

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

GABELLI DIVIDEND & INCOME TRUST

Form N-PX

August 28, 2008

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, 2007 - June 30, 2008

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, 2007 TO JUNE 30, 2008

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 1 of 265

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

STATOIL ASA  
ISSUER: 85771P102  
SEDOL:

STO  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
03	ELECTION OF THE CHAIR.	Management	For
04	ELECTION OF PERSON TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR.	Management	For
05	APPROVAL OF INVITATION AND AGENDA.	Management	For
07	APPROVAL OF THE PLAN TO MERGE STATOIL AND HYDRO S PETROLEUM ACTIVITIES.	Management	For
8A	CAPITAL INCREASE - SHARES AS CONSIDERATION.	Management	For
8B	AMENDMENTS TO THE ARTICLES OF ASSOCIATION AS A CONSEQUENCE OF THE MERGER ETC.	Management	For
8C	ELECTION OF SHAREHOLDER-ELECTED MEMBERS TO THE CORPORATE ASSEMBLY.	Management	For
8D	ELECTION OF THE ELECTION COMMITTEE.	Management	For
09	CAPITAL REDUCTION - STRIKING-OFF OF TREASURY SHARES AND REDEMPTION OF SHARES HELD BY THE STATE.	Management	For

FREEPORT-MCMORAN COPPER & GOLD INC.  
ISSUER: 35671D857  
SEDOL:

FCX  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR. J. BENNETT JOHNSTON CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY GABRIELLE K. MCDONALD JAMES R. MOFFETT B.M. RANKIN, JR.	Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For For For For

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

J. STAPLETON ROY

Management For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 2 of 265

	STEPHEN H. SIEGELE	Management	For
	J. TAYLOR WHARTON	Management	For
03	ADOPTION OF THE PROPOSED AMENDMENTS TO THE 2006 STOCK INCENTIVE PLAN.	Management	Against
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Management	For

BT GROUP PLC  
 ISSUER: 05577E101  
 SEDOL:

BT  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	REPORTS AND ACCOUNTS	Management	For
02	REMUNERATION REPORT	Management	For
03	FINAL DIVIDEND	Management	For
04	RE-ELECT SIR CHRISTOPHER BLAND	Management	For
05	RE-ELECT ANDY GREEN	Management	For
06	RE-ELECT IAN LIVINGSTON	Management	For
07	RE-ELECT JOHN NELSON	Management	For
08	ELECT DEBORAH LATHEN	Management	For
09	ELECT FRANCOIS BARRAULT	Management	For
10	REAPPOINTMENT OF AUDITORS	Management	For
11	REMUNERATION OF AUDITORS	Management	For
12	AUTHORITY TO ALLOT SHARES	Management	For
13	AUTHORITY TO ALLOT SHARES FOR CASH SPECIAL RESOLUTION	Management	For
14	AUTHORITY TO PURCHASE OWN SHARES SPECIAL RESOLUTION	Management	For
15	AUTHORISE ELECTRONIC COMMUNICATIONS SPECIAL RESOLUTION	Management	For
16	AUTHORITY FOR POLITICAL DONATIONS	Management	For

LEGG MASON, INC.  
 ISSUER: 524901105  
 SEDOL:

LM  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR HAROLD L. ADAMS* RAYMOND A. MASON* MARGARET M. RICHARDSON* KURT L. SCHMOKE*	Management Management Management Management Management	For For For For For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 3 of 265

02	ROBERT E. ANGELICA** AMENDMENT OF THE LEGG MASON, INC. 1996 EQUITY INCENTIVE PLAN.	Management Management	For Against
03	AMENDMENT OF THE LEGG MASON, INC. NON-EMPLOYEE DIRECTOR EQUITY PLAN.	Management	For
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
05	STOCKHOLDER PROPOSAL RELATING TO AN INDEPENDENT DIRECTOR SERVING AS THE CHAIRMAN OF THE BOARD.	Shareholder	Against

FLORIDA EAST COAST INDUSTRIES, INC.  
ISSUER: 340632108  
SEDOL:

FLA  
ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 8, 2007, BY AND AMONG IRON HORSE ACQUISITION HOLDING LLC, IRON HORSE ACQUISITION SUB INC. AND FLORIDA EAST COAST INDUSTRIES, INC. (THE MERGER AGREEMENT ).	Management	For
02	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR AMONG OTHER REASONS, THE SOLICITATION OF ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT.	Management	For

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

VODAFONE GROUP PLC  
 ISSUER: 92857W209  
 SEDOL:

VOD  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
27	TO ISSUE COMPANY BONDS DIRECTLY TO SHAREHOLDERS, INCREASING THE GROUP S INDEBTEDNESS	Management	Against
26	TO SEPARATE OUT THE COMPANY S 45% INTEREST IN VERIZON WIRELESS FROM ITS OTHER ASSETS BY TRACKING SHARES OR SPIN OFF	Management	Against
25	TO AMEND ARTICLE 114.1 OF THE COMPANY S ARTICLES	Management	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 4 of 265

24	OF ASSOCIATION (SPECIAL RESOLUTION) TO ADOPT NEW ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management	For
23	TO AUTHORISE THE COMPANY TO SEND OR SUPPLY DOCUMENTS OR INFORMATION TO SHAREHOLDERS IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE (SPECIAL RESOLUTION)	Management	For
22	TO AUTHORISE THE COMPANY S PURCHASE OF ITS OWN SHARES (SECTION 166, COMPANIES ACT 1985) (SPECIAL RESOLUTION)	Management	For
21	TO RENEW THE AUTHORITY TO DIS-APPLY PRE-EMPTION RIGHTS UNDER ARTICLE 16.3 OF THE COMPANY S ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management	For
20	TO RENEW THE AUTHORITY TO ALLOT SHARES UNDER ARTICLE 16.2 OF THE COMPANY S ARTICLES OF ASSOCIATION	Management	For
19	TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITORS	Management	For
18	TO RE-APPOINT DELOITTE & TOUCHE LLP AS AUDITORS	Management	For
17	TO APPROVE THE REMUNERATION REPORT	Management	For
16	TO APPROVE A FINAL DIVIDEND OF 4.41P PER ORDINARY SHARE	Management	For
15	TO ELECT SIMON MURRAY AS A DIRECTOR	Management	For
14	TO ELECT NICK LAND AS A DIRECTOR	Management	For
28	TO AMEND THE COMPANY S ARTICLES OF ASSOCIATION TO LIMIT THE COMPANY S ABILITY TO MAKE ACQUISITIONS WITHOUT APPROVAL BY SPECIAL RESOLUTION (SPECIAL RESOLUTION)	Management	Against
13	TO ELECT ALAN JEBSON AS A DIRECTOR	Management	For
12	TO ELECT VITTORIO COLAO AS A DIRECTOR	Management	For
11	TO RE-ELECT PHILIP YEA AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For

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

10	TO RE-ELECT ANTHONY WATSON AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
09	TO RE-ELECT LUC VANDELDELDE AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE) (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
08	TO RE-ELECT PROFESSOR JURGEN SCHREMPPE AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE) (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
07	TO RE-ELECT ANNE LAUVERGEON AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)	Management	For
06	TO RE-ELECT ANDY HALFORD AS A DIRECTOR	Management	For
05	TO RE-ELECT JOHN BUCHANAN AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE) (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management	For
04	TO RE-ELECT DR MICHAEL BOSKIN AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE) (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For
03	TO RE-ELECT ARUN SARIN AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management	For
02	TO RE-ELECT SIR JOHN BOND AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management	For
01	TO RECEIVE THE REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 5 of 265

FIRST REPUBLIC BANK  
 ISSUER: 336158100  
 SEDOL:

FRC  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO APPROVE THE PLAN OF MERGER CONTAINED IN THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 29, 2007, AMONG MERRILL LYNCH & CO., INC., FIRST REPUBLIC BANK AND MERRILL LYNCH BANK & TRUST CO., FSB, A WHOLLY OWNED SUBSIDIARY OF MERRILL LYNCH & CO., INC., AS IT MAY BE AMENDED FROM TIME TO TIME, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
02	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY INCLUDING TO SOLICIT ADDITIONAL PROXIES.	Management	For

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

INTERNATIONAL SECURITIES EXCHANGE, H  
 ISSUER: 46031W204  
 SEDOL:

ISE  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 30, 2007, BY AND AMONG EUREX FRANKFURT AG, AN AKTIENGESELLSCHAFT ORGANIZED UNDER THE LAWS OF THE FEDERAL REPUBLIC OF GERMANY, IVAN ACQUISITION CO., A DELAWARE CORPORATION AND A WHOLLY-OWNED INDIRECT SUBSIDIARY OF EUREX FRANKFURT AG, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Management	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 6 of 265

NATIONAL GRID PLC  
 ISSUER: 636274300  
 SEDOL:

NGG  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
17	TO APPROVE THE CHANGES TO THE PERFORMANCE SHARE PLAN RULES	Management	For
16	TO APPROVE THE BROKER CONTRACT FOR THE REPURCHASE OF B SHARES	Management	For
15	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN B SHARES	Management	For
14	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES	Management	For
13	TO DISAPPLY PRE-EMPTION RIGHTS	Management	For
12	TO APPROVE THE AMENDED NATIONAL GRID USA INCENTIVE THRIFT PLANS I AND II	Management	For
11	TO AUTHORISE THE DIRECTORS TO ISSUE ORDINARY SHARES	Management	For
10	TO ALLOW THE SUPPLY OF DOCUMENTS ELECTRONICALLY	Management	For
09	TO APPROVE THE DIRECTORS REMUNERATION REPORT	Management	For

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

08	TO AUTHORISE THE DIRECTORS TO SET THE AUDITOR S REMUNERATION	Management	For
07	TO REAPPOINT THE AUDITOR, PRICEWATERHOUSECOOPERS LLP	Management	For
06	TO RE-ELECT LINDA ADAMANY	Management	For
05	TO RE-ELECT MARK FAIRBAIRN	Management	For
04	TO RE-ELECT MARIA RICHTER	Management	For
03	TO RE-ELECT EDWARD ASTLE	Management	For
02	TO DECLARE A FINAL DIVIDEND	Management	For
01	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management	For

EGL, INC.  
ISSUER: 268484102  
SEDOL:

EAGL  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 24, 2007, AMONG CEVA GROUP PLC, CEVA TEXAS HOLDCO INC., AND EGL, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For
02	APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING TO APPROVE THE AGREEMENT AND	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 7 of 265

03	PLAN OF MERGER, DATED AS OF MAY 24, 2007, AMONG CEVA GROUP PLC, CEVA TEXAS HOLDCO INC., AND EGL, INC., AS IT MAY BE AMENDED FROM TIME TO TIME. DIRECTOR	Management	For
	JAMES R. CRANE	Management	For
	FRANK J. HEVRDEJS	Management	For
	PAUL WILLIAM HOBBY	Management	For
	MICHAEL K. JHIN	Management	For
	MILTON CARROLL	Management	For
	NEIL E. KELLEY	Management	For
	JAMES FLAGG	Management	For
	SHERMAN WOLFF	Management	For



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

FIRST DATA CORPORATION  
 ISSUER: 319963104  
 SEDOL:

FDC  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 1, 2007, AMONG NEW OMAHA HOLDINGS L.P., OMAHA ACQUISITION CORPORATION AND FIRST DATA CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL 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 REFERRED TO IN 1.	Management	For

REMY COINTREAU SA, COGNAC  
 ISSUER: F7725A100  
 SEDOL: 4721352, B01DPS0, 4741714

RCO.PA  
 ISIN: FR0000130395

EGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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	Non-Voting	

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 8 of 265

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

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

	TO THE LOCAL CUSTODIAN. IF YOU ARE UNSURE WHETHER YOUR GLOBAL CUSTODIAN ACTS AS REGISTERED INTERMEDIARY, PLEASE CONTACT YOUR REPRESENTATIVE		
O.1	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS, APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YEAR ENDING IN 2006, AS PRESENTED; EARNINGS	Management	For
O.2	APPROVE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE INCOME FOR THE FY BE APPROPRIATED AS FOLLOWS: EARNINGS FOR THE FY: EUR 175,629,723.44, PRIOR RETAINED EARNINGS: EUR 37,696,670.24, DISTRIBUTABLE INCOME: EUR 213,326,393.68, LEGAL RESERVES: EUR 78,985.28, DIVIDENDS: EUR 55,199,762.40, RETAINED EARNINGS: EUR 158,047,646.00, GLOBAL AMOUNT: EUR 213,326,393.68, IN THE EVENT THAT THE COMPANY HOLDS SOME OF ITS OWN SHARES ON SUCH DATE, THE AMOUNT OF THE UNPAID DIVIDEND ON SUCH SHARES SHALL BE ALLOCATED TO THE RETAINED EARNINGS ACCOUNT; AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	For
O.3	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS, APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID YE, IN THE FORM PRESENTED TO THE MEETING; LOSS FOR THE FY: EUR - 23,031,000.00	Management	For
O.4	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY THE ARTICLE L.225-38 AND L.225-40 OF THE FRENCH COMMERCIAL CODE, APPROVE THE AGREEMENTS ENTERED INTO OR WHICH REMAINED IN FORCE DURING THE FY	Management	For
O.5	GRANT PERMANENT DISCHARGE TO THE BOARD OF DIRECTORS FOR THE PERFORMANCE OF THEIR DUTIES DURING THE FY	Management	For
O.8	APPOINT MR. TIM JONES AS AN EXECUTIVE DIRECTOR FOR A 3 YEAR PERIOD	Management	For
O.6	APPROVE TO RENEW THE APPOINTMENT OF MR. MARC HERIARD DUBREUIL AS AN EXECUTIVEDIRECTOR FOR A 3 YEAR PERIOD	Management	For
O.7	APPROVE TO RENEW THE APPOINTMENT OF MR. JEAN BURELLE AS AN EXECUTIVE DIRECTORFOR A 3 YEAR PERIOD	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 9 of 265

O.9	APPROVE TO AWARD TOTAL ANNUAL FEES OF EUR 294,000.00 TO THE BOARD OF DIRECTORS	Management	For
O.10	AUTHORIZE THE BOARD OF DIRECTORS TO BUY BACK THE COMPANY S SHARES ON THE OPENMARKET, SUBJECT TO THE CONDITIONS: MAXIMUM PURCHASE PRICE: EUR 60.00, MINIMUM SALE PRICE: 30.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE SHARE CAPITAL, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 241,738,800.00; AUTHORITY EXPIRES AFTER 18 MONTHS; AND THIS AUTHORIZATION SUPERSEDES THE	Management	For

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

O.11	<p>FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 27 JUL 2006 IN ITS RESOLUTION 13 AND TO TAKE ALL NECESSARY FORMALITIES GRANT 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 THE LAW</p>	Management	For
E.12	<p>AMEND, AS A CONSEQUENCE OF THE REGULATION CHANGES, THE ARTICLE 23.1 OF THE BY-LAWS CONCERNING THE MODALITIES OF CONVENING AND ATTENDANCE OF THE SHAREHOLDERS TO THE GENERAL MEETINGS OF THE COMPANY</p>	Management	For
E.13	<p>AMEND, AS A CONSEQUENCE OF THE REGULATION CHANGES, THE ARTICLE 23.6 OF THE BY-LAWS CONCERNING THE MODALITIES OF CONVENING AND ATTENDANCE OF THE SHAREHOLDERS TO THE GENERAL MEETINGS OF THE COMPANY</p>	Management	For
*	<p>PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU.</p>	Non-Voting	
E.14	<p>AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE CAPITAL, ON 1 OR MORE OCCASIONS AND ITS SOLE DISCRETION, BY CANCELING ALL OR PART OF THE COMPANY S OWN SHARES IN CONNECTION WITH A STOCK REPURCHASE PLAN, UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 24 MONTH PERIOD, AUTHORITY EXPIRES AFTER 18 MONTHS; THIS AUTHORIZATIONS SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 27 JUL 2006 IN ITS RESOLUTION 19</p>	Management	For
E.15	<p>AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL, ON 1 OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY A MAXIMUM NOMINAL AMOUNT OF EUR 30,000,000.00, WHICH IS COMMON WITH THE RESOLUTION 16, BY ISSUANCE, WITH PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF SHARES AND OR DEBT SECURITIES; THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES WHICH MAY BE ISSUED SHALL NOT EXCEED EUR 750,000,000.00; AUTHORITY EXPIRES AFTER 26 MONTHS AND TO TAKE ALL NECESSARY FORMALITIES; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT</p>	Management	For
E.16	<p>AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE</p>	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 10 of 265

E.17	<p>THE CAPITAL, ON 1 OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY A MAXIMUM NOMINAL AMOUNT OF EUR 30,000,000.00, BY ISSUANCE, WITHOUT PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF SHARES AND OR DEBT SECURITIES; THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES WHICH MAY BE ISSUED SHALL NOT EXCEED EUR 750,000,000.00; AUTHORITY EXPIRES AFTER 26 MONTHS AND TO TAKE ALL NECESSARY FORMALITIES; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT</p>	Management	For
------	---	------------	-----

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

1 OR MORE TRANSACTIONS, TO BENEFICIARIES TO BE CHOSEN BY IT, 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 3% OF THE SHARE CAPITAL; AUTHORITY EXPIRES AFTER 38 MONTHS; AND APPROVE TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS; AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY FORMALITIES; THIS AUTHORIZATIONS SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 07 SEP 2004 IN ITS RESOLUTION 7

- |      |  |            |     |
|------|--|------------|-----|
| E.18 | <p>AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL, ON 1 OR MORE OCCASIONS, AT ITS SOLE DISCRETION, IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY WHO ARE MEMBERS OF A COMPANY SAVING PLAN; AUTHORITY EXPIRES AFTER 26 MONTHS AND FOR A NOMINAL AMOUNT THAT SHALL NOT EXCEED EUR 1,400,000.00; AND TO TAKE ALL NECESSARY FORMALITIES</p>   | Management | For |
| E.19 | <p>AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE IN CASE OF AN EXCESS DEMAND, AT THE SAME PRICE AS THE INITIAL ISSUE, WITHIN 30 DAYS OF THE CLOSING OF SUBSCRIPTION PERIOD AND UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE; AUTHORITY EXPIRES AFTER 26 MONTHS AND TO TAKE ALL NECESSARY FORMALITIES; THIS AUTHORIZATIONS SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 28 JUL 2006 IN ITS RESOLUTION 19</p> | Management | For |
| E.20 | <p>AUTHORIZE THE BOARD OF DIRECTORS, FOLLOWING THE APPROVAL OF THE RESOLUTIONS 15 AND 16, FOR A 26- MONTH PERIOD AND WITHIN THE LIMIT OF 10% OF THE COMPANY S SHARE CAPITAL, TO SET THE ISSUE PRICE OF THE ORDINARY SHARES OR SECURITIES TO BE ISSUED, IN ACCORDANCE WITH THE TERMS AND CONDITIONS</p>   | Management | For |

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 11 of 265

- |      |  |            |     |
|------|--|------------|-----|
| E.21 | <p>AS SPECIFIED; APPROVE TO CANCEL THE PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR</p> <p>AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE CAPITAL, ON 1 OR MORE OCCASIONS AND AT ITS SOLE DISCRETION, BY CANCELING ALL OR PART OF THE SHARES HELD BY THE COMPANY IN CONNECTION WITH A STOCK REPURCHASE PLAN, UP TO A MAXIMUM OF 30% OF THE SHARE CAPITAL; AUTHORITY EXPIRES AFTER 36 MONTHS AND TO TAKE ALL NECESSARY FORMALITIES; THIS AUTHORIZATIONS SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 07 SEP</p> | Management | For |
|------|--|------------|-----|

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

- 2004 IN ITS RESOLUTION 16
- E.22 RECEIVE THE REPORT OF THE BOARD OF DIRECTORS, Management For  
 APPROVE VARIOUS DELEGATIONS GIVEN TO IT AT THE  
 PRESENT MEETING SHALL BE USED IN WHOLE OR IN  
 PART IN ACCORDANCE WITH THE LEGAL PROVISIONS  
 IN FORCE, DURING PERIODS WHEN CASH OR STOCK TENDER  
 OFFERS ARE IN EFFECT FOR THE COMPANY S SHARES  
 FOR A 18- MONTH PERIOD, STARTING FROM THE DATE  
 OF THE PRESENT MEETING AND BY THE SHAREHOLDER  
 S MEETING OF 27 JUL 2006
- E.23 AUTHORIZE THE BOARD OF DIRECTORS TO CHARGE THE Management For  
 SHARE ISSUANCE COSTS AGAINST THE RELATED PREMIUMS  
 AND DEDUCT FROM THE PREMIUMS THE AMOUNTS NECESSARY  
 TO RAISE THE LEGAL RESERVE TO 1/10 OF THE NEW  
 CAPITAL AFTER EACH INCREASE
- E.24 GRANT FULL POWERS TO THE BEARER OF AN ORIGINAL, Management For  
 A COPY OR EXTRACT OF THE MINUTES OF THIS MEETING  
 TO CARRY OUT ALL FILINGS, PUBLICATIONS AND OTHER  
 FORMALITIES PRESCRIBED BY THE LAW

ALLIANCE DATA SYSTEMS CORPORATION  
 ISSUER: 018581108  
 SEDOL:

ADS SPECIAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	IF NECESSARY OR APPROPRIATE, TO ADOPT A PROPOSAL TO ADJOURN THE SPECIAL MEETING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 12 of 265

AS OF MAY 17, 2007, AMONG ALLIANCE DATA SYSTEMS  
 CORPORATION, ALADDIN HOLDCO, INC. AND ALADDIN  
 MERGER SUB., INC., AS MAY BE AMENDED FROM TIME  
 TO TIME.

COMPASS BANCSHARES, INC.  
 ISSUER: 20449H109

CBSS SPECIAL  
 ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE COMPASS SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.	Management	For
01	TO APPROVE AND ADOPT THE TRANSACTION AGREEMENT, DATED FEBRUARY 16, 2007, BETWEEN COMPASS BANCSHARES, INC. AND BANCO BILBAO VIZCAYA ARGENTARIA, S.A., OR BBVA, AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH COMPASS WILL BECOME A WHOLLY-OWNED SUBSIDIARY OF BBVA.	Management	For

CDW CORPORATION  
ISSUER: 12512N105  
SEDOL:

CDWC  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	ADJOURN THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER.	Management	For
01	APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 29, 2007, AMONG CDW CORPORATION, VH HOLDINGS, INC. ( PARENT ) AND VH MERGERSUB, INC. ( MERGER SUB ), WHICH PROVIDES FOR THE MERGER OF MERGER SUB, A WHOLLY OWNED SUBSIDIARY OF PARENT, WITH AND INTO CDW, WITH CDW CONTINUING AS THE SURVIVING CORPORATION.	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 13 of 265

PETROCHINA COMPANY LIMITED  
ISSUER: 71646E100

PTR  
ISIN:

SPECIAL

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	THAT CONDITIONAL UPON THE OBTAINING OF APPROVALS FROM THE CSRC AND OTHER RELEVANT REGULATORY AUTHORITIES, THE ALLOTMENT AND ISSUE OF A SHARES BY THE COMPANY IN THE PRC BY WAY OF PUBLIC OFFERING OF NEW A SHARES AND THE FOLLOWING TERMS AND CONDITIONS OF THE A SHARE ISSUE BE AND ARE HEREBY APPROVED.	Management	For
02	THAT THE BOARD AND ITS ATTORNEY SHALL BE AND ARE AUTHORIZED TO DEAL WITH MATTERS IN RELATION TO THE A SHARE ISSUE AND THE LISTING OF A SHARES INCLUDING BUT NOT LIMITED TO THE FOLLOWING.	Management	For
STATION CASINOS, INC. ISSUER: 857689103 SEDOL:		STN ISIN:	SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 23, 2007 AND AMENDED AS OF MAY 4, 2007, AMONG STATION CASINOS, INC., FERTITTA COLONY PARTNERS LLC AND FCP ACQUISITION SUB, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For
02	MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL NUMBER 1.	Management	For
FLORIDA ROCK INDUSTRIES, INC. ISSUER: 341140101 SEDOL:		FRK ISIN:	SPECIAL

VOTE GROUP: GLOBAL

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

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 14 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPROVAL OF A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE SPECIAL MEETING TO APPROVE THE FIRST PROPOSAL.	Management	For
01	THE APPROVAL OF THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 19, 2007, AS AMENDED ON APRIL 9, 2007, BY AND AMONG VULCAN MATERIALS COMPANY, FLORIDA ROCK INDUSTRIES, INC., VIRGINIA HOLDCO, INC., VIRGINIA MERGER SUB, INC. AND FRESNO MERGER SUB, INC.	Management	For

H.J. HEINZ COMPANY  
 ISSUER: 423074103  
 SEDOL:

HNZ  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
07	TO AMEND THE COMPANY ARTICLES OF INCORPORATION TO REQUIRE A MAJORITY VOTING STANDARD IN THE ELECTION OF DIRECTORS.	Management	For
06	TO AMEND THE COMPANY ARTICLES OF INCORPORATION TO REDUCE THE SHAREHOLDER VOTE REQUIRED TO APPROVE CERTAIN BUSINESS COMBINATIONS.	Management	For
05	TO AMEND THE COMPANY BY-LAWS AND ARTICLES OF INCORPORATION TO REDUCE THE SHAREHOLDER VOTE REQUIRED TO AMEND LIMITATION OF DIRECTOR LIABILITY AND DIRECTOR AND OFFICER INDEMNIFICATION.	Management	For
04	TO APPROVE PERFORMANCE METRICS UNDER THE FISCAL YEAR 2003 STOCK INCENTIVE PLAN.	Management	For
03	TO AMEND AND EXTEND THE AMENDED AND RESTATED GLOBAL STOCK PURCHASE PLAN.	Management	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
01	DIRECTOR W.R. JOHNSON C.E. BUNCH L.S. COLEMAN, JR. J.G. DROSDICK E.E. HOLIDAY C. KENDLE	Management Management Management Management Management Management	For For For For For For



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

D.R. O'HARE

Management For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 15 of 265

N. PELTZ	Management	For
D.H. REILLEY	Management	For
L.C. SWANN	Management	For
T.J. USHER	Management	For
M.F. WEINSTEIN	Management	For

SLM CORPORATION	SLM	SPECIAL
ISSUER: 78442P106	ISIN:	
SEDOL:		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 15, 2007, AMONG SLM CORPORATION, MUSTANG HOLDING COMPANY INC. AND MUSTANG MERGER SUB, INC., PURSUANT TO WHICH EACH STOCKHOLDER OF SLM CORPORATION WILL BE ENTITLED TO RECEIVE \$60.00 IN CASH, WITHOUT INTEREST, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
02	PROPOSAL 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 APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	For

HANOVER COMPRESSOR COMPANY	HC	ANNUAL
ISSUER: 410768105	ISIN:	
SEDOL:		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

05	RATIFICATION OF THE REAPPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANOVER COMPRESSOR COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
04	DIRECTOR	Management	For
	I. JON BRUMLEY	Management	For
	TED COLLINS, JR.	Management	For
	MARGARET K. DORMAN	Management	For
	ROBERT R. FURGASON	Management	For
	VICTOR E. GRIJALVA	Management	For
	GORDON T. HALL	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 16 of 265

	JOHN E. JACKSON	Management	For
	PETER H. KAMIN	Management	For
	WILLIAM C. PATE	Management	For
	STEPHEN M. PAZUK	Management	For
	L. ALI SHEIKH	Management	For
03	ADOPTION OF THE EXTERRAN HOLDINGS, INC. EMPLOYEE STOCK PURCHASE PLAN.	Management	For
02	ADOPTION OF THE EXTERRAN HOLDINGS, INC. 2007 STOCK INCENTIVE PLAN.	Management	For
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, AS AMENDED.	Management	For

WESTMORELAND COAL COMPANY  
 ISSUER: 960878106  
 SEDOL:

WLB  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	KEITH E. ALESSI	Management	For
	THOMAS J. COFFEY	Management	For
	RICHARD M. KLINGAMAN	Management	For
04	STANDBY PURCHASE AGREEMENT AND RELATED TRANSACTIONS.	Management	For
03	RIGHTS OFFERING.	Management	For
06	AMENDED CERTIFICATE OF INCORPORATION.	Management	For
05	2007 EQUITY INCENTIVE PLAN.	Management	For

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

TELECOM CORPORATION OF NEW ZEALAND L  
 ISSUER: 879278208  
 SEDOL:

NZT  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO APPROVE THE CANCELLATION OF ONE ORDINARY SHARE FOR EVERY NINE ORDINARY SHARES AS PART OF THE ARRANGEMENT RELATING TO THE RETURN OF APPROXIMATELY \$1.1 BILLION OF CAPITAL TO SHAREHOLDERS AS SET OUT IN THE NOTICE OF SPECIAL MEETING.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 17 of 265

THE SMITH & WOLLENSKY RESTAURANT GRP  
 ISSUER: 831758107  
 SEDOL:

SWRG  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ADOPTION OF THE AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 6, 2007, BY AND AMONG PROJECT GRILL, LLC, A DELAWARE LIMITED LIABILITY COMPANY ( GRILL ), SWRG ACQUISITION SUB, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF GRILL, AND SWRG ( THE MERGER AGREEMENT ).	Management	For
02	APPROVAL OF THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO VOTE IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Management	For

TRIBUNE COMPANY  
 ISSUER: 896047107  
 SEDOL:

TRB  
 ISIN:

SPECIAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	BOARD PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 1, 2007, BY AND AMONG TRIBUNE COMPANY, GREATBANC TRUST COMPANY, SOLELY AS TRUSTEE OF THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST, WHICH FORMS A PART OF THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN, TESOP CORPORATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
02	BOARD PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL NUMBER 1.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 18 of 265

COLOR KINETICS INCORPORATED  
 ISSUER: 19624P100  
 SEDOL:

CLRK  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ADOPT THE MERGER AGREEMENT.	Management	For
02	APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For

ALLTEL CORPORATION  
 ISSUER: 020039103  
 SEDOL:

AT  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
02	BOARD PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSAL NUMBER 1 IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO APPROVE PROPOSAL NUMBER 1.	Management	For
01	BOARD PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 20, 2007, BY AND AMONG ALLTEL CORPORATION, ATLANTIS HOLDINGS LLC AND ATLANTIS MERGER SUB, INC. AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For
TXU CORP. ISSUER: 873168108 SEDOL:		TXU ISIN:	ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
04	APPROVAL OF INDEPENDENT AUDITOR - DELOITTE & TOUCHE LLP.	Management	For
ProxyEdge - Investment Company Report Meeting Date Range: 07/01/2007 to 06/30/2008 Selected Accounts: NPX GABELLI DIV INC TRUST		Report Date: 07/08/2008 Page 19 of 265	
03	DIRECTOR LELDON E. ECHOLS KERNEY LADAY JACK E. LITTLE GERARDO I. LOPEZ J.E. OESTERREICHER MICHAEL W. RANGER LEONARD H. ROBERTS GLENN F. TILTON C. JOHN WILDER	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
02	TO APPROVE ANY PROPOSAL BY TXU CORP. TO ADJOURN OR POSTPONE THE ANNUAL MEETING, IF DETERMINED TO BE NECESSARY.	Management	For
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 25, 2007 (AS AMENDED FROM TIME TO TIME, THE MERGER AGREEMENT ) AMONG TXU CORP., TEXAS ENERGY FUTURE HOLDINGS LIMITED PARTNERSHIP,	Management	For

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

A DELAWARE LIMITED PARTNERSHIP, AND TEXAS ENERGY FUTURE MERGER SUB CORP., A TEXAS CORPORATION, INCLUDING THE PLAN OF MERGER CONTAINED IN THE MERGER AGREEMENT.

06	SHAREHOLDER PROPOSAL REQUESTING A REPORT ON TXU CORP. S POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shareholder	Against
05	SHAREHOLDER PROPOSAL RELATED TO TXU CORP. S ADOPTION OF QUANTITATIVE GOALS FOR EMISSIONS AT ITS EXISTING AND PROPOSED PLANTS.	Shareholder	Against

CHAPARRAL STEEL COMPANY  
ISSUER: 159423102  
SEDOL:

CHAP  
ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, AS OF JULY 10, 2007, BY AND AMONG THE COMPANY, GERDAU AMERISTEEL CORPORATION ( PARENT ), GVC, INC. ( MERGER SUB ), AND, AS GUARANTOR OF PARENT AND MERGER SUB S OBLIGATIONS, GERDAU, S.A., PURSUANT TO WHICH PARENT WILL ACQUIRE THE COMPANY THROUGH A MERGER AND THE COMPANY WILL CEASE TO BE AN INDEPENDENT PUBLIC COMPANY.	Management	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING OF STOCKHOLDERS, 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 PROPOSAL 1.	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 20 of 265

RIO TINTO PLC  
ISSUER: 767204100  
SEDOL:

RTP  
ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

01 THE APPROVAL OF THE ACQUISITION OF ALCAN INC Management For  
AND RELATED MATTERS.

SEQUA CORPORATION  
ISSUER: 817320104  
SEDOL:

SQAA  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPROVAL OF 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 MERGER AGREEMENT	Management	For
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 8, 2007, BY AND AMONG, BLUE JAY ACQUISITION CORPORATION, BLUE JAY MERGER CORPORATION AND THE COMPANY	Management	For

HILTON HOTELS CORPORATION  
ISSUER: 432848109  
SEDOL:

HLT  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 3, 2007, BY AND AMONG HILTON HOTELS CORPORATION, A DELAWARE CORPORATION, BH HOTELS	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 21 of 265

02 LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND  
BH HOTELS ACQUISITION INC., A DELAWARE CORPORATION.  
TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, Management For

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

IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.

NUVEEN INVESTMENTS, INC.  
ISSUER: 67090F106  
SEDOL:

JNC  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 19, 2007, AMONG NUVEEN INVESTMENTS, INC., WINDY CITY INVESTMENTS, INC. AND WINDY CITY ACQUISITION CORP., AS MAY BE AMENDED FROM TIME TO TIME, WHICH PROVIDES FOR THE MERGER OF WINDY CITY ACQUISITION CORP., INTO NUVEEN INVESTMENTS, INC., AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Management	For

ABN AMRO HOLDING NV  
ISSUER: N0030P459  
SEDOL: B02NY48, 0276920, B1G0HX2, 5250769, 5250770, 5250792, 6004114, 5250781, 5254589

ABNYY.PK  
ISIN: NL0000301109

EGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
3.	OVERVIEW OF THE CONSORTIUM S PUBLIC OFFER ON ALL OUTSTANDING SHARES OF ABN AMRO CONSORTIUM CONSISTING OF FORTIS, RBS AND SANTANDER	Non-Voting	
4.	OVERVIEW OF BARCLAY S PUBLIC OFFER ON ALL OUTSTANDING SHARES OF ABN AMRO	Non-Voting	
5.	REASONED OPINION OF THE MANAGING BOARD AND THE SUPERVISORY BOARD ON THE CONSORTIUM S OFFER AND THE BARCLAYS OFFER	Non-Voting	



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

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 22 of 265

- |    |  |            |
|----|--|------------|
| 6. | ANY OTHER BUSINESS   | Non-Voting |
| *  | PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU. | Non-Voting |
| 1. | OPENING OF THE EGM OF SHAREHOLDERS AND ANNOUNCEMENTS   | Non-Voting |
| 2. | THE MANAGING BOARD S AND THE SUPERVISORY BOARD S ASSESSMENT OF RECENT CORPORATE DEVELOPMENTS AND STRATEGIC OPTIONS   | Non-Voting |

SKYLINE CORPORATION  
 ISSUER: 830830105  
 SEDOL:

SKY  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ARTHUR J. DECIO THOMAS G. DERANEK JOHN C. FIRTH JERRY HAMMES RONALD F. KLOSKA WILLIAM H. LAWSON DAVID T. LINK ANDREW J. MCKENNA	Management Management Management Management Management Management Management Management	For For For For For For For For

BAUSCH & LOMB INCORPORATED  
 ISSUER: 071707103  
 SEDOL:

BOL  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 16, 2007, BY AND AMONG BAUSCH & LOMB INCORPORATED, WP PRISM	Management	For

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

LLC AND WP PRISM MERGER SUB INC., A WHOLLY-OWNED  
SUBSIDIARY OF WP PRISM LLC, AS IT MAY BE AMENDED

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 23 of 265

FROM TIME TO TIME (THE AGREEMENT AND PLAN OF  
MERGER ).

