N1046	AGENDA	933033235 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1A	ELECTION OF AJAY BANGA AS A DIRECTOR	Management
1B	ELECTION OF MYRA M. HART AS A DIRECTOR	Management
1C	ELECTION OF LOIS D. JULIBER AS A DIRECTOR	Management
1D	ELECTION OF MARK D. KETCHUM AS A DIRECTOR	Management
1E	ELECTION OF RICHARD A. LERNER M.D. AS A DIRECTOR	Management
1F	ELECTION OF JOHN C. POPE AS A DIRECTOR	Management
1G	ELECTION OF FREDRIC G. REYNOLDS AS A DIRECTOR	Management
1H	ELECTION OF IRENE B. ROSENFELD AS A DIRECTOR	Management
1I	ELECTION OF DEBORAH C. WRIGHT AS A DIRECTOR	Management
1J	ELECTION OF FRANK G. ZARB AS A DIRECTOR	Management
02	APPROVAL OF THE AMENDED AND RESTATED 2005 PERFORMANCE INCENTIVE PLAN.	Management
03	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING 12/31/2009.	Management
04	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shareholder

STATE STREET CORPORATION

SECURITY	857477103	MEETING TYPE	Annual
TICKER SYMBOL	STT	MEETING DATE	20-May-2009
ISIN	US8574771031	AGENDA	933037144 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 K. BURNES 2 P. COYM 3 P. DE SAINT-AIGNAN 4 A. FAWCETT 5 D. GRUBER 6 L. HILL 7 R. KAPLAN 8 C. LAMANTIA 9 R. LOGUE 10 R. SERGEL 11 R. SKATES 12 G. SUMME 13 R. WEISSMAN	Management
02	TO APPROVE AMENDMENTS TO STATE STREET'S ARTICLES OF ORGANIZATION AND BY-LAWS CHANGING THE SHAREHOLDER QUORUM AND VOTING REQUIREMENTS, INCLUDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS.	Management
03	TO APPROVE THE AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE BY 17 MILLION THE NUMBER OF SHARES OF OUR COMMON STOCK THAT MAY BE DELIVERED IN SATISFACTION OF AWARDS UNDER THE PLAN.	Management
04	TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.	Shareholder
05	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Management
06	TO VOTE ON A SHAREHOLDER PROPOSAL.	Shareholder

MIDDLESEX WATER COMPANY

SECURITY	596680108	MEETING TYPE	Annual
TICKER SYMBOL	MSEX	MEETING DATE	20-May-2009
ISIN	US5966801087	AGENDA	933037233 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 JOHN C. CUTTING 2 JOHN P. MULKERIN 3 DENNIS W. DOLL	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

93

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

### PINNACLE WEST CAPITAL CORPORATION

SECURITY	723484101	MEETING TYPE	Annual
TICKER SYMBOL	PNW	MEETING DATE	20-May-2009
ISIN	US7234841010	AGENDA	933038083 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 EDWARD N. BASHA, JR.	
	2 DONALD E. BRANDT	
	3 SUSAN CLARK-JOHNSON	
	4 MICHAEL L. GALLAGHER	
	5 PAMELA GRANT	
	6 ROY A. HERBERGER, JR.	
	7 WILLIAM S. JAMIESON	
	8 HUMBERTO S. LOPEZ	
	9 KATHRYN L. MUNRO	
	10 BRUCE J. NORDSTROM	
	11 W. DOUGLAS PARKER	
	12 WILLIAM J. POST	
	13 WILLIAM L. STEWART	
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.	Management
03	SHAREHOLDER PROPOSAL ASKING THE COMPANY TO AMEND THE BYLAWS TO ALLOW SHAREHOLDERS OWNING 10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL SHAREHOLDER MEETINGS.	Shareholder

### HALLIBURTON COMPANY

SECURITY	406216101	MEETING TYPE	Annual
TICKER SYMBOL	HAL	MEETING DATE	20-May-2009
ISIN	US4062161017	AGENDA	933038487 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Management
1B	ELECTION OF DIRECTOR: J.R. BOYD	Management
1C	ELECTION OF DIRECTOR: M. CARROLL	Management
1D	ELECTION OF DIRECTOR: S.M. GILLIS	Management
1E	ELECTION OF DIRECTOR: J.T. HACKETT	Management
1F	ELECTION OF DIRECTOR: D.J. LESAR	Management
1G	ELECTION OF DIRECTOR: R.A. MALONE	Management
1H	ELECTION OF DIRECTOR: J.L. MARTIN	Management
1I	ELECTION OF DIRECTOR: J.A. PRECOURT	Management
1J	ELECTION OF DIRECTOR: D.L. REED	Management
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Management
03	PROPOSAL TO AMEND AND RESTATE THE 1993 STOCK AND	Management

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

	INCENTIVE PLAN.	
04	PROPOSAL TO AMEND AND RESTATE THE 2002 EMPLOYEE STOCK PURCHASE PLAN.	Management
05	PROPOSAL ON HUMAN RIGHTS POLICY.	Shareholder
06	PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shareholder
07	PROPOSAL ON LOW CARBON ENERGY REPORT.	Shareholder
08	PROPOSAL ON ADDITIONAL COMPENSATION DISCUSSION AND ANALYSIS DISCLOSURE.	Shareholder
09	PROPOSAL ON SPECIAL SHAREOWNER MEETINGS.	Shareholder
10	PROPOSAL ON IRAQ OPERATIONS.	Shareholder

XCEL ENERGY INC

SECURITY	98389B100	MEETING TYPE	Annual
TICKER SYMBOL	XEL	MEETING DATE	20-May-2009
ISIN	US98389B1008	AGENDA	933040026 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1A	ELECTION OF DIRECTOR: C. CONEY BURGESS	Management
1B	ELECTION OF DIRECTOR: FREDRIC W. CORRIGAN	Management
1C	ELECTION OF DIRECTOR: RICHARD K. DAVIS	Management
1D	ELECTION OF DIRECTOR: RICHARD C. KELLY	Management
1E	ELECTION OF DIRECTOR: ALBERT F. MORENO	Management
1F	ELECTION OF DIRECTOR: DR. MARGARET R. PRESKA	Management
1G	ELECTION OF DIRECTOR: A. PATRICIA SAMPSON	Management
1H	ELECTION OF DIRECTOR: RICHARD H. TRULY	Management
1I	ELECTION OF DIRECTOR: DAVID A. WESTERLUND	Management
1J	ELECTION OF DIRECTOR: TIMOTHY V. WOLF	Management
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS XCEL ENERGY INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
 The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
 94

ALPHA NATURAL RESOURCES, INC.

SECURITY	02076X102	MEETING TYPE	Annual
TICKER SYMBOL	ANR	MEETING DATE	20-May-2009
ISIN	US02076X1028	AGENDA	933040216 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
	1 MARY ELLEN BOWERS	
	2 JOHN S. BRINZO	

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

	3	HERMANN BUERGER		
	4	KEVIN S. CRUTCHFIELD		
	5	E. LINN DRAPER, JR.		
	6	GLENN A. EISENBERG		
	7	JOHN W. FOX, JR.		
	8	MICHAEL J. QUILLEN		
	9	TED G. WOOD		
02		TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION.		Management
03		TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.		Management

### CONSOLIDATED WATER COMPANY LIMITED

SECURITY	G23773107	MEETING TYPE	Annual
TICKER SYMBOL	CWCO	MEETING DATE	20-May-2009
ISIN	KYG237731073	AGENDA	933043921 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: WILMER F. PERGANDE	Management
1B	ELECTION OF DIRECTOR: DAVID W. SASNETT	Management
1C	ELECTION OF DIRECTOR: LEONARD J. SOKOLOW	Management
1D	ELECTION OF DIRECTOR: RAYMOND WHITTAKER	Management
S2	AMEND ARTICLES TO ELIMINATE REQUIREMENT THAT A POLL BE DEMANDED IN ORDER FOR A SHAREHOLDER OR PROXY HOLDER TO BE ENTITLED TO ONE VOTE FOR EACH SHARE HELD OR REPRESENTED BY PROXY.	Management
S3	APPROVE THE AMENDMENT OF THE AMENDED AND RESTATED ARTICLES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
S4	AMENDMENT OF THE ARTICLES OF ASSOCIATION TO CLARIFY THAT PROXIES MAY BE APPOINTED BY, AND NOTICES OF MEETINGS, REPORTS AND FINANCIAL STATEMENTS MAY BE DELIVERED BY, ELECTRONIC MEANS.	Management
S5	AMENDMENT OF ARTICLES RELATED TO: (A) CHARITABLE CONTRIBUTIONS; (B) DIRECTOR CONFLICTS; & (C) THE ISSUANCE OF SHARES.	Management
S6	AMENDMENT OF ARTICLES TO PERMIT THE BOARD TO APPROVE THE REPURCHASE AT FAIR MARKET VALUE.	Management
S7	ADOPTION OF AN AMENDED AND RESTATED ARTICLES INCORPORATING ANY AND ALL AMENDMENTS APPROVED IN PROPOSALS 2 - 6.	Management
08	RATIFY THE SELECTION OF RACHLIN LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

### ASTORIA FINANCIAL CORPORATION

SECURITY	046265104	MEETING TYPE	Annual
TICKER SYMBOL	AF	MEETING DATE	20-May-2009
ISIN	US0462651045	AGENDA	933047121 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 GERARD C. KEEGAN 2 DENIS J. CONNORS 3 THOMAS J. DONAHUE	Management
02	THE APPROVAL OF AN AMENDMENT TO THE ASTORIA FINANCIAL CORPORATION EXECUTIVE OFFICER ANNUAL INCENTIVE PLAN.	Management
03	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ASTORIA FINANCIAL CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
95

ALLEGHENY ENERGY, INC.

SECURITY	017361106	MEETING TYPE	Annual
TICKER SYMBOL	AYE	MEETING DATE	21-May-2009
ISIN	US0173611064	AGENDA	933026331 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: H. FURLONG BALDWIN	Management
1B	ELECTION OF DIRECTOR: ELEANOR BAUM	Management
1C	ELECTION OF DIRECTOR: PAUL J. EVANSON	Management
1D	ELECTION OF DIRECTOR: CYRUS F. FREIDHEIM, JR.	Management
1E	ELECTION OF DIRECTOR: JULIA L. JOHNSON	Management
1F	ELECTION OF DIRECTOR: TED J. KLEISNER	Management
1G	ELECTION OF DIRECTOR: CHRISTOPHER D. PAPPAS	Management
1H	ELECTION OF DIRECTOR: STEVEN H. RICE	Management
1I	ELECTION OF DIRECTOR: GUNNAR E. SARSTEN	Management
1J	ELECTION OF DIRECTOR: MICHAEL H. SUTTON	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009.	Management
03	PROPOSAL TO APPROVE THE ALLEGHENY ENERGY, INC. ANNUAL INCENTIVE PLAN.	Management
04	STOCKHOLDER PROPOSAL RELATING TO SPECIAL STOCKHOLDER MEETINGS.	Shareholder

OGE ENERGY CORP.

SECURITY	670837103	MEETING TYPE	Annual
TICKER SYMBOL	OGE	MEETING DATE	21-May-2009
ISIN	US6708371033	AGENDA	933031558 - Management



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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 WAYNE BRUNETTI 2 JOHN GROENDYKE 3 ROBERT KELLEY 4 ROBERT LORENZ	Management
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S PRINCIPAL INDEPENDENT ACCOUNTANTS FOR 2009.	Management
03	SHAREOWNER PROPOSAL TO ELIMINATE THE CLASSIFICATION OF THE TERMS OF THE DIRECTORS.	Shareholder

ONEOK, INC.

SECURITY	682680103	MEETING TYPE	Annual
TICKER SYMBOL	OKE	MEETING DATE	21-May-2009
ISIN	US6826801036	AGENDA	933033172 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JAMES C. DAY	Management
1B	ELECTION OF DIRECTOR: JULIE H. EDWARDS	Management
1C	ELECTION OF DIRECTOR: WILLIAM L. FORD	Management
1D	ELECTION OF DIRECTOR: JOHN W. GIBSON	Management
1E	ELECTION OF DIRECTOR: DAVID L. KYLE	Management
1F	ELECTION OF DIRECTOR: BERT H. MACKIE	Management
1G	ELECTION OF DIRECTOR: JIM W. MOGG	Management
1H	ELECTION OF DIRECTOR: PATTYE L. MOORE	Management
1I	ELECTION OF DIRECTOR: GARY D. PARKER	Management
1J	ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ	Management
1K	ELECTION OF DIRECTOR: DAVID J. TIPPECONNIC	Management
02	A PROPOSAL TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC. FOR THE YEAR ENDING DECEMBER 31, 2009.	Management

CROWN CASTLE INTERNATIONAL CORP

SECURITY	228227104	MEETING TYPE	Annual
TICKER SYMBOL	CCI	MEETING DATE	21-May-2009
ISIN	US2282271046	AGENDA	933035378 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 CINDY CHRISTY 2 ARI Q. FITZGERALD 3 ROBERT E. GARRISON II	Management

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

4 JOHN P. KELLY  
 02 TO APPROVE RATIFICATION OF THE APPOINTMENT OF Management  
 KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED  
 PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2009.

ProxyEdge  
 Meeting Date Range: 07/01/2008 to 06/30/2009 Report Date: 07/01/2009  
 The Gabelli Dividend and Income Trust 96

WESTAR ENERGY, INC.

SECURITY 95709T100 MEETING TYPE Annual  
 TICKER SYMBOL WR MEETING DATE 21-May-2009  
 ISIN US95709T1007 AGENDA 933035924 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 CHARLES Q. CHANDLER IV 2 R.A. EDWARDS 3 SANDRA A.J. LAWRENCE	Management
02	RATIFICATION AND CONFIRMATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	PROPOSAL TO APPROVE THE ADOPTION OF AN AMENDMENT TO THE WESTAR ENERGY, INC. LONG TERM INCENTIVE AND SHARE AWARD PLAN.	Management

XEROX CORPORATION

SECURITY 984121103 MEETING TYPE Annual  
 TICKER SYMBOL XRX MEETING DATE 21-May-2009  
 ISIN US9841211033 AGENDA 933037269 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: GLENN A. BRITT	Management
1B	ELECTION OF DIRECTOR: URSULA M. BURNS	Management
1C	ELECTION OF DIRECTOR: RICHARD J. HARRINGTON	Management
1D	ELECTION OF DIRECTOR: WILLIAM CURT HUNTER	Management
1E	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Management
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Management
1G	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Management
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Management
1I	ELECTION OF DIRECTOR: ANN N. REESE	Management
1J	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Management
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management

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

FOR 2009.

### BOYD GAMING CORPORATION

SECURITY	103304101	MEETING TYPE	Annual
TICKER SYMBOL	BYD	MEETING DATE	21-May-2009
ISIN	US1033041013	AGENDA	933038932 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
1	DIRECTOR	Management
	1 ROBERT L. BOUGHNER	
	2 WILLIAM R. BOYD	
	3 WILLIAM S. BOYD	
	4 THOMAS V. GIRARDI	
	5 MARIANNE BOYD JOHNSON	
	6 BILLY G. MCCOY	
	7 FREDERICK J. SCHWAB	
	8 KEITH E. SMITH	
	9 CHRISTINE J. SPADAFOR	
	10 PETER M. THOMAS	
	11 VERONICA J. WILSON	
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management

### INVESCO LTD

SECURITY	G491BT108	MEETING TYPE	Annual
TICKER SYMBOL	IVZ	MEETING DATE	21-May-2009
ISIN	BMG491BT1088	AGENDA	933043262 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
1A	ELECTION OF DIRECTOR: MARTIN L. FLANAGAN	Management
1B	ELECTION OF DIRECTOR: BEN F. JOHNSON, III	Management
1C	ELECTION OF DIRECTOR: J. THOMAS PRESBY, CPA	Management
2	TO APPOINT ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009	Management

### CABLEVISION SYSTEMS CORPORATION

SECURITY	12686C109	MEETING TYPE	Annual
TICKER SYMBOL	CVC	MEETING DATE	21-May-2009
ISIN	US12686C1099	AGENDA	933046321 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 ZACHARY W. CARTER 2 CHARLES D. FERRIS 3 THOMAS V. REIFENHEISER 4 JOHN R. RYAN 5 VINCENT TESE 6 LEONARD TOW	Management
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2009.	Management
03	APPROVAL OF CABLEVISION SYSTEMS CORPORATION AMENDED 2006 EMPLOYEE STOCK PLAN.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
97

BLACKROCK, INC.

SECURITY	09247X101	MEETING TYPE	Annual
TICKER SYMBOL	BLK	MEETING DATE	21-May-2009
ISIN	US09247X1019	AGENDA	933064103 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 WILLIAM S. DEMCHAK 2 KENNETH B. DUNN 3 LAURENCE D. FINK 4 ROBERT S. KAPITO 5 BRIAN T. MOYNIHAN 6 THOMAS H. O'BRIEN	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS BLACKROCK'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Management

TELEPHONE AND DATA SYSTEMS, INC.

SECURITY	879433100	MEETING TYPE	Annual
TICKER SYMBOL	TDS	MEETING DATE	21-May-2009
ISIN	US8794331004	AGENDA	933076831 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management

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

1	C.A. DAVIS	
2	C.D. O'LEARY	
3	G.L. SUGARMAN	
4	H.S. WANDER	
02	NON-EMPLOYEE DIRECTOR COMPENSATION PLAN.	Management
03	RATIFY ACCOUNTANTS FOR 2009.	Management
04	SHAREHOLDER PROPOSAL TO RECAPITALIZE THE TDS CAPITAL STOCK.	Shareholder

TELEPHONE AND DATA SYSTEMS, INC.

SECURITY	879433860	MEETING TYPE	Annual
TICKER SYMBOL	TDSS	MEETING DATE	21-May-2009
ISIN	US8794338603	AGENDA	933076843 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR	Management
	1 C.A. DAVIS	
	2 C.D. O'LEARY	
	3 G.L. SUGARMAN	
	4 H.S. WANDER	

SLM CORPORATION

SECURITY	78442P106	MEETING TYPE	Annual
TICKER SYMBOL	SLM	MEETING DATE	22-May-2009
ISIN	US78442P1066	AGENDA	933040379 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: ANN TORRE BATES	Management
1B	ELECTION OF DIRECTOR: WILLIAM M. DIFENDERFER, III	Management
1C	ELECTION OF DIRECTOR: DIANE SUITT GILLELAND	Management
1D	ELECTION OF DIRECTOR: EARL A. GOODE	Management
1E	ELECTION OF DIRECTOR: RONALD F. HUNT	Management
1F	ELECTION OF DIRECTOR: ALBERT L. LORD	Management
1G	ELECTION OF DIRECTOR: MICHAEL E. MARTIN	Management
1H	ELECTION OF DIRECTOR: BARRY A. MUNITZ	Management
1I	ELECTION OF DIRECTOR: HOWARD H. NEWMAN	Management
1J	ELECTION OF DIRECTOR: A. ALEXANDER PORTER, JR.	Management
1K	ELECTION OF DIRECTOR: FRANK C. PULEO	Management
1L	ELECTION OF DIRECTOR: WOLFGANG SCHOELLKOPF	Management
1M	ELECTION OF DIRECTOR: STEVEN L. SHAPIRO	Management
1N	ELECTION OF DIRECTOR: J. TERRY STRANGE	Management
1O	ELECTION OF DIRECTOR: ANTHONY P. TERRACCIANO	Management
1P	ELECTION OF DIRECTOR: BARRY L. WILLIAMS	Management
2	ADOPTION OF THE SLM CORPORATION DIRECTORS EQUITY PLAN	Management
3	ADOPTION OF THE SLM CORPORATION 2009-2012 INCENTIVE PLAN	Management
4	RATIFICATION OF THE APPOINTMENT OF	Management

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

PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

98

FPL GROUP, INC.

SECURITY	302571104	MEETING TYPE	Annual
TICKER SYMBOL	FPL	MEETING DATE	22-May-2009
ISIN	US3025711041	AGENDA	933040569 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	DIRECTOR 1 SHERRY S. BARRAT 2 ROBERT M. BEALL, II 3 J. HYATT BROWN 4 JAMES L. CAMAREN 5 J. BRIAN FERGUSON 6 LEWIS HAY, III 7 TONI JENNINGS 8 OLIVER D. KINGSLEY, JR. 9 RUDY E. SCHUPP 10 MICHAEL H. THAMAN 11 HANSEL E. TOOKES, II 12 PAUL R. TREGURTHA	Management
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management
03	APPROVAL OF THE MATERIAL TERMS UNDER THE FPL GROUP, INC. AMENDED AND RESTATED LONG TERM INCENTIVE PLAN FOR PAYMENT OF PERFORMANCE-BASED COMPENSATION AS REQUIRED BY INTERNAL REVENUE CODE SECTION 162 (M) .	Management

HSBC HOLDINGS PLC

SECURITY	404280406	MEETING TYPE	Annual
TICKER SYMBOL	HBC	MEETING DATE	22-May-2009
ISIN	US4042804066	AGENDA	933041547 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	TO RECEIVE THE REPORT AND ACCOUNTS FOR 2008	Management
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR 2008	Management
3A	TO RE-ELECT S A CATZ A DIRECTOR	Management

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

3B	TO RE-ELECT V H C CHENG A DIRECTOR	Management
3C	TO RE-ELECT M K T CHEUNG A DIRECTOR	Management
3D	TO RE-ELECT J D COOMBE A DIRECTOR	Management
3E	TO RE-ELECT J L DURAN A DIRECTOR	Management
3F	TO RE-ELECT R A FAIRHEAD A DIRECTOR	Management
3G	TO RE-ELECT D J FLINT A DIRECTOR	Management
3H	TO RE-ELECT A A FLOCKHART A DIRECTOR	Management
3I	TO RE-ELECT W K L FUNG A DIRECTOR	Management
3J	TO RE-ELECT M F GEOGHEGAN A DIRECTOR	Management
3K	TO RE-ELECT S K GREEN A DIRECTOR	Management
3L	TO RE-ELECT S T GULLIVER A DIRECTOR	Management
3M	TO RE-ELECT J W J HUGHES-HALLETT A DIRECTOR	Management
3N	TO RE-ELECT W S H LAIDLAW A DIRECTOR	Management
3O	TO RE-ELECT J R LOMAX A DIRECTOR	Management
3P	TO RE-ELECT SIR MARK MOODY-STUART A DIRECTOR	Management
3Q	TO RE-ELECT G MORGAN A DIRECTOR	Management
3R	TO RE-ELECT N R N MURTHY A DIRECTOR	Management
3S	TO RE-ELECT S M ROBERTSON A DIRECTOR	Management
3T	TO RE-ELECT J L THORNTON A DIRECTOR	Management
3U	TO RE-ELECT SIR BRIAN WILLIAMSON A DIRECTOR	Management
04	TO REAPPOINT THE AUDITOR AT REMUNERATION TO BE DETERMINED BY THE GROUP AUDIT COMMITTEE	Management
05	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management
06	TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)	Management
07	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES	Management
08	TO ADOPT NEW ARTICLES OF ASSOCIATION WITH EFFECT FROM 1 OCTOBER 2009 (SPECIAL RESOLUTION)	Management
09	TO APPROVE GENERAL MEETINGS (OTHER THAN ANNUAL GENERAL MEETINGS) BEING CALLED ON 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION)	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

99

### CMS ENERGY CORPORATION

SECURITY	125896100	MEETING TYPE	Annual
TICKER SYMBOL	CMS	MEETING DATE	22-May-2009
ISIN	US1258961002	AGENDA	933050801 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 MERRIBEL S. AYRES	
	2 JON E. BARFIELD	
	3 RICHARD M. GABRYS	
	4 DAVID W. JOOS	
	5 PHILIP R. LOCHNER, JR.,	
	6 MICHAEL T. MONAHAN	
	7 JOSEPH F. PAQUETTE JR.,	
	8 PERCY A. PIERRE	

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

	9	KENNETH L. WAY	
	10	KENNETH WHIPPLE	
	11	JOHN B. YASINSKY	
02		RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PRICEWATERHOUSECOOPERS LLP).	Management
03		PROPOSAL TO AMEND PERFORMANCE INCENTIVE STOCK PLAN.	Management
04		PROPOSAL TO APPROVE PERFORMANCE MEASURES IN BONUS PLAN.	Management
05		PROPOSAL TO AMEND ARTICLES OF INCORPORATION.	Management

### SUEZ ENVIRONNEMENT COMPANY, PARIS

SECURITY	F4984P118	MEETING TYPE	MIX
TICKER SYMBOL	SZEVY.PK	MEETING DATE	26-May-2009
ISIN	FR0010613471	AGENDA	701912722 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting
0.1	Approve the unconsolidated accounts for the FYE on 31 DEC 2008	Management
0.2	Approve the consolidated accounts for the FYE on 31 DEC 2008	Management
0.3	Approve the distribution of profits for the FYE on 31 DEC 2008	Management
0.4	Approve an agreement concluded with GDF-Suez and presented in the special report of the Statutory Auditors	Management
0.5	Approve the addendum of the shareholders' agreement on 05 JUN 2008 presented in the special report of the Statutory Auditors, referred to in Article L.225-38 of the Commercial Code	Management
0.6	Approve the retirement liabilities, social security and coverage for the benefit of a Corporate Manager and presented in the special report of the Statutory Auditors, referred to in Articles L.225-38 of the Commercial Code	Management
0.7	Approve the agreement made for the benefit of a Corporate Manager, referred to in Article L.225-38 and L.225-42-1 of the Commercial Code	Management
0.8	Authorize the Board of Directors to operate on the Company's shares	Management
E.9	Authorize the Board of Directors to reduce the share capital through cancellation of shares	Management
E.10	Authorize the Board of Directors in order to grant options to subscribe or purchase shares	Management
E.11	Authorize the Board of Directors to allocate free shares	Management
E.12	Authorize the Board of Directors to carry out the capital increase	Management