BCE INC.  
ISSUER: 05534B760  
SEDOL:

BCE  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVING THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS REPRODUCED AS APPENDIX A TO THE MANAGEMENT PROXY CIRCULAR OF BCE DATED AUGUST 7, 2007, TO APPROVE THE PLAN OF ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING BCE, ITS COMMON AND PREFERRED SHAREHOLDERS AND 6796508 CANADA INC. (THE PURCHASER ). PLEASE REFER TO THE VOTING INSTRUCTION FORM FOR A COMPLETE DESCRIPTION OF THIS RESOLUTION.	Management	For

GENERAL MILLS, INC.  
ISSUER: 370334104  
SEDOL:

GIS  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1G	ELECTION OF DIRECTOR: STEVE ODLAND	Management	For
1F	ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG	Management	For
1E	ELECTION OF DIRECTOR: HEIDI G. MILLER	Management	For
1D	ELECTION OF DIRECTOR: JUDITH RICHARDS HOPE	Management	For

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

1C	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management	For
1B	ELECTION OF DIRECTOR: WILLIAM T. ESREY	Management	For
1A	ELECTION OF DIRECTOR: PAUL DANOS	Management	For
03	ADOPT THE 2007 STOCK COMPENSATION PLAN.	Management	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 24 of 265

02	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
1M	ELECTION OF DIRECTOR: DOROTHY A. TERRELL	Management	For
1L	ELECTION OF DIRECTOR: A. MICHAEL SPENCE	Management	For
1K	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For
1J	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management	For
1I	ELECTION OF DIRECTOR: MICHAEL D. ROSE	Management	For
1H	ELECTION OF DIRECTOR: KENDALL J. POWELL	Management	For

CLEAR CHANNEL COMMUNICATIONS, INC.  
 ISSUER: 184502102  
 SEDOL:

CCU  
 ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL AND 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, AS AMENDED BY AMENDMENT NO. 1, DATED APRIL 18, 2007, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
03	IN THE DISCRETION OF THE PROXY HOLDERS, ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE SPECIAL MEETING.	Management	For
02	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE AMENDED AGREEMENT AND PLAN OF MERGER.	Management	For

ENDESA SA, MADRID  
 ISSUER: E41222113

ELEZF.PK  
 ISIN: ES0130670112 EGM MEE

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

SEDOL: B0389N6, 4315368, 5285501, B0ZJNC8, 2615424, 5271782, 5788806

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 25 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
*	SHAREHOLDERS WHO PARTICIPATE IN ANY FORM AT THE EXTRAORDINARY GENERAL MEETING, WHETHER DIRECTLY, BY PROXY, OR BY LONG-DISTANCE VOTING, SHALL BE ENTITLED TO RECEIVE AN ATTENDANCE PREMIUM (0.15 EUROS GROSS PER SHARE)	Non-Voting	
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO NORMAL MEETING CHANGED TO AN ISSUER PAY MEETING AND RECEIPT OF NON-NUMBERED AND NON-VOTABLE RESOLUTION AND CHANGED IN MEETING TYPE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	
1.	TO AMEND THE PRESENT ARTICLE 32 (LIMITATION OF VOTING RIGHTS) OF THE CORPORATE BYLAWS, BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 32: VOTING RIGHTS THE SHAREHOLDERS SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE THEY OWN OR REPRESENT, EXCEPT FOR NON-VOTING SHARES, WHICH SHALL BE GOVERNED BY THE PROVISIONS OF ARTICLE 8 OF THESE BY LAWS; THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY	Management	For
2.	TO AMEND THE PRESENT ARTICLE 37 (NUMBER AND TYPES OF DIRECTORS) OF THE CORPORATE BYLAWS, BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 37: NUMBER OF DIRECTORS THE BOARD OF DIRECTORS SHALL BE FORMED BY NINE MEMBERS MINIMUM AND FIFTEEN MAXIMUM. THE GENERAL MEETING SHALL BE RESPONSIBLE FOR BOTH THE APPOINTMENT AND THE REMOVAL OF THE MEMBERS OF THE BOARD OF DIRECTORS. THE POSITION OF DIRECTOR IS ELIGIBLE FOR RESIGNATION, REVOCATION AND RE-ELECTION; THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY	Management	For
3.	TO AMEND THE PRESENT ARTICLE 38 (TERM OF OFFICE) OF THE CORPORATE BY LAWS, BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 38: TERM OF OFFICE OF DIRECTOR THE TERM OF OFFICE OF DIRECTORS SHALL BE FOUR YEARS. THEY MAY BE REELECTED FOR PERIODS OF LIKE DURATION. FOR THE PURPOSE OF COMPUTING THE TERM OF OFFICE OF THE MANDATE OF DIRECTORS, THE YEAR SHALL BE DEEMED TO BEGIN AND END ON THE DATE ON WHICH THE ANNUAL GENERAL MEETING IS HELD, OR THE LAST DAY POSSIBLE ON WHICH IT	Management	For

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

SHOULD HAVE BEEN HELD. IF DURING THE TERM TO WHICH THE DIRECTORS WERE APPOINTED VACANCIES SHOULD TAKE PLACE, THE BOARD MAY APPOINT, FROM AMONG3THE SHAREHOLDERS, THOSE PERSONS TO FILL THEM UNTIL THE FIRST GENERAL MEETING MEETS; THIS

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 26 of 265

4. BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY TO AMEND THE PRESENT ARTICLE 42 (INCOMPATIBILITIES) OF THE CORPORATE BY LAWS, BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 42: INCOMPATIBILITIES OF DIRECTORS THOSE PERSONS SUBJECT TO THE PROHIBITIONS OF ARTICLE 124 OF THE SPANISH CORPORATIONS LAW (LEY DE SOCIEDADES ANONIMAS) AND OTHER LEGAL PROVISIONS MAY NOT BE APPOINTED AS DIRECTORS; THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY Management For
5. TO DELEGATE TO THE COMPANY S BOARD OF DIRECTORS THE BROADEST AUTHORITIES TO ADOPT SUCH RESOLUTIONS AS MAY BE NECESSARY OR APPROPRIATE FOR THE EXECUTION, IMPLEMENTATION, EFFECTIVENESS AND SUCCESSFUL CONCLUSION OF THE GENERAL MEETING RESOLUTIONS AND, IN PARTICULAR, FOR THE FOLLOWING ACTS, WITHOUT LIMITATION: (I) CLARIFY, SPECIFY AND COMPLETE THE RESOLUTIONS OF THIS GENERAL MEETING AND RESOLVE SUCH DOUBTS OR ASPECTS AS ARE PRESENTED, REMEDYING AND COMPLETING SUCH DEFECTS OR OMISSIONS AS MAY PREVENT OR IMPAIR THE EFFECTIVENESS OR REGISTRATION OF THE PERTINENT RESOLUTIONS; (II) EXECUTE SUCH PUBLIC AND/OR PRIVATE DOCUMENTS AND CARRY OUT SUCH ACTS, LEGAL BUSINESSES, CONTRACTS, DECLARATIONS AND TRANSACTIONS AS MAY BE NECESSARY OR APPROPRIATE FOR THE EXECUTION AND IMPLEMENTATION OF THERE SOLUTIONS ADOPTED AT THIS GENERAL MEETING; AND (III) DELEGATE, IN TURN, TO THE EXECUTIVE COMMITTEE OR TO ONE OR MORE DIRECTORS, WHO MAY ACT SEVERALLY AND INDISTINCTLY, THE POWERS CONFERRED IN THE PRECEDING PARAGRAPHS; TO EMPOWER THE CHAIRMAN OF THE BOARD OF DIRECTORS, MR. MANUEL PIZARRO MORENO, THE CHIEF EXECUTIVE OFFICER (CEO) MR. RAFAEL MIRANDA ROBREDO AND THE SECRETARY OF THE BOARD OF DIRECTORS AND SECRETARY GENERAL MR. SALVADOR MONTEJO VELILLA, IN ORDER THAT, ANY OF THEM, INDISTINCTLY, MAY: (I) CARRY OUT SUCH ACTS, LEGAL BUSINESSES, CONTRACTS AND TRANSACTIONS AS MAY BE APPROPRIATE IN ORDER TO REGISTER THE PRECEDING RESOLUTIONS WITH THE MERCANTILE REGISTRY, INCLUDING, IN PARTICULAR, INTER ALIA, THE POWERS TO APPEAR BEFORE A NOTARY PUBLIC IN ORDER TO EXECUTE THE PUBLIC DEEDS OR NOTARIAL RECORDS WHICH ARE NECESSARY OR APPROPRIATE FOR SUCH PURPOSE, Management For

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

TO PUBLISH THE PERTINENT LEGAL NOTICES AND FORMALIZE ANY OTHER PUBLIC OR PRIVATE DOCUMENTS WHICH MAY BE NECESSARY OR APPROPRIATE FOR THE REGISTRATION OF SUCH RESOLUTIONS, WITH THE EXPRESS POWER TO REMEDY THEM, WITHOUT ALTERING THEIR NATURE, SCOPE OR MEANING; AND (II) APPEAR BEFORE THE COMPETENT ADMINISTRATIVE AUTHORITIES, IN PARTICULAR, THE

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 27 of 265

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

- \* PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 26 SEP 2007. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU. Non-Voting
- \* PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ENDESA, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: [HTTP://WWW.ENDESA.ES/PORTAL/PORTADA?URL=/PORTAL/EN/DEFAULT.HTML&IDIOMS=EN&](http://www.endesa.es/portal/portada?url=/portal/en/default.html&idioms=en&) Non-Voting
- \* THE BELOW LINKS ARE TO A D.RAFAEL MIRANDA (CFO) VIDEO IN ENGLISH AND ALSO IN SPANISH. ENGLISH VERSION: [HTTP://W3.CANTOS.COM/07/ENPRESA-709-Z1QYH](http://w3.cantos.com/07/enpresa-709-z1qyh) SPANISH VERSION: [HTTP://W3.CANTOS.COM/07/ENPRESA-S-709-1JN9A](http://w3.cantos.com/07/enpresa-s-709-1jn9a) PLEASE NOTE THAT TO VIEW THE VIDEOS YOU MUST ENTER WITH THE BELOW MENTIONED USERNAME AND PASSWORD:  
 USERNAME: ORBIT PASSWORD: COMPLETE293 Non-Voting

KONINKLIJKE NUMICO NV  
 ISSUER: N56369239  
 SEDOL: B01YC48, B05PSD8, B01ZSS7

NUM.VX EGM MEE  
 ISIN: NL0000375616

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

---

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

- \* PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU. Non-Voting
- 1. OPENING Non-Voting
- 2. DISCUSSION ON PUBLIC OFFER BY GROUPE DANONE S.A. FOR ALL ISSUED AND OUTSTANDING SHARES IN THE SHARE CAPITAL OF ROYAL NUMICO N.V. THE COMPANY IN ACCORDANCE WITH ARTICLE 9Q, SECTION 1 OF THE SECURITIES TRANSACTIONS SUPERVISION DECREE 1995 BTE 1995 Non-Voting

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 28 of 265

- 3. ANY OTHER BUSINESS Non-Voting
- 4. CLOSING Non-Voting

PHH CORPORATION  
 ISSUER: 693320202  
 SEDOL:

PHH  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO APPROVE THE MERGER OF JADE MERGER SUB, INC., AN INDIRECT WHOLLY OWNED SUBSIDIARY OF GENERAL ELECTRIC CAPITAL CORPORATION, WITH AND INTO PHH CORPORATION PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 15, 2007, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
02	PROPOSAL TO GRANT DISCRETIONARY AUTHORITY TO EACH OF THE PROXY HOLDERS NAMED ON THE REVERSE SIDE OF THIS PROXY CARD TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME AND PLACE FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES.	Management	For

CONAGRA FOODS, INC.  
 ISSUER: 205887102  
 SEDOL:

CAG  
 ISIN:

ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
03	SHAREHOLDER PROPOSAL REGARDING CONTROLLED ATMOSPHERE KILLING	Shareholder	Against
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS	Management	For
01	DIRECTOR MOGENS C. BAY STEVEN F. GOLDSTONE W.G. JURGENSEN RUTH ANN MARSHALL GARY M. RODKIN ANDREW J. SCHINDLER	Management Management Management Management Management Management Management	For For For For For For For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 29 of 265

A.G. EDWARDS, INC.  
ISSUER: 281760108  
SEDOL:

AGE  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, INCLUDING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING FOR THE FOREGOING PROPOSAL.	Management	For
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED MAY 30, 2007, BY AND AMONG WACHOVIA CORPORATION ( WACHOVIA ), WHITE BIRD HOLDINGS, INC., A WHOLLY-OWNED SUBSIDIARY OF WACHOVIA, AND A.G. EDWARDS, INC.	Management	For

AVAYA INC.  
ISSUER: 053499109  
SEDOL:

AV  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL



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

Proposal Number	Proposal	Proposal Type	Vote Cast
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 SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For
01	TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 4, 2007, BY AND AMONG AVAYA INC., SIERRA HOLDINGS CORP., A DELAWARE CORPORATION, AND SIERRA MERGER CORP., A DELAWARE CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF SIERRA HOLDINGS CORP.	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 30 of 265

FRONTLINE LTD.  
 ISSUER: G3682E127  
 SEDOL:

FRO  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JOHN FREDRIKSEN TOR OLAV TROIM FRIXOS SAVVIDES KATE BLANKENSHIP	Management Management Management Management Management	For For For For For
02	PROPOSAL TO APPOINT PRICEWATERHOUSECOOPERS DA OF OSLO, NORWAY AS AUDITORS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION.	Management	For
03	PROPOSAL TO AMEND THE COMPANY S BYE-LAWS.	Management	For
04	PROPOSAL TO APPROVE THE REMUNERATION OF THE COMPANY S BOARD OF DIRECTORS.	Management	For
05	PROPOSAL TO REDUCE THE SHARE PREMIUM ACCOUNT OF THE COMPANY FROM US\$480.8 MILLION TO NIL, AND TO CREDIT THE AMOUNT RESULTING FROM THE REDUCTION TO THE COMPANY S CONTRIBUTED SURPLUS ACCOUNT, WITH IMMEDIATE EFFECT.	Management	For

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

GOLDEN OCEAN GROUP LIMITED, HAMILTON  
 ISSUER: G4032A104  
 SEDOL: B05MT81, B054L92, B04X7M5, B0500H1

GPK  
 ISIN: BMG4032A1045

OGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT THIS IS AN AGM. THANK YOU.	Non-Voting	
1.	RE-ELECT MR. JOHN FREDRIKSEN AS A DIRECTOR OF THE COMPANY	Management	For
2.	RE-ELECT MR. TOR OLAV TROIM AS A DIRECTOR OF THE COMPANY	Management	For
3.	RE-ELECT MS. KATE BLANKENSHIP AS A DIRECTOR OF THE COMPANY	Management	For
4.	RE-ELECT MR. HANS CHRISTIAN AS A DIRECTOR OF THE COMPANY	Management	For
5.	APPOINT MOORE STEPHENS AS THE AUDITORS AND AUTHORIZE THE DIRECTORS TO DETERMINE THEIR REMUNERATION	Management	For
6.	AMEND THE COMPANY S BYE-LAWS IN ORDER TO ENSURE CONFORMITY WITH RECENT REVISIONS TO THE BERMUDA COMPANIES ACT 1981, AS AMENDED	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 31 of 265

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 2007	Management	For
8.	TRANSACT ANY OTHER BUSINESS	Non-Voting	

SHIP FINANCE INTERNATIONAL LIMITED  
 ISSUER: G81075106  
 SEDOL:

SFL  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR TOR OLAV TROIM PAUL LEAND JR.	Management Management Management	For For For

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

	KATE BLANKENSHIP	Management	For
	CRAIG H. STEVENSON JR	Management	For
03	PROPOSAL TO AMEND THE COMPANY S BYE-LAWS.	Management	For
02	PROPOSAL TO APPOINT MOORE STEPHENS P.C. AS AUDITORS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION.	Management	For
04	PROPOSAL TO APPROVE THE REMUNERATION OF THE COMPANY S BOARD OF DIRECTORS OF A TOTAL AMOUNT OF FEES NOT TO EXCEED US \$600,000 FOR THE YEAR ENDED DECEMBER 31, 2007.	Management	For

EQUITY INNS, INC.  
ISSUER: 294703103  
SEDOL:

ENN  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 20, 2007, BY AND AMONG GRACE I, LLC, GRACE ACQUISITION I, INC., GRACE II, L.P., EQUITY INNS PARTNERSHIP, L.P. AND EQUITY INNS, INC.	Management	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING,	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 32 of 265

IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT.

TELECOM CORPORATION OF NEW ZEALAND LTD.  
ISSUER: 879278208  
SEDOL:

NZT  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal		Proposal	Vote
----------	--	----------	------

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

Number	Proposal	Type	Cast
09	TO APPROVE THE ISSUE BY THE COMPANY S BOARD OF DIRECTORS TO DR PAUL REYNOLDS DURING THE PERIOD TO 3 OCTOBER 2010 OF UP TO IN AGGREGATE 1,750,000 SHARE RIGHTS TO ACQUIRE ORDINARY SHARES.	Management	For
08	TO APPROVE THE ISSUE BY THE COMPANY S BOARD OF DIRECTORS TO DR PAUL REYNOLDS DURING THE PERIOD TO 3 OCTOBER 2010 OF UP TO IN AGGREGATE 750,000 ORDINARY SHARES.	Management	For
07	TO ELECT DR PAUL REYNOLDS AS A DIRECTOR.	Management	For
06	TO AMEND THE COMPANY S CONSTITUTION FOR THE PERIOD UNTIL 1 JULY 2010 SO A MANAGING DIRECTOR RESIDENT IN NEW ZEALAND AND NOT A NEW ZEALAND CITIZEN IS NOT COUNTED WHEN DETERMINING IF AT LEAST HALF THE BOARD ARE NEW ZEALAND CITIZENS.	Management	For
05	TO RE-ELECT DR MURRAY HORN AS A DIRECTOR.	Management	For
04	TO RE-ELECT MR RON SPITHILL AS A DIRECTOR.	Management	For
03	TO RE-ELECT MR MICHAEL TYLER AS A DIRECTOR.	Management	For
02	TO RE-ELECT MR WAYNE BOYD AS A DIRECTOR.	Management	For
01	TO AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.	Management	For

AQUILA, INC.  
ISSUER: 03840P102  
SEDOL:

ILA  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 33 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
02	ADJOURNMENT AND POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For
01	ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 6, 2007, AMONG AQUILA, INC., GREAT PLAINS ENERGY INCORPORATED, GREGORY ACQUISITION CORP., AND BLACK HILLS CORPORATION.	Management	For

THE PROCTER & GAMBLE COMPANY  
ISSUER: 742718109

PG  
ISIN:

ANNUAL

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RAJAT K. GUPTA A.G. LAFLEY LYNN M. MARTIN JOHNATHAN A. RODGERS JOHN F. SMITH, JR. RALPH SNYDERMAN, M.D. MARGARET C. WHITMAN	Management Management Management Management Management Management Management	For For For For For For For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	SHAREHOLDER PROPOSAL #1 - AWARD NO FUTURE STOCK OPTIONS	Shareholder	Against
04	SHAREHOLDER PROPOSAL #2 - REPORT ON COMPANY POLICIES AND ACTIVITIES	Shareholder	Against
05	SHAREHOLDER PROPOSAL #3 - ANIMAL TESTING	Shareholder	Against

GREAT PLAINS ENERGY INCORPORATED  
ISSUER: 391164100  
SEDOL:

GXP  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPROVAL OF AUTHORITY OF THE PROXY HOLDERS TO	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 34 of 265

01	VOTE IN FAVOR OF A MOTION TO ADJOURN THE MEETING FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES. APPROVAL OF THE ISSUANCE OF SHARES OF GREAT PLAINS ENERGY INCORPORATED COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 6, 2007, BY AND AMONG AQUILA, INC., GREAT PLAINS ENERGY INCORPORATED, GREGORY ACQUISITION	Management	For
----	---	------------	-----

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

CORP. AND BLACK HILLS CORPORATION, INCLUDING  
ALL EXHIBITS AND SCHEDULES THERETO.

KEYSTONE AUTOMOTIVE INDUSTRIES, INC.  
ISSUER: 49338N109  
SEDOL:

KEYS  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO APPROVE THE PRINCIPAL TERMS OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 16, 2007, BY AND AMONG LKQ CORPORATION, LKQ ACQUISITION COMPANY, A WHOLLY-OWNED SUBSIDIARY OF LKQ, AND KEYSTONE AUTOMOTIVE INDUSTRIES, INC. ( KEYSTONE ) PURSUANT TO WHICH LKQ ACQUISITION COMPANY WILL MERGE WITH AND INTO KEYSTONE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
02	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.	Management	For

HERA SPA, BOLOGNA  
ISSUER: T5250M106  
SEDOL: B28J8W0, 7620508, B020CX4, 7598003

HRASF.PK  
ISIN: IT0001250932

EGM MEE  
BLOCKIN

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 16 OCT 2007 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	

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 35 of 265

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

- |    |  |            |                |
|----|--|------------|----------------|
| 1. | APPROVE THE MERGER PROJECT FOR INCORPORATION OF SAT S.P.A. INTO HERA S.P.A. CONSEQUENT HERA S.P.A. RIGHT ISSUE FOR EUR 1,016,752,029.00 UP TO A MAXIMUM OF EUR 1,031,292,363.00 BY ISSUING A MAXIMUM OF NR.14,540,334 ORDINARY SHARES, PAR VALUE EUR 1 EACH SHARE AND CONSEQUENTLY AMEND THE ARTICLE 5 OF THE BY-LAW | Management | Take No Action |
| 2. | AMEND THE ARTICLE 17 OF THE COMPANY BY-LAWS  | Management | Take No Action |
| 3. | APPROVE THE RIGHT ISSUE FOR A MAXIMUM OF EUR 1,550,000.00, TO BE EFFECTED BY ISSUING OF NR. 1,550,000.00 ORDINARY SHARES, PAR VALUE EUR 1 EACH SHARE, BY ASSIGNMENT IN KIND TO THE SHAREHOLDERS WITHOUT ANY OPTION RIGHT EX ARTICLE 2441 CIVIL CODE, AMEND THE ARTICLE 5 OF THE BY-LAWS                              | Management | Take No Action |

HUNTSMAN CORPORATION  
 ISSUER: 447011107  
 SEDOL:

HUN  
 ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 12, 2007, AMONG HEXION SPECIALTY CHEMICALS, INC., A NEW JERSEY CORPORATION, AN ENTITY OWNED BY AN AFFILIATE OF APOLLO MANAGEMENT, L.P., NIMBUS MERGER SUB INC., A DELAWARE CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF HEXION SPECIALTY CHEMICALS, INC., AND HUNTSMAN CORPORATION.	Management	For

KYPHON INC.  
 ISSUER: 501577100  
 SEDOL:

KYPH  
 ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 26, 2007, AMONG MEDTRONIC, INC., JETS ACQUISITION CORPORATION AND KYPHON INC.	Management	For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 36 of 265

02 AND APPROVE THE MERGER.  
 PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL Management For  
 MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL  
 PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE  
 TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER  
 AGREEMENT AND APPROVE THE MERGER.

CABLEVISION SYSTEMS CORPORATION  
 ISSUER: 12686C109  
 SEDOL:

CVC  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
03	TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1 OR PROPOSAL 2.	Management	For
02	TO APPROVE AN AMENDMENT TO CABLEVISION SYSTEMS CORPORATION S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, WHICH WOULD MAKE SECTION A.X. OF ARTICLE FOURTH OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION INAPPLICABLE TO THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT.	Management	For
01	TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 2, 2007, BY AND AMONG CENTRAL PARK HOLDING COMPANY, LLC, CENTRAL PARK MERGER SUB, INC. AND CABLEVISION SYSTEMS CORPORATION AS IT MAY BE AMENDED FROM TIME TO TIME, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Against

MANOR CARE, INC.  
 ISSUER: 564055101  
 SEDOL:

HCR  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL



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

Proposal Number	Proposal	Proposal Type	Vote Cast
02	TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE.	Management	For
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST  
 Report Date: 07/08/2008  
 Page 37 of 265

AS OF JULY 2, 2007, BETWEEN MCHCR-CP MERGER SUB INC. AND MANOR CARE, INC. (THE MERGER AGREEMENT).

UNITED RENTALS, INC.  
 ISSUER: 911363109  
 SEDOL:

URI  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSAL NUMBER 1 IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE PROPOSAL NUMBER 1.	Management	For
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 22, 2007, BY AND AMONG UNITED RENTALS, INC., RAM HOLDINGS, INC., AND RAM ACQUISITION CORP., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For

CABLEVISION SYSTEMS CORPORATION  
 ISSUER: 12686C109  
 SEDOL:

CVC  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal	Proposal	Proposal	Vote
----------	----------	----------	------

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

Number	Proposal	Type	Cast
02	TO APPROVE AN AMENDMENT TO CABLEVISION SYSTEMS CORPORATION S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, WHICH WOULD MAKE SECTION A.X. OF ARTICLE FOURTH OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION INAPPLICABLE TO THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT.	Management	For
01	TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 2, 2007, BY AND AMONG CENTRAL PARK HOLDING COMPANY, LLC, CENTRAL PARK MERGER SUB, INC. AND CABLEVISION SYSTEMS CORPORATION AS IT MAY BE AMENDED FROM TIME TO TIME, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Against
03	TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 38 of 265

PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1 OR PROPOSAL 2.

MARSHALL & ILSLEY CORPORATION  
 ISSUER: 571834100  
 SEDOL:

MI  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO APPROVE AND ADOPT THE INVESTMENT AGREEMENT, DATED AS OF APRIL 3, 2007, AMONG MARSHALL & ILSLEY, METAVANTE CORPORATION, METAVANTE HOLDING COMPANY, MONTANA MERGER SUB INC., AND WPM, L.P., AND THE TRANSACTIONS CONTEMPLATED BY THE INVESTMENT AGREEMENT, INCLUDING THE HOLDING COMPANY MERGER AND THE NEW METAVANTE SHARE ISSUANCE.	Management	For
02	PROPOSAL TO APPROVE ANY ADJOURNMENTS OF THE SPECIAL MEETING FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE SPECIAL MEETING TO APPROVE AND ADOPT THE INVESTMENT AGREEMENT AND THE TRANSACTIONS CONTEMPLATED BY THE INVESTMENT AGREEMENT, INCLUDING THE HOLDING	Management	For

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

COMPANY MERGER AND THE NEW METAVANTE SHARE ISSUANCE.

SARA LEE CORPORATION  
ISSUER: 803111103  
SEDOL:

SLE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: BRENDA C. BARNES	Management	For
1B	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Management	For
1C	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Management	For
1E	ELECTION OF DIRECTOR: LAURETTE T. KOELLNER	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 39 of 265

1F	ELECTION OF DIRECTOR: CORNELIS J.A. VAN LEDE	Management	For
1G	ELECTION OF DIRECTOR: SIR IAN PROSSER	Management	For
1H	ELECTION OF DIRECTOR: ROZANNE L. RIDGWAY	Management	For
1I	ELECTION OF DIRECTOR: NORMAN R. SORENSEN	Management	For
1J	ELECTION OF DIRECTOR: JONATHAN P. WARD	Management	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS SARA LEE S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2008.	Management	For
03	TO VOTE ON THE APPROVAL OF THE SARA LEE CORPORATION PERFORMANCE-BASED INCENTIVE PLAN	Management	For
04	TO VOTE ON A STOCKHOLDER PROPOSAL REGARDING SUBMISSION OF STOCKHOLDER PROPOSALS	Shareholder	Against
05	TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING AMENDMENTS TO SARA LEE S BYLAWS	Shareholder	Against
06	TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Against

SCHIFF NUTRITION INTERNATIONAL, INC.  
ISSUER: 806693107  
SEDOL:

WNI  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPROVAL OF THE AMENDMENT TO THE COMPANY S 2004 INCENTIVE AWARD PLAN.	Management	Against
01	DIRECTOR ERIC WEIDER GEORGE F. LENGVARI BRUCE J. WOOD RONALD L. COREY ROGER H. KIMMEL BRIAN P. MCDERMOTT H.F. POWELL	Management Management Management Management Management Management Management	For For For For For For For

SPECTRA ENERGY CORP  
ISSUER: 847560109  
SEDOL:

SE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 40 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR PAMELA L. CARTER WILLIAM T. ESREY FRED J. FOWLER DENNIS R. HENDRIX	Management Management Management Management Management	For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2007.	Management	For

OAKLEY, INC.  
ISSUER: 673662102  
SEDOL:

OO  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

02	TO POSTPONE OR ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE APPROVAL OF THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE MERGER, IF THERE ARE NOT SUFFICIENT VOTES FOR SUCH APPROVAL AT THE TIME OF THE SPECIAL MEETING.	Management	For
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 20, 2007, BY AND AMONG LUXOTTICA GROUP S.P.A., NORMA ACQUISITION CORP. AND OAKLEY, INC.	Management	For

PERNOD-RICARD, PARIS  
 ISSUER: F72027109  
 SEDOL: B030Q53, B10S419, 4682318, B043D05, 4427100, 4682329

RI.PA  
 ISIN: FR0000120693

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
O.1	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS, THE COMPANY S FINANCIAL STATEMENTS FOR THE YE IN 30 JUN 2007, AS PRESENTED, EARNINGS FOR THE FYE: EUR 597,492,980.80 THE SHAREHOLDERS MEETING APPROVES THE REPORTS OF THE CHAIRMAN	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 41 of 265

O.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	Management	For
O.3	APPROVE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND RESOLVES THAT THE INCOME FOR THE FY BE APPROPRIATED AS FOLLOWS: EARNINGS FOR THE FYE: EUR 597,492,980.80 LEGAL RESERVE: EUR 9,319,934.58 TOTAL: EUR 588,173,046.22	Management	For

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

PRIOR RETAINED EARNINGS : EUR 193,340,423.46  
 DISTRIBUTABLE INCOME: EUR 781,513,469.68 DIVIDENDS:  
 EUR 276,221,935.08 :70 RETAINED EARNINGS: EUR  
 505,291,534.60 THE SHAREHOLDERS MEETING REMINDS  
 THAT AN INTERIM DIVIDEND OF EUR 1.26 WAS ALREADY  
 PAID ON 04 JUL 2007 THE REMAINING DIVIDEND OF  
 EUR 1.26 WILL BE PAID ON 14 NOV 2007, AND WILL  
 ENTITLE NATURAL PERSONS TO THE 50 % ALLOWANCE  
 IN THE EVENT THAT THE COMPANY HOLDS SOME OF ITS  
 OWN SHARES ON SUCH DATE, THE AMOUNT OF THE UNPAID  
 DIVIDEND ON SUCH SHARES SHALL BE ALLOCATED TO  
 THE RETAINED EARNINGS ACCOUNT AS REQUIRED BY  
 LAW, IT IS REMINDED THAT, FOR THE LAST 3 FY,  
 THE DIVIDENDS PAID, WERE AS FOLLOWS: EUR 2.52  
 FOR FY 2005 2006 EUR 3.22 FOR FY 2004 2005 EUR  
 1.96 FOR FY 2003

O.4	APPROVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.338-42 OF THE FRENCH COMMERCIAL CODE, APPROVES SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN	Management	For
O.5	APPROVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225-42-1 OF THE FRENCH COMMERCIAL CODE, APPROVES SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN	Management	For
O.6	APPOINT MR. NICOLE BOUTON AS A DIRECTOR FOR 4 YEAR PERIOD	Management	For
O.7	APPROVE TO AWARD TOTAL ANNUAL FEES OF EUR 670,000.00 TO THE BOARD OF DIRECTORS	Management	For
E.21	AMEND ARTICLE 32 OF THE BYLAWS	Management	For
O.8	AUTHORIZE THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY S SHARES ON THE STOCK MARKET, SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 42 of 265

PRICE: EUR 250.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10,961,187 SHARES, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 2,740,296,750.00 THIS AUTHORIZATION IS GIVEN FOR A 18-MONTH PERIOD THE SHAREHOLDERS MEETING, 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 2006 IN ITS RESOLUTION 7

*	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	Non-Voting
---	--	------------

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

- 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
- E.9 AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL, ON ONE OR MORE OCCASIONS AND AT ITS SOLE DISCRETION, BY CANCELLING ALL OR PART OF THE SHARES HELD BY THE COMPANY IN CONNECTION WITH A STOCK REPURCHASE PLAN, UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 24-MONTH PERIOD THIS AUTHORIZATION IS GIVEN FOR A 24-MONTH PERIOD THE SURPLUS OF THE COST PRICE OF THE CANCELLED SHARES ON THEIR NOMINAL VALUE WILL BE IMPUTED ON THE POST ISSUANCE PREMIUM, OR TO ANY OVER AVAILABLE RESERVES, INCLUDED THE LEGAL RESERVES THE SHAREHOLDERS MEETING, 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 2006 IN ITS RESOLUTION 8 Management For
- E.10 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL, ON ONE OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY A MAXIMUM NOMINAL AMOUNT OF EUR 170,000,000.00, BY ISSUANCE, WITH PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF SHARES AND OR DEBT SECURITIES THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTIONS 11, 12, 13, 14, 16 AND 20, THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES WHICH MAY BE ISSUED SHALL NOT EXCEED EUR 5,000,000,000.00, THIS AMOUNT SHALL NOT COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION 15; AUTHORITY EXPIRES AT THE END OF 26-MONTH PERIOD; THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION Management For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 43 of 265

- GRANTED BY THE SHAREHOLDERS MEETING OF 10 NOV 2005 IN ITS RESOLUTION 18 AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES
- E.11 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL, ON ONE OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY A MAXIMUM NOMINAL AMOUNT OF EUR 68,000,000.00, BY ISSUANCE, WITHOUT PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF SHARES AND OR DEBT SECURITIES THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTIONS 12, 13, 14 AND 20 THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES WHICH MAY BE ISSUED SHALL NOT EXCEED EUR 4,000,000,000.00 THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 10 THIS AMOUNT SHALL NOT COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 15 THIS AUTHORIZATION IS GRANTED FOR A 26-MONTH PERIOD THIS AUTHORIZATION SUPERSEDES THE FRACTION Management For

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

- UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 10 NOV 2005 IN ITS RESOLUTION NUMBER 19 THE SHAREHOLDERS MEETING, TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES
- E.12 APPROVE THAT THE BOARD OF DIRECTOR MAY DECIDE TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT OF SHAREHOLDERS, AT THE SAME PRICE AS THE INITIAL ISSUE, WITHIN 30 DAYS OF THE CLOSING OF THE SUBSCRIPTION PERIOD AND UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE, THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION 10; THIS DELEGATION IS GRANTED FOR A 26-MONTH PERIOD THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 10 NOV 2005 IN ITS RESOLUTION 20 Management For
- E.13 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, UP TO 10% OF THE SHARE CAPITAL, BY WAY OF ISSUING SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL, IN CONSIDERATION FOR THE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF CAPITAL SECURITIES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION 11; THIS AUTHORIZATION IS GRANTED FOR A 26-MONTH PERIOD THE SHAREHOLDERS MEETING, 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 10 NOV 2005 IN ITS RESOLUTION NUMBER 21 Management For
- E.14 AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE COMPANY S EQUITY SECURITIES OR SECURITIES GIVING ACCESS Management For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 44 of 265

- TO THE COMPANY S SHARE CAPITAL, THIS ISSUANCE SHOULD NOT EXCEED 20% OF THE SHARE CAPITAL, IN CONSIDERATION FOR SECURITIES TENDERED IN A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY CONCERNING THE SHARES OF ANOTHER COMPANY; THIS AUTHORIZATION IS GRANTED FOR A 26-MONTH PERIOD THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF BENEFICIARY THE AMOUNT OF THE CAPITAL INCREASE SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION 11 THE SHAREHOLDERS MEETING, 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 10 NOV 2005 IN ITS RESOLUTION 22
- E.15 AUTHORIZE THE BOARD OF DIRECTORS, ON ONE OR MORE Management For



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

OCCASIONS, IN FRANCE OR ABROAD, TO ISSUE DEBT SECURITIES GIVING THE RIGHT TO THE ALLOCATION OF WARRANTS THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES WHICH MAY BE ISSUED SHALL NOT EXCEED EUR 5,000,000,000.00 THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTIONS 10 AND 11; THIS AUTHORIZATION IS GRANTED FOR A 26-MONTH PERIOD THE SHAREHOLDERS MEETING, 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 10 NOV 2005 IN ITS RESOLUTION 23

- |      |  |            |     |
|------|--|------------|-----|
| E.16 | AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, IN ONE OR MORE OCCASIONS AND AT ITS SOLE DISCRETION, BY A MAXIMUM NOMINAL AMOUNT OF EUR 170,000,000.00, BY WAY OF CAPITALIZING RESERVES, PROFITS, PREMIUMS OR OTHER MEANS, PROVIDED THAT SUCH CAPITALIZATION IS ALLOWED BY LAW AND UNDER THE BY-LAWS, BY ISSUING BONUS SHARES OR RAISING THE PAR VALUE OF EXISTING SHARES, OR BY A COMBINATION OF THESE METHODS THIS AUTHORIZATION IS GIVEN FOR A 26-MONTH PERIOD THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 10 THE SHAREHOLDERS MEETING, 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 10 NOV 2005 IN ITS RESOLUTION 24 | Management | For |
| E.17 | APPROVE TO DIVIDE THE SHARES NOMINAL VALUE BY 2 AND TO EXCHANGE 1 FORMER SHARES OF EUR 3.10 NOMINAL VALUE AGAINST 2 NEW SHARES OF EUR 1.55 NOMINAL VALUE EACH CONSEQUENTLY, THE SHAREHOLDER S MEETING DECIDES THAT THE DIVISION OF THE NOMINAL   | Management | For |

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 45 of 265

- |      |  |            |     |
|------|--|------------|-----|
| E.18 | WILL COME INTO EFFECT THE 15 JAN 2008 AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES AUTHORIZE THE BOARD OF DIRECTORS TO GRANT, FOR FREE, ON ONE 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 MORE THAN 1% OF THE SHARE CAPITAL THIS AMOUNT SHALL NOT COUNT AGAINST THE OVERALL VALUE SET FORTH IN THE PREVIOUS RESOLUTION THE PRESENT DELEGATION IS GIVEN FOR A 38-MONTH PERIOD THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 10 NOV 2005 IN ITS RESOLUTION NUMBER 25 THE SHAREHOLDERS MEETING, TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | For |
|------|--|------------|-----|

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

- THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF BENEFICIARY
- E.19 AUTHORIZE THE BOARD OF DIRECTORS TO PROCEED, IN ONE OR MORE ISSUES, WITH THE ISSUANCE OF BOUND OF SHARES SUBSCRIPTION, BEFORE THE END OF THE PERIOD OF PUBLIC OFFER INITIATED BY THE COMPANY THE MAXIMUM GLOBAL AMOUNT OF ISSUANCE OF THE BOUND OF SHARES SHOULD NOT EXCEED EUR 145,000,000.00 THIS AUTHORIZATION IS GRANTED FOR A 18-MONTH PERIOD THE SHAREHOLDERS MEETING, 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 2006 IN ITS RESOLUTION 10 Management For
- E.20 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, ON ONE OR MORE OCCASIONS, AT ITS SOLE DISCRETION, IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN THIS DELEGATION IS GIVEN FOR A 26-MONTH PERIOD 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 THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 07 NOV 2006 IN ITS RESOLUTION NUMBER 11 THE SHAREHOLDERS MEETING, TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES Management For
- E.22 APPROVE TO GRANT FULL POWERS TO THE BEARER OF Management For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 46 of 265

- AN ORIGINAL, A COPY OR EXTRACT OF THE MINUTES OF THIS MEETING TO CARRY OUT ALL FILINGS, PUBLICATIONS AND OTHER FORMALITIES PRESCRIBED BY LAW
- \* PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN ONE SPECIFIED CONDITION RESOLUTION 15 OMITTED IN RESOLUTION E.10. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. Non-Voting

ARCHER-DANIELS-MIDLAND COMPANY  
ISSUER: 039483102

ADM  
ISIN:

ANNUAL

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR A.L. BOECKMANN M.H. CARTER V.F. HAYNES A. MACIEL P.J. MOORE M.B. MULRONEY T.F. O'NEILL K.R. WESTBROOK P.A. WOERTZ	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	ADOPT STOCKHOLDER S PROPOSAL NO. 1 (CODE OF CONDUCT REGARDING GLOBAL HUMAN RIGHTS STANDARDS.)	Shareholder	Against
03	ADOPT STOCKHOLDER S PROPOSAL NO. 2 (ADVISORY RESOLUTION TO RATIFY COMPENSATION LISTED IN SUMMARY COMPENSATION TABLE.)	Shareholder	Against

HELLENIC TELECOMMUNICATIONS ORG. S.A.  
ISSUER: 423325307  
SEDOL:

OTE  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF A SHARE BUY BACK PROGRAM, OF OTE	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 47 of 265

03	S.A. IN ACCORDANCE WITH THE ARTICLE 16 OF THE LAW 2190/1920.	Management	For
02	MISCELLANEOUS ANNOUNCEMENTS. AMENDMENTS TO THE CURRENT ARTICLES OF ASSOCIATION: ADDITION OF ARTICLE 5A (SHARES), AMENDMENTS OF ARTICLES 8 (BOARD OF DIRECTORS), 10 (COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS), 17	Management	For

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

(INVITATION - AGENDA OF THE GENERAL ASSEMBLY  
OF SHAREHOLDERS) AND 21 (SPECIAL QUORUM AND MAJORITY).

TRANSOCEAN INC.  
ISSUER: G90078109  
SEDOL:

RIG  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX G, WHICH PROVIDES FOR THE RECLASSIFICATION OF OUR ORDINARY SHARES.	Management	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR MEMORANDUM AND ARTICLES OF ASSOCIATION TO, AMONG OTHER THINGS, INCREASE THE MAXIMUM NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS OF TRANSOCEAN INC. FROM 13 TO 14, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
02	APPROVAL OF THE ISSUANCE OF OUR ORDINARY SHARES TO SHAREHOLDERS OF GLOBALSANTAFE CORPORATION IN THE MERGER UNDER THE TERMS OF THE AGREEMENT AND PLAN OF MERGER, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX A.	Management	For

DELTA NATURAL GAS COMPANY, INC.  
ISSUER: 247748106  
SEDOL:

DGAS  
ISIN:

CONSENT

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR LINDA K. BREATHITT LANNY D. GREER	Management Management Management	For For For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 48 of 265

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

BILLY JOE HALL

Management For

CAMPBELL SOUP COMPANY  
ISSUER: 134429109  
SEDOL:

CPB  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	EDMUND M. CARPENTER	Management	For
	PAUL R. CHARRON	Management	For
	DOUGLAS R. CONANT	Management	For
	BENNETT DORRANCE	Management	For
	KENT B. FOSTER	Management	For
	HARVEY GOLUB	Management	For
	RANDALL W. LARRIMORE	Management	For
	PHILIP E. LIPPINCOTT	Management	For
	MARY ALICE D. MALONE	Management	For
	SARA MATHEW	Management	For
	DAVID C. PATTERSON	Management	For
	CHARLES R. PERRIN	Management	For
	A. BARRY RAND	Management	For
	GEORGE STRAWBRIDGE, JR.	Management	For
	LES C. VINNEY	Management	For
02	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

ENERGY EAST CORPORATION  
ISSUER: 29266M109  
SEDOL:

EAS  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF JUNE 25, 2007 AMONG IBERDROLA, S.A., GREEN ACQUISITION CAPITAL, INC. AND ENERGY EAST CORPORATION.	Management	For
02	APPROVAL OF ANY PROPOSAL TO ADJOURN THE SPECIAL	Management	For

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

MEETING TO A LATER DATE, IF NECESSARY.

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 49 of 265

LYONDELL CHEMICAL COMPANY  
 ISSUER: 552078107  
 SEDOL:

LYO  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 16, 2007, AMONG BASELL AF, BIL ACQUISITION HOLDINGS LIMITED AND LYONDELL CHEMICAL COMPANY, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For
02	ADJOURN THE SPECIAL MEETING OF SHAREHOLDERS IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For

BHP BILLITON LIMITED  
 ISSUER: 088606108  
 SEDOL:

BHP  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
22	TO APPROVE THE AMENDMENT TO THE CONSTITUTION OF BHP BILLITON LTD.	Management	For
21	TO APPROVE THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC.	Management	For
20	TO APPROVE THE GRANT OF AWARDS TO MR C W GOODYEAR UNDER THE GIS.	Management	For
19	TO APPROVE THE GRANT OF AWARDS TO MR M J KLOPPERS UNDER THE GIS AND THE LTIP.	Management	For
18	TO APPROVE THE 2007 REMUNERATION REPORT.	Management	For
17H	TO APPROVE THE CANCELLATION OF SHARES IN BHP	Management	For

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

	BILLITON PLC HELD BY BHP BILLITON LTD ON 30 NOVEMBER 2008.		
17G	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 SEPTEMBER 2008.	Management	For
17F	TO APPROVE THE CANCELLATION OF SHARES IN BHP	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 50 of 265

	BILLITON PLC HELD BY BHP BILLITON LTD ON 31 JULY 2008.		
17E	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 JUNE 2008.	Management	For
17D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 MAY 2008.	Management	For
17C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 APRIL 2008.	Management	For
17B	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 FEBRUARY 2008.	Management	For
17A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 DECEMBER 2007.	Management	For
16	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC.	Management	For
15	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC.	Management	For
14	TO RENEW THE GENERAL AUTHORITY TO ALLOT SHARES IN BHP BILLITON PLC.	Management	For
13	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC.	Management	For
12	TO RE-ELECT DR D A L JENKINS AS A DIRECTOR OF BHP BILLITON LTD.	Management	For
11	TO RE-ELECT DR D A L JENKINS AS A DIRECTOR OF BHP BILLITON PLC.	Management	For
10	TO RE-ELECT THE HON E G DE PLANQUE AS A DIRECTOR OF BHP BILLITON LTD.	Management	For
09	TO RE-ELECT THE HON E G DE PLANQUE AS A DIRECTOR OF BHP BILLITON PLC.	Management	For
08	TO RE-ELECT MR C A S CORDEIRO AS A DIRECTOR OF BHP BILLITON LTD.	Management	For
07	TO RE-ELECT MR C A S CORDEIRO AS A DIRECTOR OF BHP BILLITON PLC.	Management	For
06	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON LTD.	Management	For
05	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON PLC.	Management	For
04	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON LTD.	Management	For
03	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON PLC.	Management	For

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

02	TO RECEIVE THE 2007 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LTD.	Management	For
01	TO RECEIVE THE 2007 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON PLC.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 51 of 265

COPART, INC.  
 ISSUER: 217204106  
 SEDOL:

CPRT  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
03	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE COMPANY FOR THE CURRENT FISCAL YEAR ENDING JULY 31, 2008.	Management	For
02	APPROVAL OF THE ADOPTION OF THE 2007 EQUITY INCENTIVE PLAN.	Management	Against
01	DIRECTOR WILLIS J. JOHNSON A. JAYSON ADAIR JAMES E. MEEKS STEVEN D. COHAN DANIEL J. ENGLANDER BARRY ROSENSTEIN THOMAS W. SMITH	Management Management Management Management Management Management Management	For For For For For For For

CAMERON INTERNATIONAL CORPORATION  
 ISSUER: 13342B105  
 SEDOL:

CAM  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	AMENDMENT TO THE COMPANY S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 150,000,000 TO 400,000,000.	Management	For



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

DOW JONES & COMPANY, INC.  
 ISSUER: 260561105  
 SEDOL:

DJ  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 52 of 265

02	PLAN OF MERGER, DATED AS OF JULY 31, 2007, BY AND AMONG NEWS CORPORATION, RUBY NEWCO LLC, DOW JONES AND DIAMOND MERGER SUB CORPORATION, AS THIS AGREEMENT MAY BE AMENDED PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT	Management	For
----	---	------------	-----

FANNIE MAE  
 ISSUER: 313586109  
 SEDOL:

FNM  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR STEPHEN B. ASHLEY DENNIS R. BERESFORD LOUIS J. FREEH BRENDA J. GAINES KAREN N. HORN, PH.D. BRIDGET A. MACASKILL	Management Management Management Management Management Management	For For For For For For

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

	DANIEL H. MUDD	Management	For
	LESLIE RAHL	Management	For
	JOHN C. SITES, JR.	Management	For
	GREG C. SMITH	Management	For
	H. PATRICK SWYGERT	Management	For
	JOHN K. WULFF	Management	For
02	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE FANNIE MAE STOCK COMPENSATION PLAN OF 2003.	Management	For
04	PROPOSAL TO REQUIRE SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder	Against
05	PROPOSAL TO AUTHORIZE CUMULATIVE VOTING.	Shareholder	Against

HARMAN INTERNATIONAL INDUSTRIES, INC.  
 ISSUER: 413086109  
 SEDOL:

HAR  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 53 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR A. MCLAUGHLIN KOROLOGOS DR. HARALD EINSMANN	Management Management Management	For For For
02	APPROVAL OF THE 2007 KEY EXECUTIVE OFFICERS BONUS PLAN	Management	For

ALTADIS SA  
 ISSUER: E0432C106  
 SEDOL: B02T9V8, 5843114, 5860652, B0YLW13, 5444012

ALT.MC  
 ISIN: ES0177040013 EGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT	Non-Voting	

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

REACH QUORUM, THERE WILL BE A SECOND CALL ON 18 DEC 2007. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.

- |    |   |            |     |
|----|---|------------|-----|
| 1. | MODIFICATION OF ARTICLE 24 (VOTING RIGHTS) OF THE COMPANY BY-LAWS AND OF ARTICLE 24.1 (ADOPTION OF RESOLUTIONS AND ANNOUNCEMENT OF RESULTS) OF THE REGULATIONS OF THE GENERAL SHAREHOLDERS MEETING  | Management | For |
| 2. | DELEGATION OF POWERS TO EXECUTE, CONSTRUE, RECTIFY, REGISTER AND GIVE EFFECT TO THE RESOLUTIONS PASSED AT THE GENERAL SHAREHOLDERS MEETING  | Management | For |
| *  | PLEASE NOTE: ATTENDANCE PREMIUM (0.10 EUROS GROSS PER SHARE): SHAREHOLDERS WHO PARTICIPATE IN ANY FORM AT THE EGM, WHETHER DIRECTLY, BY PROXY, OR BY LONG-DISTANCE VOTING, SHALL BE ENTITLED TO RECEIVE AN ATTENDANCE PREMIUM OF TEN EURO CENTS GROSS PER SHARE, PROVIDED THAT THEY HAVE THEM RECORDED IN THE PERTINENT BOOK-ENTRY LEDGER FIVE DAYS IN ADVANCE OF THE DATE SCHEDULED FOR THE EGM. | Non-Voting |     |
| *  | PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ALTADIS S.A., CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: <a href="http://www.altadis.com/en/index.php">HTTP://WWW..ALTADIS.COM/EN/INDEX.PHP</a>  | Non-Voting |     |
| *  | PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITIONAL COMMENTS AND NORMAL MEETING BEEN CHANGED TO ISSUER  | Non-Voting |     |

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 54 of 265

PAY MEETING. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

WALGREEN CO.  
 ISSUER: 931422109  
 SEDOL:

WAG  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR WILLIAM C. FOOTE ALAN G. MCNALLY CORDELL REED	Management Management Management Management	For For For For

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

	JEFFREY A. REIN	Management	For
	NANCY M. SCHLICHTING	Management	For
	DAVID Y. SCHWARTZ	Management	For
	ALEJANDRO SILVA	Management	For
	JAMES A. SKINNER	Management	For
	MARILOU M. VON FERSTEL	Management	For
	CHARLES R. WALGREEN III	Management	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
03	SHAREHOLDER PROPOSAL REGARDING REPORTS DISCLOSING CHARITABLE CONTRIBUTIONS.	Shareholder	Against
04	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON THE ADOPTION, MAINTENANCE OR EXTENSION OF ANY POISON PILL.	Shareholder	For
05	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	Against

COGNOS INCORPORATED  
 ISSUER: 19244C109  
 SEDOL:

COGN  
 ISIN: SPECIAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 55 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	THE SPECIAL RESOLUTION APPROVING THE ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING THE ACQUISITION BY 1361454 ALBERTA ULC, AN INDIRECT SUBSIDIARY OF INTERNATIONAL BUSINESS MACHINES CORPORATION, OF ALL OF THE ISSUED AND OUTSTANDING COMMON SHARES OF COGNOS INCORPORATED IN EXCHANGE FOR US\$58.00 PER COMMON SHARE, IN THE FORM SET FORTH IN APPENDIX A TO THE MANAGEMENT PROXY CIRCULAR DATED DECEMBER 10, 2007.	Management	For

ALBERTO-CULVER COMPANY  
 ISSUER: 013078100  
 SEDOL:

ACV  
 ISIN: ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR THOMAS A. DATTILO JIM EDGAR SAM J. SUSSER	Management Management Management Management	For For For For
02	APPROVAL OF THE EMPLOYEE STOCK OPTION PLAN OF 2006, AS AMENDED.	Management	For
03	APPROVAL OF THE MANAGEMENT INCENTIVE PLAN, AS AMENDED.	Management	For
04	APPROVAL OF THE 2006 SHAREHOLDER VALUE INCENTIVE PLAN, AS AMENDED.	Management	For
05	APPROVAL OF THE 2006 RESTRICTED STOCK PLAN, AS AMENDED.	Management	For

SALLY BEAUTY HOLDINGS, INC.  
ISSUER: 79546E104  
SEDOL:

SBH  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2008.	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 56 of 265

01	DIRECTOR KATHLEEN J. AFFELDT WALTER L. METCALFE, JR. EDWARD W. RABIN GARY G. WINTERHALTER	Management Management Management Management Management	For For For For For
----	---	--	---------------------------------

ASHLAND INC.  
ISSUER: 044209104

ASH  
ISIN:

ANNUAL

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR BERNADINE P. HEALY MD KATHLEEN LIGOCKI JAMES J. O'BRIEN BARRY W. PERRY	Management Management Management Management Management	For For For For For
02	RATIFICATION OF ERNST & YOUNG AS INDEPENDENT AUDITORS FOR FISCAL 2008.	Management	For
03	SHAREHOLDER PROPOSAL TO INITIATE THE APPROPRIATE PROCESS TO IMPLEMENT MAJORITY VOTING FOR ELECTION OF DIRECTORS.	Shareholder	Against

PT MULTIMEDIA SERVICOS DE TELECOMUNICACOES E MULTIMEDIA S G P S S A PTM.LS EGM MEE  
 ISSUER: X70127109 ISIN: PTPTM0AM0008 BLOCKIN  
 SEDOL: B28LGH7, 5823990, B0BM695, B02P110, 5811412, B0BKJ67, B0B9GS5

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	AMEND ARTICLE 1, PARAGRAPH 1 OF ARTICLE 15 AND PARAGRAPH 1 OF ARTICLE 17 OF THE ARTICLES OF ASSOCIATION	Management	Take No Action
2.	APPOINT THE MEMBERS OF THE BOARD OF DIRECTORS	Management	Take No Action
3.	APPROVE THE CHANGE IN COMPOSITION OF THE BOARD OF DIRECTORS	Management	Take No Action
4.	APPROVE THE REMUNERATION OF THE MEMBERS OF THE COMPENSATION COMMITTEE	Management	Take No Action

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 57 of 265

THE LACLEDE GROUP, INC.  
 ISSUER: 505597104  
 SEDOL:

LG  
 ISIN:

ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2008	Management	For
01	DIRECTOR EDWARD L. GLOTZBACH W. STEPHEN MARITZ JOHN P. STUPP, JR.	Management Management Management Management	For For For For

WHX CORPORATION  
ISSUER: 929248508  
SEDOL:

WXCP  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO AUTHORIZE THE BOARD OF DIRECTORS, AT ITS DISCRETION, TO AMEND WHX S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE WHX S AUTHORIZED CAPITAL STOCK FROM 55,000,000 SHARES, CONSISTING OF 50,000,000 SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE, AND 5,000,000 SHARES OF PREFERRED STOCK, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For

ATMOS ENERGY CORPORATION  
ISSUER: 049560105  
SEDOL:

ATO  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 58 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

02	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2008.	Management	For
01	DIRECTOR	Management	For
	TRAVIS W. BAIN II	Management	For
	DAN BUSBEE	Management	For
	RICHARD W. DOUGLAS	Management	For
	RICHARD K. GORDON	Management	For

COMMERCE BANCORP, INC.  
ISSUER: 200519106  
SEDOL:

CBH  
ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	TO ADJOURN OR POSTPONE THE COMMERCE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES.	Management	For
01	TO APPROVE THE PLAN OF MERGER CONTAINED IN THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 2, 2007, BY AND AMONG THE TORONTO-DOMINION BANK ( TD ), CARDINAL MERGER CO. ( MERGER SUB ) AND COMMERCE BANCORP, INC. ( COMMERCE ), AS AMENDED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For

ROCKWELL AUTOMATION, INC.  
ISSUER: 773903109  
SEDOL:

ROK  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
C	TO APPROVE THE ROCKWELL AUTOMATION, INC. 2008 LONG-TERM INCENTIVES PLAN.	Management	Against
B	TO APPROVE THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
A	DIRECTOR	Management	For



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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 59 of 265

BRUCE M. ROCKWELL  
 JOSEPH F. TOOT, JR.

Management For  
 Management For

INGLES MARKETS, INCORPORATED  
 ISSUER: 457030104  
 SEDOL:

IMKTA  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR FRED D. AYERS JOHN O. POLLARD	Management Management Management	For For For

NATIONAL FUEL GAS COMPANY  
 ISSUER: 636180101  
 SEDOL:

NFG  
 ISIN:

CONTEST

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
01	DIRECTOR ROBERT T. BRADY ROLLAND E. KIDDER JOHN F. RIORDAN	Management Management Management Management	For For For For

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

01	DIRECTOR	Management	For
	ROBERT T. BRADY	Management	For
	ROLLAND E. KIDDER	Management	For
	JOHN F. RIORDAN	Management	For
	FREDERIC V. SALERNO	Management	For
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS	Management	For
	THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING		
	FIRM		

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 60 of 265

TYCO ELECTRONICS LTD.  
 ISSUER: G9144P105  
 SEDOL:

TEL  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	PIERRE R. BRONDEAU	Management	For
	RAM CHARAN	Management	For
	JUERGEN W. GROMER	Management	For
	ROBERT M. HERNANDEZ	Management	For
	THOMAS J. LYNCH	Management	For
	DANIEL J. PHELAN	Management	For
	FREDERIC M. POSES	Management	For
	LAWRENCE S. SMITH	Management	For
	PAULA A. SNEED	Management	For
	DAVID P. STEINER	Management	For
	SANDRA S. WIJNBERG	Management	For
02	APPOINTMENT OF DELOITTE & TOUCHE LLP AS TYCO	Management	For
	ELECTRONICS INDEPENDENT AUDITOR AND AUTHORIZATION		
	OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS		
	TO SET THE INDEPENDENT AUDITOR S REMUNERATION		

WHOLE FOODS MARKET, INC.  
 ISSUER: 966837106  
 SEDOL:

WFMI  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
04	SHAREHOLDER PROPOSAL REGARDING SEPARATING THE ROLES OF COMPANY CHAIRMAN OF THE BOARD AND CEO.	Shareholder	Against
03	SHAREHOLDER PROPOSAL REGARDING THE FUTURE ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS BY A MAJORITY VOTE.	Shareholder	Against
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG, LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2008.	Management	For
01	DIRECTOR DR. JOHN B. ELSTROTT GABRIELLE E. GREENE HASS HASSAN	Management Management Management Management	For For For For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 61 of 265

JOHN P. MACKEY	Management	For
MORRIS J. SIEGEL	Management	For
DR. RALPH Z. SORENSON	Management	For

WM. WRIGLEY JR. COMPANY  
 ISSUER: 982526105  
 SEDOL:

WWY  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JOHN RAU A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE	Management	For
1B	ELECTION OF DIRECTOR: RICHARD K. SMUCKER A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE	Management	For
1C	ELECTION OF DIRECTOR: WILLIAM WRIGLEY, JR. A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE	Management	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JOHN RAU A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE	Management	For
1B	ELECTION OF DIRECTOR: RICHARD K. SMUCKER A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE	Management	For
1C	ELECTION OF DIRECTOR: WILLIAM WRIGLEY, JR. A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE	Management	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For

TYCO INTERNATIONAL LTD  
ISSUER: G9143X208  
SEDOL:

TYC  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 62 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	DENNIS C. BLAIR	Management	For
	EDWARD D. BREEN	Management	For
	BRIAN DUPERREREAULT	Management	For
	BRUCE S. GORDON	Management	For
	RAJIV L. GUPTA	Management	For
	JOHN A. KROL	Management	For
	BRENDAN R. O'NEILL	Management	For
	WILLIAM S. STAVROPOULOS	Management	For
	SANDRA S. WIJNBERG	Management	For
	JEROME B. YORK	Management	For
	TIMOTHY M. DONAHUE	Management	For
03	AMENDMENTS TO THE COMPANY S BYE-LAWS	Management	For
02	RE-APPOINTMENT 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	For

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

COVIDIEN LTD  
ISSUER: G2552X108  
SEDOL:

COV  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION OF THE AUDIT COMMITTEE TO SET THE AUDITORS REMUNERATION	Management	For
1K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Management	For
1J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Management	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For
1H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Management	For
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Management	For
1F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Management	For
1E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Management	For
1D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Management	For
1C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Management	For
1B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Management	For
1A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 63 of 265

PHH CORPORATION  
ISSUER: 693320202  
SEDOL:

PHH  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ANN D. LOGAN GEORGE J. KILROY	Management Management Management	For For For

PETROLEO BRASILEIRO S.A. - PETROBRAS  
ISSUER: 71654V408  
SEDOL:

PBR  
ISIN:

SPECIAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
03	SPLIT OF THE SHARES THAT REPRESENT THE CAPITAL STOCK.	Management	For
2B	APPROVAL OF THE APPOINTMENT OF A SPECIALIZED COMPANY TO EVALUATE AND APPROVE THE RESPECTIVE ASSESSMENT REPORT ELABORATED FOR THE UPB S.A. INCORPORATION OPERATION, UNDER THE TERMS OF 1 AND 3 OF ART. 227, LAW NO. 6.404/76.	Management	For
2A	APPROVAL OF THE INCORPORATION PROTOCOL AND JUSTIFICATION, DATED FEBRUARY 29, 2008, SIGNED BY PETROBRAS, AS THE SURVIVING COMPANY, AND BY UPB S.A., AS THE ACQUIRED COMPANY, TOGETHER WITH THE RESPECTIVE PERTINENT DOCUMENTS, AND WITH UPB S.A. S INCORPORATION OPERATION APPROVAL.	Management	For
1B	APPROVAL OF THE APPOINTMENT OF A SPECIALIZED COMPANY TO EVALUATE AND APPROVE THE RESPECTIVE ASSESSMENT REPORT ELABORATED FOR THE PRAMOA PARTICIPACOES S.A. INCORPORATION OPERATION, UNDER THE TERMS OF 1 AND 3 OF ART. 227, LAW NO. 6.404/76.	Management	For
1A	APPROVAL OF THE INCORPORATION PROTOCOL AND JUSTIFICATION, DATED FEBRUARY 28, 2008, SIGNED BY PETROBRAS, AS THE SURVIVING COMPANY, AND BY PRAMOA PARTICIPACOES S.A., AS THE ACQUIRED COMPANY, TOGETHER WITH THE RESPECTIVE PERTINENT DOCUMENTS, AND WITH PRAMOA PARTICIPACOES S.A. S INCORPORATION OPERATION APPROVAL.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 64 of 265

PORTUGAL TELECOM SGPS S A  
 ISSUER: X6769Q104  
 SEDOL: B28LD09, 5466856, 5760365, 5825985, B02P109, 4676203, 5817186

PT  
 ISIN: PTPTC0AM0009  
 AGM MEE  
 BLOCKIN

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT FOR EVERY 500 SHARES YOU HAVE 1 VOTING RIGHT. THANK YOU.	Non-Voting	

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

1.	APPROVE THE MANAGEMENT REPORT, BALANCE SHEET AND ACCOUNTS FOR 2007	Management	Take No Action
2.	APPROVE THE CONSOLIDATED MANAGEMENT REPORT, BALANCE SHEET AND ACCOUNTS FOR 2007	Management	Take No Action
3.	APPROVE THE APPLICATION OF PROFITS	Management	Take No Action
4.	APPROVE THE GENERAL APPRAISAL OF THE COMPANY MANAGEMENT AND SUPERVISION	Management	Take No Action
5.	RATIFY THE APPOINTMENT OF THE NEW MEMBERS OF THE BOARD OF DIRECTORS TO COMPLETE THE 2006-2008 TERM OF OFFICE	Management	Take No Action
6.	APPROVE THE ACQUISITION AND DISPOSAL OF OWN SHARE	Management	Take No Action
7.	APPROVE TO REDUCE THE SHARE CAPITAL UP TO EUR 3,077,400 FOR THE PURPOSE OF RELEASING EXCESS CAPITAL IN CONNECTION WITH A SHARE BUYBACK PROGRAMME, THROUGH THE CANCELLATION OF UP TO 102,580,000 SHARES REPRESENTING UP TO 10% OF THE SHARE CAPITAL TO BE ACQUIRED AS A RESULT OF THE IMPLEMENTATION OF THIS RESOLUTION, AS WELL AS ON RELATED RESERVE AND ON THE CORRESPONDING AMENDMENT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION, IN ORDER TO COMPLETE THE SHARE BUYBACK PROGRAM INCLUDED IN THE SHAREHOLDER REMUNERATION PACKAGE ANNOUNCED IN FEBRUARY 2007 BY THE BOARD OF DIRECTORS DURING THE PUBLIC TENDER OFFER THAT HAD BEEN LAUNCHED OVER THE COMPANY	Management	Take No Action
8.	APPROVE, PURSUANT TO PARAGRAPH 4 OF ARTICLE 8 OF THE ARTICLES OF ASSOCIATION ON THE PARAMETERS APPLICABLE IN THE EVENT OF ANY ISSUANCE OF BONDS CONVERTIBLE INTO SHARES THAT MAY BE RESOLVED UPON BY THE BOARD OF DIRECTORS	Management	Take No Action
11.	APPROVE THE ACQUISITION AND DISPOSAL OF OWN BONDS AND OTHER OWN SECURITIES	Management	Take No Action
9.	APPROVE THE SUPPRESSION OF THE PRE-EMPTIVE RIGHTS OF SHAREHOLDERS IN THE SUBSCRIPTION OF ANY ISSUANCE OF RESOLUTION 8 HEREOF AS MAY BE RESOLVED UPON BY THE BOARD OF DIRECTORS	Management	Take No Action

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 65 of 265

10.	APPROVE THE ISSUANCE OF BONDS AND OTHER SECURITIES WHATEVER NATURE BY THE BOARD OF DIRECTORS, AND NAMELY ON THE FIXING OF VALUE OF SUCH SECURITIES IN ACCORDANCE WITH PARAGRAPH 3 OF ARTICLE 8 SUB-PARAGRAPH 1(E) OF ARTICLE 15 OF THE ARTICLES OF ASSOCIATION	Management	Take No Action
12.	APPROVE THE REMUNERATION OF THE MEMBERS OF THE COMPENSATION COMMITTEE	Management	Take No Action

EDISON SPA, MILANO

ISSUER: T3552V114

SEDOL: B1BK8V2, 7513578, 7519822, B06MTB3, B28GWK7

EDIHF.PK

ISIN: IT0003152417

OGM MEE

BLOCKIN

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 03 APR 2008 AT 10.00. 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	
1.	APPROVE THE FINANCIAL STATEMENT AT 31 DEC 2007 ANY ADJOURNMENT THEREOF	Management	Take No Action
2.	APPOINT THE EMOLUMENTS OF THE CHAIRMAN AND THE DIRECTORS	Management	Take No Action
3.	APPOINT THE EMOLUMENTS OF THE BOARD OF AUDITORS	Management	Take No Action
	BEA SYSTEMS, INC. ISSUER: 073325102 SEDOL:	BEAS ISIN:	SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 16, 2008, AMONG BEA SYSTEMS, INC., ORACLE CORPORATION AND BRONCO ACQUISITION CORP.,	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 66 of 265

02	AS IT MAY BE AMENDED. TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO ADOPT THE MERGER AGREEMENT.	Management	For
----	--	------------	-----



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

PETROLEO BRASILEIRO S.A. - PETROBRAS  
 ISSUER: 71654V408  
 SEDOL:

PBR  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
O1	MANAGEMENT REPORT AND FINANCIAL STATEMENTS, TOGETHER WITH THE AUDIT COMMITTEE S REPORT FOR THE FISCAL YEAR ENDING ON DECEMBER 31, 2007.	Management	For
O2	2008 FISCAL YEAR CAPITAL BUDGET.	Management	For
O3	2007 FISCAL YEAR RESULT APPROPRIATION.	Management	For
O4	ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Management	For
O5	ELECTION OF THE PRESIDENT OF THE BOARD OF DIRECTORS.	Management	For
O6	ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE AND THEIR RESPECTIVE SUBSTITUTES.	Management	For
O7	DETERMINATION OF THE MANAGERS WAGES, INCLUDING THEIR PROFIT PARTICIPATION, PURSUANT TO ARTICLES 41 AND 56 OF THE ARTICLES OF INCORPORATION, AS WELL AS THAT OF THE FULL MEMBERS OF THE AUDIT COMMITTEE.	Management	For
E1	CAPITAL STOCK INCREASE VIA THE INCORPORATION OF PART OF THE CAPITAL RESERVES AND OF PROFIT RESERVES, FOR A TOTAL OF R\$26,323 MILLION, INCREASING THE CAPITAL STOCK FROM R\$52,644 MILLION TO R\$78,967 MILLION, WITHOUT CHANGING THE NUMBER OF ORDINARY AND PREFERRED SHARES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For

VALLEY NATIONAL BANCORP  
 ISSUER: 919794107  
 SEDOL:

VLV  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 67 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ANDREW B. ABRAMSON PAMELA R. BRONANDER	Management Management Management	For For For

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

ERIC P. EDELSTEIN	Management	For
M.J. STEELE GUILFOILE	Management	For
H. DALE HEMMERDINGER	Management	For
GRAHAM O. JONES	Management	For
WALTER H. JONES, III	Management	For
GERALD KORDE	Management	For
MICHAEL L. LARUSSO	Management	For
MARC J. LENNER	Management	For
GERALD H. LIPKIN	Management	For
ROBINSON MARKEL	Management	For
RICHARD S. MILLER	Management	For
BARNETT RUKIN	Management	For
SURESH L. SANI	Management	For

BANK OF NEW YORK MELLON CORP.  
 ISSUER: 064058100  
 SEDOL:

BK  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	FRANK J. BIONDI, JR.	Management	For
	RUTH E. BRUCH	Management	For
	NICHOLAS M. DONOFRIO	Management	For
	STEVEN G. ELLIOTT	Management	For
	GERALD L. HASSELL	Management	For
	EDMUND F. KELLY	Management	For
	ROBERT P. KELLY	Management	For
	RICHARD J. KOGAN	Management	For
	MICHAEL J. KOWALSKI	Management	For
	JOHN A. LUKE, JR.	Management	For
	ROBERT MEHRABIAN	Management	For
	MARK A. NORDENBERG	Management	For
	CATHERINE A. REIN	Management	For
	THOMAS A. RENYI	Management	For
	WILLIAM C. RICHARDSON	Management	For
	SAMUEL C. SCOTT III	Management	For
	JOHN P. SURMA	Management	For
	WESLEY W. VON SCHACK	Management	For
02	PROPOSAL TO APPROVE THE ADOPTION OF LONG-TERM	Management	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 68 of 265

INCENTIVE PLAN.

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

03	PROPOSAL TO APPROVE THE ADOPTION OF EMPLOYEE STOCK PURCHASE PLAN.	Management	For
04	PROPOSAL TO APPROVE THE ADOPTION OF EXECUTIVE INCENTIVE COMPENSATION PLAN.	Management	For
05	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	For
06	STOCKHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shareholder	Against
07	STOCKHOLDER PROPOSAL REQUESTING ANNUAL VOTE ON AN ADVISORY RESOLUTION TO RATIFY EXECUTIVE COMPENSATION.	Shareholder	Against

MORGAN STANLEY  
ISSUER: 617446448  
SEDOL:

MS ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
05	SHAREHOLDER PROPOSAL REGARDING HUMAN RIGHTS REPORT	Shareholder	Against
04	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION ADVISORY VOTE	Shareholder	Against
03	TO AMEND AND RESTATE THE CERTIFICATE OF INCORPORATION TO ELIMINATE ALL SUPERMAJORITY VOTING REQUIREMENTS	Management	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR	Management	For
1K	ELECTION OF DIRECTOR: LAURA D. TYSON	Management	For
1J	ELECTION OF DIRECTOR: O. GRIFFITH SEXTON	Management	For
1I	ELECTION OF DIRECTOR: CHARLES E. PHILLIPS, JR.	Management	For
1H	ELECTION OF DIRECTOR: HUTHAM S. OLAYAN	Management	For
1G	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management	For
1F	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	For
1E	ELECTION OF DIRECTOR: JOHN J. MACK	Management	For
1D	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Management	For
1C	ELECTION OF DIRECTOR: HOWARD J. DAVIES	Management	For
1B	ELECTION OF DIRECTOR: ERSKINE B. BOWLES	Management	For
1A	ELECTION OF DIRECTOR: ROY J. BOSTOCK	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 69 of 265

PARMALAT S P A  
ISSUER: T7S73M107  
SEDOL: B0SSTS6, B28L707, B0LTJS6, B09RG69

PMLAY.PK AGM MEE  
ISIN: IT0003826473 BLOCKIN

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 09 APR 2008. 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	
1.	APPROVE THE BALANCE SHEET, INCOME STATEMENT AND ADDITIONAL NOTE AT 31 DEC 2007; REPORTING ON THE MANAGEMENT WITH PROPOSAL FOR PROFIT DISTRIBUTION; ANALYSIS OF THE BOARD OF AUDITORS REPORTING; RELATED AND CONSEQUENTIAL RESOLUTIONS	Management	Take No Action
2.	APPOINT THE BOARD OF DIRECTORS, TENOR OF ITS OFFICE AND RELATED EMOLUMENTS; RELATED AND CONSEQUENTIAL RESOLUTIONS	Management	Take No Action
3.	APPOINT THE BOARD OF AUDITORS AND RELATED EMOLUMENTS, RELATED AND CONSEQUENTIAL RESOLUTIONS AS SPECIFIED	Management	Take No Action
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	

PARMALAT S P A  
ISSUER: 70175R102  
SEDOL: B0GWD77

PMLAY.PK  
ISIN: US70175R1023

OGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 09 APR 2008. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA	Non-Voting	

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 70 of 265

*	IS AMENDED. THANK YOU. PLEASE BE ADVISED THAT IT IS NOT POSSIBLE TO VOTE ABSTAIN TO THE RESOLUTIONS OF THIS MEETING. THANK YOU.	Non-Voting	
1.	RECEIVE THE BALANCE SHEET, FINANCIAL STATEMENTS	Management	For

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

AS OF 31 DEC 2007 AND REPORT ON OPERATIONS, WITH THE RELEVANT PROPOSAL OF DISTRIBUTION OF PROFITS, EXAM OF THE REPORT OF THE BOARD OF STATUTORY AUDITORS; CONSEQUENT RESOLUTION

2.1	ELECT THE BOARD OF DIRECTORS	Management	For
2.2	APPROVE TO DETERMINE THE TERM OF OFFICE AND THE COMPENSATION OF THE BOARD OF DIRECTORS; CONSEQUENT RESOLUTION	Management	For
3.1	ELECT THE BOARD OF STATUTORY AUDITORS	Management	For
3.2	APPROVE TO DETERMINE THE COMPENSATION OF THE STATUTORY AUDITORS; CONSEQUENT RESOLUTION	Management	For

PARMALAT S P A  
 ISSUER: T7S73M107  
 SEDOL: B0SSTS6, B28L707, B0LTJS6, B09RG69

PMLAY.PK  
 ISIN: IT0003826473  
 AGM MEE  
 BLOCKIN

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 09 APR 2008. 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	
*	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 449205 DUE TO RECEIPT OF DIRECTORS AND AUDITORS NAMES ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
3.3	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU. APPOINT MR. MARIO MAGENES TO THE BOARD OF STATUTORY AUDITOR	Non-Voting Management	Take No Action
3.4	APPOINT MR. MASSIMO COLAVOLPE TO THE BOARD OF ALTERNATE AUDITOR	Management	Take No Action

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 71 of 265

3.5	APPOINT MR. MARCO BENVENUTO LOVATI AS TO THE BOARD OF ALTERNATE AUDITOR	Management	Take No Action
1.	APPROVE THE BALANCE SHEET, INCOME STATEMENT AND ADDITIONAL NOTE AT 31 DEC 2007; REPORTING ON THE MANAGEMENT WITH PROPOSAL FOR PROFIT DISTRIBUTION; ANALYSIS OF THE BOARD OF AUDITORS REPORTING;	Management	Take No Action

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

RELATED AND CONSEQUENTIAL RESOLUTIONS			
2.1	APPOINT MR. RAFFAELE PICELLA AS A BOARD OF DIRECTOR	Management	Take No Action
2.2	APPOINT MR. MASSIMO CONFORTINI (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.3	APPOINT MR. ENRICO BONDI AS A BOARD OF DIRECTOR	Management	Take No Action
2.4	APPOINT MR. VITTORIO MINCATO (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.5	APPOINT MR. MARZIO SAA (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.6	APPOINT MR. CARLO SECCHI (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.7	APPOINT MR. FERDINANDO SUPERTI FURGA (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.8	APPOINT MR. PIERGIORGIO ALBERTI (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.9	APPOINT MR. MARCO DE BENEDETTI (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.10	APPOINT MR. ANDREA GUERRA (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
2.11	APPOINT MR. ERDER MINGOLI (INDEPENDENT) AS A BOARD OF DIRECTOR	Management	Take No Action
3.1	APPOINT MR. ALESSANDRO DOLCETTI TO THE BOARD OF STATUTORY AUDITOR	Management	Take No Action
3.2	APPOINT MR. ENZIO BERMANI TO THE BOARD OF STATUTORY AUDITOR	Management	Take No Action

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)  
ISSUER: 806857108  
SEDOL:

SLB  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	P. CAMUS	Management	For
	J.S. GORELICK	Management	For
	A. GOULD	Management	For
	T. ISAAC	Management	For
	N. KUDRYAVTSEV	Management	For
	A. LAJOUS	Management	For
	M.E. MARKS	Management	For
	D. PRIMAT	Management	For
	L.R. REIF	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 72 of 265

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

	T.I. SANDVOLD	Management	For
	N. SEYDOUX	Management	For
	L.G. STUNTZ	Management	For
02	ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS	Management	For
03	APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008 STOCK INCENTIVE PLAN	Management	For
04	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For

WADDELL & REED FINANCIAL, INC.  
ISSUER: 930059100  
SEDOL:

WDR ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ALAN W. KOSLOFF JERRY W. WALTON	Management Management Management	For For For
02	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE WADDELL & REED FINANCIAL, INC. 2003 EXECUTIVE INCENTIVE PLAN, AS AMENDED AND RESTATED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
03	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2008.	Management	For
04	STOCKHOLDER PROPOSAL TO REQUIRE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder	Against

DISCOVER FINANCIAL SERVICES  
ISSUER: 254709108  
SEDOL:

DFS ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	TO ELECT JEFFREY S. ARONIN AS A DIRECTOR	Management	For
1B	TO ELECT MARY K. BUSH AS A DIRECTOR	Management	For
1C	TO ELECT GREGORY C. CASE AS A DIRECTOR	Management	For
1D	TO ELECT DENNIS D. DAMMERMAN AS A DIRECTOR	Management	For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 73 of 265

1E	TO ELECT ROBERT M. DEVLIN AS A DIRECTOR	Management	For
1F	TO ELECT PHILIP A. LASKAWY AS A DIRECTOR	Management	For
1G	TO ELECT MICHAEL H. MOSKOW AS A DIRECTOR	Management	For
1H	TO ELECT DAVID W. NELMS AS A DIRECTOR	Management	For
1I	TO ELECT MICHAEL L. RANKOWITZ AS A DIRECTOR	Management	For
1J	TO ELECT E. FOLLIN SMITH AS A DIRECTOR	Management	For
1K	TO ELECT LAWRENCE A. WEINBACH AS A DIRECTOR	Management	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR	Management	For

T. ROWE PRICE GROUP, INC.  
 ISSUER: 74144T108  
 SEDOL:

TROW  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
04	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AND FURTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS AND POSTPONEMENTS THEREOF	Management	For
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
02	APPROVAL OF THE PROPOSED CHARTER AMENDMENT TO INCREASE AUTHORIZED COMMON STOCK	Management	For
1I	ELECTION OF DIRECTOR: ANNE MARIE WHITEMORE	Management	For
1H	ELECTION OF DIRECTOR: DWIGHT S. TAYLOR	Management	For
1G	ELECTION OF DIRECTOR: DR. ALFRED SOMMER	Management	For
1F	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Management	For
1E	ELECTION OF DIRECTOR: JAMES A.C. KENNEDY	Management	For
1D	ELECTION OF DIRECTOR: DONALD B. HEBB, JR.	Management	For
1C	ELECTION OF DIRECTOR: J. ALFRED BROADDUS, JR.	Management	For
1B	ELECTION OF DIRECTOR: JAMES T. BRADY	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 74 of 265



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

1A ELECTION OF DIRECTOR: EDWARD C. BERNARD Management For

CADBURY SCHWEPPES PLC  
ISSUER: 127209302  
SEDOL:

CSG  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
CA1	TO CONSIDER, AND IF THOUGHT FIT, TO APPROVE (WITH OR WITHOUT MODIFICATION) THE SCHEME OF ARRANGEMENT REFERRED TO IN THE NOTICE OF COURT MEETING DATED 19 MARCH, 2008.	Management	For
EB1	TO APPROVE THE SCHEME OF ARRANGEMENT (WITH OR WITHOUT MODIFICATION), THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND OTHER RELATED MATTERS.	Management	For
C2	TO DECLARE THE FINAL DIVIDEND.	Management	For
C3	TO APPROVE THE DIRECTOR S REMUNERATION REPORT.	Management	For
C4	TO RE-APPOINT WOLFGANG BERNDT AS A DIRECTOR.	Management	For
C5	TO RE-APPOINT LORD PATTEN AS A DIRECTOR.	Management	For
C6	TO RE-APPOINT BOB STACK AS A DIRECTOR.	Management	For
C7	TO RE-APPOINT GUY ELLIOTT AS A DIRECTOR.	Management	For
C8	TO RE-APPOINT ELLEN MARRAM AS A DIRECTOR.	Management	For
C9	TO RE-APPOINT DELOITTE & TOUCHE LLP AS AUDITORS.	Management	For
C10	TO AUTHORISE THE DIRECTORS TO SET THE AUDITORS FEES.	Management	For
C11	TO AUTHORISE THE DIRECTORS TO ALLOT FURTHER SHARES.	Management	For
C12	TO DISAPPLY PRE-EMPTION RIGHTS.	Management	For
C13	TO AUTHORISE THE COMPANY TO BUY BACK SHARES.	Management	For
EB2	TO APPROVE, SUBJECT TO THE PASSING OF RESOLUTION 1, THE DEMERGER OF AMERICAS BEVERAGES, INCLUDING THE CADBURY PLC REDUCTION OF CAPITAL AND THE ENTRY INTO THE DEMERGER AGREEMENTS.	Management	For
EB3	TO APPROVE THE PROPOSED CADBURY PLC REDUCTION OF CAPITAL (AS DEFINED IN THE CIRCULAR AND DESCRIBED IN PART II EXPLANATORY STATEMENT OF THE CIRCULAR).	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 75 of 265

EB4	TO APPROVE, SUBJECT TO THE PASSING OF RESOLUTIONS 1 AND 2, THE AMENDMENTS TO THE EXECUTIVE SHARE SCHEMES.	Management	For
EB5	TO APPROVE, SUBJECT TO THE PASSING OF RESOLUTION 1, THE ESTABLISHMENT BY CADBURY PLC OF THE CADBURY	Management	For

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

	PLC 2008 SHARE OPTION PLAN, THE CADBURY PLC 2008 LONG TERM INCENTIVE PLAN, THE CADBURY PLC 2008 BONUS SHARE RETENTION PLAN AND THE CADBURY PLC 2008 INTERNATIONAL SHARE AWARD PLAN.		
EB6	TO APPROVE, SUBJECT TO THE PASSING OF RESOLUTION 1, THE ESTABLISHMENT BY CADBURY PLC OF THE CADBURY PLC 2008 SAVINGS RELATED SHARE OPTION SCHEME, THE CADBURY PLC 2008 IRISH SAVINGS RELATED SHARE OPTION SCHEME, THE CADBURY PLC 2008 IRISH AVC SAVINGS RELATED SHARE OPTION SCHEME, THE CADBURY PLC 2008 INTERNATIONAL SAVINGS RELATED SHARE OPTION SCHEME, THE CADBURY PLC 2008 US EMPLOYEES SHARE OPTION PLAN, THE CADBURY PLC 2008 AMERICAS EMPLOYEES SHARE OPTION PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
C1	TO RECEIVE THE 2007 FINANCIAL STATEMENTS AND THE 2007 ANNUAL REPORT AND ACCOUNTS.	Management	For
EB7	TO APPROVE, SUBJECT TO THE PASSING OF RESOLUTION 1, THE ESTABLISHMENT BY CADBURY PLC OF ADDITIONAL SHARE SCHEMES TO THOSE MENTIONED IN RESOLUTIONS 4 AND 6 FOR THE BENEFIT OF OVERSEAS EMPLOYEES OF CADBURY PLC AND ITS SUBSIDIARIES.	Management	For
EB8	TO APPROVE, SUBJECT TO THE PASSING OF RESOLUTION 1 AND 5, THE INCREASE IN THE MAXIMUM VALUE OF AN ANNUAL AWARD UNDER THE CADBURY PLC 2008 LONG TERM INCENTIVE PLAN TO 300% OF BASIC PAY.	Management	For

COMPANIA DE TELECOMUNICACIONES DE CHILE  
ISSUER: 204449300  
SEDOL:

CTC  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
A1	APPROVAL OF THE ANNUAL REPORT, BALANCE SHEET, INCOME STATEMENT AND REPORTS OF ACCOUNT INSPECTORS AND INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007.	Management	For
A2	APPROVAL OF DISTRIBUTION OF NET INCOME FOR FISCAL YEAR ENDED DECEMBER 31, 2007 AND THE PAYMENT OF A FINAL DIVIDEND.	Management	For
A5	APPROVAL TO APPOINT THE DOMESTIC CREDIT RATING AGENCIES AND TO DETERMINE THEIR COMPENSATION.	Management	For
A8	APPROVAL OF THE COMPENSATION FOR THE DIRECTORS	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 76 of 265