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

	by issuing shares reserved for employees of a Company Saving Plan, with cancellation of preferential subscription rights in favor of them	
E.13	Authorize the Board of Directors to carry out the share capital increase, the cancellation of preferential subscription rights, for all entities with the sole object of subscribe, hold and dispose the Company's shares or other financial instruments for the implementation of 1 of multiple forms of Employees Share Ownership plan of International Suez Environment Company and its subsidiaries	Management
E.14	Authorize the Board of Directors to use the Company's shares, permissions and financial delegations approved by the General Assembly on 15 JUL 2008 and 26 MAY 2009, during a public offer	Management
E.15	Authorize the Board of Directors under the 6th resolution of the Extraordinary and Ordinary General Assembly of 15 JUL 2008, to reflect the order of 22 JAN 2009	Management
E.16	Grant full powers to the bearer of an original or extract of this report in order to accomplish all legal formalities	Management

### ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
100

### DEUTSCHE BANK AG

SECURITY	D18190898	MEETING TYPE	Annual
TICKER SYMBOL	DB	MEETING DATE	26-May-2009
ISIN	DE0005140008	AGENDA	933065458 - Management

ITEM	PROPOSAL	TYPE
-----		
02	APPROPRIATION OF DISTRIBUTABLE PROFIT.	Management
03	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2008 FINANCIAL YEAR.	Management
04	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2008 FINANCIAL YEAR.	Management
05	ELECTION OF AUDITOR FOR 2009 FINANCIAL YEAR, INTERIM ACCOUNTS.	Management
06	AUTHORIZATION TO ACQUIRE OWN SHARES FOR TRADING PURPOSES.	Management
07	AUTHORIZATION TO ACQUIRE OWN SHARES PURSUANT TO SECTION 71 (1) NO. 8 STOCK CORPORATION ACT.	Management
08	AMENDMENT TO THE ARTICLES OF ASSOCIATION RELATING TO THE REGISTRATION PERIOD FOR THE GENERAL MEETING.	Management
09	AMENDMENT TO SECTION 19 (2) SENTENCE 3 OF THE ARTICLES OF ASSOCIATION TO ACCORD WITH THE RULES OF THE ACT ON THE IMPLEMENTATION OF THE SHAREHOLDER RIGHTS DIRECTIVE.	Management
10	CREATION OF NEW AUTHORIZED CAPITAL AND AMENDMENT TO ARTICLES OF ASSOCIATION.	Management
11	CREATION OF NEW AUTHORIZED CAPITAL FOR CAPITAL INCREASES IN CASH OR IN KIND AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Management

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

12	CREATION OF NEW AUTHORIZED CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Management
13	AUTHORIZATION TO ISSUE PARTICIPATORY NOTES WITH WARRANTS AND/OR CONVERTIBLE PARTICIPATORY NOTES, BONDS WITH WARRANTS AND CONVERTIBLE BONDS, CREATION OF CONDITIONAL CAPITAL AND AMENDMENT TO ARTICLES OF ASSOCIATION.	Management
14	SHAREHOLDER PROPOSAL: PROPOSAL THAT RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD BE REFUSED.	Shareholder
15	SHAREHOLDER PROPOSAL: RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD BE POSTPONED UNTIL ALL LIABILITY PROCEEDINGS AGAINST DEUTSCHE BANK HAVE BEEN CONCLUDED AND ALSO UNTIL A REFORM OF THE COMPENSATION AND BONUS SYSTEM HAS BEEN CARRIED OUT.	Shareholder
16	SHAREHOLDER PROPOSAL: THE ACTS OF THE MANAGEMENT BOARD FOR THE 2008 FINANCIAL YEAR ARE NOT RATIFIED.	Shareholder
17	SHAREHOLDER PROPOSAL: THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2008 FINANCIAL YEAR ARE NOT RATIFIED.	Shareholder
18	SHAREHOLDER PROPOSAL - RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MEMBERS OF THE SUPERVISORY BOARD IS REFUSED.	Shareholder
19	SHAREHOLDER PROPOSAL - PROPOSE THAT NO DISTRIBUTABLE PROFIT BE DISTRIBUTED AND HENCE NO DIVIDENDS PAID.	Shareholder
20	SHAREHOLDER PROPOSAL - RATIFICATION OF THE ACTS OF MANAGEMENT OF BOTH THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD BE REFUSED.	Shareholder
21	SHAREHOLDER PROPOSAL - NOT TO ADOPT A RESOLUTION ON THE PLANNED CHANGE TO ARTICLE 19 II 3 OF THE ARTICLES OF ASSOCIATION.	Shareholder
22	SHAREHOLDER PROPOSAL - APPROPRIATION OF DISTRIBUTABLE PROFIT.	Shareholder

### FRANCE TELECOM

SECURITY	35177Q105	MEETING TYPE	Annual
TICKER SYMBOL	FTE	MEETING DATE	26-May-2009
ISIN	US35177Q1058	AGENDA	933069317 - Management

ITEM	PROPOSAL	TYPE
-----		
01	APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2008	Management
02	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2008	Management
03	ALLOCATION OF THE INCOME FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2008, AS STATED IN THE ANNUAL FINANCIAL STATEMENTS	Management
04	APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Management
05	RENEWAL OF TERM OF A PRINCIPAL STATUTORY AUDITOR	Management
06	RENEWAL OF TERM OF A DEPUTY STATUTORY AUDITOR	Management

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

07	RENEWAL OF TERM OF A PRINCIPAL STATUTORY AUDITOR	Management
08	RENEWAL OF TERM OF A DEPUTY STATUTORY AUDITOR	Management
09	AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE OR TRANSFER FRANCE TELECOM SHARES	Management
10	AMENDMENT OF ARTICLE 13 OF THE BY-LAWS	Management
11	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITH PREFERENTIAL SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS	Management
12	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO THE SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS	Management
13	AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS OF SHAREHOLDERS, TO INCREASE THE NUMBER OF ISSUABLE SECURITIES	Management
14	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO SHARES, IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY	Management
15	AUTHORIZATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO SHARES, IN CONSIDERATION FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF EQUITY SECURITIES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL	Management
16	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE SHARES RESERVED FOR PERSONS SIGNING A LIQUIDITY CONTRACT WITH THE COMPANY IN THEIR CAPACITY AS HOLDERS OF SHARES OR STOCK OPTIONS OF ORANGE S.A.	Management
17	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO PROCEED WITH THE FREE ISSUANCE OF OPTION-BASED LIQUIDITY INSTRUMENTS RESERVED FOR THOSE HOLDERS OF STOCK OPTIONS OF ORANGE S.A. THAT HAVE SIGNED A LIQUIDITY CONTRACT WITH THE COMPANY	Management
18	OVERALL LIMITATION OF THE AUTHORIZATIONS	Management
19	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SECURITIES GIVING RIGHT TO THE ALLOCATION OF DEBT SECURITIES	Management
20	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY CAPITALIZATION OF RESERVES, PROFITS OR PREMIUMS	Management
21	AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO ALLOCATE FREE SHARES	Management
22	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO PROCEED WITH CAPITAL INCREASES RESERVED FOR MEMBERS OF THE FRANCE TELECOM GROUP SAVINGS PLAN	Management
23	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF SHARES	Management
24	POWERS FOR FORMALITIES	Management

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

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

101

DEUTSCHE BANK AG

SECURITY	D18190898	MEETING TYPE	Annual
TICKER SYMBOL	DB	MEETING DATE	26-May-2009
ISIN	DE0005140008	AGENDA	933093813 - Management

ITEM	PROPOSAL	TYPE
02	APPROPRIATION OF DISTRIBUTABLE PROFIT.	Management
03	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2008 FINANCIAL YEAR.	Management
04	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2008 FINANCIAL YEAR.	Management
05	ELECTION OF AUDITOR FOR 2009 FINANCIAL YEAR, INTERIM ACCOUNTS.	Management
06	AUTHORIZATION TO ACQUIRE OWN SHARES FOR TRADING PURPOSES.	Management
07	AUTHORIZATION TO ACQUIRE OWN SHARES PURSUANT TO SECTION 71 (1) NO. 8 STOCK CORPORATION ACT.	Management
08	AMENDMENT TO THE ARTICLES OF ASSOCIATION RELATING TO THE REGISTRATION PERIOD FOR THE GENERAL MEETING.	Management
09	AMENDMENT TO SECTION 19 (2) SENTENCE 3 OF THE ARTICLES OF ASSOCIATION TO ACCORD WITH THE RULES OF THE ACT ON THE IMPLEMENTATION OF THE SHAREHOLDER RIGHTS DIRECTIVE.	Management
10	CREATION OF NEW AUTHORIZED CAPITAL AND AMENDMENT TO ARTICLES OF ASSOCIATION.	Management
11	CREATION OF NEW AUTHORIZED CAPITAL FOR CAPITAL INCREASES IN CASH OR IN KIND AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Management
12	CREATION OF NEW AUTHORIZED CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Management
13	AUTHORIZATION TO ISSUE PARTICIPATORY NOTES WITH WARRANTS AND/OR CONVERTIBLE PARTICIPATORY NOTES, BONDS WITH WARRANTS AND CONVERTIBLE BONDS, CREATION OF CONDITIONAL CAPITAL AND AMENDMENT TO ARTICLES OF ASSOCIATION.	Management
14	SHAREHOLDER PROPOSAL: PROPOSAL THAT RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD BE REFUSED.	Shareholder
15	SHAREHOLDER PROPOSAL: RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD BE POSTPONED UNTIL ALL LIABILITY PROCEEDINGS AGAINST DEUTSCHE BANK HAVE BEEN CONCLUDED AND ALSO UNTIL A REFORM OF THE COMPENSATION AND BONUS SYSTEM HAS BEEN CARRIED OUT.	Shareholder
16	SHAREHOLDER PROPOSAL: THE ACTS OF THE MANAGEMENT BOARD FOR THE 2008 FINANCIAL YEAR ARE NOT RATIFIED.	Shareholder

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

17	SHAREHOLDER PROPOSAL: THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2008 FINANCIAL YEAR ARE NOT RATIFIED.	Shareholder
18	SHAREHOLDER PROPOSAL - RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MEMBERS OF THE SUPERVISORY BOARD IS REFUSED.	Shareholder
19	SHAREHOLDER PROPOSAL - PROPOSE THAT NO DISTRIBUTABLE PROFIT BE DISTRIBUTED AND HENCE NO DIVIDENDS PAID.	Shareholder
20	SHAREHOLDER PROPOSAL - RATIFICATION OF THE ACTS OF MANAGEMENT OF BOTH THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD BE REFUSED.	Shareholder
21	SHAREHOLDER PROPOSAL - NOT TO ADOPT A RESOLUTION ON THE PLANNED CHANGE TO ARTICLE 19 II 3 OF THE ARTICLES OF ASSOCIATION.	Shareholder
22	SHAREHOLDER PROPOSAL - APPROPRIATION OF DISTRIBUTABLE PROFIT.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

102

EXXON MOBIL CORPORATION

SECURITY	30231G102	MEETING TYPE	Annual
TICKER SYMBOL	XOM	MEETING DATE	27-May-2009
ISIN	US30231G1022	AGENDA	933046965 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	DIRECTOR	Management
	1 M.J. BOSKIN	
	2 L.R. FAULKNER	
	3 K.C. FRAZIER	
	4 W.W. GEORGE	
	5 R.C. KING	
	6 M.C. NELSON	
	7 S.J. PALMISANO	
	8 S.S REINEMUND	
	9 R.W. TILLERSON	
	10 E.E. WHITACRE, JR.	
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 50)	Management
03	CUMULATIVE VOTING (PAGE 51)	Shareholder
04	SPECIAL SHAREHOLDER MEETINGS (PAGE 53)	Shareholder
05	INCORPORATE IN NORTH DAKOTA (PAGE 54)	Shareholder
06	BOARD CHAIRMAN AND CEO (PAGE 55)	Shareholder
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Shareholder
08	EXECUTIVE COMPENSATION REPORT (PAGE 59)	Shareholder
09	CORPORATE SPONSORSHIPS REPORT (PAGE 60)	Shareholder
10	AMENDMENT OF EEO POLICY (PAGE 62)	Shareholder
11	GREENHOUSE GAS EMISSIONS GOALS (PAGE 63)	Shareholder
12	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 65)	Shareholder
13	RENEWABLE ENERGY POLICY (PAGE 66)	Shareholder

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

### CHEVRON CORPORATION

SECURITY	166764100	MEETING TYPE	Annual
TICKER SYMBOL	CVX	MEETING DATE	27-May-2009
ISIN	US1667641005	AGENDA	933051067 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Management
1B	ELECTION OF DIRECTOR: L.F. DEILY	Management
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Management
1D	ELECTION OF DIRECTOR: R.J. EATON	Management
1E	ELECTION OF DIRECTOR: E. HERNANDEZ	Management
1F	ELECTION OF DIRECTOR: F.G. JENIFER	Management
1G	ELECTION OF DIRECTOR: S. NUNN	Management
1H	ELECTION OF DIRECTOR: D.J. O'REILLY	Management
1I	ELECTION OF DIRECTOR: D.B. RICE	Management
1J	ELECTION OF DIRECTOR: K.W. SHARER	Management
1K	ELECTION OF DIRECTOR: C.R. SHOEMATE	Management
1L	ELECTION OF DIRECTOR: R.D. SUGAR	Management
1M	ELECTION OF DIRECTOR: C. WARE	Management
1N	ELECTION OF DIRECTOR: J.S. WATSON	Management
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management
03	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN	Management
04	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION	Management
05	SPECIAL STOCKHOLDER MEETINGS	Shareholder
06	ADVISORY VOTE ON SUMMARY COMPENSATION TABLE	Shareholder
07	GREENHOUSE GAS EMISSIONS	Shareholder
08	COUNTRY SELECTION GUIDELINES	Shareholder
09	HUMAN RIGHTS POLICY	Shareholder
10	HOST COUNTRY LAWS	Shareholder

### ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
103

### CALIFORNIA WATER SERVICE GROUP

SECURITY	130788102	MEETING TYPE	Annual
TICKER SYMBOL	CWT	MEETING DATE	27-May-2009
ISIN	US1307881029	AGENDA	933053023 - Management

ITEM	PROPOSAL	TYPE
-----		

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

01	DIRECTOR	Management
	1 DOUGLAS M. BROWN	
	2 ROBERT W. FOY	
	3 EDWIN A. GUILLES	
	4 E.D. HARRIS, JR., M.D.	
	5 BONNIE G. HILL	
	6 RICHARD P. MAGNUSON	
	7 LINDA R. MEIER	
	8 PETER C. NELSON	
	9 GEORGE A. VERA	
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE GROUP FOR 2009.	Management

INTERMEC, INC.

SECURITY	458786100	MEETING TYPE	Annual
TICKER SYMBOL	IN	MEETING DATE	27-May-2009
ISIN	US4587861000	AGENDA	933053530 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: PATRICK J. BYRNE	Management
1B	ELECTION OF DIRECTOR: ERIC J. DRAUT	Management
1C	ELECTION OF DIRECTOR: GREGORY K. HINCKLEY	Management
1D	ELECTION OF DIRECTOR: LYDIA H. KENNARD	Management
1E	ELECTION OF DIRECTOR: ALLEN J. LAUER	Management
1F	ELECTION OF DIRECTOR: STEPHEN P. REYNOLDS	Management
1G	ELECTION OF DIRECTOR: STEVEN B. SAMPLE	Management
1H	ELECTION OF DIRECTOR: OREN G. SHAFFER	Management
1I	ELECTION OF DIRECTOR: LARRY D. YOST	Management
02	RATIFY SELECTION OF DELOITTE & TOUCHE LLP AS INTERMEC, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Management

SANDISK CORPORATION

SECURITY	80004C101	MEETING TYPE	Annual
TICKER SYMBOL	SNDK	MEETING DATE	27-May-2009
ISIN	US80004C1018	AGENDA	933053934 - Management

ITEM	PROPOSAL	TYPE
-----		
1	DIRECTOR	Management
	1 DR. ELI HARARI	
	2 IRWIN FEDERMAN	
	3 STEVEN J. GOMO	
	4 EDDY W. HARTENSTEIN	
	5 CATHERINE P. LEGO	
	6 MICHAEL E. MARKS	
	7 DR. JAMES D. MEINDL	

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

2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR.	Management
3	TO APPROVE AMENDMENTS TO COMPANY'S CERTIFICATE OF INCORPORATION THAT WOULD ELIMINATE CUMULATIVE VOTING.	Management
4	APPROVE AMENDMENTS TO 2005 INCENTIVE PLAN THAT WOULD INCREASE NUMBER OF AUTHORIZED SHARES BY AN ADDITIONAL 5,000,000 SHARES.	Management
5	APPROVE AMENDMENTS TO 2005 INCENTIVE PLAN THAT WOULD INCREASE NUMBER OF AWARDS WITHOUT CASH CONSIDERATION PERMITTED.	Management
6	CONSIDER AND VOTE ON A STOCKHOLDER PROPOSAL RELATING TO MAJORITY VOTING FOR DIRECTORS, IF PROPERLY PRESENTED AT ANNUAL MEETING.	Shareholder
7	CONSIDER AND VOTE ON A STOCKHOLDER PROPOSAL RELATING TO ANNUAL PRODUCTION OF A DETAILED SUSTAINABILITY REPORT BY THE COMPANY.	Shareholder

### THE SOUTHERN COMPANY

SECURITY	842587107	MEETING TYPE	Annual
TICKER SYMBOL	SO	MEETING DATE	27-May-2009
ISIN	US8425871071	AGENDA	933055534 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 J.P. BARANCO	
	2 F.S. BLAKE	
	3 J.A. BOSCIA	
	4 T.F. CHAPMAN	
	5 H.W. HABERMEYER, JR.	
	6 V.M. HAGEN	
	7 W.A. HOOD, JR.	
	8 D.M. JAMES	
	9 J.N. PURCELL	
	10 D.M. RATCLIFFE	
	11 W.G. SMITH, JR.	
	12 G.J. ST PE	
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Management
03	AMENDMENT OF COMPANY'S BY-LAWS REGARDING MAJORITY VOTING AND CUMULATIVE VOTING	Management
04	AMENDMENT OF COMPANY'S CERTIFICATE OF INCORPORATION REGARDING CUMULATIVE VOTING	Management
05	STOCKHOLDER PROPOSAL ON ENVIRONMENTAL REPORT	Shareholder
06	STOCKHOLDER PROPOSAL ON PENSION POLICY	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009

104



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

TIME WARNER INC.

SECURITY	887317303	MEETING TYPE	Annual
TICKER SYMBOL	TWX	MEETING DATE	28-May-2009
ISIN	US8873173038	AGENDA	933048224 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: HERBERT M. ALLISON, JR.	Management
1B	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Management
1C	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Management
1D	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Management
1E	ELECTION OF DIRECTOR: FRANK J. CAUFIELD	Management
1F	ELECTION OF DIRECTOR: ROBERT C. CLARK	Management
1G	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Management
1H	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Management
1I	ELECTION OF DIRECTOR: MICHAEL A. MILES	Management
1J	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Management
1K	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Management
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Management
03	COMPANY PROPOSAL TO APPROVE THE TIME WARNER INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.	Management
04	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shareholder
05	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shareholder
06	STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Shareholder

LENDER PROCESSING SERVICES, INC.

SECURITY	52602E102	MEETING TYPE	Annual
TICKER SYMBOL	LPS	MEETING DATE	28-May-2009
ISIN	US52602E1029	AGENDA	933048402 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTORS 1 MARSHALL HAINES 2 JAMES K. HUNT	Management
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Management
3	TO APPROVE THE LENDER PROCESSING SERVICES, INC. 2008 OMNIBUS INCENTIVE PLAN.	Management
4	TO APPROVE THE LENDER PROCESSING SERVICES, INC. ANNUAL INCENTIVE PLAN.	Management

FIDELITY NAT'L INFORMATION SERVICES INC

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

SECURITY	31620M106	MEETING TYPE	Annual
TICKER SYMBOL	FIS	MEETING DATE	28-May-2009
ISIN	US31620M1062	AGENDA	933053263 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR	Management
	1 WILLIAM P. FOLEY, II*	
	2 THOMAS M. HAGERTY*	
	3 KEITH W. HUGHES*	
	4 RICHARD N. MASSEY**	
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Management

FIDELITY NATIONAL FINANCIAL, INC

SECURITY	31620R105	MEETING TYPE	Annual
TICKER SYMBOL	FNF	MEETING DATE	28-May-2009
ISIN	US31620R1059	AGENDA	933053302 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 FRANK P. WILLEY	
	2 WILLIE D. DAVIS	
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
105

SOUTHERN UNION COMPANY

SECURITY	844030106	MEETING TYPE	Annual
TICKER SYMBOL	SUG	MEETING DATE	28-May-2009
ISIN	US8440301062	AGENDA	933067337 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 GEORGE L. LINDEMANN	

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

2	MICHAL BARZUZA	
3	STEPHEN C. BEASLEY	
4	DAVID BRODSKY	
5	FRANK W. DENIUS	
6	MICHAEL J. EGAN	
7	KURT A. GITTER, M.D.	
8	HERBERT H. JACOBI	
9	THOMAS N. MCCARTER, III	
10	GEORGE ROUNTREE, III	
11	ALLAN D. SCHERER	
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS SOUTHERN UNION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Management
03	TO APPROVE THE ADOPTION OF SOUTHERN UNION'S THIRD AMENDED AND RESTATED 2003 STOCK AND INCENTIVE PLAN.	Management

COVIDIEN LTD.

SECURITY	G2552X108	MEETING TYPE	Special
TICKER SYMBOL	COV	MEETING DATE	28-May-2009
ISIN	BMG2552X1083	AGENDA	933074851 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.	Management
02	IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH SCHEME OF ARRANGEMENT AND REORGANIZATION, APPROVAL OF CREATION OF DISTRIBUTABLE RESERVES OF COVIDIEN PLC (THROUGH REDUCTION OF SHARE PREMIUM ACCOUNT OF COVIDIEN PLC) THAT WAS PREVIOUSLY APPROVED BY COVIDIEN LTD. AND OTHER CURRENT SHAREHOLDERS OF COVIDIEN PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT).	Management
03	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE MEETING.	Management

I2 TECHNOLOGIES, INC.

SECURITY	465754208	MEETING TYPE	Annual
TICKER SYMBOL	ITWO	MEETING DATE	28-May-2009
ISIN	US4657542084	AGENDA	933078227 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR 1 JACKSON L. WILSON, JR.	Management

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

02 TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP Management  
AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM FOR I2 TECHNOLOGIES, INC. FOR ITS FISCAL YEAR  
ENDING DECEMBER 31, 2009.

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
106

NOBLE CORPORATION

SECURITY H5833N103 MEETING TYPE Annual  
TICKER SYMBOL NE MEETING DATE 28-May-2009  
ISIN CH0033347318 AGENDA 933081666 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE PAYMENT OF A DIVIDEND THROUGH A REDUCTION OF THE PAR VALUE OF THE SHARES IN AN AMOUNT EQUAL TO SWISS FRANCS 0.25	Management
02	DIRECTOR 1 JULIE H. EDWARDS 2 MARC E. LELAND 3 DAVID W. WILLIAMS	Management
03	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NOBLE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Management
04	APPROVAL OF AN AMENDMENT OF ARTICLE 21 PARAGRAPH 1(D) OF THE ARTICLES OF ASSOCIATION IN ORDER TO LIMIT THE CHANGES TO AUTHORIZED AND CONDITIONAL CAPITAL THAT REQUIRE APPROVAL OF AT LEAST TWO-THIRDS OF THE SHARES REPRESENTED AT A GENERAL MEETING TO AN INCREASE IN THE AMOUNT OF THE AUTHORIZED OR CONDITIONAL SHARE CAPITAL	Management

NOBLE CORPORATION

SECURITY H5833N103 MEETING TYPE Annual  
TICKER SYMBOL NE MEETING DATE 28-May-2009  
ISIN CH0033347318 AGENDA 933090691 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE PAYMENT OF A DIVIDEND THROUGH A REDUCTION OF THE PAR VALUE OF THE SHARES IN AN AMOUNT EQUAL TO SWISS FRANCS 0.25	Management
02	DIRECTOR 1 JULIE H. EDWARDS	Management

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

2	MARC E. LELAND	
3	DAVID W. WILLIAMS	
03	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NOBLE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Management
04	APPROVAL OF AN AMENDMENT OF ARTICLE 21 PARAGRAPH 1(D) OF THE ARTICLES OF ASSOCIATION IN ORDER TO LIMIT THE CHANGES TO AUTHORIZED AND CONDITIONAL CAPITAL THAT REQUIRE APPROVAL OF AT LEAST TWO-THIRDS OF THE SHARES REPRESENTED AT A GENERAL MEETING TO AN INCREASE IN THE AMOUNT OF THE AUTHORIZED OR CONDITIONAL SHARE CAPITAL	Management