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

	COMMITTEE MEMBERS AND OF THE DIRECTORS COMMITTEE BUDGET, TO BE ASSIGNED UNTIL THE NEXT GENERAL SHAREHOLDERS MEETING.		
A9	APPROVAL OF THE COMPENSATION FOR THE AUDIT COMMITTEE MEMBERS AND OF THE AUDIT COMMITTEE BUDGET, TO BE ASSIGNED UNTIL THE NEXT GENERAL SHAREHOLDERS MEETING.	Management	For
A11	APPROVAL OF THE INVESTMENT AND FINANCING STRATEGY PROPOSED BY MANAGEMENT (ACCORDING TO DECREE LAW 3,500).	Management	For
A14	APPROVAL OF A SANTIAGO NEWSPAPER IN WHICH TO PUBLISH THE NOTICES FOR FUTURE SHAREHOLDERS MEETINGS AND DIVIDEND PAYMENTS, IF APPROPRIATE.	Management	For
E1	APPROVAL OF CAPITAL REDUCTION OF CH\$39,243,440,485, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	For
E2	APPROVAL TO MODIFY THE COMPANY S BYLAWS, TO REFLECT THE APPROVED AGREEMENTS.*	Management	For
E3	APPROVAL TO ADOPT THE NECESSARY PROCEDURES TO FORMALIZE THE AGREEMENTS REACHED AT THE EXTRAORDINARY SHAREHOLDERS MEETING.	Management	For

FIFTH THIRD BANCORP  
ISSUER: 316773100  
SEDOL:

FITB  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
06	SHAREHOLDER PROPOSAL TO REQUEST THE BOARD OF DIRECTORS TO IMMEDIATELY ENGAGE THE SERVICES OF AN INVESTMENT BANKING FIRM TO ACTIVELY SEEK A SALE OR MERGER OF THE COMPANY ON TERMS THAT WILL MAXIMIZE SHARE VALUE FOR THE SHAREHOLDERS.	Shareholder	Against
05	PROPOSAL TO APPROVE THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR 2008.	Management	For
04	PROPOSAL TO AMEND ARTICLE II, SECTION 1 OF THE CODE OF REGULATIONS, AS AMENDED, TO AMEND THE PROVISIONS FOR FIXING THE DATE OF THE ANNUAL MEETING OF STOCKHOLDERS.	Management	For
03	PROPOSAL TO APPROVE THE FIFTH THIRD BANCORP 2008 INCENTIVE COMPENSATION PLAN, INCLUDING THE ISSUANCE OF UP TO 33,000,000 SHARES OF COMMON STOCK THEREUNDER.	Management	Against
02	PROPOSAL TO AMEND ARTICLE FOURTH OF THE AMENDED ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK, FROM 1,300,000,000 TO 2,000,000,000 SHARES.	Management	For
01	DIRECTOR	Management	For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 77 of 265

DARRYL F. ALLEN	Management	For
JOHN F. BARRETT	Management	For
U.L. BRIDGEMAN, JR.	Management	For
JAMES P. HACKETT	Management	For
GARY R. HEMINGER	Management	For
ALLEN M. HILL	Management	For
KEVIN T. KABAT	Management	For
ROBERT L. KOCH II	Management	For
M.D. LIVINGSTON, PH.D	Management	For
HENDRIK G. MEIJER	Management	For
JAMES E. ROGERS	Management	For
GEORGE A. SCHAEFER, JR.	Management	For
JOHN J. SCHIFF, JR.	Management	For
DUDLEY S. TAFT	Management	For
THOMAS W. TRAYLOR	Management	For

FIRST HORIZON NATIONAL CORPORATION  
 ISSUER: 320517105  
 SEDOL:

FHN ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR SIMON F. COOPER* JAMES A. HASLAM, III* COLIN V. REED* MARY F. SAMMONS* ROBERT B. CARTER**	Management	For
02	APPROVAL OF AMENDMENTS TO FHNC S AMENDED AND RESTATED CHARTER TO PROVIDE FOR DECLASSIFICATION OF FHNC S BOARD OF DIRECTORS.	Management	For
03	APPROVAL OF AMENDMENTS TO FHNC S AMENDED AND RESTATED CHARTER AND AMENDED AND RESTATED BYLAWS TO ELIMINATE THE REQUIREMENT OF A SUPERMAJORITY VOTE FOR CERTAIN AMENDMENTS TO THE AMENDED AND RESTATED CHARTER AND AMENDED AND RESTATED BYLAWS.	Management	For
04	RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS.	Management	For

LEHMAN BROTHERS HOLDINGS INC.  
 ISSUER: 524908100

LEH ANNUAL  
 ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 78 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: MICHAEL L. AINSLIE	Management	For
1B	ELECTION OF DIRECTOR: JOHN F. AKERS	Management	For
1C	ELECTION OF DIRECTOR: ROGER S. BERLIND	Management	For
1D	ELECTION OF DIRECTOR: THOMAS H. CRUIKSHANK	Management	For
1E	ELECTION OF DIRECTOR: MARSHA JOHNSON EVANS	Management	For
1F	ELECTION OF DIRECTOR: RICHARD S. FULD, JR.	Management	For
1G	ELECTION OF DIRECTOR: SIR CHRISTOPHER GENT	Management	For
1H	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Management	For
1I	ELECTION OF DIRECTOR: ROLAND A. HERNANDEZ	Management	For
1J	ELECTION OF DIRECTOR: HENRY KAUFMAN	Management	For
1K	ELECTION OF DIRECTOR: JOHN D. MACOMBER	Management	For
02	RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.	Management	For
03	APPROVE AN AMENDMENT TO LEHMAN BROTHERS HOLDINGS INC. 2005 STOCK INCENTIVE PLAN.	Management	Against
04	APPROVE THE EXECUTIVE INCENTIVE COMPENSATION PLAN (FORMERLY NAMED THE SHORT-TERM EXECUTIVE COMPENSATION PLAN), AS AMENDED.	Management	For
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shareholder	Against
06	STOCKHOLDER PROPOSAL RELATING TO AN ENVIRONMENTAL SUSTAINABILITY REPORT.	Shareholder	Against

PUBLIC SERVICE ENTERPRISE GROUP INC.  
 ISSUER: 744573106  
 SEDOL:

PEG ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR CONRAD K. HARPER SHIRLEY ANN JACKSON THOMAS A. RENYI	Management Management Management Management	For For For For

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

02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2008.	Management	For
03	STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION.	Shareholder	Against
04	STOCKHOLDER PROPOSAL RELATING TO THE NOMINATION OF DIRECTORS.	Shareholder	Against
05	STOCKHOLDER PROPOSAL RELATING TO THE ELECTION OF DIRECTORS.	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 79 of 265

CHOICEPOINT INC.  
 ISSUER: 170388102  
 SEDOL:

CPS  
 ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2008, BY AND AMONG CHOICEPOINT INC., A GEORGIA CORPORATION, REED ELSEVIER GROUP PLC, A PUBLIC LIMITED COMPANY INCORPORATED IN ENGLAND AND WALES, AND DEUCE ACQUISITION INC., A GEORGIA CORPORATION AND AN INDIRECT WHOLLY OWNED SUBSIDIARY OF REED ELSEVIER GROUP PLC, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For
02	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 APPROVE THE MERGER AGREEMENT.	Management	For

IBERDROLA SA  
 ISSUER: 450737101  
 SEDOL:

IBE  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

01	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS OF IBERDROLA, S.A. AND OF THE CONSOLIDATED FINANCIAL STATEMENTS OF IBERDROLA, S.A. AND ITS SUBSIDIARIES FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2007.	Management	For
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, 2007.	Management	For
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, 2007.	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 80 of 265

04	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE MANAGEMENT AND ACTIONS OF THE BOARD OF DIRECTORS DURING THE FISCAL YEAR ENDED ON DECEMBER 31, 2007.	Management	For
05	RATIFICATION, IF APPLICABLE, OF THE INTERIM APPOINTMENT AS DIRECTOR OF MR. JOSE LUIS OLIVAS MARTINEZ TO FILL A VACANCY, AS AN EXTERNAL PROPRIETARY DIRECTOR, MADE AFTER THE HOLDING OF THE LAST GENERAL SHAREHOLDERS MEETING.	Management	For
06	EXAMINATION AND APPROVAL, IF APPLICABLE, OF A SYSTEM FOR VARIABLE COMPENSATION TIED BOTH TO THE ACHIEVEMENT OF ANNUAL OBJECTIVES AND TO THE ACHIEVEMENT OF OBJECTIVES SET OUT IN THE 2008-2010 STRATEGIC PLAN FOR THE CHAIRMAN & CHIEF EXECUTIVE OFFICER AND FOR MANAGERS THROUGH THE DELIVERY OF SHARES, AND DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO IMPLEMENT, DEVELOP, FORMALIZE AND EXECUTE SUCH COMPENSATION SYSTEM.	Management	For
07	CAPITAL INCREASE FOR CASH CONSIDERATION, BY A NOMINAL AMOUNT OF 34,947,798 EUROS, THROUGH THE ISSUANCE AND FLOTATION OF 46,597,064 NEW COMMON SHARES WITH A PAR VALUE OF SEVENTY-FIVE EURO CENTS (0.75) EACH AND A SHARE PREMIUM TO BE DETERMINED, PURSUANT TO THE PROVISIONS OF SECTION 159.1.C) IN FINE OF THE COMPANIES LAW, BY THE BOARD OF DIRECTORS, WITH EXPRESS POWERS OF DELEGATION, ON THE DATE OF EXECUTION OF THE RESOLUTION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
08	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 MARCH 29, 2007 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT.	Management	For

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

- O9 DELEGATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF DELEGATION, FOR A TERM OF FIVE 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 For
- O10 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 Management For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 81 of 265

- 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.
- O11 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 MARCH 29, 2007 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT. Management For
- O12 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 For

IBERDROLA SA, BILBAO

ISSUER: E6165F166

SEDOL: B28CQD6, B1S7LF1, B28C614, B288C92

IBE

ISIN: ES0144580Y14

OGM MEE

VOTE GROUP: GLOBAL



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

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 17 APR 2008 AT 11:30 CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
1.	APPROVE THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS OF IBERDROLA, S.A BALANCESHEET, PROFIT AND LOSS STATEMENT AND NOTES AND OF THE CONSOLIDATED FINANCIAL STATEMENTS OF IBERDROLA, S,A AND ITS SUBSIDIARIES BALANCE SHEET, PROFIT AND LOSS STATEMENT OF THE CHANGES IN SHAREHOLDERS EQUITY, STATEMENT OF CASH FLOWS AND NOTES FOR THE FYE ON 31 DEC 2007	Management	For
2.	APPROVE THE ALLOCATION OF PROFIT/LOSSES AND THE DISTRIBUTION OF DIVIDENDS FORTHE FYE ON 31 DEC 2007	Management	For
3.	APPROVE THE INDIVIDUAL MANAGEMENT REPORT OF IBERDROLA, S.A, AND OF THE CONSOLIDATED MANAGEMENT REPORT OF IBERDROLA, S.A, AND ITS SUBSIDIARIES FOR THE	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 82 of 265

4.	FYE 31 DEC 2007 APPROVE THE MANAGEMENT AND ACTIONS OF THE BOARD OF DIRECTORS DURING THE FYE 31 DEC 2007, AS SPECIFIED	Management	For
5.	RATIFY THE INTERIM APPOINTMENT OF MR. JOSE LUIS OLIVAS MARTINEZ TO FILL A VACANCY, AS AN EXTERNAL PROPRIETARY DIRECTOR, MADE AFTER THE HOLDING OF THE LAST GENERAL SHAREHOLDER S MEETING	Management	For
6.	APPROVE A SYSTEM FOR VARIABLE COMPENSATION TIED BOTH TO THE ACHIEVEMENT OF ANNUAL OBJECTIVES AND TO THE ACHIEVEMENT OF OBJECTIVES SET OUT IN THE 2008-2010 STRATEGIC PLAN FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND FOR MANAGERS THROUGH THE DELIVERY OF SHARES, AND DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO IMPLEMENT, DEVELOP, FORMALIZE AND EXECUTE SUCH COMPENSATION SYSTEM	Management	For
7.	APPROVE THE CAPITAL INCREASE FOR CASH CONSIDERATION, BY A NOMINAL AMOUNT OF 34,947,798 EUROS, THROUGH THE ISSUANCE AND FLOTATION OF 46,597,064 NEW COMMON SHARES WITH A PAR VALUE OF SEVENTY-FIVE EURO CENTS EUR 0.75 EACH AND A SHARE PREMIUM TO BE DETERMINED, PURSUANT TO THE PROVISIONS OF SECTION 159.1.C IN FINE OF THE COMPANIES LAW, BY THE BOARD OF DIRECTORS, WITH EXPRESS POWERS OF DELEGATION, ON THE DATE OF EXECUTION OF THE RESOLUTION; THE PURPOSE OF THE CAPITAL INCREASE IS TO FULFILL THE COMMITMENTS ASSUMED BY IBERDOLA, S.A. WITHIN THE FRAMEWORK OF THE SCOTTISH POWER PLC TRANSACTION AND IN THE FOURTH IBERDOLA GROUP	Management	For

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

COLLECTIVE BARGAINING AGREEMENT CUARTO CONVENIO COLECTIVO IBERDOLA GRUPO REGARDING THE POLICY OF COMPENSATION TO THE EMPLOYEES IN SHARES, THUS ALLOWING THE BOARD OF DIRECTORS TO IMPLEMENT, DEVELOP AND EXECUTE ONE OR MORE PLANS DIRECTED TO THE EMPLOYEES OF THE IBERDOLA GROUP EXCLUDING THE EMPLOYEES OF IBERDOLA RENOVABLES, S.A. S SUBSIDIARIES AND SUBJECT TO THE RESTRICTIONS RESULTING FROM THE CODE FOR THE SEPARATION OF ACTIVITIES; EXCLUSION OF PRE-EMPTIVE RIGHTS AND EXPRESS PROVISION FOR THE POSSIBILITY OF INCOMPLETE SUBSCRIPTION; AND AMEND OF ARTICLE 5 OF THE BY-LAWS IN CONNECTION WITH THE AMOUNT OF SHARE CAPITAL, AS SPECIFIED

8. AUTHORIZE 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
- Management For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 83 of 265

GRANTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS MEETING OF 29 MAR 2007 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT

9. APPROVE THE DELEGATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF DELEGATION, FOR A TERM OF FIVE 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, NEW ISSUANCES OF SECURITIES BY SUBSIDIARIES, FOR WHICH PURPOSE THE DELEGATION APPROVED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS MEETING HELD ON 29 MAR 2007 IS HEREBY DEPRIVED

10. AUTHORIZE 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 29 MAR 2007 IS HEREBY DEPRIVED OF
- Management For

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

- EFFECT
11. AUTHORIZE THE BOARD OF DIRECTORS, WITH THE EXPRESS Management For  
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 29 MAR 2007 IS HEREBY DEPRIVED OF  
EFFECT TO THE EXTENT OF THE UNUSED AMOUNT
12. APPROVE THE DELEGATION OF POWERS TO FORMALIZE Management For  
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

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 84 of 265

IBERDROLA SA, BILBAO  
ISSUER: E6165F166  
SEDOL: B28CQD6, B1S7LF1, B28C614, B288C92

IBE AGM MEE  
ISIN: ES0144580Y14

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 17 APR 2008 AT 11:30 CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
*	SHAREHOLDERS WHO PARTICIPATE IN ANY FORM ATTHIS GENERAL MEEETING, WHETHER DIRECTLY, BY PROXY, OR BY LONG DISTANCE VOTING, SHALL BE ENTITLED TO RECEIVE AN ATTENDANCE PREMIUM OF 0.005 EUROS GROSS PER SHARE.	Non-Voting	
*	PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING IBERDROLA, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: HTTP://WWW.IBERDROLA.ES/WCORP/CORPORATIVA/IBERDROLA?IDPAG=ENACCANUNJGA2008&CODCACHE=12054889693981893	Non-Voting	
1.	APPROVE THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS OF IBERDROLA, S.A BALANCESHEET, PROFIT AND LOSS STATEMENT AND NOTES AND OF THE CONSOLIDATED FINANCIAL STATEMENTS OF IBERDROLA, S,A AND ITS SUBSIDIARIES BALANCE SHEET, PROFIT AND LOSS STATEMENT OF THE CHANGES IN SHAREHOLDERS EQUITY, STATEMENT OF CASH FLOWS AND NOTES FOR THE FYE ON 31 DEC 2007	Management	For
2.	APPROVE THE ALLOCATION OF PROFIT/LOSSES AND THE DISTRIBUTION OF DIVIDENDS FORTHE FYE ON 31 DEC	Management	For

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

- 2007
- |    |  |            |     |
|----|--|------------|-----|
| 3. | APPROVE THE INDIVIDUAL MANAGEMENT REPORT OF IBERDROLA, S.A, AND OF THE CONSOLIDATED MANAGEMENT REPORT OF IBERDROLA, S.A, AND ITS SUBSIDIARIES FOR THE FYE 31 DEC 2007                    | Management | For |
| 4. | APPROVE THE MANAGEMENT AND ACTIONS OF THE BOARD OF DIRECTORS DURING THE FYE 31 DEC 2007, AS SPECIFIED  | Management | For |
| 5. | RATIFY THE INTERIM APPOINTMENT OF MR. JOSE LUIS OLIVAS MARTINEZ TO FILL A VACANCY, AS AN EXTERNAL PROPRIETARY DIRECTOR, MADE AFTER THE HOLDING OF THE LAST GENERAL SHAREHOLDER S MEETING | Management | For |

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 85 of 265

- |    |   |            |     |
|----|---|------------|-----|
| 6. | APPROVE A SYSTEM FOR VARIABLE COMPENSATION TIED BOTH TO THE ACHIEVEMENT OF ANNUAL OBJECTIVES AND TO THE ACHIEVEMENT OF OBJECTIVES SET OUT IN THE 2008-2010 STRATEGIC PLAN FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND FOR MANAGERS THROUGH THE DELIVERY OF SHARES, AND DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO IMPLEMENT, DEVELOP, FORMALIZE AND EXECUTE SUCH COMPENSATION SYSTEM   | Management | For |
| 7. | APPROVE THE CAPITAL INCREASE FOR CASH CONSIDERATION, BY A NOMINAL AMOUNT OF 34,947,798 EUROS, THROUGH THE ISSUANCE AND FLOTATION OF 46,597,064 NEW COMMON SHARES WITH A PAR VALUE OF SEVENTY-FIVE EURO CENTS EUR 0.75 EACH AND A SHARE PREMIUM TO BE DETERMINED, PURSUANT TO THE PROVISIONS OF SECTION 159.1.C IN FINE OF THE COMPANIES LAW, BY THE BOARD OF DIRECTORS, WITH EXPRESS POWERS OF DELEGATION, ON THE DATE OF EXECUTION OF THE RESOLUTION; THE PURPOSE OF THE CAPITAL INCREASE IS TO FULFILL THE COMMITMENTS ASSUMED BY IBERDOLA, S.A. WITHIN THE FRAMEWORK OF THE SCOTTISH POWER PLC TRANSACTION AND IN THE FOURTH IBERDOLA GROUP COLLECTIVE BARGAINING AGREEMENT CUARTO CONVENIO COLECTIVO IBERDOLA GRUPO REGARDING THE POLICY OF COMPENSATION TO THE EMPLOYEES IN SHARES, THUS ALLOWING THE BOARD OF DIRECTORS TO IMPLEMENT, DEVELOP AND EXECUTE ONE OR MORE PLANS DIRECTED TO THE EMPLOYEES OF THE IBERDOLA GROUP EXCLUDING THE EMPLOYEES OF IBERDROLA RENOVABLES, S.A. S SUBSIDIARIES AND SUBJECT TO THE RESTRICTIONS RESULTING FROM THE CODE FOR THE SEPARATION OF ACTIVITIES; EXCLUSION OF PRE-EMPTIVE RIGHTS AND EXPRESS PROVISION FOR THE POSSIBILITY OF INCOMPLETE SUBSCRIPTION; AND AMEND OF ARTICLE 5 OF THE BY-LAWS IN CONNECTION WITH THE AMOUNT OF SHARE CAPITAL, AS SPECIFIED | Management | For |
| 8. | AUTHORIZE 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   | Management | For |

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

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 29 MAR 2007 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT

9. APPROVE THE DELEGATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF DELEGATION, FOR A TERM OF FIVE 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
- Management For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 86 of 265

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 29 MAR 2007 IS HEREBY DEPRIVED

10. AUTHORIZE 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 29 MAR 2007 IS HEREBY DEPRIVED OF EFFECT
- Management For
11. AUTHORIZE 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 29 MAR 2007 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT
- Management For
12. APPROVE THE 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 For

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

KAMAN CORPORATION  
 ISSUER: 483548103  
 SEDOL:

KAMN  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 87 of 265

	NEAL J. KEATING	Management	For
	BRIAN E. BARENTS	Management	For
	EDWIN A. HUSTON	Management	For
	THOMAS W. RABAUT	Management	For
02	TO APPROVE THE COMPANY S CASH BONUS PLAN (AMENDED AND RESTATED AS OF JANUARY 1, 2008).	Management	For
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY.	Management	For

THE COCA-COLA COMPANY  
 ISSUER: 191216100  
 SEDOL:

KO  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
06	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shareholder	Against
05	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shareholder	Against
04	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Against
03	APPROVAL OF THE COCA-COLA COMPANY 2008 STOCK OPTION PLAN	Management	Against
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Management	For
1N	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Management	For

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

1M	ELECTION OF DIRECTOR: JACOB WALLENBERG	Management	For
1L	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Management	For
1K	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Management	For
1J	ELECTION OF DIRECTOR: SAM NUNN	Management	For
1I	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Management	For
1H	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Management	For
1G	ELECTION OF DIRECTOR: MUHTAR KENT	Management	For
1F	ELECTION OF DIRECTOR: E. NEVILLE ISDELL	Management	For
1E	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Management	For
1D	ELECTION OF DIRECTOR: BARRY DILLER	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 88 of 265

1C	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Management	For
1B	ELECTION OF DIRECTOR: RONALD W. ALLEN	Management	For
1A	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Management	For

BP P.L.C.  
 ISSUER: 055622104  
 SEDOL:

BP  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO RECEIVE THE DIRECTORS ANNUAL REPORT AND ACCOUNTS	Management	For
02	TO APPROVE THE DIRECTORS REMUNERATION REPORT	Management	For
03	DIRECTOR	Management	For
	MR A BURGMANS	Management	For
	MRS C B CARROLL	Management	For
	SIR WILLIAM CASTELL	Management	For
	MR I C CONN	Management	For
	MR G DAVID	Management	For
	MR E B DAVIS, JR	Management	For
	MR D J FLINT	Management	For
	DR B E GROTE	Management	For
	DR A B HAYWARD	Management	For
	MR A G INGLIS	Management	For
	DR D S JULIUS	Management	For
	SIR TOM MCKILLOP	Management	For
	SIR IAN PROSSER	Management	For
	MR P D SUTHERLAND	Management	For
17	TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO SET THEIR REMUNERATION	Management	For
S18	SPECIAL RESOLUTION: TO ADOPT NEW ARTICLES OF ASSOCIATION	Management	For

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

S19	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY	Management	For
20	TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT	Management	For
S21	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTIVE RIGHTS	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 89 of 265

KIMBERLY-CLARK CORPORATION  
 ISSUER: 494368103  
 SEDOL:

KMB  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JOHN R. ALM	Management	For
1B	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Management	For
1C	ELECTION OF DIRECTOR: ROBERT W. DECHERD	Management	For
1D	ELECTION OF DIRECTOR: IAN C. READ	Management	For
1E	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Management	For
02	RATIFICATION OF AUDITORS	Management	For
03	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS	Management	For
04	STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS FOR DIRECTOR NOMINEES	Shareholder	Against
05	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF GLOBAL HUMAN RIGHTS STANDARDS BASED ON INTERNATIONAL LABOR CONVENTIONS	Shareholder	Against
06	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shareholder	Against
07	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shareholder	Against
08	STOCKHOLDER PROPOSAL REGARDING AMENDMENT OF BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY	Shareholder	Against

NEWALLIANCE BANCSHARES, INC.  
 ISSUER: 650203102  
 SEDOL:

NAL  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL



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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DOUGLAS K. ANDERSON ROXANNE J. COADY	Management Management Management	For For For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 90 of 265

02	JOHN F. CROWEAK SHEILA B. FLANAGAN TO APPROVE THE NEWALLIANCE BANK EXECUTIVE INCENTIVE PLAN (PROPOSAL 2).	Management Management Management	For For For
03	TO RATIFY THE APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS, LLP AS INDEPENDENT AUDITORS (PROPOSAL 3).	Management	For
04	THE 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	For

REGIONS FINANCIAL CORPORATION  
 ISSUER: 7591EP100  
 SEDOL:

RF ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: DAVID J. COOPER, SR.	Management	For
1B	ELECTION OF DIRECTOR: EARNEST W. DEAVENPORT, JR.	Management	For
1C	ELECTION OF DIRECTOR: JOHN E. MAUPIN, JR.	Management	For
1D	ELECTION OF DIRECTOR: CHARLES D. MCCRARY	Management	For
1E	ELECTION OF DIRECTOR: JORGE M. PEREZ	Management	For
1F	ELECTION OF DIRECTOR: SPENCE L. WILSON	Management	For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For

RIO TINTO PLC  
 ISSUER: 767204100

RTP ANNUAL  
 ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO RECEIVE THE FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS FOR THE FULL YEAR ENDED 31 DECEMBER 2007	Management	For
02	APPROVAL OF THE REMUNERATION REPORT	Management	For
03	ELECTION OF RICHARD EVANS	Management	For
04	ELECTION OF YVES FORTIER	Management	For
05	ELECTION OF PAUL TELLIER	Management	For
06	RE-ELECTION OF THOMAS ALBANESE	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 91 of 265

07	RE-ELECTION OF VIVIANNE COX	Management	For
08	RE-ELECTION OF RICHARD GOODMANSON	Management	For
09	RE-ELECTION OF PAUL SKINNER	Management	For
10	RE-APPOINTMENT OF PWC LLP AS AUDITORS OF RIO TINTO PLC AND TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE THEIR REMUNERATION	Management	For
11	APPROVAL OF THE USE OF E-COMMUNICATIONS FOR SHAREHOLDER MATERIALS	Management	For
12	AUTHORITY TO ALLOT RELEVANT SECURITIES UNDER SECTION 80 OF THE COMPANIES ACT 1985	Management	For
13	AUTHORITY TO ALLOT EQUITY SECURITIES FOR CASH UNDER SECTION 89 OF THE COMPANIES ACT 1985	Management	For
14	AUTHORITY TO PURCHASE RIO TINTO PLC SHARES BY THE COMPANY OR RIO TINTO LIMITED	Management	For
15	DIRECTOR S CONFLICTS OF INTERESTS- AMENDMENT TO THE COMPANY S ARTICLES OF ASSOCIATION	Management	For
16	AMENDMENTS TO THE TERMS OF THE DLC DIVIDEND SHARES	Management	For

WILMINGTON TRUST CORPORATION

ISSUER: 971807102

SEDOL:

WL

ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

01	DIRECTOR	Management	For
	CAROLYN S. BURGER	Management	For
	ROBERT V.A. HARRA, JR.	Management	For
	REX L. MEARS	Management	For
	ROBERT W. TUNNELL, JR.	Management	For
	SUSAN D. WHITING	Management	For
02	APPROVAL OF 2008 EMPLOYEE STOCK PURCHASE PLAN	Management	For
03	APPROVAL OF 2008 LONG-TERM INCENTIVE PLAN	Management	Against

SOUTH JERSEY INDUSTRIES, INC.  
ISSUER: 838518108  
SEDOL:

SJI ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

01	DIRECTOR	Management	For
----	----------	------------	-----

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 92 of 265

	KEITH S. CAMPBELL	Management	For
	W. CARY EDWARDS	Management	For
03	SHAREHOLDER PROPOSAL REQUESTING THE ANNUAL ELECTION OF EACH DIRECTOR.	Shareholder	Against
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

ELI LILLY AND COMPANY  
ISSUER: 532457108  
SEDOL:

LLY ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

01	DIRECTOR M.L. ESKEW A.G. GILMAN K.N. HORN J.C. LECHLEITER	Management Management Management Management Management	For For For For For
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITORS FOR 2008	Management	For
03	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF THE BOARD	Management	For
04	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE	Management	For
05	AMENDING THE COMPANY S STOCK PLANS	Management	Against
06	PROPOSAL BY SHAREHOLDERS ON INTERNATIONAL OUTSOURCING OF ANIMAL RESEARCH	Shareholder	Against
07	PROPOSAL BY SHAREHOLDERS ON ALLOWING SHAREHOLDERS TO AMEND THE COMPANY S BYLAWS	Shareholder	Against
08	PROPOSAL BY SHAREHOLDERS ON ADOPTING A SIMPLE MAJORITY VOTE STANDARD	Shareholder	Against
09	PROPOSAL BY SHAREHOLDERS ON REPORTING COMPANY S POLITICAL CONTRIBUTIONS	Shareholder	Against

GENUINE PARTS COMPANY  
ISSUER: 372460105  
SEDOL:

GPC  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 93 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DR. MARY B. BULLOCK RICHARD W. COURTS II JEAN DOUVILLE THOMAS C. GALLAGHER GEORGE C. "JACK" GUYNN JOHN D. JOHNS MICHAEL M. E. JOHNS, MD J. HICKS LANIER WENDY B. NEEDHAM JERRY W. NIX LARRY L. PRINCE GARY W. ROLLINS LAWRENCE G. STEINER	Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For For For For

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

02 RATIFICATION OF THE SELECTION OF ERNST & YOUNG Management For  
 LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR  
 THE FISCAL YEAR ENDING DECEMBER 31, 2008.

GRANT PRIDECO, INC. GRP SPECIAL  
 ISSUER: 38821G101 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

01	ADOPTION OF MERGER AGREEMENT: TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 16, 2007, AMONG NATIONAL OILWELL VARCO, INC. ( NATIONAL OILWELL VARCO ), NOV SUB, INC. ( NOV SUB ), A WHOLLY OWNED SUBSIDIARY OF NATIONAL OILWELL VARCO, AND GRANT PRIDECO, INC. ( GRANT PRIDECO ), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
----	---	------------	-----

IL SOLE 24 ORE SPA, MILANO S24.MI AGM MEE  
 ISSUER: T52689105 ISIN: IT0004269723 BLOCKIN  
 SEDOL: B29HYD6, B2N6X09, B29VSY7

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008 Report Date: 07/08/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST Page 94 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 22 APR 2008. 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	
1.	APPROVE THE FINANCIAL STATEMENT AT 31DEC 2007, REPORT OF THE BOARD OF DIRECTORS, REPORT OF THE BOARD OF AUDITORS AND REPORT OF THE AUDITING	Management	Take No Action

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

2.	COMPANY, INHERENT AND CONSEQUENT DELIBERATIONS APPROVE THE CESSATION OF ONE DIRECTOR(S) OFFICE ACCORDING TO ARTICLE 2386, FIRST COMMA OF CIVIL CODE, AND APPOINT A NEW DIRECTOR	Management	Take No Action
3.	APPROVE THE INTEGRATION OF THE BOARD OF DIRECTORS WITH CHE FIFTEENTH MEMBER, ACCORDING TO THE PROVISIONAL REGULATION OF THE ARTICLES OF ASSOCIATION	Management	Take No Action
4.	APPROVE TO DETERMINE THE REMUNERATION OF THE SECRETARY OF THE BOARD OF DIRECTORS, INHERENT AND CONSEQUENT DELIBERATIONS	Management	Take No Action
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	

NEUF CEGETEL  
 ISSUER: F58287107  
 SEDOL: B1GB809, B03BXY4, B28KZN3

NEUF.PA  
 ISIN: FR0004166072  
 OGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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	Non-Voting	

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 95 of 265

	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		
1.	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE IN 2007, AS PRESENTED, CREATING A PROFIT OF EUR 77,232,641.22 AND GRANT PERMANENT DISCHARGE TO THE DIRECTORS FOR THE PERFORMANCE OF THEIR DUTIES DURING THE SAID FY	Management	For
2.	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY, IN THE	Management	For

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

- FORM PRESENTED TO THE MEETING, HIGHLIGHTING A PROFIT OF EUR 262,442,000.00
- |    |   |            |     |
|----|---|------------|-----|
| 3. | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLES L.225.38 AND L.225.40 OF THE FRENCH COMMERCIAL CODE AND APPROVE THE SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN  | Management | For |
| 4. | 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 77,323,641.22<br>LEGAL RESERVE: EUR 1,074,764.97<br>BALANCE AVAILABLE FOR DISTRIBUTION: EUR 76,248,876.25<br>RETAINED EARNINGS: EUR 0.00<br>DISTRIBUTABLE INCOME: EUR 76,248,876.25<br>RESERVES TO BE DISTRIBUTED: AMOUNT DEDUCTED FROM THE SHARE PREMIUM: EUR 50,006,047.55<br>BALANCE AVAILABLE FOR DISTRIBUTION: EUR 126,254,923.80<br>DIVIDENDS: EUR 126,254,923.80<br>RETAINED EARNINGS: EUR 0.00<br>THE SHARES AUTO-HELD ON THE DAY OF THE PAYMENT OF THE DIVIDEND WILL BE EXCLUDED FROM THE PROFIT OF THIS RETAIL DISTRIBUTION AND THE CORRESPONDING SUMS ALLOCATED TO THE RETAINED EARNINGS; THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 0.60 PER SHARE, AND WILL ENTITLE TO THE 40 % DEDUCTION PROVIDED BY THE FRENCH TAX CODE; THIS DIVIDEND WILL BE PAID ON 02 MAY 2008 | Management | For |
| 5. | RATIFY THE APPOINTMENT OF MR. M. JEAN DOMINIQUE PIT AS A DIRECTOR, TO REPLACE MR. M. FRANCK CADORET, FOR THE REMAINDER OF MR. M. FRANCK CADORET'S TERM OF OFFICE, I.E. UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2009  | Management | For |
| 6. | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.42 OF THE FRENCH COMMERCIAL CODE AND APPROVE THE SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN  | Management | For |

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 96 of 265

- |    |  |            |     |
|----|--|------------|-----|
| 7. | AUTHORIZES 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 60.00; MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 5% OF THE SHARE CAPITAL; MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 500,000,000.00; AUTHORITY EXPIRES AT 18 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | For |
| 8. | 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 | For |

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

ZON MULTIMEDIA  
 ISSUER: X9819B101  
 SEDOL: B0BM695, B0BKJ67, B0B9GS5, B28LGH7

ZON.LS  
 ISIN: PTZON0AM0006  
 AGM MEE  
 BLOCKIN

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT THE CONDITION FOR THE MEETING: MINIMUM SHARES / VOTING RIGHT: 400/1	Non-Voting	
1.	APPROVE THE YEAR 2007 ANNUAL REPORT AND ACCOUNTS OF THE COMPANY AND ON THE APPROVAL OF THE CONSOLIDATED ACCOUNTS	Management	Take No Action
2.	APPROVE THE PROFITS APPROPRIATION	Management	Take No Action
3.	APPROVE THE GENERAL APPRECIATION OF THE COMPANIES MANAGEMENT AND AUDITING	Management	Take No Action
4.	ELECT THE MEMBER OF THE BOARD OF DIRECTORS THAT MAY BE PART OF THE AUDIT COMMISSION	Management	Take No Action
5.	APPROVE TO CREATE A NEW SHARE DISTRIBUTION PLAN AND ITS REGULATION ACCORDING TO THE LINE G, N1 OF ARTICLE 16 OF THE COMPANY BY LAWS	Management	Take No Action
6.	APPROVE THE ACQUISITION AND SALE OF OWN SHARES	Management	Take No Action
7.	APPROVE A POSSIBLE ISSUANCE OF OWN BONDS CONVERTIBLE INTO SHARES DETERMINED BY THE BOARD OF DIRECTORS	Management	Take No Action
8.	APPROVE THE CANCELLATION OF THE PREFERENTIAL RIGHT IN THE SUBSCRIPTION OF A EVENTUAL ISSUANCE	Management	Take No Action

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 97 of 265

9.	OF CONVERTIBLE BONDS INTO SHARES ELECT A NEW SALARY COMMISSION	Management	Take No Action
10.	ELECT THE GENERAL MEETING SECRETARY	Management	Take No Action

AMEREN CORPORATION  
 ISSUER: 023608102  
 SEDOL:

AEE  
 ISIN:  
 ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------



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

01	DIRECTOR	Management	For
	STEPHEN F. BRAUER	Management	For
	SUSAN S. ELLIOTT	Management	For
	WALTER J. GALVIN	Management	For
	GAYLE P.W. JACKSON	Management	For
	JAMES C. JOHNSON	Management	For
	CHARLES W. MUELLER	Management	For
	DOUGLAS R. OBERHELMAN	Management	For
	GARY L. RAINWATER	Management	For
	HARVEY SALIGMAN	Management	For
	PATRICK T. STOKES	Management	For
	JACK D. WOODARD	Management	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	For
03	SHAREHOLDER PROPOSAL RELATING TO REPORT ON CALLAWAY PLANT RELEASES.	Shareholder	Against

AMERICAN ELECTRIC POWER COMPANY, INC.  
ISSUER: 025537101  
SEDOL:

AEP ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	E.R. BROOKS	Management	For
	RALPH D. CROSBY, JR.	Management	For
	LINDA A. GOODSPEED	Management	For
	LESTER A. HUDSON, JR.	Management	For
	LIONEL L. NOWELL III	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 98 of 265

	KATHRYN D. SULLIVAN	Management	For
	DONALD M. CARLTON	Management	For
	JOHN P. DESBARRES	Management	For
	THOMAS E. HOAGLIN	Management	For
	MICHAEL G. MORRIS	Management	For
	RICHARD L. SANDOR	Management	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For

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

CH ENERGY GROUP, INC.  
 ISSUER: 12541M102  
 SEDOL:

CHG  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MARGARITA K. DILLEY STEVEN M. FETTER STANLEY J. GRUBEL	Management Management Management Management	Withheld Withheld Withheld Withheld
02	SHAREHOLDER PROPOSAL REQUESTING NECESSARY STEPS TO DECLASSIFY THE BOARD OF DIRECTORS.	Shareholder	For

CITIGROUP INC.  
 ISSUER: 172967101  
 SEDOL:

C  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: C. MICHAEL ARMSTRONG	Management	For
1B	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Management	For
1C	ELECTION OF DIRECTOR: SIR WINFRIED BISCHOFF	Management	For
1D	ELECTION OF DIRECTOR: KENNETH T. DERR	Management	For
1E	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Management	For
1F	ELECTION OF DIRECTOR: ROBERTO HERNANDEZ RAMIREZ	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 99 of 265

1G	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Management	For
1H	ELECTION OF DIRECTOR: ANNE MULCAHY	Management	For
1I	ELECTION OF DIRECTOR: VIKRAM PANDIT	Management	For
1J	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Management	For
1K	ELECTION OF DIRECTOR: JUDITH RODIN	Management	For
1L	ELECTION OF DIRECTOR: ROBERT E. RUBIN	Management	For

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

1M	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management	For
1N	ELECTION OF DIRECTOR: FRANKLIN A. THOMAS	Management	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.	Shareholder	Against
04	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Against
05	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVE COMPENSATION BE LIMITED TO 100 TIMES THE AVERAGE COMPENSATION PAID TO WORLDWIDE EMPLOYEES.	Shareholder	Against
06	STOCKHOLDER PROPOSAL REQUESTING THAT TWO CANDIDATES BE NOMINATED FOR EACH BOARD POSITION.	Shareholder	Against
07	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON THE EQUATOR PRINCIPLES.	Shareholder	Against
08	STOCKHOLDER PROPOSAL REQUESTING THE ADOPTION OF CERTAIN EMPLOYMENT PRINCIPLES FOR EXECUTIVE OFFICERS.	Shareholder	Against
09	STOCKHOLDER PROPOSAL REQUESTING THAT CITI AMEND ITS GHG EMISSIONS POLICIES.	Shareholder	Against
10	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON HOW INVESTMENT POLICIES ADDRESS OR COULD ADDRESS HUMAN RIGHTS ISSUES.	Shareholder	Against
11	STOCKHOLDER PROPOSAL REQUESTING AN INDEPENDENT BOARD CHAIRMAN.	Shareholder	Against
12	STOCKHOLDER PROPOSAL REQUESTING AN ADVISORY VOTE TO RATIFY EXECUTIVE COMPENSATION.	Management	Against
CV	PLEASE INDICATE IF YOU WOULD LIKE TO KEEP YOUR VOTE CONFIDENTIAL UNDER THE CURRENT POLICY.	Management	For

GOODRICH CORPORATION  
ISSUER: 382388106  
SEDOL:

GR ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 100 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DIANE C. CREEL GEORGE A. DAVIDSON, JR. HARRIS E. DELOACH, JR. JAMES W. GRIFFITH WILLIAM R. HOLLAND JOHN P. JUMPER MARSHALL O. LARSEN	Management Management Management Management Management Management Management	For For For For For For For

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

	LLOYD W. NEWTON	Management	For
	DOUGLAS E. OLESEN	Management	For
	ALFRED M. RANKIN, JR.	Management	For
	A. THOMAS YOUNG	Management	For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2008.	Management	For
03	APPROVE AN AMENDMENT AND RESTATEMENT OF THE GOODRICH CORPORATION 2001 EQUITY COMPENSATION PLAN.	Management	For
04	APPROVE THE GOODRICH CORPORATION 2008 GLOBAL EMPLOYEE STOCK PURCHASE PLAN.	Management	For

HANESBRANDS INC.  
ISSUER: 410345102  
SEDOL:

HBI  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR CHADEN COKER GRIFFIN JOHNSON MATHEWS MULCAHY NOLL PETERSON SCHINDLER	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	TO APPROVE THE HANESBRANDS INC. OMNIBUS INCENTIVE PLAN OF 2006.	Management	For
03	TO APPROVE THE HANESBRANDS INC. PERFORMANCE-BASED ANNUAL INCENTIVE PLAN.	Management	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS 2008 FISCAL YEAR.	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 101 of 265

05	TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF IN THE DISCRETION OF THE PROXY HOLDER.	Management	For
----	--	------------	-----

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

HUDSON CITY BANCORP, INC.  
 ISSUER: 443683107  
 SEDOL:

HCBK  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RONALD E. HERMANCE, JR. WILLIAM G. BARDEL SCOTT A. BELAIR	Management Management Management Management	For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For

MARSHALL & ILSLEY CORPORATION  
 ISSUER: 571837103  
 SEDOL:

MI  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ANDREW N. BAUR JON F. CHAIT JOHN W. DANIELS, JR. DENNIS J. KUESTER DAVID J. LUBAR JOHN A. MELLOWES ROBERT J. O'TOOLE SAN W. ORR, JR. JOHN S. SHIELY DEBRA S. WALLER GEORGE E. WARDEBERG	Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For
02	PROPOSAL TO APPROVE THE MARSHALL & ILSLEY CORPORATION AMENDED AND RESTATED 1994 LONG-TERM INCENTIVE PLAN	Management	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 102 of 265

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

03	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, 2008	Management	For
04	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	Against

MERCK & CO., INC.  
ISSUER: 589331107  
SEDOL:

MRK  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: RICHARD T. CLARK	Management	For
1B	ELECTION OF DIRECTOR: JOHNNETTA B. COLE, PH.D.	Management	For
1C	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Management	For
1D	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Management	For
1E	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Management	For
1F	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Management	For
1G	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Management	For
1H	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For
1I	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Management	For
1J	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Management	For
1K	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Management	For
1L	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Management	For
1M	ELECTION OF DIRECTOR: PETER C. WENDELL	Management	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
03	STOCKHOLDER PROPOSAL CONCERNING MANAGEMENT COMPENSATION	Shareholder	Against
04	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE	Shareholder	Against

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 103 of 265

05	ON EXECUTIVE COMPENSATION STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shareholder	Against
06	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT	Shareholder	Against

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

LEAD DIRECTOR

RPC, INC.  
ISSUER: 749660106  
SEDOL:

RES  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR R. RANDALL ROLLINS HENRY B. TIPPPIE JAMES B. WILLIAMS	Management Management Management Management	For For For For

SWEDISH MATCH AB, STOCKHOLM  
ISSUER: W92277115  
SEDOL: B2905Y3, 5068887, B02V7Q5, 5048566, 5496723

SWMA.ST  
ISIN: SE0000310336

OGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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	
*	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTEDACCOUNTS. 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	
*	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION IN SWEDEN. THANK YOU.	Non-Voting	

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

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 104 of 265

*	PLEASE NOTE THAT THIS IS AN AGM. THANK YOU.	Non-Voting	
1.	OPENING OF THE MEETING AND ELECT MR. SVEN UNGER AS THE CHAIRMAN OF THE MEETING	Management	For
2.	APPROVE OF THE VOTING LIST	Management	For
3.	ELECT OF 1 OR 2 PERSONS, WHO SHALL VERIFY THE MINUTES	Management	For
4.	APPROVE TO DETERMINE WHETHER THE MEETING HAS BEEN DULY CONVENED	Management	For
5.	APPROVE THE AGENDA	Management	For
6.	RECEIVE THE ANNUAL REPORT AND THE AUDITORS REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS AND THE AUDITORS REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR 2007, THE AUDITORS STATEMENT REGARDING COMPLIANCE WITH THE PRINCIPLES FOR THE COMPENSATION OF THE 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	Management	For
13.	APPROVE A CALL OPTION PROGRAM FOR 2008	Management	For
7.	ADOPT OF THE INCOME STATEMENT AND BALANCE SHEET AND OF THE CONSOLIDATED INCOME STATEMENT AND CONSOLIDATED BALANCE SHEET	Management	For
8.	APPROVE THAT A DIVIDEND BE PAID TO THE SHAREHOLDERS IN THE AMOUNT OF SEK 3.50PER SHARE AND THE REMAINING PROFITS BE CARRIED FORWARD, MINUS THE FUNDS THAT MAY BE UTILIZED FOR A BONUS ISSUE, PROVIDED THAT THE 2008 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 25 APR 2008; THE DIVIDEND IS EXPECTED TO BE PAID THROUGH VPC AB THE SWEDISH SECURITIES REGISTER CENTER ON 30 APR 2008	Management	For
9.	GRANT DISCHARGE FROM LIABILITY TO THE BOARD MEMBERS AND THE PRESIDENT	Management	For
10.A	APPROVE TO REDUCE THE COMPANY S SHARE CAPITAL OF SEK 17,506,310.89 BY MEANS OF THE WITHDRAWAL OF 12,000,000 SHARES IN THE COMPANY; THE SHARES IN THE COMPANY 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	For
10.B	APPROVE, UPON PASSING OF RESOLUTION 10.A, TO INCREASE IN THE COMPANY S SHARE CAPITAL OF SEK 17,506,310.89 THROUGH A TRANSFER FROM NON-RESTRICTED	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 105 of 265



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

- SHAREHOLDERS EQUITY TO THE SHARE CAPITAL BONUS ISSUE; THE SHARE CAPITAL SHALL BE INCREASED WITHOUT ISSUING NEW SHARES
- |     |  |            |     |
|-----|--|------------|-----|
| 11. | <p>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 3,000M; THE SHARES SHALL BE ACQUIRED ON THE OMX NORDIC EXCHANGE 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; REPURCHASE MAY NOT TAKE PLACE DURING THE PERIOD WHEN AN ESTIMATE OF AN AVERAGE PRICE FOR THE SWEDISH MATCH SHARE ON THE STOCKHOLM STOCK EXCHANGE IS BEING CARRIED OUT IN ORDER TO ESTABLISH THE TERMS OF ANY STOCK OPTION PROGRAMME FOR THE SENIOR COMPANY OFFICIALS OF SWEDISH MATCH</p> | Management | For |
| 15. | <p>APPROVE TO DETERMINE THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AT 7</p>   | Management | For |
| 18. | <p>APPROVE TO DETERMINE THE NUMBER OF AUDITORS</p>   | Management | For |
| 12. | <p>ADOPT THE PRINCIPLES FOR DETERMINATION OF REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR THE PRESIDENT AND OTHER MEMBERS OF THE GROUP MANAGEMENT TEAM BY THE AGM 2007</p>   | Management | For |
| 14. | <p>APPROVE THAT THE COMPANY SHALL ISSUE A MAXIMUM OF 1,592,851 CALL OPTIONS TO EXECUTE THE OPTION PROGRAM FOR 2007; THAT THE COMPANY, IN A DEVIATION FROM THE PREFERENTIAL RIGHTS OF SHAREHOLDERS, BE PERMITTED TO TRANSFER A MAXIMUM OF 1,592,851 SHARES IN THE COMPANY AT A SELLING PRICE OF SEK 172.68 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 OTHER SIMILAR MEASURE</p>  | Management | For |
| 16. | <p>APPROVE TO DETERMINE THE FEES TO THE BOARD OF DIRECTORS BE PAID FOR THE PERIOD UNTIL THE CLOSE OF THE NEXT AGM AS FOLLOWS: THE CHAIRMAN SHALL RECEIVE SEK 1.575M 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</p>   | Management | For |

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

	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		
17.	RE-ELECT MESSRS. CHARLES A. BLIXT, ANDREW CRIPPS, ARNE JURBRANT, CONNY KARLSSON, KERSTI STANDQVIST AND MEG TIVEUS AND ELECT MS. KAREN GUERRA AS THE MEMBERS OF THE BOARD OF DIRECTORS; AND ELECT MR. CONNY KARLSSON AS THE CHAIRMAN OF THE BOARD, AND MR. ANDREW CRIPPS AS THE DEPUTY CHAIRMAN	Management	For
19.	APPROVE TO PAY THE REMUNERATION TO THE AUDITORS ON APPROVED ACCOUNT	Management	For
20.	RE-ELECT KPMG BOHLINS AB AS THE AUDITORS FOR THE 4 YEARS NO DEPUTY AUDITOR	Management	For
21.	APPROVE THE PROCEDURE FOR APPOINTING MEMBERS TO THE NOMINATING COMMITTEE AND THE MATTER OF REMUNERATION FOR THE NOMINATING COMMITTEE, IF ANY	Management	For
22.	ADOPT THE INSTRUCTIONS FOR SWEDISH MATCH AB S NOMINATING COMMITTEE WHICH ARE IDENTICAL TO THOSE BY THE 2007 AGM	Management	For

TELEFONICA, S.A.  
ISSUER: 879382208  
SEDOL:

TEF  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	EXAMINATION AND APPROVAL, IF APPROPRIATE, OF THE INDIVIDUAL ANNUAL ACCOUNTS, OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT OF TELEFONICA, S.A.	Management	For
2A	RE-ELECTION OF MR. JOSE FERNANDO DE ALMANSA MORENO-BARREDA AS A DIRECTOR.	Management	For
2B	RATIFICATION OF THE INTERIM APPOINTMENT OF MR. JOSE MARIA ABRIL PEREZ AS A DIRECTOR.	Management	For
2C	RATIFICATION OF THE INTERIM APPOINTMENT OF MR. FRANCISCO JAVIER DE PAZ MANCHO AS A DIRECTOR.	Management	For
2D	RATIFICATION OF THE INTERIM APPOINTMENT OF MS. MARIA EVA CASTILLO SANZ AS A DIRECTOR.	Management	For
2E	RATIFICATION OF THE INTERIM APPOINTMENT OF MR. LUIZ FERNANDO FURLAN AS A DIRECTOR.	Management	For
03	AUTHORIZATION TO ACQUIRE THE COMPANY S OWN SHARES, EITHER DIRECTLY OR THROUGH GROUP COMPANIES.	Management	For
04	REDUCTION OF THE SHARE CAPITAL THROUGH THE CANCELLATION	Management	For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 107 of 265

OF SHARES OF TREASURY STOCK EXCLUDING CREDITOR  
 S RIGHT TO OBJECT, ALL AS MORE FULLY DESCRIBED  
 IN THE PROXY STATEMENT.

05	APPOINTMENT OF THE AUDITORS OF THE COMPANY FOR THE FISCAL YEAR 2008.	Management	For
06	DELEGATION OF POWERS TO FORMALIZE, INTERPRET, CURE AND CARRY OUT THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS MEETING.	Management	For

THE HERSHEY COMPANY  
 ISSUER: 427866108  
 SEDOL:

HSY  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR R.F. CAVANAUGH C.A. DAVIS A.G. LANGBO J.E. NEVELS T.J. RIDGE C.B. STRAUSS D.J. WEST K.L. WOLFE L.S. ZIMMERMAN	Management	For
02	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2008.	Management	For
03	STOCKHOLDER PROPOSAL REGARDING IMPLEMENTATION OF THE 2001 COCOA PROTOCOL.	Shareholder	Against
04	STOCKHOLDER PROPOSAL REGARDING ESTABLISHMENT OF A HUMAN RIGHTS COMMITTEE OF THE BOARD.	Shareholder	Against

THE PNC FINANCIAL SERVICES GROUP, INC.  
 ISSUER: 693475105  
 SEDOL:

PNC  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 108 of 265

	MR. BERNDT	Management	For
	MR. BUNCH	Management	For
	MR. CHELLGREN	Management	For
	MR. CLAY	Management	For
	MR. DAVIDSON	Management	For
	MS. JAMES	Management	For
	MR. KELSON	Management	For
	MR. LINDSAY	Management	For
	MR. MASSARO	Management	For
	MS. PEPPER	Management	For
	MR. ROHR	Management	For
	MR. SHEPARD	Management	For
	MS. STEFFES	Management	For
	MR. STRIGL	Management	For
	MR. THIEKE	Management	For
	MR. USHER	Management	For
	MR. WALLS	Management	For
	MR. WEHMEIER	Management	For
02	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

WACHOVIA CORPORATION  
 ISSUER: 929903102  
 SEDOL:

WB  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1I	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Management	For
1J	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Management	For
1K	ELECTION OF DIRECTOR: TIMOTHY D. PROCTOR	Management	For
1L	ELECTION OF DIRECTOR: ERNEST S. RADY	Management	For
1M	ELECTION OF DIRECTOR: VAN L. RICHEY	Management	For
1N	ELECTION OF DIRECTOR: RUTH G. SHAW	Management	For
1O	ELECTION OF DIRECTOR: LANTY L. SMITH	Management	For
1P	ELECTION OF DIRECTOR: G. KENNEDY THOMPSON	Management	For

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

1Q	ELECTION OF DIRECTOR: DONA DAVIS YOUNG	Management	For
02	A WACHOVIA PROPOSAL TO RATIFY THE APPOINTMENT	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 109 of 265

	OF KPMG LLP AS AUDITORS FOR THE YEAR 2008.		
03	A STOCKHOLDER PROPOSAL REGARDING NON-BINDING STOCKHOLDER VOTE RATIFYING EXECUTIVE COMPENSATION.	Shareholder	Against
04	A STOCKHOLDER PROPOSAL REGARDING REPORTING POLITICAL CONTRIBUTIONS.	Shareholder	Against
05	A STOCKHOLDER PROPOSAL REGARDING THE NOMINATION OF DIRECTORS.	Shareholder	Against
1A	ELECTION OF DIRECTOR: JOHN D. BAKER, II	Management	For
1B	ELECTION OF DIRECTOR: PETER C. BROWNING	Management	For
1C	ELECTION OF DIRECTOR: JOHN T. CASTEEN, III	Management	For
1D	ELECTION OF DIRECTOR: JERRY GITT	Management	For
1E	ELECTION OF DIRECTOR: WILLIAM H. GOODWIN, JR.	Management	For
1F	ELECTION OF DIRECTOR: MARYELLEN C. HERRINGER	Management	For
1G	ELECTION OF DIRECTOR: ROBERT A. INGRAM	Management	For
1H	ELECTION OF DIRECTOR: DONALD M. JAMES	Management	For

ANHEUSER-BUSCH COMPANIES, INC.  
 ISSUER: 035229103  
 SEDOL:

BUD  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR AUGUST A. BUSCH III AUGUST A. BUSCH IV CARLOS FERNANDEZ G. JAMES R. JONES JOYCE M. ROCHE HENRY HUGH SHELTON PATRICK T. STOKES ANDREW C. TAYLOR DOUGLAS A. WARNER III	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	APPROVAL OF THE 2008 LONG-TERM EQUITY INCENTIVE PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	Against
03	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
04	STOCKHOLDER PROPOSAL CONCERNING A REPORT ON CHARITABLE CONTRIBUTIONS.	Shareholder	Against

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

05 STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS. Shareholder Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 110 of 265

06 STOCKHOLDER PROPOSAL CONCERNING EXECUTIVE COMPENSATION. Shareholder Against

BANK OF AMERICA CORPORATION  
 ISSUER: 060505104  
 SEDOL:

BAC ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: WILLIAM BARNET, III	Management	For
1B	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Management	For
1C	ELECTION OF DIRECTOR: JOHN T. COLLINS	Management	For
1D	ELECTION OF DIRECTOR: GARY L. COUNTRYMAN	Management	For
1E	ELECTION OF DIRECTOR: TOMMY R. FRANKS	Management	For
1F	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Management	For
1G	ELECTION OF DIRECTOR: KENNETH D. LEWIS	Management	For
1H	ELECTION OF DIRECTOR: MONICA C. LOZANO	Management	For
1I	ELECTION OF DIRECTOR: WALTER E. MASSEY	Management	For
1J	ELECTION OF DIRECTOR: THOMAS J. MAY	Management	For
1K	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Management	For
1L	ELECTION OF DIRECTOR: THOMAS M. RYAN	Management	For
1M	ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.	Management	For
1N	ELECTION OF DIRECTOR: MEREDITH R. SPANGLER	Management	For
1O	ELECTION OF DIRECTOR: ROBERT L. TILLMAN	Management	For
1P	ELECTION OF DIRECTOR: JACKIE M. WARD	Management	For
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
03	STOCKHOLDER PROPOSAL - STOCK OPTIONS	Shareholder	Against
04	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXEC COMP	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 111 of 265

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

05	STOCKHOLDER PROPOSAL - DETERMINATION OF CEO COMP	Shareholder	Against
06	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING	Shareholder	Against
07	STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shareholder	Against
08	STOCKHOLDER PROPOSAL - SPECIAL SHAREHOLDER MEETINGS	Shareholder	Against
09	STOCKHOLDER PROPOSAL - EQUATOR PRINCIPLES	Shareholder	Against
10	STOCKHOLDER PROPOSAL - HUMAN RIGHTS	Shareholder	Against

CIGNA CORPORATION  
 ISSUER: 125509109  
 SEDOL:

CI  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: PETER N. LARSON	Management	For
1B	ELECTION OF DIRECTOR: ROMAN MARTINEZ IV	Management	For
1C	ELECTION OF DIRECTOR: CAROL COX WAIT	Management	For
1D	ELECTION OF DIRECTOR: WILLIAM D. ZOLLARS	Management	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CIGNA S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
03	APPROVAL OF THE AMENDMENT OF ARTICLE FOURTH OF THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION	Management	For
04	APPROVAL OF THE AMENDMENT OF ARTICLE FIFTH OF THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION	Management	For
05	APPROVAL OF THE AMENDMENT OF ARTICLE TENTH OF THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION	Management	For

DPL INC.  
 ISSUER: 233293109  
 SEDOL:

DPL  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR PAUL M. BARBAS	Management Management	For For

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

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 112 of 265

	BARBARA S. GRAHAM	Management	For
	GLENN E. HARDER	Management	For
02	RATIFICATION OF KPMG LLP AS INDEPENDENT AUDITORS.	Management	For
03	SHAREHOLDER PROPOSAL TO DISSOLVE DPL INC. AND OTHER NON-UTILITY SUBSIDIARIES.	Shareholder	Against

ENERGEN CORPORATION  
 ISSUER: 29265N108  
 SEDOL:

EGN  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR KENNETH W. DEWEY JAMES S.M. FRENCH JAMES T. MCMANUS, II DAVID W. WILSON	Management Management Management Management Management	For For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For

GENERAL ELECTRIC COMPANY  
 ISSUER: 369604103  
 SEDOL:

GE  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management	For
A2	ELECTION OF DIRECTOR: SIR WILLIAM M. CASTELL	Management	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Management	For
A4	ELECTION OF DIRECTOR: CLAUDIO X. GONZALEZ	Management	For
A5	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Management	For
A6	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Management	For
A7	ELECTION OF DIRECTOR: ANDREA JUNG	Management	For



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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 113 of 265

A8	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Management	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	For
A10	ELECTION OF DIRECTOR: RALPH S. LARSEN	Management	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For
A12	ELECTION OF DIRECTOR: JAMES J. MULVA	Management	For
A13	ELECTION OF DIRECTOR: SAM NUNN	Management	For
A14	ELECTION OF DIRECTOR: ROGER S. PENSKE	Management	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Management	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Management	For
B	RATIFICATION OF KPMG	Management	For
01	CUMULATIVE VOTING	Shareholder	Against
02	SEPARATE THE ROLES OF CEO AND CHAIRMAN	Shareholder	Against
03	RECOUP UNEARNED MANAGEMENT BONUSES	Shareholder	Against
04	CURB OVER-EXTENDED DIRECTORS	Shareholder	Against
05	REPORT ON CHARITABLE CONTRIBUTIONS	Shareholder	Against
06	GLOBAL WARMING REPORT	Shareholder	Against
07	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Against

TEXTRON INC.  
 ISSUER: 883203101  
 SEDOL:

TXT ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ELECTION OF DIRECTOR: PAUL E. GAGNE	Management	For
02	ELECTION OF DIRECTOR: DAIN M. HANCOCK	Management	For
03	ELECTION OF DIRECTOR: LLOYD G. TROTTER	Management	For
04	ELECTION OF DIRECTOR: THOMAS B. WHEELER	Management	For
05	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
06	SHAREHOLDER PROPOSAL RELATING TO FOREIGN MILITARY SALES.	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 114 of 265

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

07      SHAREHOLDER PROPOSAL RELATING TO TAX GROSS-UP      Shareholder    Against  
 PAYMENTS TO SENIOR EXECUTIVES.

ARCH COAL, INC.  
 ISSUER: 039380100  
 SEDOL:

ACI  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JAMES R. BOYD JOHN W. EAVES DOUGLAS H. HUNT A. MICHAEL PERRY	Management Management Management Management Management	For For For For For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM	Management	For

BAKER HUGHES INCORPORATED  
 ISSUER: 057224107  
 SEDOL:

BHI  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTORS LARRY D. BRADY CLARENCE P. CAZALOT, JR CHAD C. DEATON EDWARD P. DJEREJIAN ANTHONY G. FERNANDES CLAIRE W. GARGALLI PIERRE H. JUNGELS JAMES A. LASH JAMES F. MCCALL J. LARRY NICHOLS H. JOHN RILEY, JR. CHARLES L. WATSON	Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For
02	RATIFICATION OF DELOITTE & TOUCHE AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008.	Management	For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 115 of 265

03	PROPOSAL TO APPROVE THE PERFORMANCE CRITERIA FOR AWARDS UNDER THE 2002 DIRECTOR & OFFICER LONG-TERM INCENTIVE PLAN.	Management	For
04	SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY RECONVENED MEETING AFTER AN ADJOURNMENT THEREOF.	Management	For

BOUYGUES, PARIS	EN.PA	MIX MEE
ISSUER: F11487125	ISIN: FR0000120503	
SEDOL: B01JBX5, 2696612, 4067528, 7164028, B0Z6VY3, B043HB4, 4002121, 4115159		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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, AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE IN 31 DEC 2007, AS PRESENTED, EARNINGS FOR THE FY: EUR 750,574,450.93	Management	For
0.2	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS, AND APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY, IN THE FORM PRESENTED TO THE MEETING, NET PROFIT GROUP SHARE: EUR 1,376,000,000.00	Management	For
0.3	APPROVE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND RESOLVES THAT THE INCOME FOR THE FY BE APPROPRIATED AS FOLLOWS: DISTRIBUTABLE INCOME: EUR 1,189,196,390.30, LEGAL RESERVE: EUR 314,065.90, DIVIDENDS: EUR: 17,375,128.90, ADDITIONAL DIVIDEND: EUR: 503,878,738.10, RETAINED EARNINGS: EUR 667,628,457.40; RECEIVE	Management	For

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

A NET DIVIDEND OF EUR 1.50 PER SHARE, AND WILL ENTITLE TO THE 40% DEDUCTION PROVIDED BY THE FRENCH TAX CODE, THIS DIVIDEND WILL BE PAID ON

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 116 of 265

- 30 APR 2008, IN THE EVENT THAT THE COMPANY HOLDS SOME OF ITS OWN SHARES ON SUCH DATE, THE AMOUNT OF THE UNPAID DIVIDEND ON SUCH SHARES SHALL BE ALLOCATED TO THE RETAINED EARNINGS ACCOUNT, AS REQUIRED BY LAW, IT IS REMINDED THAT, FOR THE LAST 3 FY, THE DIVIDENDS PAID WERE AS FOLLOWS: EUR 0.75 FOR FY 2004, EUR 0.90 FOR FY 2005, EXTRAORDINARY DISTRIBUTION OF EUR 2.52 IN JAN 2005, EUR 1.20 FOR FY 2006
- |      |  |            |     |
|------|--|------------|-----|
| O.4  | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY THE FRENCH COMMERCIAL CODE AND APPROVE THE SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN   | Management | For |
| O.5  | APPOINT THE MR. PATRICIA BARBIZET AS A DIRECTOR FOR A 3 YEAR PERIOD  | Management | For |
| O.6  | APPOINT THE MR. HERVE LE BOUC AS A DIRECTOR FOR A 3 YEAR PERIOD  | Management | For |
| O.7  | APPOINT THE MR. NONCE PAOLINI AS A DIRECTOR FOR A 3 YEAR PERIOD  | Management | For |
| O.8  | APPOINT MR. HELMAN LE PAS DE SECHEVAL AS A DIRECTOR FOR A 3 YEAR PERIOD  | Management | For |
| O.9  | AUTHORIZE THE BOARD OF DIRECTORS, TO TRADE IN THE COMPANY S SHARES ON THE STOCK MARKET, SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 80.00, MINIMUM SALE PRICE: EUR 30.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE SHARE CAPITAL, MAXIMUM FUNDS INVESTED IN THE SHARE BUY BACKS: EUR 1,500,000,000.00; DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES, AUTHORITY EXPIRES IN THE END OF 18- MONTH PERIOD THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT      | Management | For |
| E.10 | AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS AND AT ITS SOLE DISCRETION, BY CANCELING ALL OR PART OF THE SHARES HELD BY THE COMPANY IN CONNECTION WITH A STOCK REPURCHASE PLAN, UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 24 MONTH PERIOD, DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES, AUTHORITY EXPIRES IN THE END OF 18 MONTH PERIOD THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 28 APR 2005 IN ITS RESOLUTION 20 | Management | For |
| E.11 | AUTHORIZE THE BOARD OF DIRECTORS IN 1 OR MORE  | Management | For |

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

TRANSACTIONS, TO BENEFICIARIES TO BE CHOSEN AMONG THE EMPLOYEES AND CORPORATE OFFICERS, OPTIONS GIVING THE RIGHT EITHER TO SUBSCRIBE FOR NEW

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 117 of 265

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 NOT EXCEED 10% OF THE SHARE CAPITAL, IN THIS LIMIT SHALL BE ALLOCATED THE FREE SHARES GRANTED IN RESOLUTION 24 OF THE GENERAL MEETING DATED 26 APR 2007 AND TO DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF THE BENEFICIARIES OF THE OPTIONS, AND TO DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES, APPROVE TO DELEGATE TO THE BOARD OF DIRECTORS ALL POWERS TO CHARGE THE SHARE ISSUANCE COSTS AGAINST THE RELATED PREMIUMS AND DEDUCT FROM THE PREMIUMS THE AMOUNTS NECESSARY TO RAISE THE LEGAL RESERVE TO 1-10TH OF THE NEW CAPITAL AFTER EACH INCREASE, AUTHORITY EXPIRES IN THE END OF 38- MONTH PERIOD THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 28 APR 2005 IN ITS RESOLUTION 20

- |      |  |            |     |
|------|--|------------|-----|
| E.12 | AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE OPTIONS GIVING THE RIGHT TO SUBSCRIBE TO THE SHARE CAPITAL DURING PERIODS OF A PUBLIC EXCHANGE OFFER CONCERNING THE SHARES OF THE COMPANY, THE MAXIMUM NOMINAL AMOUNT PERTAINING THE CAPITAL INCREASE TO BE CARRIED OUT SHALL NOT EXCEED EUR 400,000,000.00, AND DELEGATE ALL POWERS T THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURE AND ACCOMPLISH ALL NECESSARY FORMALITIES, DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS, AUTHORITY EXPIRES IN THE END OF 18- MONTH PERIOD AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 26 APR 2007 IN ITS RESOLUTIONS 23 | Management | For |
| E.13 | RECEIVE THE REPORT OF THE BOARD OF DIRECTORS, THE SHAREHOLDERS MEETING DECIDES THAT THE VARIOUS DELEGATIONS GIVEN TO IT AT THE MEETING DATED 26 APR 2007 AND THE PRESENT MEETING SHALL BE USED IN WHOLE OR IN PART IN ACCORDANCE WITH THE LEGAL PROVISIONS IN FORCE, DURING PERIODS WHEN CASH OR STOCK TENDER OFFERS ARE IN EFFECT FOR THE COMPANY S SHARES FOR AN 18 MONTH PERIOD, STARTING FROM THE DATE OF THE PRESENT MEETING, THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS  | Management | For |

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

E.14 MEETING OF 26 APR 2007 IN ITS RESOLUTION 22  
 GRANT AUTHORITY THE FULL POWERS TO THE BEARER Management For  
 OF AN ORIGINAL, A COPY OR EXTRACT OF THE MINUTES

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008 Report Date: 07/08/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST Page 118 of 265

OF THIS MEETING TO CARRY OUT ALL FILINGS, PUBLICATIONS  
 AND OTHER FORMALITIES PRESCRIBED BY LAW

CAPITAL ONE FINANCIAL CORPORATION COF ANNUAL  
 ISSUER: 14040H105 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: PATRICK W. GROSS	Management	For
1B	ELECTION OF DIRECTOR: ANN FRITZ HACKETT	Management	For
1C	ELECTION OF DIRECTOR: PIERRE E. LEROY	Management	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE CORPORATION FOR 2008.	Management	For
03	APPROVAL AND ADOPTION OF CAPITAL ONE S AMENDED AND RESTATED ASSOCIATE STOCK PURCHASE PLAN.	Management	For
04	STOCKHOLDER PROPOSAL: STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder	Against

MERRILL LYNCH & CO., INC. MER ANNUAL  
 ISSUER: 590188108 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: CAROL T. CHRIST	Management	For
1B	ELECTION OF DIRECTOR: ARMANDO M. CODINA	Management	For
1C	ELECTION OF DIRECTOR: JUDITH MAYHEW JONAS	Management	For

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

1D	ELECTION OF DIRECTOR: JOHN A. THAIN	Management	For
02	RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	ADOPT CUMULATIVE VOTING	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 119 of 265

04	PROHIBIT SENIOR EXECUTIVE OFFICER STOCK SALES DURING BUYBACK	Shareholder	Against
05	ADOPT ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Against
06	ADOPT RESPONSIBLE EMPLOYMENT PRINCIPLES	Shareholder	Against

NICOR INC.  
 ISSUER: 654086107  
 SEDOL:

GAS  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR R.M. BEAVERS, JR. B.P. BICKNER J.H. BIRDSALL, III N.R. BOBINS B.J. GAINES R.A. JEAN D.J. KELLER R.E. MARTIN G.R. NELSON J. RAU R.M. STROBEL	Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NICOR S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	AMEND ARTICLE TWELVE OF NICOR S ARTICLES OF INCORPORATION TO REDUCE THE SUPERMAJORITY VOTING REQUIREMENTS TO SIMPLE MAJORITY VOTES.	Shareholder	For
04	DELETION OF THE TEXT OF ARTICLE THIRTEEN OF NICOR S ARTICLES OF INCORPORATION.	Shareholder	For
05	OPT-OUT OF SECTIONS OF GOVERNING STATE LAW IMPOSING A SUPERMAJORITY VOTING REQUIREMENT.	Shareholder	For
06	AMEND ARTICLE FOURTEEN OF NICOR S ARTICLES OF INCORPORATION TO REDUCE THE SUPERMAJORITY VOTING REQUIREMENT TO A SIMPLE MAJORITY VOTE.	Shareholder	For

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

OLIN CORPORATION  
 ISSUER: 680665205  
 SEDOL:

OLN  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 120 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RICHARD M. ROMPALA JOSEPH D. RUPP	Management Management Management	For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For

PEPSIAMERICAS, INC.  
 ISSUER: 71343P200  
 SEDOL:

PAS  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1G	ELECTION OF DIRECTOR: JAMES R. KACKLEY	Management	For
1H	ELECTION OF DIRECTOR: MATTHEW M. MCKENNA	Management	For
1I	ELECTION OF DIRECTOR: ROBERT C. POHLAD	Management	For
1J	ELECTION OF DIRECTOR: DEBORAH E. POWELL	Management	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	For
1A	ELECTION OF DIRECTOR: HERBERT M. BAUM	Management	For
1B	ELECTION OF DIRECTOR: RICHARD G. CLINE	Management	For
1C	ELECTION OF DIRECTOR: MICHAEL J. CORLISS	Management	For
1D	ELECTION OF DIRECTOR: PIERRE S. DU PONT	Management	For
1E	ELECTION OF DIRECTOR: ARCHIE R. DYKES	Management	For
1F	ELECTION OF DIRECTOR: JAROBIN GILBERT, JR.	Management	For

PFIZER INC.

PFE

ANNUAL



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

ISSUER: 717081103  
 SEDOL:

ISIN:

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 121 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Management	For
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Management	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Management	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Management	For
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Management	For
04	SHAREHOLDER PROPOSAL REQUESTING SEPARATION OF CHAIRMAN AND CEO ROLES.	Shareholder	Against
03	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shareholder	Against
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
1N	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Management	For
1M	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management	For
1L	ELECTION OF DIRECTOR: DANA G. MEAD	Management	For
1K	ELECTION OF DIRECTOR: GEORGE A. LORCH	Management	For
1J	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Management	For
1I	ELECTION OF DIRECTOR: JAMES M. KILTS	Management	For
1H	ELECTION OF DIRECTOR: WILLIAM R. HOWELL	Management	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Management	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Management	For

THE EMPIRE DISTRICT ELECTRIC COMPANY  
 ISSUER: 291641108  
 SEDOL:

EDE  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report

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

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 122 of 265

	KENNETH R. ALLEN	Management	For
	WILLIAM L. GIPSON	Management	For
	BILL D. HELTON	Management	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For
03	TO VOTE UPON A NON-BINDING ADVISORY PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For

VIVENDI	VIV.VX	AGM MEE
ISSUER: F97982106	ISIN: FR0000127771	
SEDOL: B0CR3H6, B1G0HP4, 4834777, B0334V4, B11SBW8, 4841379, 4863470, 4859587		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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 THAT THIS IS AN MIX MEETING. THANK YOU.	Non-Voting	
0.1	RECEIVE THE REPORTS OF THE EXECUTIVE COMMITTEE AND THE AUDITORS, APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE IN 2007, AS PRESENTED, SHOWING A PROFIT OF EUR 1,504,370,455.00	Management	For
0.2	RECEIVE THE REPORTS OF THE EXECUTIVE COMMITTEE AND THE AUDITORS, THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY, IN THE FORM PRESENTED TO THE MEETING	Management	For
0.3	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.88 OF THE FRENCH COMMERCIAL CODE, AND APPROVE THE AGREEMENTS ENTERED INTO OR WHICH REMAINED IN FORCE DURING THE FY	Management	For

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

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 123 of 265

O.4	APPROVE THE RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE AND RESOLVES THAT THE INCOME FOR THE FY BE APPROPRIATED AS FOLLOWS: EARNINGS FOR THE FY: EUR 1,504,370,455.00 RETAINED EARNINGS: EUR 2,200,000,000.00 BALANCE AVAILABLE FOR DISTRIBUTION: EUR 3,704,370,455.00 LEGAL RESERVE: EUR 4,240,216.00 DIVIDENDS: EUR 1,514,062,753.00 OTHER RESERVES: EUR 0.00 RETAINED EARNINGS: EUR 2,186,067,486.00 TOTAL: EUR 3,704,370,455.00 THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 1.30 PER SHARE, AND WILL ENTITLE TO THE 40% DEDUCTION PROVIDED BY THE FRENCH TAX CODE, THIS DIVIDEND WILL BE PAID ON 14 MAY 2008	Management	For
O.5	APPROVE TO RENEWS THE APPOINTMENT OF MR. M. JEAN-RENE FOURTOU AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.6	APPROVE TO RENEWS THE APPOINTMENT OF MR. M. CLAUDE BEBEAR AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.7	APPROVE TO RENEWS THE APPOINTMENT OF MR. M. GERARD BREMOND AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.8	APPROVE TO RENEWS THE APPOINTMENT OF MR. M. MEHDI DAZI AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.9	APPROVE TO RENEWS THE APPOINTMENT OF MR. M. HENRI LACHMANN AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.10	APPROVE TO RENEWS THE APPOINTMENT OF MR. M. PIERRE RODOCANACHI AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.11	APPROVE TO RENEWS THE APPOINTMENT OF MR. M. KAREL VAN MIERT AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.12	APPOINT MR. M. JEAN-YVES CHARLIER AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.13	APPOINT MR. M. PHILIPPE DONNET AS A MEMBER OF THE SUPERVISORY BOARD FOR A 4-YEAR PERIOD	Management	For
O.14	APPROVE TO AWARD A TOTAL ANNUAL FEES OF EUR 1,500,000.00 TO THE SUPERVISORY BOARD	Management	For
O.15	AUTHORIZE THE EXECUTIVE COMMITTEE TO TRADE IN THE COMPANY S SHARES ON THE STOCK MARKET, SUBJECT	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 124 of 265

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

TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 40.00, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 3,490,000,000.00; AUTHORITY EXPIRES FOR 18-MONTH PERIOD; 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 19 APR 2007 IN ITS RESOLUTION NUMBER

6

- |      |  |            |     |
|------|--|------------|-----|
| E.16 | GRANT AUTHORITY TO THE EXECUTIVE COMMITTEE TO REDUCE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS AND AT ITS SOLE DISCRETION, BY CANCELING ALL OR PART OF THE SHARES HELD BY THE COMPANY IN CONNECTION WITH A STOCK REPURCHASE PLAN, UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 26-MONTH PERIOD; AUTHORITY EXPIRES FOR 24-MONTH PERIOD; 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 19 APR 2007 IN ITS RESOLUTION NUMBER 11  | Management | For |
| E.17 | GRANT AUTHORITY TO THE EXECUTIVE COMMITTEE, IN 1 OR MORE TRANSACTIONS, TO BENEFICIARIES TO BE CHOSEN BY IT, 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 2.5% OF THE CAPITAL SHARE; AUTHORITY EXPIRES FOR 38-MONTH PERIOD; TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES, THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 7 OF THE 19 APR 2007 SHAREHOLDERS MEETING; THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE GENERAL MEETING HELD IN 28 APR 2005 IN ITS RESOLUTION NUMBER 12 | Management | For |
| E.18 | GRANT AUTHORITY TO THE EXECUTIVE COMMITTEE, 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 MORE THAN 0.5% OF THE SHARE CAPITAL; AUTHORITY EXPIRES FOR 38-MONTH PERIOD; TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 7 OF THE 19 APR 2007 SHAREHOLDERS MEETING; THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE GENERAL  | Management | For |

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

- MEETING HELD IN 28 APR 2005 IN ITS RESOLUTION NUMBER 13
- E.19 AUTHORIZE THE EXECUTIVE COMMITTEE TO INCREASE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS, AT ITS SOLE DISCRETION, IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN; AUTHORITY EXPIRES FOR 26-MONTH PERIOD AND FOR A NOMINAL AMOUNT THAT SHALL NOT EXCEED 2.5% OF THE CAPITAL SHARE; THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 7 OF THE GENERAL MEETING HELD IN 19 APR 2007; THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF MEMBERS OF A CORPORATE SAVINGS PLAN; 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 19 APR 2007 IN ITS RESOLUTION NUMBER 10 Management For
- E.20 AUTHORIZE THE EXECUTIVE COMMITTEE TO INCREASE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS, AT ITS SOLE DISCRETION, IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE FOREIGNER SUBSIDIARY COMPANY WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN; AUTHORITY EXPIRES FOR 18-MONTH PERIOD AND FOR A NOMINAL AMOUNT THAT SHALL NOT EXCEED 2.5% OF THE CAPITAL SHARE; THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 19 OF THE GENERAL MEETING HELD IN 19 APR 2007; THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF ANY PERSON CORRESPONDING TO THE SPECIFICATION GIVEN BY THE SHAREHOLDERS MEETING; 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 19 APR 2007 IN ITS RESOLUTION NUMBER 19 Management For
- E.21 GRANTS 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 For

WEBSTER FINANCIAL CORPORATION  
ISSUER: 947890109  
SEDOL:

WBS  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 126 of 265

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JOHN J. CRAWFORD C. MICHAEL JACOBI KAREN R. OSAR	Management Management Management Management	For For For For
02	TO APPROVE THE QUALIFIED PERFORMANCE-BASED COMPENSATION PLAN FOR AN ADDITIONAL FIVE-YEAR TERM (PROPOSAL 2).	Management	For
03	TO RATIFY THE APPOINTMENT BY THE BOARD OF DIRECTORS OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF WEBSTER FINANCIAL CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008 (PROPOSAL 3).	Management	For

WYETH  
ISSUER: 983024100  
SEDOL:

WYE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: ROBERT M. AMEN	Management	For
1B	ELECTION OF DIRECTOR: MICHAEL J. CRITELLI	Management	For
1C	ELECTION OF DIRECTOR: ROBERT ESSNER	Management	For
1D	ELECTION OF DIRECTOR: JOHN D. FEERICK	Management	For
1E	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Management	For
1F	ELECTION OF DIRECTOR: VICTOR F. GANZI	Management	For
1G	ELECTION OF DIRECTOR: ROBERT LANGER	Management	For
1H	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Management	For
1I	ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE	Management	For
1J	ELECTION OF DIRECTOR: MARY LAKE POLAN	Management	For
1K	ELECTION OF DIRECTOR: BERNARD POUSSOT	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 127 of 265

1L	ELECTION OF DIRECTOR: GARY L. ROGERS	Management	For
1M	ELECTION OF DIRECTOR: JOHN R. TORELL III	Management	For
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For

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

03	VOTE TO AMEND AND RESTATE THE WYETH 2005 STOCK INCENTIVE PLAN	Management	Against
04	VOTE TO ADOPT THE WYETH 2008 NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN	Management	Against
05	STOCKHOLDER PROPOSAL ON REPORTING THE COMPANY S POLITICAL CONTRIBUTIONS AND TRADE ASSOCIATION PAYMENTS	Shareholder	Against
06	STOCKHOLDER PROPOSAL ON ADOPTION OF A BY-LAW FOR THE RECOUPMENT OF INCENTIVE BONUSES	Shareholder	Against