### HEELYS, INC

SECURITY	42279M107	MEETING TYPE	Annual
TICKER SYMBOL	HLYS	MEETING DATE	29-May-2009
ISIN	US42279M1071	AGENDA	933079104 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 ROGER R. ADAMS	
	2 JERRY R. EDWARDS	
	3 PATRICK F. HAMNER	
	4 SAMUEL B. LIGON	
	5 GARY L. MARTIN	
	6 RICHARD E. MIDDLEKAUFF	
	7 RALPH T. PARKS	
	8 JEFFREY G. PETERSON	

### TOMKINS PLC, LONDON

SECURITY	G89158136	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	TOMK.L	MEETING DATE	01-Jun-2009
ISIN	GB0008962655	AGENDA	701903177 - Management

ITEM	PROPOSAL	TYPE
1.	Receive the Directors' report and financial statements for the YE 03 JAN 2009 together with the Independent Auditors' report	Management
2.	Approve the remuneration committee report for the YE 03 JAN 2009	Management
3.	Declare the final dividend of 2 US cents per ordinary share for the YE 03 JAN 2009	Management
4.	Re-appoint Mr. Richard Gillingwater as a Director	Management
5.	Re-appoint Mr. Struan Robertson as a Director	Management
6.	Re-appoint Deloitte LLP as Independent Auditors	Management
7.	Authorize the Directors to determine the Independent Auditors' remuneration	Management
8.	Authorize the Directors, to allot relevant securities[as defined in	Management

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

- the Companies Act 1985] up to an nominal amount of USD 26,455,567, comprising equity securities [as defined in the Companies Act 1985] up to a nominal amount of USD 52,911,135 [including within such limit any relevant securities allotted under paragraph (A)] ] in connection with an offer by way of a right issue; to ordinary shareholders in proportion [as nearly as may be practicable] to their existing holdings; and to holders of other equity securities, as required by the rights of those securities, or as the Directors consider it necessary, as or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of, any territory or any other matter [Authority expires until the close of business on 01 SEP 2010]; and the Directors may allot relevant securities after the expiry of this authority in pursuance of such an offer or agreement notwithstanding that the authori
- S.9 Authorize the Directors, subject to the passing of Resolution 8, to allot equity securities [as defined in the Companies Act 1985] for cash under the authority given by that resolution and/or where the allotments is treated as an allotment of equity securities under Section 94(3A) of the Companies Act 1985, disapplying the statutory pre-emption rights of the restriction in Section 89(1) of the Companies Act 1985, provided that this power shall be limited to the allotment of equity securities: in connection with a rights issue in favor of ordinary shareholders; up to an aggregate nominal amount of USD 3,978,682; [Authority expires until the close of business on 01 SEP 2010]; and the Directors may allot equity securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry Management
- S.10 Authorize the Company, in substitution for any authority to purchase ordinary shares in the capital of the Company [shares], to make market purchases [Section 163(3) of the Companies Act 1985] of up to 88,415,177 shares or, if lower, such number of shares as is equal to 10% of the issued ordinary share capital of the Company at a minimum price equal to the nominal value and not more than 105% above the average middle market quotations for such shares derived from the London Stock Exchange Daily Official List, over the previous 5 business days; [Authority expires the earlier of the conclusion of the AGM of the Company]; 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.11 Approve that a general meeting other than an AGM may be called on not less than 14 clear days' notice Management  
PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE CUT-OFF DAT-E. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FOR-M UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. Non-Voting

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

107

THE DIRECTV GROUP, INC.

SECURITY	25459L106	MEETING TYPE	Annual
TICKER SYMBOL	DTV	MEETING DATE	02-Jun-2009
ISIN	US25459L1061	AGENDA	933062123 - Management

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

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 CHASE CAREY 2 MARK CARLETON 3 PETER LUND 4 HAIM SABAN	Management
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS.	Management
03	ADOPTION OF PRINCIPLES FOR HEALTHCARE REFORM.	Shareholder
04	ADOPTION OF THE DECLASSIFICATION OF THE BOARD OF DIRECTORS.	Shareholder

NABORS INDUSTRIES LTD.

SECURITY	G6359F103	MEETING TYPE	Annual
TICKER SYMBOL	NBR	MEETING DATE	02-Jun-2009
ISIN	BMG6359F1032	AGENDA	933082062 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 EUGENE M. ISENBERG 2 WILLIAM T. COMFORT	Management
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET AUDITORS' REMUNERATION.	Management
03	SHAREHOLDER PROPOSAL TO ADOPT A PAY FOR SUPERIOR PERFORMANCE STANDARD IN THE COMPANY'S EXECUTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVES.	Shareholder
04	SHAREHOLDER PROPOSAL REGARDING PAYMENTS FOLLOWING THE DEATH OF SENIOR EXECUTIVES.	Shareholder

TIME WARNER CABLE INC

SECURITY	88732J207	MEETING TYPE	Annual
TICKER SYMBOL	TWC	MEETING DATE	03-Jun-2009
ISIN	US88732J2078	AGENDA	933058415 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: CAROLE BLACK	Management
1B	ELECTION OF DIRECTOR: GLENN A. BRITT	Management
1C	ELECTION OF DIRECTOR: THOMAS H. CASTRO	Management
1D	ELECTION OF DIRECTOR: DAVID C. CHANG	Management

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

1E	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Management
1F	ELECTION OF DIRECTOR: PETER R. HAJE	Management
1G	ELECTION OF DIRECTOR: DONNA A. JAMES	Management
1H	ELECTION OF DIRECTOR: DON LOGAN	Management
1I	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Management
1J	ELECTION OF DIRECTOR: WAYNE H. PACE	Management
1K	ELECTION OF DIRECTOR: EDWARD D. SHIRLEY	Management
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Management
2	RATIFICATION OF AUDITORS	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
108

DEVON ENERGY CORPORATION

SECURITY	25179M103	MEETING TYPE	Annual
TICKER SYMBOL	DVN	MEETING DATE	03-Jun-2009
ISIN	US25179M1036	AGENDA	933059417 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
	1 ROBERT L. HOWARD	
	2 MICHAEL M. KANOVSKY	
	3 J. TODD MITCHELL	
	4 J. LARRY NICHOLS	
02	RATIFY THE APPOINTMENT OF ROBERT A. MOSBACHER, JR. AS A DIRECTOR.	Management
03	RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITORS FOR 2009.	Management
04	ADOPTION OF THE DEVON ENERGY CORPORATION 2009 LONG-TERM INCENTIVE PLAN.	Management
05	ADOPT DIRECTOR ELECTION MAJORITY VOTE STANDARD.	Shareholder

SAKS INCORPORATED

SECURITY	79377W108	MEETING TYPE	Contested-Annual
TICKER SYMBOL	SKS	MEETING DATE	03-Jun-2009
ISIN	US79377W1080	AGENDA	933061929 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
01	DIRECTOR	Management
	1 RONALD DE WAAL	
	2 MARGUERITE W. KONDRACKE	
	3 C. WARREN NEEL	
	4 CHRISTOPHER J. STADLER	
02	TO RATIFY THE APPOINTMENT OF	Management



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

PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
FOR THE CURRENT FISCAL YEAR ENDING JANUARY 30,  
2010.

03	TO ADOPT THE SAKS INCORPORATED 2009 LONG-TERM INCENTIVE PLAN.	Management
04	SHAREHOLDER PROPOSAL - CUMULATIVE VOTING FOR THE ELECTION OF DIRECTORS.	Shareholder
05	SHAREHOLDER PROPOSAL - MAJORITY VOTING FOR THE ELECTION OF DIRECTORS.	Shareholder
06	SHAREHOLDER PROPOSAL - DECLASSIFICATION OF THE COMPANY'S BOARD OF DIRECTORS.	Shareholder

LAYNE CHRISTENSEN COMPANY

SECURITY	521050104	MEETING TYPE	Annual
TICKER SYMBOL	LAYN	MEETING DATE	03-Jun-2009
ISIN	US5210501046	AGENDA	933084078 - Management

ITEM	PROPOSAL	TYPE
-----		
01	DIRECTOR 1 DAVID A.B. BROWN 2 NELSON OBUS 3 J. SAMUEL BUTLER 4 JEFFREY J. REYNOLDS 5 ROBERT R. GILMORE 6 RENE J. ROBICHAUD 7 ANTHONY B. HELFET 8 ANDREW B. SCHMITT	Management
02	DIRECTORS RECOMMEND: A VOTE "FOR" PROPOSAL 2. PROPOSAL TO RATIFY THE COMPANY'S AMENDED AND RESTATED RIGHTS AGREEMENT.	Management
03	DIRECTORS RECOMMEND: A VOTE "FOR" PROPOSAL 3. PROPOSAL TO AMEND THE COMPANY'S 2006 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE UNDER THE 2006 EQUITY PLAN FROM 600,000 TO 2,000,000.	Management
04	DIRECTORS RECOMMEND: A VOTE "FOR" PROPOSAL 4. PROPOSAL TO RATIFY THE SELECTION OF THE ACCOUNTING FIRM OF DELOITTE & TOUCHE LLP AS LAYNE CHRISTENSEN'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JANUARY 31, 2010.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
109

TENARIS, S.A.

SECURITY	88031M109	MEETING TYPE	Annual
TICKER SYMBOL	TS	MEETING DATE	03-Jun-2009
ISIN	US88031M1099	AGENDA	933086185 - Management

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

ITEM	PROPOSAL	TYPE
01	CONSIDERATION OF THE BOARD OF DIRECTORS' AND INDEPENDENT AUDITORS' REPORTS ON THE CONSOLIDATED FINANCIAL STATEMENTS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management
02	CONSIDERATION OF THE BOARD OF DIRECTORS' AND INDEPENDENT AUDITORS' REPORTS ON THE COMPANY'S ANNUAL ACCOUNTS.	Management
03	ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT.	Management
04	DISCHARGE TO THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE EXERCISE OF THEIR MANDATE.	Management
05	ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Management
06	COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Management
07	APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009 AND APPROVAL OF THEIR FEES.	Management
08	AUTHORISATION TO THE BOARD AND THE BOARD OF DIRECTORS OR OTHER GOVERNING BODIES OF THE SUBSIDIARIES TO ACQUIRE COMPANY SHARES.	Management
09	AUTHORISATION TO THE BOARD OF DIRECTORS TO CAUSE THE DISTRIBUTION OF ALL SHAREHOLDER COMMUNICATIONS, INCLUDING ITS SHAREHOLDER MEETING AND PROXY MATERIALS AND ANNUAL REPORTS TO SHAREHOLDERS, BY SUCH ELECTRONIC MEANS AS IS PERMITTED BY ANY APPLICABLE LAWS OR REGULATIONS.	Management

WAL-MART STORES, INC.

SECURITY	931142103	MEETING TYPE	Annual
TICKER SYMBOL	WMT	MEETING DATE	05-Jun-2009
ISIN	US9311421039	AGENDA	933057754 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Management
1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Management
1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Management
1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management
1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Management
1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Management
1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Management
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Management
1I	ELECTION OF DIRECTOR: ALLEN I. QUESTROM	Management
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Management
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Management
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Management
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Management
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Management

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

10	ELECTION OF DIRECTOR: LINDA S. WOLF	Management
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Management
03	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shareholder
04	PAY FOR SUPERIOR PERFORMANCE	Shareholder
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder
06	POLITICAL CONTRIBUTIONS	Shareholder
07	SPECIAL SHAREOWNER MEETINGS	Shareholder
08	INCENTIVE COMPENSATION TO BE STOCK OPTIONS	Shareholder

### MASTERCARD INCORPORATED

SECURITY	57636Q104	MEETING TYPE	Annual
TICKER SYMBOL	MA	MEETING DATE	09-Jun-2009
ISIN	US57636Q1040	AGENDA	933069862 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 RICHARD HAYTHORNTHWAITE 2 DAVID R. CARLUCCI 3 ROBERT W. SELANDER	Management
02	APPROVAL OF AMENDMENT OF SECTIONS 6.1(A) AND 6.4(B) OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	Management
03	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2009	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

110

### CHINA MENGNIU DAIRY CO LTD

SECURITY	G21096105	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	EZQ.DE	MEETING DATE	10-Jun-2009
ISIN	KYG210961051	AGENDA	701933827 - Management

ITEM	PROPOSAL	TYPE
	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE "IN FAVOR" OR "AGAINST" FO-R ALL RESOLUTIONS. THANK YOU.	Non-Voting
1.	Receive and approve the audited financial statements and the reports of the Directors and the Auditors for the YE 31 DEC 2008	Management
2.a	Re-elect Mr. Yang Wenjun as a Director and authorize the Board of Directors of the Company to fix his remuneration	Management

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

2.b	Re-elect Mr. Yao Tongshan as a Director and authorize the Board of Directors of the Company to fix his remuneration	Management
2.c	Re-elect Mr. Bai Ying as a Director and authorize the Board of Directors of the Company to fix his remuneration	Management
2.d	Re-elect Mr. Julian Juul Wolhardt as a Director and authorize the Board of Directors of the Company to fix his remuneration	Management
2.e	Re-elect Mr. Zhang Julin as a Director and authorize the Board of Directors of the Company to fix his remuneration	Management
2.f	Re-elect Mr. Liu Fuchun as a Director and authorize the Board of Directors of the Company to fix his remuneration	Management
2.g	Re-elect Mr. Zhang Xiaoya as a Director and authorize the Board of Directors of the Company to fix his remuneration	Management
3.	Re-appoint Ernst and Young as the Auditors of the Company and authorize the Board of Directors of the Company to fix their remuneration	Management
4.	Authorize the Directors of the Company during the relevant period to repurchase shares of HKD 0.10 each in the capital of the Company [Shares] on The Stock Exchange of Hong Kong Limited [the Stock Exchange] or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time; shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution 4 as specified; and [Authority expires at the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by its Articles of Association or by any applicable Laws to be held]	Management
5.	Authorize the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, options and warrants which might require the exercise of such power, during and after the relevant period, shall not exceed of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution 5, otherwise than pursuant to, i) a rights issue [as specified], ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares or iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company; [Authority expires at the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by its Articles of Association or by any applicable Law[s] to be held]	Management
6.	Approve, subject to the passing of Resolutions 4 and 5, to extend the general mandate referred to in Resolution 5, by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the general mandate referred to in Resolution 4 above provided that such amount shall not exceed 10% of the existing issued share capital of the Company at the date of passing this Resolution	Management
7.	Approve, subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting, for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options which	Management

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

may be granted under the Share Option Mandate Limit [as specified below], the refreshment of the limit in respect of the granting of share options under the Share Option Scheme of the Company adopted on 28 JUN 2005 [the "Share Option Scheme"] and all other share option scheme up to 10% of the number of shares in issue at the date of the passing of this resolution [the "Share Option Mandate Limit"]; authorize any Director of the Company to do all such acts and execute all such documents to effect the Share Option Mandate Limit; and authorize the Directors of the Company, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Share Op

NEW YORK COMMUNITY BANCORP, INC.

SECURITY	649445103	MEETING TYPE	Annual
TICKER SYMBOL	NYB	MEETING DATE	10-Jun-2009
ISIN	US6494451031	AGENDA	933071134 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 MAUREEN E. CLANCY 2 ROBERT S. FARRELL 3 JOSEPH R. FICALORA 4 JAMES J. O'DONOVAN 5 HANIF W. DAHYA	Management
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, 2009.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
111

LAS VEGAS SANDS CORP.

SECURITY	517834107	MEETING TYPE	Annual
TICKER SYMBOL	LVS	MEETING DATE	10-Jun-2009
ISIN	US5178341070	AGENDA	933073633 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR 1 MICHAEL A. LEVEN 2 JASON N. ADER 3 JEFFREY H. SCHWARTZ	Management

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

2	TO CONSIDER AND ACT UPON THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
3	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORT.	Shareholder

### VIMPEL-COMMUNICATIONS

SECURITY	68370R109	MEETING TYPE	Annual
TICKER SYMBOL	VIP	MEETING DATE	10-Jun-2009
ISIN	US68370R1095	AGENDA	933089232 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		
01	TO APPROVE THE 2008 VIMPELCOM ANNUAL REPORT PREPARED IN ACCORDANCE WITH RUSSIAN LAW.	Management
02	TO APPROVE VIMPELCOM'S 2008 UNCONSOLIDATED ACCOUNTING STATEMENTS, INCLUDING PROFIT AND LOSS STATEMENT FOR 2008 (PREPARED IN ACCORDANCE WITH RUSSIAN STATUTORY ACCOUNTING PRINCIPLES) AUDITED BY ROSEXPERTIZA LLC.	Management
03	NOT TO PAY ANNUAL DIVIDENDS TO HOLDERS OF COMMON REGISTERED SHARES BASED ON 2008 FINANCIAL YEAR RESULTS; AND TO PAY IN CASH ANNUAL DIVIDENDS TO HOLDERS OF PREFERRED REGISTERED SHARES OF TYPE "A" BASED ON 2008 RESULTS IN THE AMOUNT OF 0.1 KOPECK PER PREFERRED SHARE WITHIN 60 DAYS FROM THE DATE OF THE ADOPTION OF THIS DECISION; AND TO INVEST THE REMAINING PROFITS RESULTING FROM 2008 OPERATING RESULTS INTO THE BUSINESS.	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 PREPARED IN ACCORDANCE WITH RUSSIAN STATUTORY ACCOUNTING PRINCIPLES FOR THE TERM UNTIL THE ANNUAL GENERAL MEETING OF SHAREHOLDERS BASED ON 2009 RESULTS.	Management
07	TO APPROVE THE AMENDED BY-LAWS OF THE AUDIT COMMISSION OF VIMPELCOM.	Management
08	TO APPROVE THE AMENDED CHARTER OF VIMPELCOM.	Management

### VIMPEL-COMMUNICATIONS

SECURITY	68370R109	MEETING TYPE	Annual
TICKER SYMBOL	VIP	MEETING DATE	10-Jun-2009
ISIN	US68370R1095	AGENDA	933095336 - Management

ITEM	PROPOSAL	TYPE
<hr style="border-top: 1px dashed black;"/>		

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

4A	ELECTION OF DIRECTOR: MIKHAIL M. FRIDMAN	Management
4B	ELECTION OF DIRECTOR: KJELL MORTEN JOHNSEN	Management
4C	ELECTION OF DIRECTOR: HANS PETER KOHLHAMMER	Management
4D	ELECTION OF DIRECTOR: JO OLAV LUNDER	Management
4E	ELECTION OF DIRECTOR: OLEG A. MALIS	Management
4F	ELECTION OF DIRECTOR: LEONID R. NOVOSELSKY	Management
4G	ELECTION OF DIRECTOR: ALEXEY M. REZNIKOVICH	Management
4H	ELECTION OF DIRECTOR: OLE BJORN SJULSTAD	Management
4I	ELECTION OF DIRECTOR: JAN EDVARD THYGESEN	Management

FREEMPORT-MCMORAN COPPER & GOLD INC.

SECURITY	35671D857	MEETING TYPE	Annual
TICKER SYMBOL	FCX	MEETING DATE	11-Jun-2009
ISIN	US35671D8570	AGENDA	933071754 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR 1 RICHARD C. ADKERSON 2 ROBERT J. ALLISON, JR. 3 ROBERT A. DAY 4 GERALD J. FORD 5 H. DEVON GRAHAM, JR. 6 J. BENNETT JOHNSTON 7 CHARLES C. KRULAK 8 BOBBY LEE LACKEY 9 JON C. MADONNA 10 DUSTAN E. MCCOY 11 GABRIELLE K. MCDONALD 12 JAMES R. MOFFETT 13 B. M. RANKIN, JR. 14 J. STAPLETON ROY 15 STEPHEN H. SIEGELE 16 J. TAYLOR WHARTON	Management
2	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR.	Management
3	APPROVAL OF THE PROPOSED 2009 ANNUAL INCENTIVE PLAN.	Management
4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
112

CHESAPEAKE ENERGY CORPORATION

SECURITY	165167107	MEETING TYPE	Annual
TICKER SYMBOL	CHK	MEETING DATE	12-Jun-2009

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

ISIN US1651671075 AGENDA 933087062 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 RICHARD K. DAVIDSON 2 V. BURNS HARGIS 3 CHARLES T. MAXWELL	Management
02	TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.	Management
03	TO APPROVE AN AMENDMENT TO OUR LONG TERM INCENTIVE PLAN.	Management
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management
05	SHAREHOLDER PROPOSAL REGARDING ANNUAL ELECTIONS OF DIRECTORS.	Shareholder
06	SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS.	Shareholder
07	SHAREHOLDER PROPOSAL REGARDING THE COMPANY'S NON-DISCRIMINATION POLICY.	Shareholder

PHH CORPORATION

SECURITY 693320202 MEETING TYPE Contested-Annual  
 TICKER SYMBOL PHH MEETING DATE 12-Jun-2009  
 ISIN US6933202029 AGENDA 933087199 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 MR. A.B. KRONGARD 2 MR. TERENCE W. EDWARDS 3 MR. JAMES O. EGAN	Management
02	TO CONSIDER AND VOTE UPON A PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Management
03	TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE PHH CORPORATION AMENDED AND RESTATED 2005 EQUITY AND INCENTIVE PLAN, INCLUDING (I) AN INCREASE IN THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 7,500,000 SHARES TO 12,050,000 SHARES, AND (II) THE MATERIAL PERFORMANCE GOALS ESTABLISHED UNDER THE PLAN FOR PURPOSES OF COMPLIANCE WITH SECTION 162(M) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.	Management
04	TO CONSIDER AND VOTE UPON A PROPOSAL TO AMEND THE COMPANY'S ARTICLES OF AMENDMENT AND RESTATEMENT (AS AMENDED) TO INCREASE THE	Management



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

COMPANY'S NUMBER OF SHARES OF AUTHORIZED  
CAPITAL STOCK FROM 110,000,000 SHARES TO 275,000,000  
SHARES AND THE AUTHORIZED NUMBER OF SHARES OF  
COMMON STOCK FROM 108,910,000 SHARES TO 273,910,000  
SHARES.

LIBERTY GLOBAL, INC.

SECURITY	530555101	MEETING TYPE	Annual
TICKER SYMBOL	LBTYA	MEETING DATE	17-Jun-2009
ISIN	US5305551013	AGENDA	933076893 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 JOHN P. COLE, JR. 2 RICHARD R. GREEN 3 DAVID E. RAPLEY	Management
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.	Management
03	STOCKHOLDER PROPOSAL ON BOARD DIVERSITY.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
113

TYCO ELECTRONICS LTD.

SECURITY	G9144P105	MEETING TYPE	Special
TICKER SYMBOL	TEL	MEETING DATE	22-Jun-2009
ISIN	BMG9144P1059	AGENDA	933089268 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE A RESOLUTION APPROVING TYCO ELECTRONICS LTD.'S DISCONTINUANCE FROM BERMUDA AND CONTINUANCE AS A SWISS CORPORATION. SEE PAGE 41 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
02	TO APPROVE A RESOLUTION AMENDING OUR BYE-LAWS TO ELIMINATE CERTAIN SUPERMAJORITY VOTE REQUIREMENTS. SEE PAGE 43 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
03	TO APPROVE A RESOLUTION AUTHORIZING SEVERAL STEPS, INCLUDING AN AMENDMENT TO OUR BYE-LAWS, THAT WILL HAVE THE EFFECT OF INCREASING OUR REGISTERED SHARE CAPITAL. SEE PAGES 45-46 OF PROXY	Management

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

	STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	
04	TO APPROVE A DISTRIBUTION TO SHAREHOLDERS. SEE PAGES 47-48 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
05	TO CONFIRM SWISS LAW AS OUR AUTHORITATIVE GOVERNING LEGISLATION. SEE PAGE 49 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
06	TO APPROVE OUR CORPORATE NAME AS TYCO ELECTRONICS LTD. SEE PAGE 50 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
07	TO CHANGE OUR CORPORATE PURPOSE. SEE PAGE 51 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
08	TO APPROVE OUR SWISS ARTICLES OF ASSOCIATION. SEE PAGE 52 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
09	TO CONFIRM OUR PRINCIPAL PLACE OF BUSINESS AS SCHAFFHAUSEN, SWITZERLAND. SEE PAGE 53 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
10	TO APPOINT PRICEWATERHOUSECOOPERS AG, ZURICH AS SPECIAL AUDITOR UNTIL OUR NEXT ANNUAL GENERAL MEETING. SEE PAGE 54 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
11	TO APPOINT DELOITTE AG AS OUR SWISS REGISTERED AUDITOR UNTIL OUR NEXT ANNUAL GENERAL MEETING. SEE PAGE 55 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
12	TO APPROVE ADDITIONAL PROVISIONS OF OUR SWISS ARTICLES OF ASSOCIATION LIMITING THE NUMBER OF SHARES THAT MAY BE REGISTERED AND/OR VOTED BY A SINGLE SHAREHOLDER OR GROUP. SEE PAGES 58-59 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
13	TO APPROVE ADDITIONAL PROVISIONS OF OUR SWISS ARTICLES OF ASSOCIATION REQUIRING A SUPERMAJORITY VOTE TO AMEND THE PROVISIONS REFERRED TO IN PROPOSAL 12 AND CERTAIN OTHER PROVISIONS OF OUR SWISS ARTICLES. SEE PAGES 60-61 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management
14	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE MEETING. SEE PAGE 62 OF PROXY STATEMENT/PROSPECTUS FOR FULL TEXT OF RESOLUTION.	Management

TYCO ELECTRONICS LTD.