ZIONS BANCORPORATION  
ISSUER: 989701107  
SEDOL:

ZION ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JERRY C. ATKIN	Management	For
1B	ELECTION OF DIRECTOR: STEPHEN D. QUINN	Management	For
1C	ELECTION OF DIRECTOR: SHELLEY THOMAS WILLIAMS	Management	For
02	TO APPROVE SHAREHOLDER RESOLUTION REQUESTING BOARD TAKE ACTION TO DECLASSIFY DIRECTORS TERMS OF OFFICE.	Shareholder	For
03	TO RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL 2008.	Management	For
04	TO TRANSACT ANY OTHER SUCH BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.	Management	Abstain

AT&T INC.  
ISSUER: 00206R102  
SEDOL:

T ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 128 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Management	For
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Management	For

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

1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Management	For
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Management	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Management	For
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Management	For
1G	ELECTION OF DIRECTOR: JAMES P. KELLY	Management	For
1H	ELECTION OF DIRECTOR: JON C. MADONNA	Management	For
1I	ELECTION OF DIRECTOR: LYNN M. MARTIN	Management	For
1J	ELECTION OF DIRECTOR: JOHN B. MCCOY	Management	For
1K	ELECTION OF DIRECTOR: MARY S. METZ	Management	For
1L	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For
1M	ELECTION OF DIRECTOR: LAURA D ANDREA TYSON	Management	For
1N	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Management	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Management	For
03	REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Against
04	PENSION CREDIT POLICY.	Shareholder	Against
05	LEAD INDEPENDENT DIRECTOR BYLAW.	Shareholder	Against
06	SERP POLICY	Shareholder	Against
07	ADVISORY VOTE ON COMPENSATION	Shareholder	Against

CINCINNATI BELL INC.  
 ISSUER: 171871403  
 SEDOL:

CBB  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 129 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JOHN F. CASSIDY* ROBERT W. MAHONEY* DANIEL J. MEYER* BRUCE L. BYRNES**	Management Management Management Management	For For For For
02	THE APPROVAL OF AN AMENDMENT TO THE COMPANY S RESTATED AMENDED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS AND TO APPROVE AN AMENDMENT TO THE COMPANY S AMENDED REGULATIONS TO REQUIRE ANNUAL ELECTION OF DIRECTORS.	Management	For
03	THE APPROVAL OF AN AMENDMENT TO THE COMPANY S RESTATED AMENDED ARTICLES OF INCORPORATION TO REQUIRE A MAJORITY VOTE FOR THE ELECTION OF A DIRECTOR AND TO APPROVE AN AMENDMENT TO THE COMPANY S AMENDED REGULATIONS ADDRESSING HOLDOVER DIRECTORS.	Management	For
04	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 2008.	Management	For



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

FERRO CORPORATION  
 ISSUER: 315405100  
 SEDOL:

FOE  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR SANDRA AUSTIN CRAYTON RICHARD J. HIPPLE WILLIAM B. LAWRENCE DENNIS W. SULLIVAN	Management Management Management Management Management	For For For For For

GATX CORPORATION  
 ISSUER: 361448103  
 SEDOL:

GMT  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 130 of 265

01	DIRECTOR JAMES M. DENNY RICHARD FAIRBANKS DEBORAH M. FRETZ ERNST A. HABERLI BRIAN A. KENNEY MARK G. MCGRATH MICHAEL E. MURPHY DAVID S. SUTHERLAND	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
----	---	--	---

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

CASEY J. SYLLA Management For

Proposal Number	Proposal	Proposal Type	Vote Cast
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
01	DIRECTOR	Management	For
	JAMES M. DENNY	Management	For
	RICHARD FAIRBANKS	Management	For
	DEBORAH M. FRETZ	Management	For
	ERNST A. HABERLI	Management	For
	BRIAN A. KENNEY	Management	For
	MARK G. MCGRATH	Management	For
	MICHAEL E. MURPHY	Management	For
	DAVID S. SUTHERLAND	Management	For
	CASEY J. SYLLA	Management	For

HYFLUX LTD  
 ISSUER: Y3817K105  
 SEDOL: B0D83V2, 6320058, B021XD4

HYFXF.PK  
 ISIN: SG1J47889782

AGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	RECEIVE AND ADOPT THE DIRECTORS REPORT AND THE AUDITED ACCOUNTS FOR THE YE 31 DEC 2007 TOGETHER WITH THE AUDITORS REPORT THEREON	Management	For
2.	DECLARE A FIRST AND FINAL DIVIDEND OF 1.89 SINGAPORE CENTS PER ORDINARY SHARE1-TIER TAX EXEMPT For THE YE 31 DEC 2007 PREVIOUS YEAR: 1.35 SINGAPORE CENTS PER ORDINARY SHARE	Management	For
3.	RE-ELECT PROFESSOR TAN TECK MENG AS A DIRECTOR, WHO RETIRES PURSUANT TO ARTICLE 88 OF THE COMPANY S ARTICLES OF ASSOCIATION	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 131 of 265

4. RE-ELECT MR. RAJ MITTA AS A DIRECTOR, WHO RETIRES PURSUANT TO ARTICLE 88 OF THE COMPANY S ARTICLES Management For

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

- |         |  |                          |     |
|---------|--|--------------------------|-----|
| 5.      | OF ASSOCIATION<br>RE-ELECT MR. LEE JOO HAI AS A DIRECTOR, WHO RETIRES<br>PURSUANT TO ARTICLE 89 OF THE COMPANY S ARTICLES<br>OF ASSOCIATION  | Management               | For |
| 6.      | RE-ELECT MR. GAY CHEE CHEONG AS A DIRECTOR, WHO<br>RETIRES PURSUANT TO ARTICLE 89 OF THE COMPANY<br>S ARTICLES OF ASSOCIATION  | Management               | For |
| 7.      | APPOINT MR. AHMED BUTTI AHMED AS A DIRECTOR,<br>PURSUANT TO ARTICLE 75 OF THE COMPANY S ARTICLES<br>OF ASSOCIATION   | Management               | For |
| 8.      | APPROVE THE PAYMENT OF DIRECTORS FEES OF SGD<br>456,667 FOR THE YE 31 DEC 2007 PREVIOUS YEAR:<br>SGD 305,166   | Management               | For |
| *<br>9. | TRANSACT ANY OTHER BUSINESS<br>APPOINT MESSRS KPMG AS EXTERNAL AUDITORS IN PACE<br>OF MESSRS ERNST & YOUNG AND AUTHORIZE THE DIRECTORS<br>TO FIX THEIR REMUNERATION AS SPECIFIED   | Non-Voting<br>Management | For |
| 10.     | AUTHORIZE THE DIRECTORS, PURSUANT TO SECTION<br>161 OF THE COMPANIES ACT, CHAPTER 50 AND RULE<br>806 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE<br>SECURITIES TRADING LIMITED, TO ISSUE SHARES IN<br>THE COMPANY SHARES WHETHER BY WAY OF RIGHTS,<br>BONUS OR OTHERWISE; AND/OR MAKE OR GRANT OFFERS,<br>AGREEMENTS OR OPTIONS COLLECTIVELY, INSTRUMENTS,<br>THAT MIGHT OR WOULD REQUIRE SHARES TO BE ISSUED,<br>INCLUDING BUT NOT LIMITED TO THE CREATION AND<br>ISSUE OF AS WELL AS ADJUSTMENTS TO OPTIONS, WARRANTS,<br>DEBENTURES OR OTHER INSTRUMENTS CONVERTIBLE INTO<br>SHARES; AT ANY TIME AND UPON SUCH TERMS AND CONDITIONS<br>AND FOR SUCH PURPOSES AND TO SUCH PERSONS AS<br>THE DIRECTORS MAY IN THEIR ABSOLUTE DISCRETION<br>DEEM FIT; AND NOTWITHSTANDING THE AUTHORITY<br>CONFERRED BY THIS RESOLUTION MAY HAVE CEASED<br>TO BE IN FORCE ISSUE SHARES IN PURSUANCE OF ANY<br>INSTRUMENT MADE OR GRANTED BY THE DIRECTORS WHILE<br>THIS RESOLUTION WAS IN FORCE, THE AGGREGATE NUMBER<br>OF SHARES INCLUDING SHARES TO BE ISSUED IN PURSUANCE<br>OF THE INSTRUMENTS, MADE OR GRANTED PURSUANT<br>TO THIS RESOLUTION AND INSTRUMENT TO BE ISSUED<br>PURSUANT TO THIS RESOLUTION SHALL NOT EXCEED<br>50% OF THE ISSUED SHARE CAPITAL OF THE COMPANY<br>AS CALCULATED IN ACCORDANCE WITH SUB-PARAGRAPH (2)<br>BELOW, OF WHICH THE AGGREGATE NUMBER OF SHARES<br>AND INSTRUMENTS TO BE ISSUED OTHER THAN ON A<br>PRO-RATA BASIS TO THE EXISTING SHAREHOLDERS OF<br>THE COMPANY SHALL NOT EXCEED 20% OF THE ISSUED<br>SHARE CAPITAL OF THE COMPANY AS CALCULATED IN | Management               | For |

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 132 of 265

ACCORDANCE WITH SUB-PARAGRAPH (2) BELOW; AND SUBJECT  
TO SUCH CALCULATION AS MAY BE PRESCRIBED BY THE  
SINGAPORE EXCHANGE SECURITIES TRADING LIMITED  
FOR THE PURPOSE OF DETERMINING THE AGGREGATE

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

NUMBER OF SHARES AND INSTRUMENTS THAT MAY BE ISSUED UNDER SUB-PARAGRAPH (1) ABOVE, THE PERCENTAGE OF ISSUED SHARES AND INSTRUMENTS SHALL BE BASED ON THE NUMBER OF ISSUED SHARES IN THE CAPITAL OF THE COMPANY AT THE TIME OF THE PASSING OF THIS RESOLUTION, AFTER ADJUSTING FOR: A) NEW SHARES ARISING FROM THE CONVERSION OR EXERCISE OF THE INSTRUMENTS OR ANY CONVERTIBLE SECURITIES; B) NEW SHARES ARISING FROM THE EXERCISING SHARE OPTIONS OR VESTING OF SHARE AWARDS OUTSTANDING AND SUBSISTING AT THE TIME OF PASSING OF THIS RESOLUTION; AND C) ANY SUBSEQUENT CONSOLIDATION OR SUBDIVISION OF SHARES, IN EXERCISING THE AUTHORITY CONFERRED BY THIS RESOLUTION, THE COMPANY SHALL COMPLY WITH THE PROVISIONS OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED FOR THE TIME BEING IN FORCE UNLESS SUCH COMPLIANCE HAS BEEN WAIVED BY THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED AND THE ARTICLES OF ASSOCIATION OF THE COMPANY; AND AUTHORITY EXPIRES THE EARLIER OF THE CONCLUSION OF THE NEXT AGM OF THE COMPANY OR THE DATE BY WHICH NEXT AGM OF THE COMPANY AS REQUIRED BY LAW TO BE HELD; 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

11. AUTHORIZE THE DIRECTORS, PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 AND TO OFFER AND GRANT OPTIONS UNDER THE HYFLUX EMPLOYEES SHARE OPTION SCHEME THE 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; AUTHORITY EXPIRES THE EARLIER OF THE CONCLUSION OF THE NEXT AGM OF THE COMPANY OR THE DATE OF THE NEXT AGM OF THE COMPANY AS REQUIRED BY LAW
- Management For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 133 of 265

HYFLUX LTD  
ISSUER: Y3817K105  
SEDOL: B0D83V2, 6320058, B021XD4

HYFXF.PK EGM MEE  
ISIN: SG1J47889782

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	AUTHORIZE THE DIRECTORS OF THE COMPANY TO MAKE PURCHASES OF SHARES 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 DATE OF THE LAST AGM OF THE COMPANY OR AT THE DATE OF THE EGM, WHICHEVER IS THE HIGHER, BUT EXCLUDING ANY SHARES HELD AS TREASURY SHARES AT THE PRICE OF UP TO BUT NOT EXCEEDING THE MAXIMUM PRICE, IN ACCORDANCE WITH THE GUIDELINES ON SHARES PURCHASES AS SPECIFIED; AUTHORITY EXPIRES THE EARLIER OF THE CONCLUSION OF THE NEXT AGM OF THE COMPANY IS HELD OR IS REQUIRED BY LAW TO BE HELD	Management	For
S.2	AMEND THE ARTICLES OF ASSOCIATION AS SPECIFIED	Management	For

KELLOGG COMPANY  
ISSUER: 487836108  
SEDOL:

K  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DAVID MACKAY STERLING SPEIRN JOHN ZABRISKIE	Management Management Management Management	For For For For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
03	SHAREOWNER PROPOSAL TO ENACT A MAJORITY VOTE REQUIREMENT	Shareholder	Against

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 134 of 265

OWENS & MINOR, INC.  
ISSUER: 690732102  
SEDOL:

OMI  
ISIN:

ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR G. GILMER MINOR, III J. ALFRED BROADDUS, JR. EDDIE N. MOORE, JR. PETER S. REDDING ROBERT C. SLEDD CRAIG R. SMITH	Management Management Management Management Management Management	For For For For For For
02	APPROVAL OF AMENDMENTS TO THE COMPANY S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For
03	APPROVAL OF AMENDMENTS TO THE COMPANY S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO ELIMINATE PROVISIONS AUTHORIZING THE SERIES B CUMULATIVE PREFERRED STOCK.	Management	For
04	RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

POPULAR, INC.  
ISSUER: 733174106  
SEDOL:

BPOP  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MARIA LUISA FERRE FREDERIC V. SALERNO WILLIAM J. TEUBER JR.	Management Management Management Management	For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 135 of 265

AMERICAN EXPRESS COMPANY  
ISSUER: 025816109  
SEDOL:

AXP  
ISIN:

ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN J. LESCHLY R.C. LEVIN R.A. MCGINN E.D. MILLER S.S REINEMUND R.D. WALTER R.A. WILLIAMS	Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For For For For
02	A PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	A PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO REQUIRE A MAJORITY VOTE FOR THE ELECTION OF DIRECTORS IN NON-CONTESTED ELECTIONS.	Management	For
4A	PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO ELIMINATE STATUTORY SUPERMAJORITY VOTING: MERGER OR CONSOLIDATION.	Management	For
4B	PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO ELIMINATE STATUTORY SUPERMAJORITY VOTING: SALE, LEASE, EXCHANGE OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE COMPANY S ASSETS OUTSIDE THE ORDINARY COURSE OF BUSINESS.	Management	For
4C	PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO ELIMINATE STATUTORY SUPERMAJORITY VOTING: PLAN FOR THE EXCHANGE OF SHARES.	Management	For
4D	PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO ELIMINATE STATUTORY SUPERMAJORITY VOTING: AUTHORIZATION OF DISSOLUTION.	Management	For
05	A SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shareholder	Against

HERA SPA, BOLOGNA  
ISSUER: T5250M106  
SEDOL: B28J8W0, 7620508, B020CX4, 7598003

HRASF.PK OGM MEE  
ISIN: IT0001250932 BLOCKIN

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 136 of 265

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

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 29 APR 2008 AT 10:00. 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	
1.	APPROVE THE FINANCIAL STATEMENT AT 31 DEC 2007, THE BOARD OF DIRECTORS AND OF AUDITORS REPORT, ALLOCATION OF PROFITS, ADJOURNMENT THEREOF	Management	Take No Action
2.	RATIFY THE APPOINTMENT OF THE BOARD OF DIRECTORS IN CONFORMITY WITH THE ARTICLE 2449 CIVIL CODE	Management	Take No Action
3.	APPOINT THE BOARD OF DIRECTORS MEMBERS NOT APPOINTED IN CONFORMITY WITH THE ARTICLE 2449 CIVIL CODE	Management	Take No Action
4.	APPOINT THE BOARD OF AUDITORS AND THE CHAIRMAN	Management	Take No Action
5.	APPROVE TO DETERMINE THE BOARD OF DIRECTORS EMOLUMENTS	Management	Take No Action
6.	APPROVE TO DETERMINE THE BOARD OF AUDITORS EMOLUMENTS	Management	Take No Action
7.	APPROVE TO RENEW THE AUTHORIZATION TO BUY AND SELL OWN SHARES, ADJOURNMENT THEREOF	Management	Take No Action

HONEYWELL INTERNATIONAL INC.  
ISSUER: 438516106  
SEDOL:

HON ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management	For
1B	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Management	For
1D	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Management	For
1E	ELECTION OF DIRECTOR: LINNET F. DEILY	Management	For
1F	ELECTION OF DIRECTOR: CLIVE R. HOLLICK	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 137 of 265



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

1G	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Management	For
1H	ELECTION OF DIRECTOR: ERIC K. SHINSEKI	Management	For
1I	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Management	For
1J	ELECTION OF DIRECTOR: MICHAEL W. WRIGHT	Management	For
02	APPROVAL OF INDEPENDENT ACCOUNTANTS	Management	For
03	AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION - RIGHT TO CALL A SPECIAL MEETING OF SHAREOWNERS	Management	For
04	PAY-FOR-SUPERIOR-PERFORMANCE PRINCIPLE	Shareholder	Against

THE BOEING COMPANY  
ISSUER: 097023105  
SEDOL:

BA  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JOHN H. BIGGS	Management	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Management	For
1C	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Management	For
1D	ELECTION OF DIRECTOR: LINDA Z. COOK	Management	For
1E	ELECTION OF DIRECTOR: WILLIAM M. DALEY	Management	For
1F	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management	For
1G	ELECTION OF DIRECTOR: JAMES L. JONES	Management	For
1H	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Management	For
1I	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Management	For
1J	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management	For
1K	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Management	For
02	ADVISORY VOTE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR.	Management	For
03	PREPARE A REPORT ON FOREIGN MILITARY SALES	Shareholder	Against

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 138 of 265

04	ADOPT HEALTH CARE PRINCIPLES	Shareholder	Against
05	ADOPT, IMPLEMENT AND MONITOR HUMAN RIGHTS POLICIES	Shareholder	Against
06	REQUIRE AN INDEPENDENT LEAD DIRECTOR	Shareholder	Against
07	REQUIRE PERFORMANCE-BASED STOCK OPTIONS	Shareholder	Against
08	REQUIRE AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Shareholder	Against
09	REQUIRE SHAREHOLDER APPROVAL OF FUTURE SEVERANCE ARRANGEMENTS	Shareholder	Against

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

CONSOL ENERGY INC.  
ISSUER: 20854P109  
SEDOL:

CNX  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JOHN WHITMIRE J. BRETT HARVEY JAMES E. ALTMAYER, SR. WILLIAM E. DAVIS RAJ K. GUPTA PATRICIA A. HAMMICK DAVID C. HARDESTY, JR. JOHN T. MILLS WILLIAM P. POWELL JOSEPH T. WILLIAMS	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR: ERNST & YOUNG LLP.	Management	For
03	CONSOL ENERGY INC. EXECUTIVE ANNUAL INCENTIVE PLAN.	Management	For
04	JOINT SHAREHOLDER PROPOSAL REGARDING CLIMATE CHANGE.	Shareholder	Against

COOPER INDUSTRIES, LTD.  
ISSUER: G24182100  
SEDOL:

CBE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 139 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR R.M. DEVLIN L.A. HILL J.J. POSTL	Management Management Management Management	For For For For
02	APPOINT ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2008.	Management	For
03	APPROVE THE AMENDED AND RESTATED STOCK INCENTIVE PLAN.	Management	For
04	SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT	Shareholder	Against

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

A CODE OF CONDUCT BASED ON INTERNATIONAL LABOR ORGANIZATION HUMAN RIGHTS STANDARDS.

DAVIDE CAMPARI - MILANO SPA, MILANO  
 ISSUER: T24091117  
 SEDOL: B08H5S5, B28GQ16, B08BR25, B1SSBL0

DVDCF.PK OGM MEE  
 ISIN: IT0003849244 BLOCKIN

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 30 APR 2008 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	
1.	APPROVE TO CONFIRM THE BOARD OF DIRECTORS APPOINTMENT	Management	Take No Action
2.	APPROVE THE FINANCIAL STATEMENT AT 31 DEC 2007, ADJOURNMENT THEREOF	Management	Take No Action
3.	GRANT AUTHORITY TO BUY BACK OWN SHARES	Management	Take No Action

FORTUNE BRANDS, INC.  
 ISSUER: 349631101  
 SEDOL:

FO ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
03	IF PRESENTED, A SHAREHOLDER PROPOSAL ENTITLED	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 140 of 265

01	ELECT EACH DIRECTOR ANNUALLY . DIRECTOR RICHARD A. GOLDSTEIN	Management Management	For For
----	--	--------------------------	------------

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

	PIERRE E. LEROY	Management	For
	A.D. DAVID MACKAY	Management	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

GROUPE DANONE, PARIS	GDDNY.PK	OGM MEE
ISSUER: F12033134	ISIN: FR0000120644	
SEDOL: B018SX1, B043GP1, B1YBYC5, B01HKG5, B1Y9TB3, B2B3XM4, 5981810, 5984057, 7164437, B0ZGJH2, B01HK10, B033328, B1YBWV0, B1Y9RH5, B1Y95C6, 0799085, 5983560, 5984068		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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	
1.	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE 31 DEC 2007, AS PRESENTED	Management	For
2.	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY, IN THE FORM PRESENTED TO THE MEETING	Management	For
3.	APPROVE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND RESOLVES THAT THE INCOME FOR THE FY BE APPROPRIATED AS FOLLOWS: EUR 4,046,112,118.85, RETAINED EARNINGS: EUR 2,142,651,098.23, DISTRIBUTABLE INCOME: EUR 6,188,763,217.08, DIVIDENDS: EUR 564,136,606.00, OTHER RESERVES: EUR 2,000,000,000.00, RETAINED EARNINGS: EUR 3,624,626,611.08 THE SHAREHOLDERS	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 141 of 265

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

WILL RECEIVE A NET DIVIDEND OF EUR 1.10 PER SHARE, AND WILL ENTITLE TO THE 40 % DEDUCTION PROVIDED BY THE FRENCH TAX CODE, THIS DIVIDEND WILL BE PAID ON 14 MAY 2008, IN THE EVENT THAT THE COMPANY HOLDS SO ME OF ITS OWN SHARES ON SUCH DATE, THE AMOUNT OF THE UNPAID DIVIDEND ON SUCH SHARES SHALL BE ALLOCATED TO THE RETAINED EARNINGS ACCOUNT AS REQUIRED BY LAW, IT IS REMINDED THAT, FOR THE LAST 3 FY, THE DIVIDENDS PAID, WERE AS FOLLOWS: EUR 0.675 FOR FY 2004 EUR 0.85 FOR FISCAL YEAR 2005, EUR 1.00 FOR FISCAL YEAR 2006

- |     |  |            |     |
|-----|--|------------|-----|
| 4.  | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLES L.225-38 OF THE FRENCH COMMERCIAL CODE AND APPROVE THE SAID REPORT, THE AGREEMENTS REFERRED TO THEREIN AND THE ONES AUTHORIZED EARLIER AND WHICH REMAINED IN FORCE DURING THE FY         | Management | For |
| 5.  | APPROVE TO RENEW THE APPOINTMENT OF MR. BRUNO BONELL AS A MEMBER OF THE BOARD OF DIRECTOR FOR A 3 YEAR PERIOD  | Management | For |
| 6.  | APPROVE TO RENEW THE APPOINTMENT OF MR. MICHEL DAVID-WEILL AS A MEMBER OF THE BOARD OF DIRECTOR FOR A 3 YEAR PERIOD  | Management | For |
| 7.  | APPROVE TO RENEW THE APPOINTMENT OF MR. BERNARD HOURS AS A MEMBER OF THE BOARD OF DIRECTOR FOR A 3 YEAR PERIOD   | Management | For |
| 8.  | APPROVE TO RENEW THE APPOINTMENT OF MR. JACQUES NAHMIAS AS A MEMBER OF THE BOARD OF DIRECTOR FOR A 3 YEAR PERIOD   | Management | For |
| 9.  | APPROVE TO RENEW THE APPOINTMENT OF MR. NAOMASA TSURITANI AS A MEMBER OF THE BOARD OF DIRECTOR FOR A 3 YEAR PERIOD   | Management | For |
| 10. | APPROVE TO RENEW THE APPOINTMENT OF MR. JACQUES VINCENT AS A MEMBER OF THE BOARD OF DIRECTOR FOR A 3 YEAR PERIOD   | Management | For |
| 11. | APPROVE TO RENEW THE APPOINTMENT OF MR. CHRISTIAN LAUBIE AS A MEMBER OF THE BOARD OF DIRECTOR FOR A 3 YEAR PERIOD  | Management | For |
| 12. | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.42.1 OF THE FRENCH COMMERCIAL CODE, SAID REPORT AND THE AGREEMENTS REFERRED THEREIN WITH REGARDS TO THE ALLOWANCES DUE TO MR. FRANCK RIBOUD IN CASE OF CESSATION OF HIS OFFICE TERM | Management | For |

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 142 of 265

- |     |  |            |     |
|-----|--|------------|-----|
| 13. | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.42.1 OF THE FRENCH COMMERCIAL CODE, SAID REPORT AND THE AGREEMENTS REFERRED THEREIN WITH REGARDS TO THE ALLOWANCES DUE TO MR. JACQUES VINCENT IN CASE OF CESSATION OF HIS OFFICE TERM | Management | For |
|-----|--|------------|-----|

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

- |     |  |            |     |
|-----|--|------------|-----|
| 14. | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.42.1 OF THE FRENCH COMMERCIAL CODE, SAID REPORT AND THE AGREEMENTS REFERRED THEREIN WITH REGARDS TO THE ALLOWANCES DUE TO MR. EMMANUELFABER IN CASE OF THE INTERRUPTION OF HIS OFFICE TERM  | Management | For |
| 15. | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.42.1 OF THE FRENCH COMMERCIAL CODE, SAID REPORT AND THE AGREEMENTS REFERRED THEREIN WITH REGARDS TO THE ALLOWANCES DUE TO MR. BERNARD HOURS IN CASE OF THE INTERRUPTION OF HIS OFFICE TERM  | Management | For |
| 16. | AUTHORIZE THE BOARD OF DIRECTORS TO BUY BACK THE COMPANY S SHARES ON THE OPENMARKET, SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 80.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10 % OF THE SHARE CAPITAL, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 4,102,811,680.00, THIS AUTHORIZATION SUPERSEDES THE FRACTION UNUSED OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 26 APR 2007 IN ITS RESOLUTION NUMBER 8, TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | For |
| 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 | For |

WELLS FARGO & COMPANY  
 ISSUER: 949746101  
 SEDOL:

WFC  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JOHN S. CHEN	Management	For
1B	ELECTION OF DIRECTOR: LLOYD H. DEAN	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 143 of 265

- |    |  |            |     |
|----|--|------------|-----|
| 1C | ELECTION OF DIRECTOR: SUSAN E. ENGEL         | Management | For |
| 1D | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Management | For |
| 1E | ELECTION OF DIRECTOR: ROBERT L. JOSS         | Management | For |
| 1F | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH  | Management | For |
| 1G | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK   | Management | For |

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

1H	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Management	For
1I	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Management	For
1J	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Management	For
1K	ELECTION OF DIRECTOR: DONALD B. RICE	Management	For
1L	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Management	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For
1N	ELECTION OF DIRECTOR: JOHN G. STUMPF	Management	For
1O	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Management	For
1P	ELECTION OF DIRECTOR: MICHAEL W. WRIGHT	Management	For
02	PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2008.	Management	For
03	PROPOSAL TO APPROVE THE PERFORMANCE-BASED COMPENSATION POLICY.	Management	For
04	PROPOSAL TO APPROVE THE AMENDED AND RESTATED LONG-TERM INCENTIVE COMPENSATION PLAN.	Management	Against
05	PROPOSAL REGARDING A BY-LAWS AMENDMENT TO REQUIRE AN INDEPENDENT CHAIRMAN.	Management	Against
06	PROPOSAL REGARDING AN EXECUTIVE COMPENSATION ADVISORY VOTE.	Management	Against
07	PROPOSAL REGARDING A PAY-FOR-SUPERIOR-PERFORMANCE COMPENSATION PLAN.	Management	Against
08	PROPOSAL REGARDING HUMAN RIGHTS ISSUES IN INVESTMENT POLICIES.	Management	Against
09	PROPOSAL REGARDING A NEUTRAL SEXUAL ORIENTATION EMPLOYMENT POLICY.	Management	Against
10	PROPOSAL REGARDING A REPORT ON RACIAL DISPARITIES IN MORTGAGE LENDING.	Management	Against

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 144 of 265

AGL RESOURCES INC.  
ISSUER: 001204106  
SEDOL:

ATG  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
01	DIRECTOR SANDRA N. BANE ARTHUR E. JOHNSON JAMES A. RUBRIGHT JOHN W. SOMERHALDER II BETTINA M. WHYTE	Management Management Management Management Management	For For For For For

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

BROOKFIELD ASSET MANAGEMENT INC.  
 ISSUER: 112585104  
 SEDOL:

BAM  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MARCEL R. COUTU MAUREEN KEMPSTON DARKES LANCE LIEBMAN G. WALLACE F. MCCAIN FRANK J. MCKENNA JACK M. MINTZ PATRICIA M. NEWSON JAMES A. PATTISON	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
02	THE APPOINTMENT OF AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THE REMUNERATION TO BE PAID TO THE AUDITORS.	Management	For

CIRCOR INTERNATIONAL, INC.  
 ISSUER: 17273K109  
 SEDOL:

CIR  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 145 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DAVID A. BLOSS, SR. A. WILLIAM HIGGINS C. WILLIAM ZADEL	Management Management Management Management	For For For For
02	TO RATIFY THE SELECTION OF GRANT THORNTON LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For



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

E. I. DU PONT DE NEMOURS AND COMPANY  
 ISSUER: 263534109  
 SEDOL:

DD  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RICHARD H. BROWN ROBERT A. BROWN BERTRAND P. COLLOMB CURTIS J. CRAWFORD ALEXANDER M. CUTLER JOHN T. DILLON ELEUTHERE I. DU PONT MARILLYN A. HEWSON CHARLES O. HOLLIDAY, JR LOIS D. JULIBER SEAN O'KEEFE WILLIAM K. REILLY	Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For
02	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	ON PLANT CLOSURE	Shareholder	Against
04	ON SEPARATION OF POSITIONS OF CHAIRMAN AND CEO	Shareholder	Against
05	ON GLOBAL WARMING REPORT	Shareholder	Against
06	ON AMENDMENT TO HUMAN RIGHTS POLICY	Shareholder	Against
07	ON SHAREHOLDER SAY ON EXECUTIVE PAY	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 146 of 265

FORDING CANADIAN COAL TRUST  
 ISSUER: 345425102  
 SEDOL:

FDG  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF TRUSTEES: MICHAEL A. GRANDIN	Management	For
1B	RICHARD T. MAHLER	Management	For
1C	MICHAEL S. PARRETT	Management	For
1D	DONALD A. PETHER	Management	For

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

1E	WARREN S.R. SEYFFERT	Management	For
1F	PETER VALENTINE	Management	For
1G	JOHN B. ZAOZIRNY	Management	For
02	DIRECTOR	Management	For
	DAWN L. FARRELL	Management	For
	MICHAEL A. GRANDIN	Management	For
	DONALD R. LINDSAY	Management	For
	RICHARD T. MAHLER	Management	For
	THOMAS J. O'NEIL	Management	For
	MICHAEL S. PARRETT	Management	For
	LESLIE I. PRILLAMAN	Management	For
	DAVID A. THOMPSON	Management	For
03	PASSING THE ORDINARY RESOLUTION APPROVING THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS AS INDEPENDENT AUDITORS OF THE TRUST FOR THE ENSUING YEAR AND AUTHORIZING THE TRUSTEES OF THE TRUST TO FIX THE REMUNERATION OF THE INDEPENDENT AUDITORS.	Management	For

MARATHON OIL CORPORATION  
 ISSUER: 565849106  
 SEDOL:

MRO  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1G	ELECTION OF DIRECTOR: SETH E. SCHOFIELD	Management	For
1H	ELECTION OF DIRECTOR: JOHN W. SNOW	Management	For
1I	ELECTION OF DIRECTOR: THOMAS J. USHER	Management	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2008	Management	For
03	STOCKHOLDER PROPOSAL TO AMEND OUR BY-LAWS TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 147 of 265

04	STOCKHOLDER PROPOSAL TO ADOPT A POLICY FOR RATIFICATION OF EXECUTIVE COMPENSATION	Shareholder	Against
1A	ELECTION OF DIRECTOR: CHARLES F. BOLDEN, JR.	Management	For
1B	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Management	For
1C	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Management	For
1D	ELECTION OF DIRECTOR: PHILIP LADER	Management	For
1E	ELECTION OF DIRECTOR: CHARLES R. LEE	Management	For
1F	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For

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

SJW CORP.  
ISSUER: 784305104  
SEDOL:

SJW  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
04	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE CORPORATION FOR FISCAL YEAR 2008.	Management	For
01	DIRECTOR M.L. CALI J.P. DINAPOLI D.R. KING N.Y. MINETA W.R. ROTH C.J. TOENISKOETTER F.R. ULRICH, JR. R.A. VAN VALER	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
02	APPROVE THE EXECUTIVE OFFICER SHORT-TERM INCENTIVE PLAN.	Management	For
03	APPROVE THE AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN.	Management	For

TECO ENERGY, INC.  
ISSUER: 872375100  
SEDOL:

TE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 148 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: DUBOSE AUSLEY	Management	For
1B	ELECTION OF DIRECTOR: JAMES L. FERMAN, JR.	Management	For
1C	ELECTION OF DIRECTOR: JOHN B. RAMIL	Management	For
1D	ELECTION OF DIRECTOR: PAUL L. WHITING	Management	For
02	RATIFICATION OF THE CORPORATION S INDEPENDENT AUDITOR	Management	For

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

AVON PRODUCTS, INC.  
 ISSUER: 054303102  
 SEDOL:

AVP  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR W. DON CORNWELL EDWARD T. FOGARTY FRED HASSAN ANDREA JUNG MARIA ELENA LAGOMASINO ANN S. MOORE PAUL S. PRESSLER GARY M. RODKIN PAULA STERN LAWRENCE A. WEINBACH	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	ADOPTION OF THE EXECUTIVE INCENTIVE PLAN	Management	For
04	RESOLUTION REGARDING NANOMATERIAL PRODUCT SAFETY REPORT	Shareholder	Against

EMBARQ CORPORATION  
 ISSUER: 29078E105  
 SEDOL:

EQ  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 149 of 265

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

	PETER C. BROWN	Management	For
	STEVEN A. DAVIS	Management	For
	RICHARD A. GEPHARDT	Management	For
	THOMAS A. GERKE	Management	For
	JOHN P. MULLEN	Management	For
	WILLIAM A. OWENS	Management	For
	DINESH C. PALIWAL	Management	For
	STEPHANIE M. SHERN	Management	For
	LAURIE A. SIEGEL	Management	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2008 FISCAL YEAR.	Management	For
03	TO APPROVE THE EMBARQ CORPORATION 2008 EQUITY INCENTIVE PLAN.	Management	Against
04	TO APPROVE THE EMBARQ CORPORATION 2008 EMPLOYEE STOCK PURCHASE PLAN.	Management	For
05	TO APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR QUALIFIED PERFORMANCE-BASED COMPENSATION.	Management	For
06	TO CONSIDER A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, SEEKING TO REQUIRE AN ADVISORY VOTE ON COMPENSATION.	Shareholder	Against

IDEARC INC.  
ISSUER: 451663108  
SEDOL:

IAR  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPROVAL OF THE 2008 INCENTIVE COMPENSATION PLAN.	Management	For
01	DIRECTOR	Management	For
	JERRY V. ELLIOTT	Management	For
	JONATHAN F. MILLER	Management	For
	DONALD B. REED	Management	For
	STEPHEN L. ROBERTSON	Management	For
	THOMAS S. ROGERS	Management	For
	PAUL E. WEAVER	Management	For
03	RATIFICATION OF ERNST & YOUNG LLP AS IDEARC S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 150 of 265

MUELLER INDUSTRIES, INC.  
ISSUER: 624756102

MLI  
ISIN: ANNUAL

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ALEXANDER P. FEDERBUSH PAUL J. FLAHERTY GENNARO J. FULVIO GARY S. GLADSTEIN SCOTT J. GOLDMAN TERRY HERMANSON HARVEY L. KARP WILLIAM D. O'HAGAN	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
02	APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY.	Management	For
03	STOCKHOLDER PROPOSAL REGARDING BOARD INCLUSIVENESS.	Shareholder	Against

NOBLE CORPORATION  
ISSUER: G65422100  
SEDOL:

NE  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR LAWRENCE J. CHAZEN MARY P. RICCIARDELLO	Management Management Management	For For For
02	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2008.	Management	For

NSTAR  
ISSUER: 67019E107  
SEDOL:

NST  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

01 DIRECTOR Management For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 151 of 265

CHARLES K. GIFFORD Management For  
 PAUL A. LA CAMERA Management For  
 SHERRY H. PENNEY Management For  
 WILLIAM C. VAN FAASEN Management For  
 02 TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS  
 LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC  
 ACCOUNTANTS FOR 2008. Management For

PENTAIR, INC. PNR ANNUAL  
 ISSUER: 709631105 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	LESLIE ABI-KARAM	Management	For
	JERRY W. BURRIS	Management	For
	RONALD L. MERRIMAN	Management	For
02	TO APPROVE THE PENTAIR, INC. 2008 OMNIBUS STOCK INCENTIVE PLAN.	Management	Against
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

STERLING BANCORP STL ANNUAL  
 ISSUER: 859158107 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

01	DIRECTOR	Management	For
	ROBERT ABRAMS	Management	For
	JOSEPH M. ADAMKO	Management	For
	LOUIS J. CAPPELLI	Management	For
	FERNANDO FERRER	Management	For
	ALLAN F. HERSHFIELD	Management	For
	HENRY J. HUMPHREYS	Management	For
	ROBERT W. LAZAR	Management	For
	JOHN C. MILLMAN	Management	For
	EUGENE ROSSIDES	Management	For
02	PROPOSAL TO RATIFY THE APPOINTMENT BY THE AUDIT	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 152 of 265

COMMITTEE OF THE BOARD OF DIRECTORS OF KPMG LLP  
 AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC  
 ACCOUNTING FIRM FOR THE FISCAL YEAR 2008.

SUNOCO, INC.  
 ISSUER: 86764P109  
 SEDOL:

SUN  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	R.J. DARNALL	Management	For
	J.G. DROSDICK	Management	For
	G.W. EDWARDS	Management	For
	U.O. FAIRBAIRN	Management	For
	T.P. GERRITY	Management	For
	R.B. GRECO	Management	For
	J.P. JONES, III	Management	For
	J.G. KAISER	Management	For
	R.A. PEW	Management	For
	G.J. RATCLIFFE	Management	For
	J.W. ROWE	Management	For
	J.K. WULFF	Management	For
02	APPROVAL OF THE SUNOCO, INC. LONG-TERM PERFORMANCE ENHANCEMENT PLAN II.	Management	For
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008.	Management	For



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

TOMKINS PLC  
 ISSUER: G89158136  
 SEDOL: B02S379, 5626906, 0896265

TKS  
 ISIN: GB0008962655  
 AGM MEE

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	RECEIVE THE DIRECTORS REPORT AND FINANCIAL STATEMENTS FOR THE YE 29 DEC 2007 TOGETHER WITH THE INDEPENDENT AUDITORS REPORT	Management	For
2.	APPROVE THE REMUNERATION COMMITTEE REPORT FOR THE YE 29 DEC 2007	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 153 of 265

3.	DECLARE THE FINAL DIVIDEND OF 8.57P PER ORDINARY SHARE FOR THE YE 29 DEC 2007	Management	For
4.	RE-APPOINT MR. JAMES NICOL AS A DIRECTOR	Management	For
5.	RE-APPOINT MR. DAVID RICHARDSON AS A DIRECTOR	Management	For
6.	RE-APPOINT MR. JOHN MCDONOUGH AS A DIRECTOR	Management	For
7.	RE-APPOINT MR. LEO QUINN AS A DIRECTOR	Management	For
8.	RE-APPOINT MR. JOHN ZIMMERMAN AS A DIRECTOR	Management	For
9.	RE-APPOINT DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS	Management	For
10.	AUTHORIZE THE DIRECTORS TO DETERMINE THE INDEPENDENT AUDITORS REMUNERATION	Management	For
11.	AUTHORIZE THE DIRECTORS, SUBJECT TO THE TERMS OF ARTICLE 5 OF THE COMPANY S ARTICLES OF ASSOCIATION, TO ALLOT RELEVANT SECURITIES: UP TO AN AGGREGATE NOMINAL AMOUNT OF GBP 14,673,721; AND SUBJECT TO AND CONDITIONAL ON THE REDUCTION OF CAPITAL AS SPECIFIED AND ASSOCIATED MATTERS REFERRED TO IN RESOLUTION 16 BECOMING EFFECTIVE THE REDENOMINATION, AND IN SUBSTITUTION FOR THE AUTHORITY GRANTED BY PARAGRAPH A OF THIS RESOLUTION 11, BUT WITHOUT PREJUDICE TO ANY PRIOR EXERCISE OF SUCH AUTHORITY, UP TO AN AGGREGATE NOMINAL AMOUNT OF USD 29,359,180	Management	For
S.15	ADOPT THE ARTICLES OF ASSOCIATION PRODUCED TO THE MEETING AS THE ARTICLES OF ASSOCIATION OF THE COMPANY IN SUBSTITUTION FOR AND TO THE EXCLUSION OF. THE EXISTING ARTICLES OF ASSOCIATION	Management	For
12.	APPROVE TO REDUCE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY USD 1,956,000,000 BY CANCELLATION OF USD 13,920,000 DENOMINATED VOTING CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES OF USD 50 EACH AND USD 25,200,000 DENOMINATED VOTING	Management	For

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

- CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE  
SHARES OF USD 50 EACH
- S.13 AUTHORIZE THE DIRECTORS, IN ACCORDANCE WITH AND Management For  
SUBJECT TO THE TERMS OF ARTICLE 6 OF THE COMPANY  
S ARTICLES OF ASSOCIATION, TO ALLOT SHARES FOR  
CASH FOR THE PURPOSES OF ARTICLE 6, UP TO AN  
AGGREGATE NOMINAL AMOUNT OF GBP 2,210,266; AND  
SUBJECT TO AND CONDITIONAL ON THE REDENOMINATION  
BECOMING EFFECTIVE, AND IN SUBSTITUTION FOR THE  
AUTHORITY GRANTED BY PARAGRAPH (A) OF THIS RESOLUTION  
13, BUT WITHOUT PREJUDICE TO ANY PRIOR EXERCISE  
OF SUCH AUTHORITY, UP TO AN AGGREGATE NOMINAL  
AMOUNT OF USD 4,422,300
- S.14 AUTHORIZE THE COMPANY, IN SUBSTITUTION OF ANY Management For  
AUTHORITY TO PURCHASE ORDINARY SHARES IN THE  
CAPITAL OF THE COMPANY SHARES PREVIOUSLY CONFERRED  
SAVE TO THE EXTENT THE SAME HAS BEEN EXERCISED,  
TO MAKE MARKET PURCHASES SECTION 163(3) OF THE  
COMPANIES ACT 1985 (ACT) OF SHARES PROVIDED THAT:  
MAXIMUM NUMBER OF SHARES TO BE ACQUIRED IS 88,410,677

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 154 of 265

- SHARES OR, IF LOWER SUCH NUMBER OF SHARES AS  
IS EQUAL TO 10% OF THE ISSUED ORDINARY SHARE  
CAPITAL OF THE COMPANY AT THE CLOSE OF BUSINESS  
ON 30 APR 2008; THE MAXIMUM PRICE WHICH MAY BE  
PAID FOR ANY SHARE IS AN AMOUNT EQUAL TO 105%  
OF THE AVERAGE MIDDLE MARKET QUOTATIONS FOR A  
SHARES DERIVED FROM THE LONDON STOCK EXCHANGE  
DAILY OFFICIAL LIST, OVER THE PREVIOUS 5 BUSINESS  
DAYS IMMEDIATELY PRECEDING THE DAY ON WHICH THE  
SHARE IS CONTRACTED TO BE PURCHASED AND THE MINIMUM  
PRICE WHICH MAY BE PAID FOR ANY SUCH SHARE SHALL  
BE THE NOMINAL VALUE OF THAT SHARE; AUTHORITY  
EXPIRES THE EARLIER OF THE CONCLUSION OF THE  
NEXT AGM OF THE COMPANY OR 1 MAY 2009; BUT A  
CONTRACT OF PURCHASE MAY BE MADE BEFORE SUCH  
EXPIRY WHICH WILL OR MAY BE EXECUTED WHOLLY OR  
PARTLY THEREAFTER, AND A PURCHASE OF SHARES MAY  
BE MADE IN PURSUANCE OF ANY SUCH CONTRACT
- S.16 APPROVE, SUBJECT TO AND CONDITIONAL UPON THE Management For  
PASSING AS A SPECIAL RESOLUTION OF RESOLUTION  
15, AND IN ADDITION TO AND WITHOUT PREJUDICE  
TO THE AUTHORITY GRANTED PURSUANT TO RESOLUTION  
11: (A) THE CAPITAL OF THE COMPANY BE INCREASED  
BY GBP 50,000 BY THE CREATION OF 50,000 DEFERRED  
SHARES OF GBP 1 EACH EACH A DEFERRED SHARE HAVING  
THE RIGHTS AND RESTRICTIONS AS SPECIFIED IN ARTICLE  
6 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY  
ADOPTED PURSUANT TO RESOLUTION 15 THE NEW ARTICLES;  
THE SUM OF GBP 50,000 STANDING TO THE CREDIT  
OF THE COMPANY S RESERVES BE CAPITALIZED AND,  
ACCORDINGLY, THE DIRECTORS BE AND ARE HEREBY

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

AUTHORIZED AND DIRECTED TO APPROPRIATE PRIOR TO THE EFFECTIVE DATE (AS DEFINED IN PARAGRAPH (E) OF THIS RESOLUTION 16) THE SAID SUM OF GBP 50,000 IN PAYING UP IN FULL AT PAR 50,000 DEFERRED SHARES AND TO ALLOT AND ISSUE THE SAME, CREDITED AS FULLY PAID TO THE THEN COMPANY SECRETARY OF THE COMPANY OR ANY DIRECTOR AS THE BOARD OF DIRECTORS OF THE COMPANY SHALL NOMINATE AND FOR THE PURPOSE OF SECTION 80 OF THE COMPANIES ACT 1985 THE ACT SUCH AUTHORITY SHALL EXPIRE AT THE EARLIER OF THE EFFECTIVE DATE AND THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY; (C) THE SHARE CAPITAL OF THE COMPANY BE REDUCED BY CANCELING AND EXTINGUISHING ALL OF THE ISSUED AND UNISSUED ORDINARY SHARES OF SP EACH IN THE CAPITAL OF THE COMPANY THE EXISTING ORDINARY SHARES IN EXISTENCE AS AT 6.00 P.M. ON THE BUSINESS DAY IMMEDIATELY PRECEDING THE DAY ON WHICH THE HIGH COURT OF JUSTICE IN ENGLAND AND WALES MAKES AN ORDER CONFIRMING SUCH REDUCTION OF CAPITAL SUCH CANCELLATION AND EXTINGUISHMENT BEING REFERRED TO AS THE REDUCTION OF CAPITAL AND THE CREDIT

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 155 of 265

ARISING IN THE COMPANY S BOOKS OF ACCOUNT AS A RESULT OF THE REDUCTION OF CAPITAL BE TRANSFERRED TO A SPECIAL RESERVE OF THE COMPANY THE CANCELLATION RESERVE; (D) FORTHWITH AND CONDITIONAL UPON THE REDUCTION OF CAPITAL TAKING EFFECT AND PRIOR TO THE ALLOTMENT AND ISSUE OF THE NEW DOLLAR SHARES, THE NEW ARTICLES OF THE COMPANY AS SPECIFIED; (E) IMMEDIATELY UPON THE REDUCTION OF CAPITAL TAKING EFFECT SUCH DATE TO BE THE EFFECTIVE DATE: THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BE INCREASED TO SUCH AMOUNT AS RESULTS FROM THE CREATION OF SUCH NUMBER OF NEW ORDINARY SHARES AS IS EQUAL TO THE NUMBER THE RELEVANT NUMBER OF EXISTING ORDINARY HARES AS WERE CANCELLED PURSUANT TO THE REDUCTION TO THE CAPITAL, EACH SUCH SHARE A NEW DOLLAR SHARE HAVING A NOMINAL VALUE IN CENTS ROUNDED DOWN TO THE NEAREST WHOLE CENT EQUIVALENT TO 5P THE DOLLAR NOMINAL VALUE CALCULATED BY REFERENCE TO THE CLOSING MID-POINT EXCHANGE RATE FOR US DOLLARS WITH STERLING IN LONDON AS DERIVED FROM REUTERS AT 4.00 P.M. ON THE DAY IMMEDIATELY PRIOR TO THE EFFECTIVE DATE OR IF SUCH DAY IS NOT A BUSINESS DAY, THE BUSINESS DAY IMMEDIATELY PRECEDING THE EFFECTIVE DATE AS PUBLISHED IN THE FINANCIAL TIMES ON THE EFFECTIVE DATE, OF ANOTHER PUBLISHED RATE CONSIDERED APPROPRIATE BY THE DIRECTORS THE EXCHANGE RATE; THE SUM STANDING TO THE CREDIT OF THE CANCELLATION RESERVE BE CONVERTED INTO US DOLLARS AT THE EXCHANGE RATE;

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

THE SUM STANDING TO THE CREDIT OF THE CANCELLATION RESERVE AS A RESULT OF THE CONVERSION REFERRED TO IN SUB-PARAGRAPH E OF THIS RESOLUTION 16 BE APPLIED IN PAYING UP THE NUMBER OF NEW DOLLAR SHARES IN FULL AT THE DOLLAR NOMINAL VALUE AS IS EQUAL TO THE RELEVANT NUMBER, PROVIDED THAT IF THERE WOULD OTHERWISE BE ANY SURPLUS AMOUNT REMAINING IN THE CANCELLATION RESERVE, RELEVANT NUMBER OF NEW DOLLAR SHARES SHALL BE PAID UP AT AN AGGREGATE PREMIUM EQUAL TO SUCH REMAINING AMOUNT; AND THE RELEVANT NUMBER OF NEW DOLLAR SHARES BE ALLOTTED AND ISSUED CREDITED AS FULLY PAID TO THOSE PERSONS WHO APPEAR ON THE REGISTER OF MEMBERS OF THE COMPANY AT 6.00 P.M. ON THE BUSINESS DAY IMMEDIATELY PRIOR TO THE EFFECTIVE DATE AS THE HOLDERS OF THE CANCELLED EXISTING ORDINARY SHARES ON THE BASIS OF ONE NEW DOLLAR SHARE FOR EACH EXISTING ORDINARY SHARE HELD BY THEM; (F) IN ADDITION TO AND WITHOUT PREJUDICE TO ANY OTHER AUTHORITY CONFERRED UPON THE DIRECTORS TO ALLOT RELEVANT SECURITIES OF THE COMPANY, THE DIRECTORS BE AND THEY ARE HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED PURSUANT TO AND FOR THE PURPOSES OF SECTION 80 OF THE ACT TO EXERCISE ALL POWERS OF THE COMPANY TO ALLOT THE RELEVANT NUMBER OF THE NEW DOLLAR SHARES CREATED

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 156 of 265

BY THIS RESOLUTION 16 IN AGGREGATE, A MAXIMUM NOMINAL AMOUNT IN US DOLLARS OF RELEVANT SECURITIES AS IS EQUAL TO THE RELEVANT NUMBER MULTIPLIED BY THE DOLLAR NOMINAL VALUE AND THIS AUTHORITY SHALL EXPIRE AT THE CONCLUSION OF THE NEXT AGM OF THE COMPANY

VERIZON COMMUNICATIONS INC.  
 ISSUER: 92343V104  
 SEDOL:

VZ ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Management	For
1B	ELECTION OF DIRECTOR: M. FRANCES KEETH	Management	For

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

1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	For
1D	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Management	For
1E	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Management	For
1F	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	For
1G	ELECTION OF DIRECTOR: THOMAS H. O BRIEN	Management	For
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Management	For
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Management	For
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Management	For
1K	ELECTION OF DIRECTOR: JOHN W. SNOW	Management	For
1L	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Management	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	ELIMINATE STOCK OPTIONS	Shareholder	Against
04	GENDER IDENTITY NONDISCRIMINATION POLICY	Shareholder	Against
05	SEPARATE OFFICES OF CHAIRMAN AND CEO	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 157 of 265

WISCONSIN ENERGY CORPORATION  
 ISSUER: 976657106  
 SEDOL:

WEC  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JOHN F. BERGSTROM BARBARA L. BOWLES PATRICIA W. CHADWICK ROBERT A. CORNOG CURT S. CULVER THOMAS J. FISCHER GALE E. KLAPPA ULICE PAYNE, JR. FREDERICK P STRATTON JR	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2008.	Management	For

IMS HEALTH INCORPORATED  
 ISSUER: 449934108  
 SEDOL:

RX  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: DAVID R. CARLUCCI	Management	For
1B	ELECTION OF DIRECTOR: CONSTANTINE L. CLEMENTE	Management	For
1C	ELECTION OF DIRECTOR: KATHRYN E. GIUSTI	Management	For
1D	ELECTION OF DIRECTOR: M. BERNARD PUCKETT	Management	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	APPROVAL OF THE AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For
04	REAPPROVAL OF THE BUSINESS CRITERIA USED FOR PERFORMANCE GOALS UNDER THE EXECUTIVE ANNUAL INCENTIVE PLAN.	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 158 of 265

OCCIDENTAL PETROLEUM CORPORATION  
 ISSUER: 674599105  
 SEDOL:

OXY  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Management	For
1B	ELECTION OF DIRECTOR: RONALD W. BURKLE	Management	For
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Management	For
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Management	For
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Management	For
1F	ELECTION OF DIRECTOR: RAY R. IRANI	Management	For
1G	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Management	For
1H	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Management	For
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Management	For
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Management	For
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Management	For
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Management	For
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Management	For
03	SCIENTIFIC REPORT ON GLOBAL WARMING.	Shareholder	Against
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder	Against
05	INDEPENDENCE OF COMPENSATION CONSULTANTS.	Shareholder	Against
06	PAY-FOR-SUPERIOR-PERFORMANCE PRINCIPLE.	Shareholder	Against
07	SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Against

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 159 of 265

UNISOURCE ENERGY CORPORATION  
 ISSUER: 909205106  
 SEDOL:

UNS  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	JAMES S. PIGNATELLI	Management	For
	LAWRENCE J. ALDRICH	Management	For
	BARBARA BAUMANN	Management	For
	LARRY W. BICKLE	Management	For
	ELIZABETH T. BILBY	Management	For
	HAROLD W. BURLINGAME	Management	For
	JOHN L. CARTER	Management	For
	ROBERT A. ELLIOTT	Management	For
	DANIEL W.L. FESSLER	Management	For
	KENNETH HANDY	Management	For
	WARREN Y. JOBE	Management	For
	RAMIRO G. PERU	Management	For
	GREGORY A. PIVIROTTA	Management	For
	JOAQUIN RUIZ	Management	For
02	RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR	Management	For

AFLAC INCORPORATED  
 ISSUER: 001055102  
 SEDOL:

AFL  
 ISIN:

CONTEST

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	DANIEL P. AMOS	Management	For
	JOHN SHELBY AMOS II	Management	For
	PAUL S. AMOS II	Management	For
	YOSHIRO AOKI	Management	For
	MICHAEL H. ARMACOST	Management	For

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

KRISS CLONINGER III	Management	For
JOE FRANK HARRIS	Management	For
ELIZABETH J. HUDSON	Management	For
KENNETH S. JANKE SR.	Management	For
DOUGLAS W. JOHNSON	Management	For
ROBERT B. JOHNSON	Management	For
CHARLES B. KNAPP	Management	For
E. STEPHEN PURDOM	Management	For
B.K. RIMER, DR. PH	Management	For
MARVIN R. SCHUSTER	Management	For
DAVID GARY THOMPSON	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 160 of 265

02	ROBERT L. WRIGHT TO APPROVE THE AMENDMENT OF ARTICLE IV OF THE COMPANY S ARTICLES OF INCORPORATION TO INCREASE THE COMPANY S AUTHORIZED SHARES OF \$.10 PAR VALUE COMMON STOCK FROM 1,000,000,000 SHARES TO 1,900,000,000 SHARES.	Management	For
03	TO ADOPT THE AMENDED AND RESTATED MANAGEMENT INCENTIVE PLAN (THE 2009 MANAGEMENT INCENTIVE PLAN ).	Management	For
04	TO 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 ANALYSIS AND THE TABULAR DISCLOSURE REGARDING NAMED EXECUTIVE OFFICER COMPENSATION IN THIS PROXY STATEMENT.	Shareholder	For
05	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For

PENNICHUCK CORPORATION  
 ISSUER: 708254206  
 SEDOL:

PNNW  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JANET M. HANSEN HANNAH M. MCCARTHY	Management Management Management	For For For



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

02 JAMES M. MURPHY Management For  
 TO APPROVE THE PROPOSED AMENDMENT AND RESTATEMENT Management For  
 OF THE PENNICHUCK CORPORATION 2000 STOCK OPTION  
 PLAN.

THE YORK WATER COMPANY YORW ANNUAL  
 ISSUER: 987184108 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008 Report Date: 07/08/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST Page 161 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JOHN L. FINLAYSON THOMAS C. NORRIS ERNEST J. WATERS	Management Management Management Management	For For For For
02	APPOINT BEARD MILLER COMPANY LLP AS AUDITORS.	Management	For

ZIMMER HOLDINGS, INC. ZMH ANNUAL  
 ISSUER: 98956P102 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: DAVID C. DVORAK	Management	For
1B	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Management	For
1C	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Management	For
1D	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Management	For
02	AUDITOR RATIFICATION	Management	For
03	APPROVAL OF THE AMENDED ZIMMER HOLDINGS, INC. EXECUTIVE PERFORMANCE INCENTIVE PLAN	Management	For
04	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS	Management	For

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

BOSTON SCIENTIFIC CORPORATION  
 ISSUER: 101137107  
 SEDOL:

BSX  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	URSULA M. BURNS	Management	For
	WARREN B. RUDMAN	Management	For
	JAMES R. TOBIN	Management	For
	NANCY-ANN DEPARLE	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 162 of 265

	J. RAYMOND ELLIOTT	Management	For
	MARYE ANNE FOX	Management	For
	RAY J. GROVES	Management	For
	N.J. NICHOLAS, JR.	Management	For
	PETE M. NICHOLAS	Management	For
	JOHN E. PEPPER	Management	For
02	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE 2003 LONG-TERM INCENTIVE PLAN.	Management	Against
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2008.	Management	For
04	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF	Management	For

BRISTOL-MYERS SQUIBB COMPANY  
 ISSUER: 110122108  
 SEDOL:

BMJ  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: L.B. CAMPBELL	Management	For
1B	ELECTION OF DIRECTOR: J.M. CORNELIUS	Management	For

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

1C	ELECTION OF DIRECTOR: L.J. FREEH	Management	For
1D	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Management	For
1E	ELECTION OF DIRECTOR: M. GROBSTEIN	Management	For
1F	ELECTION OF DIRECTOR: L. JOHANSSON	Management	For
1G	ELECTION OF DIRECTOR: A.J. LACY	Management	For
1H	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Management	For
1I	ELECTION OF DIRECTOR: T.D. WEST, JR.	Management	For
1J	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Management	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	EXECUTIVE COMPENSATION DISCLOSURE	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 163 of 265

CIT GROUP INC.  
 ISSUER: 125581108  
 SEDOL:

CIT  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: GARY C. BUTLER	Management	For
1B	ELECTION OF DIRECTOR: WILLIAM M. FREEMAN	Management	For
1C	ELECTION OF DIRECTOR: SUSAN M. LYNE	Management	For
1D	ELECTION OF DIRECTOR: JAMES S. MCDONALD	Management	For
1E	ELECTION OF DIRECTOR: MARIANNE MILLER PARRS	Management	For
1F	ELECTION OF DIRECTOR: JEFFREY M. PEEK	Management	For
1G	ELECTION OF DIRECTOR: TIMOTHY M. RING	Management	For
1H	ELECTION OF DIRECTOR: VICE ADMIRAL JOHN R. RYAN	Management	For
1I	ELECTION OF DIRECTOR: SEYMOUR STERNBERG	Management	For
1J	ELECTION OF DIRECTOR: PETER J. TOBIN	Management	For
1K	ELECTION OF DIRECTOR: LOIS M. VAN DEUSEN	Management	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CIT S INDEPENDENT AUDITORS FOR 2008.	Management	For
03	TO APPROVE AMENDING THE LONG-TERM INCENTIVE PLAN, INCLUDING AN INCREASE IN THE NUMBER OF SHARES AVAILABLE THEREUNDER.	Management	Against

EXTERRAN HOLDINGS INC.  
 ISSUER: 30225X103  
 SEDOL:

EXH  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JANET F. CLARK ERNIE L. DANNER	Management Management Management	For For For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 164 of 265

	URIEL E. DUTTON	Management	For
	GORDON T. HALL	Management	For
	J.W.G. HONEYBOURNE	Management	For
	JOHN E. JACKSON	Management	For
	WILLIAM C. PATE	Management	For
	STEPHEN M. PAZUK	Management	For
	STEPHEN A. SNIDER	Management	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS EXTERRAN HOLDINGS, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

GREAT PLAINS ENERGY INCORPORATED  
 ISSUER: 391164100  
 SEDOL:

GXP  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR D.L. BODDE M.J. CHESSE W.H. DOWNEY M.A. ERNST R.C. FERGUSON, JR. L.A. JIMENEZ J.A. MITCHELL W.C. NELSON L.H. TALBOTT R.H. WEST	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2008.	Management	For

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

HAWAIIAN ELECTRIC INDUSTRIES, INC.  
 ISSUER: 419870100  
 SEDOL:

HE  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DON E. CARROLL	Management Management	For For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 165 of 265

	RICHARD W. GUSHMAN, II	Management	For
	VICTOR H. LI, S.J.D.	Management	For
	BILL D. MILLS	Management	For
	BARRY K. TANIGUCHI	Management	For
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
03	APPROVAL OF THE 1990 NONEMPLOYEE DIRECTORS STOCK PLAN, AS AMENDED AND RESTATED.	Management	For
04	APPROVAL OF THE 1987 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED AND RESTATED.	Management	For

ORMAT TECHNOLOGIES, INC.  
 ISSUER: 686688102  
 SEDOL:

ORA  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR YORAM BRONICKI ROGER W. GALE	Management Management Management	For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For

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

SUEZ SA  
 ISSUER: F90131115  
 SEDOL: B0438J9, B11FKK0, B0335F5, B1G0HQ5, 4540397, 5013984,  
 5323995, 7118898, 7121391, 7166262, 4540438, 5286764,  
 7118047, 7118928, 7121454

SZE.PA MIX MEE  
 ISIN: FR0000120529

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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	Non-Voting	

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 166 of 265

0.1	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS; AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE 2007, AS PRESENTED	Management	For
0.2	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS; AND APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY, IN THE FORM PRESENTED TO THE MEETING	Management	For
0.3	APPROVE THE NET INCOME FOR THE 2007 FY IS OF EUR 5,760,911,877.77 AND THE RETAINED EARNINGS OF EUR 0.00, THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND RESOLVES THAT THE INCOME FOR THE FY BE APPROPRIATED AS FOLLOWS: STATUTORY DIVIDEND EUR 0.10 PER SHARE: EUR 130,704,352.00 ADDITIONAL DIVIDEND EUR 1.26 PER SHARE EUR 1,646,874,837.72 DIVIDENDS: EUR 1,777,579,189.92, OTHER RESERVES ACCOUNT: EUR 3,983,332,687.85; THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 1.36 PER SHARE, AND WILL ENTITLE TO THE 40 % DEDUCTION PROVIDED	Management	For

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

	BY THE FRENCH TAX CODE, THIS DIVIDEND WILL BE PAID ON 14 MAY 2008, AS REQUIRED BY LAW, IT IS REMINDED THAT, FOR THE LAST 3 FY, THE DIVIDENDS PAID, WERE AS FOLLOWS: EUR 0.79 FOR FY 2004 EUR 1.00 FOR FY 2005, EUR 1.20 FOR FY 2006		
O.4	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.38 OF THE FRENCH COMMERCIAL CODE; AND APPROVE THE AGREEMENTS ENTERED INTO OR WHICH REMAINED IN FORCE DURING THE FY	Management	For
O.5	APPOINT MR. EDMOND ALPHANDERY AS A DIRECTOR FOR A 4-YEAR PERIOD	Management	For
O.6	APPOINT MR. RENE CARRON AS A DIRECTOR FOR A 4-YEAR PERIOD	Management	For
O.7	APPOINT MR. ETIENNE DAVIGNON AS A DIRECTOR FOR A 4-YEAR PERIOD	Management	For
O.8	APPOINT MR. ALBERT FRERE AS A DIRECTOR FOR A 4-YEAR PERIOD	Management	For
O.9	APPOINT MR. JEAN PEYRELEVADE AS A DIRECTOR FOR A 4-YEAR PERIOD	Management	For
O.10	APPOINT MR. THIERRY DE RUDDER AS A DIRECTOR FOR A 4-YEAR PERIOD	Management	For
O.11	AUTHORIZE THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY SHARES ON THE STOCK MARKET, SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 60.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE SHARE CAPITAL, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 7,500,000,000.00, THE NUMBER OF SHARES ACQUIRED BY THE COMPANY	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 167 of 265

	WITH A VIEW TO THEIR RETENTION OR THEIR SUBSEQUENT DELIVERY IN PAYMENT OR EXCHANGE, AS PART OF AN EXTERNAL GROWTH OPERATION , CANNOT EXCEED 5% OF ITS CAPITAL; AUTHORITY EXPIRES AT THE END OF 18 MONTH PERIOD; IT SUPERSEDES THE AUTHORIZATION GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 04 MAY 2007 IN ITS RESOLUTION 10; DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES		
E.12	AUTHORIZE THE BOARD OF DIRECTORS, IN ORDER TO INCREASE THE SHARE CAPITAL, IN 1 OR MORE OCCASIONS AND AT ITS SOLE DISCRETION: UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 500,000,000.00 BY WAY OF ISSUING ORDINARY SHARES AND, OR ANY SECURITIES, EVEN DEBT SECURITIES, GIVING ACCESS TO SHARES OF THE COMPANY OR SUBSIDIARIES THE PAR VALUE OF THE SHARES ISSUED IN ACCORDANCE WITH RESOLUTION 13 SHALL COUNT AGAINST THIS AMOUNT, UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 500,000,000.00 BY WAY OF CAPITALIZING PREMIUMS, RESERVES, PROFITS AND, OR OTHER MEANS, PROVIDED THAT SUCH CAPITALIZATION	Management	For

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

IS ALLOWED BY LAW AND UNDER THE BY LAWS, TO BE CARRIED OUT THROUGH THE ISSUE OF BONUS SHARES OR THE RAISE OF THE PAR VALUE OF THE EXISTING SHARES THE PAR VALUE OF THE DEBT SECURITIES ISSUED IN ACCORDANCE WITH RESOLUTION 13 AND 14 SHALL COUNT AGAINST THIS AMOUNT, AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD; IT SUPERSEDES THE AUTHORIZATIONS GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 05 MAY 2006, IF ITS RESOLUTION 7

- |      |  |            |     |
|------|--|------------|-----|
| E.13 | AUTHORIZE TO THE BOARD OF DIRECTORS THE NECESSARY POWERS TO INCREASE THE CAPITAL, 1 OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY ISSUANCE, WITHOUT PRE EMPTIVE SUBSCRIPTION RIGHTS, OF ORDINARY SHARES AND, OR ANY SECURITIES EVEN DEBT SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR SUBSIDIARIES OR, SHARES OF THE COMPANY TO WHICH SHALL GIVE RIGHT SECURITIES TO BE ISSUED BY SUBSIDIARIES THE MAXIMUM NOMINAL AMOUNT OF SHARES WHICH MAY BE ISSUED SHALL NOT EXCEED EUR 500,000,000.00 THE PAR VALUE OF THE DEBT SECURITIES ISSUED IN ACCORDANCE WITH RESOLUTIONS 12, SHALL COUNT AGAINST THIS AMOUNT THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES WHICH MAY BE ISSUED SHALL NOT EXCEED EUR 5,000,000,000.00, AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD IT SUPERSEDES THE AUTHORIZATIONS GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 05 MAY 2006, IN ITS RESOLUTION 8 | Management | For |
| E.14 | AUTHORIZE THE BOARD OF DIRECTORS THE NECESSARY POWERS TO INCREASE THE CAPITAL, ON 1 OR MORE  | Management | For |

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 168 of 265

OCCASIONS, IN FRANCE OR ABROAD, BY ISSUANCE, WITH PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF HYBRID DEBT SECURITIES THE MAXIMUM NOMINAL AMOUNT OF THE ISSUES, IF THE PRESENT DELEGATION IS UTILIZED BY THE BOARD OF DIRECTORS, SHALL NOT EXCEED EUR 5,000,000,000.00 THE PAR VALUE OF THE DEBT SECURITIES ISSUED IN ACCORDANCE WITH RESOLUTIONS 12 AND 13, SHALL COUNT AGAINST THIS AMOUNT AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD; IT SUPERSEDES THE AUTHORIZATION GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 05 MAY 2006 IN ITS RESOLUTION 11

- |      |   |            |     |
|------|---|------------|-----|
| E.15 | AUTHORIZE THE BOARD OF DIRECTORS, TO PROCEED WITH A SHARE CAPITAL INCREASE, ON 1OR MORE OCCASIONS, BY WAY OF ISSUING SHARES TO BE PAID IN CASH, IN FAVOR OF EMPLOYEES OF THE COMPANY AND SOME RELATED COMPANIES, WHO ARE MEMBERS OF A GROUP SAVINGS PLAN AND, OR OF A VOLUNTARY SAVINGS PLAN FOR THE RETIREMENT THE EMPLOYEES AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD; AND FOR A NOMINAL AMOUNT THAT SHALL NOT EXCEED 2% OF THE SHARE CAPITAL THE SHAREHOLDERS MEETING DECIDES TO | Management | For |
|------|---|------------|-----|



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

CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF THE BENEFICIARIES ABOVE MENTIONED, TO CANCELS THE AUTHORIZATION GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 05 MAY 2006, IN ITS RESOLUTION 12

E.16 AUTHORIZE THE BOARD OF DIRECTORS, TO PROCEED WITH A SHARE CAPITAL INCREASE, ON 1 OR MORE OCCASIONS, UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 30,000,000.00, BY ISSUANCE, WITHOUT PRE EMPTIVE SUBSCRIPTION RIGHTS, OF 15,000,000 NEW SHARES OF A PAR VALUE OF EUR 2.00 EACH TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF ANY ENTITIES WHICH ONLY SUBSCRIBE, HOLD AND SELL SUEZ SHARES OR OTHER FINANCIAL INSTRUMENTS THE PRESENT AUTHORITY EXPIRES AT THE END OF 18 MONTH PERIOD; TO CANCEL THE AUTHORIZATION GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 04 MAY 2007, IN ITS RESOLUTION 12, TO INCREASE THE SHARE CAPITAL IN FAVOR OF SPRING MULTIPLE 2006 SCA AND, OR ANY COMPANY WHICH MAY HOLDS OR SELLS SUEZ SHARES; DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

Management For

E.17 AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS, BY CANCELING ALL OR PART OF THE SHARES HELD BY THE COMPANY IN CONNECTION WITH A STOCK REPURCHASE PLAN, UP TO A MAXIMUM OF 10 % OF THE SHARE CAPITAL OVER A 24 MONTH PERIOD AUTHORITY EXPIRES AT THE END OF 18 MONTH PERIOD, IT SUPERSEDES THE AUTHORIZATION GRANTED BY THE COMBINED SHAREHOLDERS MEETING

Management For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 169 of 265

OF MAY 04 2007, IN ITS RESOLUTION 15; DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

E.18 GRANTS 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 For

THE TRAVELERS COMPANIES, INC.  
ISSUER: 89417E109  
SEDOL:

TRV  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: ALAN L. BELLER	Management	For
1B	ELECTION OF DIRECTOR: JOHN H. DASBURG	Management	For
1C	ELECTION OF DIRECTOR: JANET M. DOLAN	Management	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management	For
1E	ELECTION OF DIRECTOR: JAY S. FISHMAN	Management	For
1F	ELECTION OF DIRECTOR: LAWRENCE G. GRAEV	Management	For
1G	ELECTION OF DIRECTOR: PATRICIA L. HIGGINS	Management	For
1H	ELECTION OF DIRECTOR: THOMAS R. HODGSON	Management	For
1I	ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, JR.	Management	For
1J	ELECTION OF DIRECTOR: ROBERT I. LIPP	Management	For
1K	ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE	Management	For
1L	ELECTION OF DIRECTOR: GLEN D. NELSON, MD	Management	For
1M	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Management	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS TRAVELERS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 170 of 265

AQUILA, INC.  
 ISSUER: 03840P102  
 SEDOL:

ILA  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR HERMAN CAIN PATRICK J. LYNCH NICHOLAS SINGER	Management Management Management Management	For For For For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2008.	Management	For

CVS/CAREMARK CORPORATION  
 ISSUER: 126650100  
 SEDOL:

CVS  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Management	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Management	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Management	For
1D	ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS	Management	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Management	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Management	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Management	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Management	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Management	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Management	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Management	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.	Management	For
03	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Against
04	STOCKHOLDER PROPOSAL REGARDING TAX GROSS-UP PAYMENTS.	Shareholder	Against
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 171 of 265

HESS CORPORATION  
 ISSUER: 42809H107  
 SEDOL:

HES  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR E.E. HOLIDAY J.H. MULLIN J.J. O'CONNOR F.B. WALKER R.N. WILSON	Management Management Management Management Management Management	For For For For For For
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For
03	PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For
04	APPROVAL OF THE 2008 LONG-TERM INCENTIVE PLAN.	Management	For

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

LUFKIN INDUSTRIES, INC.  
 ISSUER: 549764108  
 SEDOL:

LUFK  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR H.J. TROUT, JR. J.T. JONGEBLOED S.V. BAER	Management Management Management Management	For For For For

PEPSICO, INC.  
 ISSUER: 713448108  
 SEDOL:

PEP  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 172 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: I.M. COOK	Management	For
1B	ELECTION OF DIRECTOR: D. DUBLON	Management	For
1C	ELECTION OF DIRECTOR: V.J. DZAU	Management	For
1D	ELECTION OF DIRECTOR: R.L. HUNT	Management	For
1E	ELECTION OF DIRECTOR: A. IBARGUEN	Management	For
1F	ELECTION OF DIRECTOR: A.C. MARTINEZ	Management	For
1G	ELECTION OF DIRECTOR: I.K. NOOYI	Management	For
1H	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Management	For
1I	ELECTION OF DIRECTOR: J.J. SCHIRO	Management	For
1J	ELECTION OF DIRECTOR: L.G. TROTTER	Management	For
1K	ELECTION OF DIRECTOR: D. VASELLA	Management	For
1L	ELECTION OF DIRECTOR: M.D. WHITE	Management	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Management	For
03	SHAREHOLDER PROPOSAL - BEVERAGE CONTAINER RECYCLING REPORT (PROXY STATEMENT P. 43)	Shareholder	Against
04	SHAREHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS REPORT (PROXY STATEMENT P. 45)	Shareholder	Against

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

05	SHAREHOLDER PROPOSAL - RIGHT TO WATER POLICY (PROXY STATEMENT P. 46)	Shareholder	Against
06	SHAREHOLDER PROPOSAL - GLOBAL WARMING REPORT (PROXY STATEMENT P. 48)	Shareholder	Against
07	SHAREHOLDER PROPOSAL - ADVISORY VOTE ON COMPENSATION (PROXY STATEMENT P. 49)	Shareholder	Against

ROLLS-ROYCE GROUP PLC, LONDON  
ISSUER: G7630U109  
SEDOL: B01DQ43, 7618514, 3283648

RRYGF.PK AGM MEE  
ISIN: GB0032836487

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	RECEIVE THE REPORT OF THE DIRECTORS AND THE AUDITED FINANCIAL STATEMENTS FOR THE YE 31 DEC 2007	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 173 of 265

2.	APPROVE THE DIRECTORS REMUNERATION REPORT FOR THE YE 31 DEC 2007	Management	For
3.	ELECT MISS HELEN ALEXANDER CBE AS A DIRECTOR	Management	For
4.	ELECT DR. JOHN MCADAM AS A DIRECTOR	Management	For
5.	ELECT MR. MIKE TERRETT AS A DIRECTOR	Management	For
6.	RE-ELECT MR. PETER BYROM AS A DIRECTOR	Management	For
7.	RE-ELECT SIR JOHN ROSE AS A DIRECTOR	Management	For
8.	RE-ELECT MR. ANDREW SHILSTON AS A DIRECTOR	Management	For
9.	RE-ELECT MR. COLIN SMITH AS A DIRECTOR	Management	For
10.	RE-ELECT MR. IAN STRACHAN AS A DIRECTOR	Management	For
11.	RE-APPOINT AND APPROVE THE REMUNERATION OF THE AUDITORS	Management	For
12.	APPROVE TO ALLOT AND ISSUE OF B SHARES	Management	For
13.	APPROVE THE POLITICAL DONATIONS AND EXPENDITURE	Management	For
14.	APPROVE THE REMUNERATION OF NON-EXECUTIVE DIRECTORS	Management	For
S.15	APPROVE THE ALLOTMENT OF SHARES-SECTION 80 AMOUNT	Management	For
S.16	APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS-SECTION 89 AMOUNT	Management	For
S.17	GRANT AUTHORITY TO PURCHASE OWN SHARES	Management	For
S.18	APPROVE TO ALLOT AND ISSUE OF C SHARES	Management	For
S.19	ADOPT NEW ARTICLES OF ASSOCIATION	Management	For

THOMAS & BETTS CORPORATION

TNB

ANNUAL

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

ISSUER: 884315102  
 SEDOL:

ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	JEANANNE K. HAUSWALD	Management	For
	DEAN JERNIGAN	Management	For
	RONALD B. KALICH	Management	For
	KENNETH R. MASTERSON	Management	For
	DOMINIC J. PILEGGI	Management	For
	JEAN PAUL RICHARD	Management	For
	KEVIN L. ROBERG	Management	For
	DAVID D. STEVENS	Management	For
	WILLIAM H. WALTRIP	Management	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	APPROVAL OF THE MANAGEMENT INCENTIVE PLAN	Management	For
04	APPROVAL OF THE THOMAS AND BETTS 2008 STOCK INCENTIVE PLAN	Management	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 174 of 265

UNITRIN, INC.  
 ISSUER: 913275103  
 SEDOL:

UTR  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	JAMES E. ANNABLE	Management	For
	ERIC J. DRAUT	Management	For
	DONALD V. FITES	Management	For
	DOUGLAS G. GEOGA	Management	For
	REUBEN L. HEDLUND	Management	For
	JERROLD V. JEROME	Management	For
	W.E. JOHNSTON, JR.	Management	For
	WAYNE KAUTH	Management	For
	FAYEZ S. SAROFIM	Management	For
	DONALD G. SOUTHWELL	Management	For

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

	RICHARD C. VIE	Management	For
	ANN E. ZIEGLER	Management	For
02	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2008.	Management	For

VEOLIA ENVIRONNEMENT, PARIS	VE	MIX MEE
ISSUER: F9686M107	ISIN: FR0000124141	
SEDOL: B03XMB0, B28N2S6, 4104704, B0335V1, 4031879, 7188761		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	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	Non-Voting	

ProxyEdge - Investment Company Report	Report Date: 07/08/2008
Meeting Date Range: 07/01/2007 to 06/30/2008	Page 175 of 265
Selected Accounts: NPX GABELLI DIV INC TRUST	

	YOUR GLOBAL CUSTODIAN ACTS AS REGISTERED INTERMEDIARY, PLEASE CONTACT YOUR REPRESENTATIVE		
0.1	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE IN 2007, AS PRESENTED	Management	For
0.2	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FY IN THE FORM PRESENTED TO THE MEETING	Management	For
0.3	APPROVE THE EXPENSES AND CHARGES THAT WERE NOT TAX DEDUCTIBLE OF EUR 2,410,688.00	Management	For
0.4	APPROVE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THAT THE INCOME FORTHE FY BE APPROPRIATED AS SPECIFIED EARNINGS FOR THE FY EUR 491,255,300.00 PRIOR RETAINED EARNINGS: EUR 707,146,230.00 BALANCE AVAILABLE FOR DISTRIBUTION: EUR 1,198,401,530.00	Management	For

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

LEGAL RESERVE: EUR 24,562,765.00 DIVIDENDS: EUR 552,536,943.00 RETAINED EARNINGS: EUR 621,301,822.00  
 THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 1.21 PER SHARE, AND WILL ENTITLE TO THE 40 % DEDUCTION PROVIDED BY THE FRENCH TAX CODE THIS DIVIDEND WILL BE PAID ON 27 MAY 2008 AS REQUIRED BY LAW, IT IS REMINDED THAT FOR THE LAST 3 FY THE DIVIDENDS PAID WERE AS FOLLOWS: EUR 0.68 FOR FY 2004 EUR 0.85 FOR FY 2005 EUR 1.05 FOR FY 2006 IN THE EVENT THAT THE COMPANY HOLDS SOME OF ITS OWN SHARES ON SUCH DATE THE AMOUNT OF THE UNPAID DIVIDEND ON SUCH SHARES SHALL BE ALLOCATED TO THE RETAINED EARNINGS ACCOUNT

O.5	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225.38 AND L. 225.40 OF THE FRENCH COMMERCIAL CODE, APPROVE THE AGREEMENTS ENTERED INTO OR WHICH REMAINED IN FORCE DURING THE FY	Management	For
E.17	APPROVE TO DELETE THE ARTICLE NUMBER 6 OF THE BY LAWS	Management	For
E.19	AMEND THE ARTICLE NUMBER 9 OF THE BY LAWS	Management	For
O.6	AUTHORIZE THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY S SHARES ON THE STOCK MARKET, SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 90.00 MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10 % OF THE SHARE CAPITAL MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 1,500,000,000.00 THE NUMBER OF SHARES ACQUIRED BY THE COMPANY WITH A VIEW TO THEIR RETENTION OR THEIR SUBSEQUENT DELIVERY PAYMENT OR EXCHANGE AS PART OF A MERGER, DIVESTMENT OR CAPITAL CONTRIBUTION CANNOT EXCEED	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 176 of 265