SECURITY	G9144P105	MEETING TYPE	Annual
TICKER SYMBOL	TEL	MEETING DATE	22-Jun-2009
ISIN	BMG9144P1059	AGENDA	933089725 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----

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

01	DIRECTOR 1 PIERRE R. BRONDEAU 2 RAM CHARAN 3 JUERGEN W. GROMER 4 ROBERT M. HERNANDEZ 5 THOMAS J. LYNCH 6 DANIEL J. PHELAN 7 FREDERIC M. POSES 8 LAWRENCE S. SMITH 9 PAULA A. SNEED 10 DAVID P. STEINER 11 JOHN C. VAN SCOTER	Management
02	APPROVAL OF THE TYCO ELECTRONICS LTD. 2007 STOCK AND INCENTIVE PLAN (AS AMENDED AND RESTATED).	Management
03	APPOINTMENT OF DELOITTE & TOUCHE LLP AS TYCO ELECTRONICS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITOR) AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET THE INDEPENDENT AUDITOR'S REMUNERATION.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

114

TELEFONICA, S.A.

SECURITY	879382208	MEETING TYPE	Annual
TICKER SYMBOL	TEF	MEETING DATE	22-Jun-2009
ISIN	US8793822086	AGENDA	933106886 - Management

ITEM	PROPOSAL	TYPE
01	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE INDIVIDUAL ANNUAL ACCOUNTS, THE CONSOLIDATED FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT OF TELEFONICA, S.A. AND OF ITS CONSOLIDATED GROUP OF COMPANIES, AS WELL AS THE PROPOSED ALLOCATION OF PROFITS/LOSSES OF TELEFONICA, S.A. AND THE MANAGEMENT OF ITS BOARD OF DIRECTORS, ALL WITH RESPECT TO FISCAL YEAR 2008.	Management
02	COMPENSATION OF SHAREHOLDERS: DISTRIBUTION OF A DIVIDEND TO BE CHARGED TO UNRESTRICTED RESERVES.	Management
03	APPROVAL OF AN INCENTIVE TELEFONICA, S.A.'S SHARE PURCHASE PLAN FOR EMPLOYEES OF THE TELEFONICA GROUP.	Management
04	AUTHORIZATION FOR THE ACQUISITION OF THE COMPANY'S OWN SHARES, DIRECTLY OR THROUGH COMPANIES OF THE GROUP.	Management
05	REDUCTION OF THE SHARE CAPITAL THROUGH THE CANCELLATION OF SHARES OF THE COMPANY'S OWN STOCK, EXCLUDING CREDITORS' RIGHT TO OBJECT, AND AMENDMENT OF THE ARTICLE OF THE BY-LAWS RELATING	Management

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

	TO THE SHARE CAPITAL.	
06	RE-ELECTION OF THE AUDITOR FOR FISCAL YEAR 2009.	Management
07	DELEGATION OF POWERS TO FORMALIZE, INTERPRET, CORRECT AND IMPLEMENT THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS' MEETING.	Management

KIKKOMAN CORPORATION

SECURITY	J32620106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	KIKOF.PK	MEETING DATE	23-Jun-2009
ISIN	JP3240400006	AGENDA	701982337 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
	Please reference meeting materials.	Non-Voting
1.	Approve Appropriation of Retained Earnings	Management
2.	Approve the Plan for an Incorporation-Type Company Split	Management
3.	Amend Articles to: Change Business Lines, Approve Minor Revisions Related to Dematerialization of Shares and the Other Updated Laws and Regulations	Management
4.1	Appoint a Director	Management
4.2	Appoint a Director	Management
4.3	Appoint a Director	Management
4.4	Appoint a Director	Management
4.5	Appoint a Director	Management
4.6	Appoint a Director	Management
4.7	Appoint a Director	Management
4.8	Appoint a Director	Management
4.9	Appoint a Director	Management
4.10	Appoint a Director	Management
4.11	Appoint a Director	Management
5.	Appoint a Corporate Auditor	Management
6.	Appoint a Substitute Corporate Auditor	Management
7.	Approve Issuance of Share Acquisition Rights as Stock Options	Management

HELLENIC TELECOMMUNICATIONS ORGANIZATIONS OTE

SECURITY	X3258B102	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	OTE.F	MEETING DATE	24-Jun-2009
ISIN	GRS260333000	AGENDA	701984696 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1.	Approve the financial statements and the consolidated for 2008, with the reports of Board of Directors and the Auditors and the distribution of profits and dividend	Management
2.	Approve the dismissal of Board of Director and Chartered Auditor from any compensational responsibility for 2008	Management
3.	Elect the Company for the Audit of the financial statements and definition of their salary	Management
4.	Approve the Board of Director's compensations and re-approval of their compensations for 2009	Management

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

5.	Approve the Chairman's of Board of Director and General Manager's salary for 2008 and definition of their salaries for 2009	Management
6.	Approve the contracts according to the Articles 23a and 24 of Law 2190/1920 of the Board of Director Members and grant authority to them in order to sign	Management
7.	Approve the renewal of the contract for the covering of responsibility of Members of the Board of Director and General Managers for any exercise of their power	Management
8.	Approve to modify the terms for the Stock Option Plan to Managers of the Company and other connected Companies	Management
9.	Approve to determine the Board of Director Members and elect new Board of Director Members according to Article 9 Paragraph 1 and 2 of Company's association and to determine the Independent Members	Management
10.	Approve to determine the Auditing Committee according to the Article 37 of Law 3693/2008	Management
11.	Various announcements	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

115

YAKULT HONSHA CO.,LTD.

SECURITY	J95468120	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	YKLF.PK	MEETING DATE	24-Jun-2009
ISIN	JP3931600005	AGENDA	701991641 - Management

ITEM	PROPOSAL	TYPE
-----	-----	-----
1	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations	Management
2.1	Appoint a Director	Management
2.2	Appoint a Director	Management
2.3	Appoint a Director	Management
2.4	Appoint a Director	Management
2.5	Appoint a Director	Management
2.6	Appoint a Director	Management
2.7	Appoint a Director	Management
2.8	Appoint a Director	Management
2.9	Appoint a Director	Management
2.10	Appoint a Director	Management
2.11	Appoint a Director	Management
2.12	Appoint a Director	Management
2.13	Appoint a Director	Management
2.14	Appoint a Director	Management
2.15	Appoint a Director	Management
2.16	Appoint a Director	Management
2.17	Appoint a Director	Management
2.18	Appoint a Director	Management
2.19	Appoint a Director	Management
2.20	Appoint a Director	Management
2.21	Appoint a Director	Management

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

2.22	Appoint a Director	Management
2.23	Appoint a Director	Management
2.24	Appoint a Director	Management
2.25	Appoint a Director	Management
2.26	Appoint a Director	Management

HELLENIC TELECOMMUNICATIONS ORG. S.A.

SECURITY	423325307	MEETING TYPE	Annual
TICKER SYMBOL	OTE	MEETING DATE	24-Jun-2009
ISIN	US4233253073	AGENDA	933113134 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE MANAGEMENT REPORT OF THE BOARD, THE AUDIT REPORT PREPARED BY CERTIFIED AUDITORS ON THE SEPARATE AND CONSOLIDATED FINANCIAL STATEMENT OF OTE S.A. ENDED ON DECEMBER 31, 2008.	Management
02	EXONERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITORS OF ALL LIABILITY, FOR FISCAL YEAR 2008.	Management
03	APPOINTMENT OF CHARTERED AUDITORS FOR THE ORDINARY AUDIT OF THE FINANCIAL STATEMENTS, IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS, FOR THE FISCAL YEAR 2009.	Management
04	APPROVAL OF THE REMUNERATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE AND THE COMPENSATION & HUMAN RESOURCES COMMITTEE FOR FISCAL YEAR 2008 AND DETERMINATION OF THEIR REMUNERATION FOR FISCAL YEAR 2009.	Management
05	APPROVAL OF THE REMUNERATION PAID IN 2008 TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND CEO.	Management
06	APPROVAL OF CONTRACTS BETWEEN THE COMPANY AND MEMBERS OF BOARD, PURSUANT TO ARTICLES 23A AND 24 OF THE CODIFIED LAW 2190/1920.	Management
07	RENEWAL OF CONTRACT FOR THE COVERING OF CIVIL LIABILITY OF MEMBERS OF THE BOARD AND COMPANY'S EXECUTIVE DIRECTORS.	Management
08	AMENDMENT OF THE TERMS OF THE STOCK OPTION PLAN FOR EXECUTIVES OF THE COMPANY AND AFFILIATED COMPANIES.	Management
09	DEFINITION OF THE NUMBER OF THE MEMBERS OF BOARD OF DIRECTORS TO BE ELECTED, ELECTION OF NEW BOARD OF DIRECTORS.	Management
10	APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE, PURSUANT TO ARTICLE 37 OF LAW 3693/2008.	Management

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
116

ELECTRIC POWER DEVELOPMENT CO.,LTD.

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

SECURITY	J12915104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	EDRWY.PK	MEETING DATE	25-Jun-2009
ISIN	JP3551200003	AGENDA	701982325 - Management

ITEM	PROPOSAL	TYPE
	Please reference meeting materials.	Non-Voting
1.	Approve Appropriation of Retained Earnings	Management
2.	Amend Articles to: Allow Use of Electronic Systems for Public Notifications, Approve Minor Revisions Related to Dematerialization of Shares and the Other Updated Laws and Regulations, Increase Board Size to 14	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
3.13	Appoint a Director	Management
3.14	Appoint a Director	Management
4.	Appoint a Corporate Auditor	Management

### THE TOKYO ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J86914108	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	TKECF.PK	MEETING DATE	25-Jun-2009
ISIN	JP3585800000	AGENDA	701988163 - Management

ITEM	PROPOSAL	TYPE
	Please reference meeting materials.	Non-Voting
1.	Appropriation of Surplus	Management
2.	Partial Amendments to the Articles of Incorporation	Management
3.1	Election of a Director	Management
3.2	Election of a Director	Management
3.3	Election of a Director	Management
3.4	Election of a Director	Management
3.5	Election of a Director	Management
3.6	Election of a Director	Management
3.7	Election of a Director	Management
3.8	Election of a Director	Management
3.9	Election of a Director	Management
3.10	Election of a Director	Management
3.11	Election of a Director	Management
3.12	Election of a Director	Management
3.13	Election of a Director	Management

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

3.14	Election of a Director	Management
3.15	Election of a Director	Management
3.16	Election of a Director	Management
3.17	Election of a Director	Management
3.18	Election of a Director	Management
3.19	Election of a Director	Management
3.20	Election of a Director	Management
4.	Election of an Auditor	Management
5.	Shareholders' Proposals : Distribution of Surplus	Shareholder
6.	Shareholders' Proposals : Partial Amendments to the Articles of Incorporation (1)	Shareholder
7.	Shareholders' Proposals : Partial Amendments to the Articles of Incorporation (2)	Shareholder
8.	Shareholders' Proposals : Partial Amendments to the Articles of Incorporation (3)	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
117

CHUBU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J06510101	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	CHUEY.PK	MEETING DATE	25-Jun-2009
ISIN	JP3526600006	AGENDA	701996944 - Management

ITEM	PROPOSAL	TYPE
1	Approve Appropriation of Profits	Management
2	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
3.13	Appoint a Director	Management
3.14	Appoint a Director	Management
3.15	Appoint a Director	Management
4	Appoint a Corporate Auditor	Management
5	Shareholder's Proposal: Amend Articles to Disclose Each Director's Compensation and Bonus, Make Resolution to Appoint a CEO	Shareholder
6	Shareholder's Proposal: Amend Articles to Abolish Use of Nuclear Plants	Shareholder
7	Shareholder's Proposal: Amend Articles to Create Committee on	Shareholder



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

8	Abolishment of Nuclear Power Facilities Shareholder's Proposal: Amend Articles to Abolish Reprocessing of Spent Nuclear Fuel	Shareholder
9	Shareholder's Proposal: Amend Articles to Freeze Further Development of MOX for nuclear fuel	Shareholder

YAHOO! INC.

SECURITY	984332106	MEETING TYPE	Annual
TICKER SYMBOL	YHOO	MEETING DATE	25-Jun-2009
ISIN	US9843321061	AGENDA	933077338 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: CAROL BARTZ	Management
1B	ELECTION OF DIRECTOR: FRANK J. BIONDI, JR.	Management
1C	ELECTION OF DIRECTOR: ROY J. BOSTOCK	Management
1D	ELECTION OF DIRECTOR: RONALD W. BURKLE	Management
1E	ELECTION OF DIRECTOR: JOHN H. CHAPPLE	Management
1F	ELECTION OF DIRECTOR: ERIC HIPPEAU	Management
1G	ELECTION OF DIRECTOR: CARL C. ICAHN	Management
1H	ELECTION OF DIRECTOR: VYOMESH JOSHI	Management
1I	ELECTION OF DIRECTOR: ARTHUR H. KERN	Management
1J	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Management
1K	ELECTION OF DIRECTOR: GARY L. WILSON	Management
1L	ELECTION OF DIRECTOR: JERRY YANG	Management
02	AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED 1995 STOCK PLAN.	Management
03	AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED 1996 EMPLOYEE STOCK PURCHASE PLAN.	Management
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
05	STOCKHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION ADVISORY VOTE, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder

SUPERVALU INC.

SECURITY	868536103	MEETING TYPE	Annual
TICKER SYMBOL	SVU	MEETING DATE	25-Jun-2009
ISIN	US8685361037	AGENDA	933085183 - Management

ITEM	PROPOSAL	TYPE
-----		
1A	ELECTION OF DIRECTOR: IRWIN S. COHEN	Management
1B	ELECTION OF DIRECTOR: RONALD E. DALY	Management
1C	ELECTION OF DIRECTOR: LAWRENCE A. DEL SANTO	Management
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Management
1E	ELECTION OF DIRECTOR: CRAIG R. HERKERT	Management
1F	ELECTION OF DIRECTOR: KATHI P. SEIFERT	Management
2	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Management

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

3	TO CONSIDER AND VOTE ON A STOCKHOLDER PROPOSAL REGARDING DRUGSTORE TOBACCO SALES AS DESCRIBED IN THE ATTACHED PROXY STATEMENT	Shareholder
4	TO CONSIDER AND VOTE ON A STOCKHOLDER PROPOSAL REGARDING SAY ON PAY AS DESCRIBED IN THE ATTACHED PROXY STATEMENT	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
118

NISSIN FOODS HOLDINGS CO.,LTD.

SECURITY	J58063124	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	NF2.BE	MEETING DATE	26-Jun-2009
ISIN	JP3675600005	AGENDA	701987806 - Management

ITEM	PROPOSAL	TYPE
-----		
	Please reference meeting materials.	Non-Voting
1.	Approve Appropriation of Retained Earnings	Management
2.	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the Other Updated Laws and Regulations	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
3.13	Appoint a Director	Management
3.14	Appoint a Director	Management
4.	Appoint a Corporate Auditor	Management
5.	Appoint Accounting Auditors	Management

TOHOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J85108108	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	TEPCF.PK	MEETING DATE	26-Jun-2009
ISIN	JP3605400005	AGENDA	701988175 - Management

ITEM	PROPOSAL	TYPE
-----		

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

	Please reference meeting materials.	Non-Voting
1.	Approve Appropriation of Retained Earnings	Management
2.	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the Other Updated Laws and Regulations	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
3.13	Appoint a Director	Management
3.14	Appoint a Director	Management
3.15	Appoint a Director	Management
3.16	Appoint a Director	Management
3.17	Appoint a Director	Management
4.	Appoint a Corporate Auditor	Management
5.	Shareholders' Proposal : Amend Articles to Require Disclosure of Corporate Officer Compensation	Shareholder
6.	Shareholders' Proposal : Amend Articles to Abandon Pluthermal Plan at the Onagawa Nuclear Power Station (Unit.3)	Shareholder

### HOKKAIDO ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J21378104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	HKEPF.PK	MEETING DATE	26-Jun-2009
ISIN	JP3850200001	AGENDA	701988187 - Management

ITEM	PROPOSAL	TYPE
-----		
	Please reference meeting materials.	Non-Voting
1.	Approve Appropriation of Retained Earnings	Management
2.	Amend Articles to:Expand Business Lines, Approve Minor Revisions Related to Dematerialization of Shares and the Other Updated Laws and Regulations, Allow Use of Treasury Shares for Odd-Lot Purchases	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
4.1	Appoint a Corporate Auditor	Management
4.2	Appoint a Corporate Auditor	Management

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

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
119

### KYUSHU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J38468104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	KYSEF.PK	MEETING DATE	26-Jun-2009
ISIN	JP3246400000	AGENDA	701991083 - Management

ITEM	PROPOSAL	TYPE
	Please reference meeting materials.	Non-Voting
1.	Approve Appropriation of Retained Earnings	Management
2.	Amend Articles to: Expand Business Lines, Allow Use of Electronic Systems for Public Notifications, Approve Minor Revisions Related to Dematerialization of Shares and the Other Updated Laws and Regulations	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
3.13	Appoint a Director	Management
3.14	Appoint a Director	Management
3.15	Appoint a Director	Management
3.16	Appoint a Director	Management
4.	Appoint a Corporate Auditor	Management
5.	Appoint a Substitute Corporate Auditor	Management
6.	Shareholders' Proposals: Amend Articles to (1) Require establishment of a committee for aging nuclear power plants	Shareholder
7.	Shareholders' Proposals: Amend Articles to (2) Require declaration of no additional nuclear power plants	Shareholder
8.	Shareholders' Proposals: Amend Articles to (3) Require freezing plutonium thermal use plan	Shareholder
9.	Shareholders' Proposals: Amend Articles to (4) Require establishment of a committee to revise nuclear fuel cycle	Shareholder

### HOKURIKU ELECTRIC POWER COMPANY

SECURITY	J22050108	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	9505	MEETING DATE	26-Jun-2009
ISIN	JP3845400005	AGENDA	701993859 - Management

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

ITEM	PROPOSAL	TYPE
1	Approve Appropriation of Profits	Management
2	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations, Reduce Term of Office of Directors to One Year	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
4	Appoint a Corporate Auditor	Management

### MORINAGA MILK INDUSTRY CO.,LTD.

SECURITY	J46410114	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	M08.BE	MEETING DATE	26-Jun-2009
ISIN	JP3926800008	AGENDA	701998467 - Management

ITEM	PROPOSAL	TYPE
1	Approve Appropriation of Profits	Management
2	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
4	Appoint a Substitute Corporate Auditor	Management

### ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
 The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
 120

### SHIKOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J72079106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	9507	MEETING DATE	26-Jun-2009
ISIN	JP3350800003	AGENDA	702000415 - Management

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

ITEM	PROPOSAL	TYPE
1	Approve Appropriation of Profits	Management
2	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations, Allow Use of Electronic Systems for Public Notifications	Management
3	Approve Purchase of Own Shares	Management
4.1	Appoint a Director	Management
4.2	Appoint a Director	Management
4.3	Appoint a Director	Management
4.4	Appoint a Director	Management
4.5	Appoint a Director	Management
4.6	Appoint a Director	Management
4.7	Appoint a Director	Management
4.8	Appoint a Director	Management
4.9	Appoint a Director	Management
4.10	Appoint a Director	Management
4.11	Appoint a Director	Management
4.12	Appoint a Director	Management
4.13	Appoint a Director	Management
4.14	Appoint a Director	Management
4.15	Appoint a Director	Management
5	Approve Provision of Retirement Allowance for Directors	Management

THE CHUGOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J07098106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	9504	MEETING DATE	26-Jun-2009
ISIN	JP3522200009	AGENDA	702004045 - Management

ITEM	PROPOSAL	TYPE
1	Approve Appropriation of Profits	Management
2	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations, Allow Use of Electronic Systems for Public Notifications	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
3.13	Appoint a Director	Management
3.14	Appoint a Director	Management

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

3.15	Appoint a Director	Management
4	Shareholder's Proposal: Amend Articles to Ban Newly Building Nuclear Power Facilities	Shareholder
5	Shareholder's Proposal: Amend Articles to Abolish Use of Nuclear Fuels	Shareholder
6	Shareholder's Proposal: Amend Articles to Add Provisions About Transition Into Sustainable Energy Generation	Shareholder
7	Shareholder's Proposals: Appoint a Director	Shareholder
8	Shareholder's Proposals: Appoint a Corporate Auditor	Shareholder
9	Shareholder's Proposals: Approve Appropriation of Profits	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009

Report Date: 07/01/2009

The Gabelli Dividend and Income Trust

121

THE KANSAI ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J30169106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL	9503	MEETING DATE	26-Jun-2009
ISIN	JP3228600007	AGENDA	702008156 - Management

ITEM	PROPOSAL	TYPE
-----		
1	Approve Appropriation of Profits	Management
2	Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations, Allow Use of Electronic Systems for Public Notifications, Reduce Term of Office of Directors to One Year	Management
3.1	Appoint a Director	Management
3.2	Appoint a Director	Management
3.3	Appoint a Director	Management
3.4	Appoint a Director	Management
3.5	Appoint a Director	Management
3.6	Appoint a Director	Management
3.7	Appoint a Director	Management
3.8	Appoint a Director	Management
3.9	Appoint a Director	Management
3.10	Appoint a Director	Management
3.11	Appoint a Director	Management
3.12	Appoint a Director	Management
3.13	Appoint a Director	Management
3.14	Appoint a Director	Management
3.15	Appoint a Director	Management
3.16	Appoint a Director	Management
3.17	Appoint a Director	Management
3.18	Appoint a Director	Management
3.19	Appoint a Director	Management
4	Shareholder's Proposal: Approve Appropriation of Profits	Shareholder
5	Shareholder's Proposal: Remove a Director	Shareholder
6	Shareholder's Proposal: Amend Articles to Reduce Maximum Board Size to 8, and Include One Director from the Nuclear Blast Victims Labor Movement	Shareholder
7	Shareholder's Proposal: Amend Articles to Prohibit Use of Nuclear Power	Shareholder

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

8	Shareholder's Proposal: Amend Articles to Require Establishment of a Remuneration Committee Comprised of a Majority of Outside Directors, and Require Disclosure of Individual Remunerations	Shareholder
9	Shareholder's Proposal: Amend Articles to Investigate Nuclear Fuel Reprocessing in Coordination with Outside Experts	Shareholder
10	Shareholder's Proposal: Amend Articles to Investigate Plutonium Management and Prohibit the Use of Plutonium	Shareholder
11	Shareholder's Proposal: Amend Articles to Provide a Report on Alternative Energy Sources Created in Coordination with Outside Experts	Shareholder
12	Shareholder's Proposal: Amend Articles to Base All Operations on Global CSR Standards	Shareholder
13	Shareholder's Proposal: Amend Articles to Require All Minutes from Shareholders Meetings to Correctly Reflect All Statements and Be Distributed Via the Internet	Shareholder
14	Shareholder's Proposal: Amend Articles to Reduce Maximum Board Size to 12	Shareholder
15	Shareholder's Proposal: Amend Articles to Reduce Maximum Auditors Board Size to 6, and Include 2 Members of an Environmental Protection NGO	Shareholder
16	Shareholder's Proposal: Amend Articles to Proactively Implement Environmental Policies Across the Group	Shareholder
17	Shareholder's Proposal: Amend Articles to Promote a Shift from Nuclear Power to Natural Energy	Shareholder
18	Shareholder's Proposal: Amend Articles to Prioritize Improvements to the Labor Environment for Employees and Consumers/Local Populus	Shareholder
19	Shareholder's Proposal: Amend Articles to Prioritize Capital Investment in Utility Infrastructures and Securing Labor	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2008 to 06/30/2009  
The Gabelli Dividend and Income Trust

Report Date: 07/01/2009  
122

ENDESA SA, MADRID

SECURITY	E41222113	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL	ELEZF.PK	MEETING DATE	30-Jun-2009
ISIN	ES0130670112	AGENDA	701978756 - Management

ITEM	PROPOSAL	TYPE
-----		
1.	Examination and approval, as the case may be, of the ENDESA, S.A. individual annual financial statements [balance sheet, income statement, statement of changes to net worth, cash flow statement and annual report] and the consolidated annual financial statements of ENDESA, S.A. and Dependent Companies [balance sheet, income statement, statement of recognized income and expenses, cash flow statement and annual report] for the FYE 31 DEC 2008.	Management
2.	Examination and approval, as the case may be, of the individual management report of ENDESA S.A. and the consolidated management report of ENDESA, S.A. and Dependent Companies for the FYE 31 DEC 2008.	Management



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

- |    |  |            |
|----|--|------------|
| 3. | Examination and approval, as the case may be, of the Corporate Management for the FY ending 31 DEC 2008.   | Management |
| 4. | Examination and approval, as the case may be, of the application of FY earnings and dividend distribution for the FY ending 31 DEC 2008.   | Management |
| 5. | Appointment of KPMG AUDITORES S.L. as the Auditors for the Company and its Consolidated Group.   | Management |
| 6. | Authorization for the Company and its subsidiaries to be able to acquire treasury stock in accordance with the provisions of Article 75 and additional provision one of the Spanish Corporations Law [Ley de Sociedades Anonimas].   | Management |
| 7. | Establishment of the number of Members of the Board of Directors. Ratifications, appointments, renewals or re-election of Directors.   | Management |
| 8. | Authorization to the Board of Directors for the execution and implementation 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, registration thereof and, as the case may be, correction thereof. | Management |

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 19, 2009

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