5 % OF ITS CAPITAL THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES AUTHORITY EXPIRES AT THE END OF 18 MONTH PERIOD

E.7	AUTHORIZE THE BOARD OF DIRECTORS THE NECESSARY POWERS TO INCREASE THE CAPITAL ON ONE OR MORE OCCASIONS, IN FRANCE OR ABROAD BY A MAXIMUM NOMINAL AMOUNT OF 40% OF THE SHARE CAPITAL BY ISSUANCE WITH PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF SHARES AND OR DEBT SECURITIES THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD	Management	For
E.8	AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE	Management	For



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

THE CAPITAL ON ONE OR MORE OCCASIONS IN FRANCE OR ABROAD BY A MAXIMUM NOMINAL AMOUNT OF 15% OF THE SHARE CAPITAL WITH ABOLITION OF PREFERRED SUBSCRIPTION RIGHTS, OF SHARES AND OR DEBT SECURITIES THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 7 THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF HOLDERS OF ISSUED SECURITIES GIVING ACCESS WITH TO THE CAPITAL OF THE COMPANY THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD

E.9 GRANT AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL UP TO 10% OF THE SHARE CAPITAL BY WAY OF ISSUING SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL, IN CONSIDERATION FOR THE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF CAPITAL SECURITIES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTIONS NUMBER 7 AND 8 THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS DELEGATION OF POWERS SUPERSEDES AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD

Management For

E.10 GRANT AUTHORITY TO THE BOARD OF DIRECTORS TO

Management For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 177 of 265

INCREASE THE SHARE CAPITAL IN ONE OR MORE OCCASIONS AND AT ITS SOLE DISCRETION BY A MAXIMUM NOMINAL AMOUNT OF EUR 400,000,000.00 BY WAY OF CAPITALIZING RESERVES, PROFITS, PREMIUMS OR OTHER MEANS, PROVIDED THAT SUCH CAPITALIZATION IS ALLOWED BY LAW AND UNDER THE BY LAWS, BY ISSUING BONUS SHARES OR RAISING THE PAR VALUE OF EXISTING SHARES OR BY A COMBINATION OF THESE METHODS THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 7 THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD

E.21 AMEND THE ARTICLE NUMBER 22 OF THE BY LAWS  
 E.11 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL

Management For  
 Management For

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

SUBSCRIPTION RIGHT OF SHAREHOLDERS AT THE SAME PRICE AS THE INITIAL ISSUE, WITHIN 30 DAYS OF THE CLOSING OF THE SUBSCRIPTION PERIOD AND UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE THIS AMOUNT SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 8 AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD

E.12 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL ON ONE OR MORE OCCASIONS AT ITS SOLE DISCRETION IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN 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 7 THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF MEMBERS OF ONE OR SEVERAL CORPORATE SAVINGS PLANS THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD

Management For

E.13 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL ON ONE OR MORE OCCASIONS AT ITS SOLE DISCRETION IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN THIS DELEGATION IS GIVEN FOR AN 18 MONTH PERIOD AND FOR A NOMINAL AMOUNT THAT SHALL NOT EXCEED 0.2% OF THE SHARE CAPITAL THIS AMOUNT SHALL COUNT AGAINST THE OVERALL

Management For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 178 of 265

VALUE SET FORTH IN RESOLUTION NUMBER 7 THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF ANY COMPANY HELD BY A CREDIT INSTITUTION INTERVENING AT THE REQUEST OF THE COMPANY THE EMPLOYEES AND THE COMPANY OFFICERS THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT

E.14 AUTHORIZE THE BOARD OF DIRECTORS TO GRANT, IN ONE OR MORE TRANSACTIONS TO BENEFICIARIES TO BE CHOSEN BY IT OPTIONS GIVING THE RIGHT EITHER TO SUBSCRIBE FOR NEW SHARES IN THE COMPANY TO BE ISSUED THROUGH A SHARE CAPITAL INCREASE OR TO PURCHASE EXISTING SHARES PURCHASED BY THE COMPANY IT BEING PROVIDED THAT THE OPTIONS SHALL NOT GIVE RIGHTS TO A TOTAL NUMBER OF SHARES WHICH SHALL EXCEED 1% OF THE SHARE CAPITAL THIS AMOUNT

Management For

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

SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN RESOLUTION NUMBER 7 THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF BENEFICIARIES OF STOCK SUBSCRIPTION OPTIONS THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD

E.15	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, UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 24 MONTH PERIOD IS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES AUTHORITY EXPIRES AT THE END OF 26 MONTH PERIOD	Management	For
------	---	------------	-----

E.16	AUTHORIZE THE BOARD OF DIRECTORS TO PROCEED, IN ONE OR MORE ISSUES WITH THE ISSUANCE OF COUPONS ALLOWING TO SUBSCRIBE TO PREFERENTIAL CONDITIONS TO SHARES OF THE COMPANY CONSEQUENTLY, THE SHAREHOLDERS MEETING INCREASE THE CAPITAL BY A MAXIMUM NOMINAL VALUE OF 25% OF THE SHARE CAPITAL THE SHAREHOLDERS MEETING RESOLVES TO WAIVE THE PREFERENTIAL SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS TO THE ISSUE OF COUPONS ALLOWING TO SUBSCRIBE TO PREFERENTIAL CONDITIONS TO SHARES OF THE COMPANY TO THE PROFIT OF COMPANY	Management	For
------	---	------------	-----

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 179 of 265

SHAREHOLDERS THE SHAREHOLDERS MEETING DELEGATES ALL POWERS TO THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT

E.18	AMEND THE ARTICLE NUMBER 9 OF THE BY LAWS	Management	For
E.20	AMEND THE ARTICLE NUMBER 9 OF THE BY LAWS	Management	For
O.E22	GRANT THE 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	For

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	APPROVAL OF THE ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS AND THE ANNUAL FINANCIAL STATEMENTS FOR 2007.	Management	For
03	APPROVAL OF THE DISCHARGE OF THE BOARD OF DIRECTORS AND THE PERSONS ENTRUSTED WITH MANAGEMENT.	Management	For
04	APPROVAL OF APPROPRIATION OF AVAILABLE EARNINGS AND RELEASE OF LEGAL RESERVES.	Management	For
05	APPROVAL OF THE CREATION OF ADDITIONAL CONTINGENT SHARE CAPITAL.	Management	For
06	APPROVAL OF THE CAPITAL REDUCTION THROUGH NOMINAL VALUE REPAYMENT.	Management	For
07	APPROVAL OF THE AMENDMENT TO THE ARTICLES OF INCORPORATION RELATED TO THE CAPITAL REDUCTION.	Management	For
8A	APPROVAL OF THE GENERAL AMENDMENTS TO THE ARTICLES OF INCORPORATION: AMENDMENT TO ARTICLE 8 PARA. 1 OF THE ARTICLES OF INCORPORATION.	Management	For
8B	APPROVAL OF THE GENERAL AMENDMENTS TO THE ARTICLES OF INCORPORATION: AMENDMENT TO ARTICLE 19(I) OF THE ARTICLES OF INCORPORATION.	Management	For
8C	APPROVAL OF THE GENERAL AMENDMENTS TO THE ARTICLES OF INCORPORATION: AMENDMENT TO ARTICLE 20 OF THE ARTICLES OF INCORPORATION.	Management	For
8D	APPROVAL OF THE GENERAL AMENDMENTS TO THE ARTICLES OF INCORPORATION: AMENDMENT TO ARTICLE 22 PARA. 1 OF THE ARTICLES OF INCORPORATION.	Management	For
8E	APPROVAL OF THE GENERAL AMENDMENTS TO THE ARTICLES OF INCORPORATION: AMENDMENT TO ARTICLE 28 OF THE ARTICLES OF INCORPORATION.	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 180 of 265

9A	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: HUBERTUS VON GRUNBERG, GERMAN, RE-ELECT AS A DIRECTOR.	Management	For
9B	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: ROGER AGNELLI, BRAZILIAN, RE-ELECT AS A DIRECTOR.	Management	For
9C	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: LOUIS R. HUGHES, AMERICAN, RE-ELECT AS A DIRECTOR.	Management	For

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

9D	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: HANS ULRICH MARKI, SWISS, RE-ELECT AS A DIRECTOR.	Management	For
9E	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: MICHEL DE ROSEN, FRENCH, RE-ELECT AS A DIRECTOR.	Management	For
9F	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: MICHAEL TRESCHOW, SWEDISH, RE-ELECT AS A DIRECTOR.	Management	For
10	APPROVAL OF THE ELECTION OF THE AUDITORS.	Management	For
9G	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: BERND W. VOSS, GERMAN, RE-ELECT AS A DIRECTOR.	Management	For
9H	APPROVAL OF THE ELECTIONS TO THE BOARD OF DIRECTORS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH: JACOB WALLENBERG, SWEDISH, RE-ELECT AS A DIRECTOR.	Management	For
11	IN CASE OF AD-HOC MOTIONS DURING THE ANNUAL GENERAL MEETING, I AUTHORIZE MY PROXY TO ACT AS FOLLOWS.	Management	For

ALCOA INC.  
ISSUER: 013817101  
SEDOL:

AA  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JOSEPH T. GORMAN KLAUS KLEINFELD JAMES W. OWENS RATAN N. TATA	Management Management Management Management Management	For For For For For
02	PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 181 of 265

03	SHAREHOLDER REQUESTING REPORT ON HOW ALCOA S ACTION TO REDUCE ITS IMPACT ON CLIMATE CHANGE HAS AFFECTED THE GLOBAL CLIMATE	Shareholder	Against
----	--	-------------	---------

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

APACHE CORPORATION  
 ISSUER: 037411105  
 SEDOL:

APA  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ELECTION OF DIRECTOR: G. STEVEN FARRIS	Management	For
02	ELECTION OF DIRECTOR: RANDOLPH M. FERLIC	Management	For
03	ELECTION OF DIRECTOR: A.D. FRAZIER, JR.	Management	For
04	ELECTION OF DIRECTOR: JOHN A. KOCUR	Management	For
05	STOCKHOLDER PROPOSAL CONCERNING REIMBURSEMENT OF PROXY EXPENSES	Shareholder	Against

AVISTA CORP.  
 ISSUER: 05379B107  
 SEDOL:

AVA  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR BRIAN W. DUNHAM	Management	For
	ROY LEWIS EIGUREN	Management	For
02	AMENDMENT OF THE RESTATED ARTICLES OF INCORPORATION TO ALLOW FOR MAJORITY VOTING IN UNCONTESTED ELECTIONS OF DIRECTORS AND TO ELIMINATE CUMULATIVE VOTING	Management	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
04	CONSIDERATION OF A SHAREHOLDER PROPOSAL REQUESTING THAT THE SHAREHOLDERS URGE THE BOARD TO TAKE THE NECESSARY STEPS TO REQUIRE THAT AN INDEPENDENT DIRECTOR SERVE AS CHAIRMAN OF THE BOARD	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 182 of 265

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

CENTURYTEL, INC.  
 ISSUER: 156700106  
 SEDOL:

CTL  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR VIRGINIA BOULET CALVIN CZESCHIN JAMES B. GARDNER GREGORY J. MCCRAY	Management Management Management Management	For For For For
02	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITOR FOR 2008.	Management	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION.	Shareholder	Against

DUKE ENERGY CORPORATION  
 ISSUER: 26441C105  
 SEDOL:

DUK  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR WILLIAM BARNET, III G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING DANIEL R. DIMICCO ANN MAYNARD GRAY JAMES H. HANCE, JR. JAMES T. RHODES JAMES E. ROGERS MARY L. SCHAPIRO PHILIP R. SHARP DUDLEY S. TAFT	Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION S INDEPENDENT PUBLIC ACCOUNTANT FOR 2008	Management	For
03	APPROVAL OF THE AMENDED AND RESTATED DUKE ENERGY CORPORATION EXECUTIVE SHORT-TERM INCENTIVE PLAN	Management	For

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

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 183 of 265

PEABODY ENERGY CORPORATION  
 ISSUER: 704549104  
 SEDOL:

BTU  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR SANDRA VAN TREASE	Management	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
03	APPROVAL OF A PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For
04	APPROVAL OF THE 2008 MANAGEMENT ANNUAL INCENTIVE COMPENSATION PLAN.	Management	For

SLM CORPORATION  
 ISSUER: 78442P106  
 SEDOL:

SLM  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: ANN TORRE BATES	Management	For
1B	ELECTION OF DIRECTOR: W.M. DIEFENDERFER III	Management	For
1C	ELECTION OF DIRECTOR: DIANE SUITT GILLELAND	Management	For
1D	ELECTION OF DIRECTOR: EARL A. GOODE	Management	For
1E	ELECTION OF DIRECTOR: RONALD F. HUNT	Management	For
1F	ELECTION OF DIRECTOR: ALBERT L. LORD	Management	For
1G	ELECTION OF DIRECTOR: MICHAEL E. MARTIN	Management	For
1H	ELECTION OF DIRECTOR: BARRY A. MUNITZ	Management	For
1I	ELECTION OF DIRECTOR: HOWARD H. NEWMAN	Management	For
1J	ELECTION OF DIRECTOR: A. ALEXANDER PORTER, JR.	Management	For
1K	ELECTION OF DIRECTOR: FRANK C. PULEO	Management	For
1L	ELECTION OF DIRECTOR: WOLFGANG SCHOELLKOPF	Management	For
1M	ELECTION OF DIRECTOR: STEVEN L. SHAPIRO	Management	For
1N	ELECTION OF DIRECTOR: ANTHONY P. TERRACCIANO	Management	For
1O	ELECTION OF DIRECTOR: BARRY L. WILLIAMS	Management	For
02	AMENDMENT TO THE CERTIFICATE OF INCORPORATION.	Management	For
03	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For



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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 184 of 265

SOUTHWEST GAS CORPORATION  
 ISSUER: 844895102  
 SEDOL:

SWX  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	GEORGE C. BIEHL	Management	For
	THOMAS E. CHESTNUT	Management	For
	STEPHEN C. COMER	Management	For
	RICHARD M. GARDNER	Management	For
	JAMES J. KROPID	Management	For
	MICHAEL O. MAFFIE	Management	For
	ANNE L. MARIUCCI	Management	For
	MICHAEL J. MELARKEY	Management	For
	JEFFREY W. SHAW	Management	For
	CAROLYN M. SPARKS	Management	For
	TERRENCE L. WRIGHT	Management	For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR FISCAL YEAR 2008.	Management	For

SOVEREIGN BANCORP, INC.  
 ISSUER: 845905108  
 SEDOL:

SOV  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	JOSEPH P. CAMPANELLI	Management	For
	WILLIAM J. MORAN	Management	For
	MARIA FIORINI RAMIREZ	Management	For
	ALBERTO SANCHEZ	Management	For
02	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE	Management	For

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

OF SOVEREIGN S BOARD OF DIRECTORS OF ERNST &  
 YOUNG LLP AS SOVEREIGN S INDEPENDENT AUDITORS  
 FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.

03 TO APPROVE THE AMENDMENT TO THE SOVEREIGN BANCORP, Management For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 185 of 265

INC. 2004 BROAD-BASED STOCK INCENTIVE PLAN.

SPECTRA ENERGY CORP SE ANNUAL  
 ISSUER: 847560109 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR PAUL M. ANDERSON	Management	For
	AUSTIN A. ADAMS	Management	For
	F. ANTHONY COMPER	Management	For
	MICHAEL MCSHANE	Management	For
02	APPROVAL OF THE SPECTRA ENERGY CORP 2007 LONG-TERM INCENTIVE PLAN	Management	For
03	APPROVAL OF THE SPECTRA ENERGY CORP EXECUTIVE SHORT-TERM INCENTIVE PLAN	Management	For
04	RATIFICATION OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY S INDEPENDENT PUBLIC ACCOUNTANT FOR 2008	Management	For

TELUS CORPORATION TULCF SPECIAL  
 ISSUER: 87971M202 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVE AMENDMENT TO, AND RECONFIRM AND APPROVE	Management	Against

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

THE COMPANY S SHAREHOLDER RIGHTS PLAN, AS AMENDED  
AND RESTATED.

DOMINION RESOURCES, INC.  
ISSUER: 25746U109  
SEDOL:

D  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 186 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: PETER W. BROWN	Management	For
1B	ELECTION OF DIRECTOR: GEORGE A. DAVIDSON, JR.	Management	For
1C	ELECTION OF DIRECTOR: THOMAS F. FARRELL, II	Management	For
1D	ELECTION OF DIRECTOR: JOHN W. HARRIS	Management	For
1E	ELECTION OF DIRECTOR: ROBERT S. JEPSON, JR.	Management	For
1F	ELECTION OF DIRECTOR: MARK J. KINGTON	Management	For
1G	ELECTION OF DIRECTOR: BENJAMIN J. LAMBERT, III	Management	For
1H	ELECTION OF DIRECTOR: MARGARET A. MCKENNA	Management	For
1I	ELECTION OF DIRECTOR: FRANK S. ROYAL	Management	For
1J	ELECTION OF DIRECTOR: DAVID A. WOLLARD	Management	For
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS FOR 2008.	Management	For

ST. JUDE MEDICAL, INC.  
ISSUER: 790849103  
SEDOL:

STJ  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RICHARD R. DEVENUTI STUART M. ESSIG THOMAS H. GARRETT III WENDY L. YARNO	Management Management Management Management Management	For For For For For
02	TO APPROVE THE PROPOSED AMENDMENTS TO THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.	Management	Against

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

03	TO APPROVE THE PROPOSED AMENDMENTS TO THE ST. JUDE MEDICAL, INC. ARTICLES OF INCORPORATION.	Management	For
04	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

WASTE MANAGEMENT, INC.  
 ISSUER: 94106L109  
 SEDOL:

WMI  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 187 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	PROPOSAL TO ELECT: PASTORA SAN JUAN CAFFERTY	Management	For
1B	PROPOSAL TO ELECT: FRANK M. CLARK, JR.	Management	For
1C	PROPOSAL TO ELECT: PATRICK W. GROSS	Management	For
1D	PROPOSAL TO ELECT: THOMAS I. MORGAN	Management	For
1E	PROPOSAL TO ELECT: JOHN C. POPE	Management	For
1F	PROPOSAL TO ELECT: W. ROBERT REUM	Management	For
1G	PROPOSAL TO ELECT: STEVEN G. ROTHMEIER	Management	For
1H	PROPOSAL TO ELECT: DAVID P. STEINER	Management	For
1I	PROPOSAL TO ELECT: THOMAS H. WEIDEMEYER	Management	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against

INTERNATIONAL PAPER COMPANY  
 ISSUER: 460146103  
 SEDOL:

IP  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR SAMIR G. GIBARA*	Management Management	For For

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

	JOHN F. TURNER*	Management	For
	ALBERTO WEISSER*	Management	For
	J. STEVEN WHISLER**	Management	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	COMPANY PROPOSAL CONCERNING MAJORITY VOTING IN NON-CONTESTED DIRECTOR ELECTIONS.	Management	For
04	COMPANY PROPOSAL CONCERNING ANNUAL ELECTION OF DIRECTORS.	Management	For
05	COMPANY PROPOSAL TO REMOVE SUPERMAJORITY VOTING PROVISIONS (ARTICLE VII).	Management	For
06	COMPANY PROPOSAL TO REMOVE SUPERMAJORITY VOTING PROVISIONS (ARTICLE VIII).	Management	For
07	SHAREOWNER PROPOSAL CONCERNING MAJORITY VOTING.	Shareholder	Against
08	SHAREOWNER PROPOSAL CONCERNING SUSTAINABLE FORESTRY.	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 188 of 265

PATRIOT COAL CORP  
 ISSUER: 70336T104  
 SEDOL:

PCX  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR J. JOE ADORJAN MICHAEL M. SCHARF	Management Management Management	For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

ALLETE, INC.  
 ISSUER: 018522300  
 SEDOL:

ALE  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

01	DIRECTOR	Management	For
	BREKKEN	Management	For
	EDDINS	Management	For
	EMERY	Management	For
	HOOLIHAN	Management	For
	LUDLOW	Management	For
	MAYER	Management	For
	NEVE	Management	For
	RAJALA	Management	For
	SHIPPAR	Management	For
	STENDER	Management	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS ALLETE S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

ITT CORPORATION  
ISSUER: 450911102  
SEDOL:

ITT  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 189 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	STEVEN R. LORANGER	Management	For
	CURTIS J. CRAWFORD	Management	For
	CHRISTINA A. GOLD	Management	For
	RALPH F. HAKE	Management	For
	JOHN J. HAMRE	Management	For
	FRANK T. MACINNIS	Management	For
	SURYA N. MOHAPATRA	Management	For
	LINDA S. SANFORD	Management	For
	MARKOS I. TAMBAKERAS	Management	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITT S INDEPENDENT AUDITOR FOR 2008	Management	For
03	APPROVAL OF AMENDMENTS TO THE RESTATED ARTICLES OF INCORPORATION OF ITT CORPORATION: TO AUTHORIZE ADDITIONAL SHARES; TO AUTHORIZE THE COMPANY S BY-LAWS TO PROVIDE FOR MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS	Management	For
04	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE ITT CORPORATION 2003 EQUITY INCENTIVE PLAN	Management	For
05	RE-APPROVAL OF MATERIAL TERMS OF THE ITT CORPORATION 2003 EQUITY INCENTIVE PLAN	Management	For
06	APPROVAL OF THE MATERIAL TERMS OF THE ITT CORPORATION ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS	Management	For

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

07	APPROVAL OF THE MATERIAL TERMS OF THE ITT CORPORATION 1997 LONG-TERM INCENTIVE PLAN	Management	For
08	TO VOTE ON A SHAREHOLDER PROPOSAL 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	Against

KRAFT FOODS INC.  
ISSUER: 50075N104  
SEDOL:

KFT  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR AJAY BANGA JAN BENNINK MYRA M. HART LOIS D. JULIBER	Management Management Management Management Management	For For For For For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 190 of 265

02	MARK D. KETCHUM RICHARD A. LERNER, M.D. JOHN C. POPE FREDRIC G. REYNOLDS IRENE B. ROSENFELD MARY L. SCHAPIRO DEBORAH C. WRIGHT FRANK G. ZARB RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
----	---	--	---

MAINE & MARITIMES CORPORATION  
ISSUER: 560377103  
SEDOL:

MAM  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR BRENT M. BOYLES D. JAMES DAIGLE DEBORAH L. GALLANT LANCE A. SMITH	Management Management Management Management Management	For For For For For
02	APPROVAL OF THE COMPANY S 2008 STOCK PLAN.	Management	For
03	RATIFICATION OF THE SELECTION OF VITALE, CATURANO & COMPANY AS THE COMPANY S INDEPENDENT AUDITORS FOR 2008.	Management	For

MASSEY ENERGY COMPANY  
ISSUER: 576206106  
SEDOL:

MEE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DON L. BLANKENSHIP ROBERT H. FOGLESONG BOBBY R. INMAN	Management Management Management Management	For For For For
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, 2008.	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 191 of 265

03	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION REPORTS.	Shareholder	Against
04	STOCKHOLDER PROPOSAL ON A CLIMATE CHANGE REPORT.	Shareholder	Against

NISOURCE INC.  
ISSUER: 65473P105  
SEDOL:

NI  
ISIN:

ANNUAL



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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: RICHARD A. ABDOO	Management	For
1B	ELECTION OF DIRECTOR: STEVEN C. BEERING	Management	For
1C	ELECTION OF DIRECTOR: DEBORAH S. COLEMAN	Management	For
ID	ELECTION OF DIRECTOR: DENNIS E. FOSTER	Management	For
IE	ELECTION OF DIRECTOR: MICHAEL E. JESANIS	Management	For
IF	ELECTION OF DIRECTOR: MARTY K. KITTRELL	Management	For
1G	ELECTION OF DIRECTOR: W. LEE NUTTER	Management	For
1H	ELECTION OF DIRECTOR: IAN M. ROLLAND	Management	For
1I	ELECTION OF DIRECTOR: ROBERT C. SKAGGS, JR.	Management	For
1J	ELECTION OF DIRECTOR: RICHARD L. THOMPSON	Management	For
1K	ELECTION OF DIRECTOR: CAROLYN Y. WOO	Management	For
II	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	For
III	TO AMEND THE CERTIFICATE OF INCORPORATION OF NISOURCE INC. TO ELIMINATE ALL SUPERMAJORITY VOTING REQUIREMENTS.	Management	For

SOUTHERN UNION COMPANY  
 ISSUER: 844030106  
 SEDOL:

SUG ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	GEORGE L. LINDEMANN	Management	For
	MICHAL BARZUZA	Management	For
	DAVID BRODSKY	Management	For
	FRANK W. DENIUS	Management	For
	KURT A. GITTER, M.D.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 192 of 265

HERBERT H. JACOBI	Management	For
ADAM M. LINDEMANN	Management	For
THOMAS N. MCCARTER, III	Management	For

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

	GEORGE ROUNTREE, III	Management	For
	ALLAN D. SCHERER	Management	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS SOUTHERN UNION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For

SPRINT NEXTEL CORPORATION	S	ANNUAL
ISSUER: 852061100	ISIN:	
SEDOL:		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: ROBERT R. BENNETT	Management	For
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management	For
1C	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Management	For
1D	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management	For
1E	ELECTION OF DIRECTOR: DANIEL R. HESSE	Management	For
1F	ELECTION OF DIRECTOR: V. JANET HILL	Management	For
1G	ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.	Management	For
1H	ELECTION OF DIRECTOR: RODNEY O NEAL	Management	For
1I	ELECTION OF DIRECTOR: RALPH V. WHITWORTH	Management	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SPRINT NEXTEL FOR 2008.	Management	For
03	TO VOTE ON A SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Against

AMERICAN INTERNATIONAL GROUP, INC.	AIG	ANNUAL
ISSUER: 026874107	ISIN:	
SEDOL:		

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report	Report Date: 07/08/2008
Meeting Date Range: 07/01/2007 to 06/30/2008	Page 193 of 265
Selected Accounts: NPX GABELLI DIV INC TRUST	

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Management	For

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

1B	ELECTION OF DIRECTOR: MARTIN S. FELDSTEIN	Management	For
1C	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Management	For
1D	ELECTION OF DIRECTOR: RICHARD C. HOLBROOKE	Management	For
1E	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Management	For
1F	ELECTION OF DIRECTOR: GEORGE L. MILES, JR.	Management	For
1G	ELECTION OF DIRECTOR: MORRIS W. OFFIT	Management	For
1H	ELECTION OF DIRECTOR: JAMES F. ORR III	Management	For
1I	ELECTION OF DIRECTOR: VIRGINIA M. ROMETTY	Management	For
1J	ELECTION OF DIRECTOR: MARTIN J. SULLIVAN	Management	For
1K	ELECTION OF DIRECTOR: MICHAEL H. SUTTON	Management	For
1L	ELECTION OF DIRECTOR: EDMUND S.W. TSE	Management	For
1M	ELECTION OF DIRECTOR: ROBERT B. WILLUMSTAD	Management	For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS AIG S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	SHAREHOLDER PROPOSAL RELATING TO THE HUMAN RIGHT TO WATER.	Shareholder	Against
04	SHAREHOLDER PROPOSAL RELATING TO THE REPORTING OF POLITICAL CONTRIBUTIONS.	Shareholder	Against

BG GROUP PLC  
ISSUER: 055434203  
SEDOL:

BRGY  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ANNUAL REPORT AND ACCOUNTS	Management	For
02	REMUNERATION REPORT	Management	For
03	DECLARATION OF DIVIDEND	Management	For
04	ELECTION OF DR. JOHN HOOD	Management	For
05	RE-ELECTION OF BARONESS HOGG	Management	For
06	RE-ELECTION OF SIR JOHN COLES	Management	For
07	RE-APPOINTMENT OF AUDITORS	Management	For
08	REMUNERATION OF AUDITORS	Management	For
09	POLITICAL DONATIONS	Management	For
10	AUTHORITY TO ALLOT SHARES	Management	For
11	ADOPT THE LONG TERM INCENTIVE PLAN	Management	For
12	ADOPT THE SHARESAVE PLAN	Management	For
13	ADOPT THE SHARE INCENTIVE PLAN	Management	For
14	SPECIAL RESOLUTION - DISAPPLICATION OF PRE-EMPTION RIGHTS	Management	For
15	SPECIAL RESOLUTION - AUTHORITY TO MAKE MARKET	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 194 of 265

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

16	PURCHASES OF OWN ORDINARY SHARES SPECIAL RESOLUTION - ADOPTION OF NEW ARTICLES OF ASSOCIATION	Management	For
----	---	------------	-----

CAMERON INTERNATIONAL CORPORATION ISSUER: 13342B105 SEDOL:	CAM ISIN:	ANNUAL
--	--------------	--------

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR PETER J. FLUOR JACK B. MOORE DAVID ROSS III	Management Management Management Management	For For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS CAMERON S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2008.	Management	For

CONOCOPHILLIPS ISSUER: 20825C104 SEDOL:	COP ISIN:	ANNUAL
---	--------------	--------

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Management	For
1B	ELECTION OF DIRECTOR: JAMES J. MULVA	Management	For
1C	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Management	For
02	TO AMEND AMENDED AND RESTATED BY-LAWS AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS	Management	For
03	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
04	QUALIFICATIONS FOR DIRECTOR NOMINEES	Shareholder	Against
05	REPORT ON RECOGNITION OF INDIGENOUS RIGHTS	Shareholder	Against

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

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 195 of 265

06	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Against
07	POLITICAL CONTRIBUTIONS	Shareholder	Against
08	GREENHOUSE GAS REDUCTION	Shareholder	Against
09	COMMUNITY ACCOUNTABILITY	Shareholder	Against
10	DRILLING IN SENSITIVE/PROTECTED AREAS	Shareholder	Against
11	ENVIRONMENTAL IMPACT	Shareholder	Against
12	GLOBAL WARMING	Shareholder	Against

CONSOLIDATED WATER COMPANY LIMITED  
 ISSUER: G23773107  
 SEDOL:

CWCO  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR CARSON K. EBANKS RICHARD L. FINLAY CLARENCE B. FLOWERS JR. FREDERICK W. MCTAGGART JEFFREY M. PARKER	Management Management Management Management Management Management	For For For For For For
02	TO APPROVE THE COMPANY S 2008 EQUITY INCENTIVE PLAN.	Management	Against
03	TO APPROVE THE INCREASE IN THE SHARE CAPITAL OF THE COMPANY TO CI \$ 12,500,000 DIVIDEND INTO 24,800,000 ORDINARY SHARES AND 200,000 REDEEMABLE PREFERENCE SHARES.	Management	For
04	TO RATIFY THE SELCTION OF RACHLIN LLP AS THE INDEPENDENT ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For

EASTMAN KODAK COMPANY  
 ISSUER: 277461109  
 SEDOL:

EK  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 196 of 265

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RICHARD S. BRADDOCK TIMOTHY M. DONAHUE MICHAEL J. HAWLEY WILLIAM H. HERNANDEZ DOUGLAS R. LEBDA DEBRA L. LEE DELANO E. LEWIS WILLIAM G. PARRETT ANTONIO M. PEREZ HECTOR DE J. RUIZ DENNIS F. STRIGL LAURA D'ANDREA TYSON	Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For
02	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	SHAREHOLDER PROPOSAL ON MAJORITY VOTING REQUIREMENTS FOR DIRECTOR NOMINEES	Shareholder	Against

EL PASO CORPORATION  
ISSUER: 28336L109  
SEDOL:

EP  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JUAN CARLOS BRANIFF	Management	For
1B	ELECTION OF DIRECTOR: JAMES L. DUNLAP	Management	For
1C	ELECTION OF DIRECTOR: DOUGLAS L. FOSHEE	Management	For
1D	ELECTION OF DIRECTOR: ROBERT W. GOLDMAN	Management	For
1E	ELECTION OF DIRECTOR: ANTHONY W. HALL, JR.	Management	For
1F	ELECTION OF DIRECTOR: THOMAS R. HIX	Management	For
1G	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Management	For
1H	ELECTION OF DIRECTOR: RONALD L KUEHN, JR.	Management	For
1I	ELECTION OF DIRECTOR: FERRELL P. MCCLEAN	Management	For
1J	ELECTION OF DIRECTOR: STEVEN J. SHAPIRO	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 197 of 265

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

1K	ELECTION OF DIRECTOR: J. MICHAEL TALBERT	Management	For
1L	ELECTION OF DIRECTOR: ROBERT F. VAGT	Management	For
1M	ELECTION OF DIRECTOR: JOHN L. WHITMIRE	Management	For
1N	ELECTION OF DIRECTOR: JOE B. WYATT	Management	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

INVESCO LTD  
ISSUER: G491BT108  
SEDOL:

IVZ  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: REX D. ADAMS	Management	For
1B	ELECTION OF DIRECTOR: SIR JOHN BANHAM	Management	For
1C	ELECTION OF DIRECTOR: DENIS KESSLER	Management	For
02	APPROVAL AND RATIFICATION OF ERNST AND YOUNG LLP AS AUDITORS	Management	For
03	APPROVAL OF 2008 GLOBAL EQUITY INCENTIVE PLAN	Management	Against
04	APPROVAL OF EXECUTIVE INCENTIVE BONUS PLAN	Management	For

MURPHY OIL CORPORATION  
ISSUER: 626717102  
SEDOL:

MUR  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR F.W. BLUE	Management Management	For For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 198 of 265

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

	C.P. DEMING	Management	For
	R.A. HERMES	Management	For
	J.V. KELLEY	Management	For
	R.M. MURPHY	Management	For
	W.C. NOLAN, JR.	Management	For
	I.B. RAMBERG	Management	For
	N.E. SCHMALE	Management	For
	D.J.H. SMITH	Management	For
	C.G. THEUS	Management	For
02	PROPOSED 2008 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	For
03	SHAREHOLDER PROPOSAL CONCERNING THE COMPANY S NON-DISCRIMINATION IN EMPLOYMENT POLICY.	Shareholder	Against
04	APPROVE THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

PROGRESS ENERGY, INC.  
ISSUER: 743263105  
SEDOL:

PGN ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: J. BOSTIC	Management	For
1B	ELECTION OF DIRECTOR: D. BURNER	Management	For
1C	ELECTION OF DIRECTOR: H. DELOACH	Management	For
1D	ELECTION OF DIRECTOR: W. JOHNSON	Management	For
1E	ELECTION OF DIRECTOR: R. JONES	Management	For
1F	ELECTION OF DIRECTOR: W. JONES	Management	For
1G	ELECTION OF DIRECTOR: E. MCKEE	Management	For
1H	ELECTION OF DIRECTOR: J. MULLIN	Management	For
1I	ELECTION OF DIRECTOR: C. PRYOR	Management	For
1J	ELECTION OF DIRECTOR: C. SALADRIGAS	Management	For
1K	ELECTION OF DIRECTOR: T. STONE	Management	For
1L	ELECTION OF DIRECTOR: A. TOLLISON	Management	For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS PROGRESS ENERGY S INDEPENDENT REGISTERED	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 199 of 265

03	PUBLIC ACCOUNTING FIRM FOR 2008. THE PROPOSAL REGARDING EXECUTIVE COMPENSATION.	Shareholder	Against
----	--	-------------	---------



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

REPSOL YPF, S.A.  
 ISSUER: 76026T205  
 SEDOL:

REP  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT OF REPSOL YPF, S.A.	Management	For
02	AMENDMENT OF THE ARTICLES OF ASSOCIATION.	Management	For
3A	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MR. ISIDRE FAINE CASAS.	Management	For
3B	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MR. JUAN MARIA NIN GENOVA.	Management	For
04	APPOINTMENT OF THE ACCOUNTS AUDITOR OF REPSOL YPF, S.A. AND OF ITS CONSOLIDATED GROUP.	Management	For
05	AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF SHARES OF REPSOL YPF, S.A.	Management	For
06	DELEGATION OF POWERS TO SUPPLEMENT, DEVELOP, EXECUTE, RECTIFY AND FORMALIZE THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING.	Management	For

SAFEWAY INC.  
 ISSUER: 786514208  
 SEDOL:

SWY  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: STEVEN A. BURD	Management	For
1B	ELECTION OF DIRECTOR: JANET E. GROVE	Management	For
1C	ELECTION OF DIRECTOR: MOHAN GYANI	Management	For
1D	ELECTION OF DIRECTOR: PAUL HAZEN	Management	For
1E	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Management	For
1F	ELECTION OF DIRECTOR: ROBERT I. MACDONNELL	Management	For
1G	ELECTION OF DIRECTOR: DOUGLAS J. MACKENZIE	Management	For
1H	ELECTION OF DIRECTOR: KENNETH W. ODER	Management	For
1I	ELECTION OF DIRECTOR: REBECCA A. STIRN	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 200 of 265

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

1J	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Management	For
1K	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Management	For
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
03	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shareholder	Against
04	STOCKHOLDER PROPOSAL REQUESTING STOCKHOLDER APPROVAL OF FUTURE SERPS OR INDIVIDUAL RETIREMENT AGREEMENTS FOR SENIOR EXECUTIVES.	Shareholder	Against
05	STOCKHOLDER PROPOSAL REQUESTING ADOPTION OF A POLICY REGARDING USE OF RULE 10B5-1 TRADING PLANS BY SENIOR EXECUTIVES.	Shareholder	Against

TRONOX INC.  
ISSUER: 897051207  
SEDOL:

TRXB ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: DAVID G. BIRNEY	Management	For
1B	ELECTION OF DIRECTOR: BRADLEY C. RICHARDSON	Management	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS.	Management	For

VECTREN CORPORATION  
ISSUER: 92240G101  
SEDOL:

VVC ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	JOHN M. DUNN	Management	For
	NIEL C. ELLERBROOK	Management	For
	JOHN D. ENGELBRECHT	Management	For
	ANTON H. GEORGE	Management	For
	MARTIN C. JISCHKE	Management	For
	ROBERT L. KOCH II	Management	For
	WILLIAM G. MAYS	Management	For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 201 of 265

	J. TIMOTHY MCGINLEY	Management	For
	RICHARD P. RECHTER	Management	For
	R. DANIEL SADLIER	Management	For
	RICHARD W. SHYMANSKI	Management	For
	MICHAEL L. SMITH	Management	For
	JEAN L. WOJTOWICZ	Management	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2008.	Management	For

ALLEGHENY ENERGY, INC.  
 ISSUER: 017361106  
 SEDOL:

AYE  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR H. FURLONG BALDWIN ELEANOR BAUM PAUL J. EVANSON CYRUS F. FREIDHEIM, JR. JULIA L. JOHNSON TED J. KLEISNER CHRISTOPHER D. PAPPAS STEVEN H. RICE GUNNAR E. SARSTEN MICHAEL H. SUTTON	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITOR FOR 2008.	Management	For
03	PROPOSAL TO APPROVE THE ALLEGHENY ENERGY, INC. 2008 LONG-TERM INCENTIVE PLAN.	Management	For
04	STOCKHOLDER PROPOSAL RELATING TO A SHAREHOLDER SAY ON EXECUTIVE PAY.	Shareholder	Against

ALLIANT ENERGY CORPORATION  
 ISSUER: 018802108  
 SEDOL:

LNT  
 ISIN: ANNUAL

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

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 202 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR WILLIAM D. HARVEY JAMES A. LEACH SINGLETON B. MCALLISTER	Management Management Management Management	For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

AQUA AMERICA, INC.  
 ISSUER: 03836W103  
 SEDOL:

WTR  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MARY C. CARROLL CONSTANTINE PAPADAKIS ELLEN T. RUFF	Management Management Management Management	For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE COMPANY FOR THE 2008 FISCAL YEAR.	Management	For

BOYD GAMING CORPORATION  
 ISSUER: 103304101  
 SEDOL:

BYD  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

01	DIRECTOR	Management	For
	ROBERT L. BOUGHNER	Management	For
	WILLIAM R. BOYD	Management	For
	WILLIAM S. BOYD	Management	For
	THOMAS V. GIRARDI	Management	For
	MARIANNE BOYD JOHNSON	Management	For
	LUTHER W. MACK, JR.	Management	For
	MICHAEL O. MAFFIE	Management	For
	BILLY G. MCCOY	Management	For
	FREDERICK J. SCHWAB	Management	For
	KEITH E. SMITH	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 203 of 265

	PETER M. THOMAS	Management	For
	VERONICA J. WILSON	Management	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For
03	TO APPROVE AN AMENDMENT TO THE COMPANY S 2002 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF THE COMPANY S COMMON STOCK SUBJECT TO THE 2002 STOCK INCENTIVE PLAN FROM 12,000,000 SHARES TO 17,000,000 SHARES.	Management	Against

CONNECTICUT WATER SERVICE, INC.  
ISSUER: 207797101  
SEDOL:

CTWS ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

01	DIRECTOR	Management	For
	MARY ANN HANLEY	Management	For
	MARK G. KACHUR	Management	For
	DAVID A. LENTINI	Management	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS, AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For

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

DEUTSCHE TELEKOM AG  
 ISSUER: 251566105  
 SEDOL:

DT  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	RESOLUTION ON THE APPROPRIATION OF NET INCOME.	Management	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THE 2007 FINANCIAL YEAR.	Management	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2007 FINANCIAL YEAR.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 204 of 265

05	RESOLUTION ON THE APPOINTMENT OF THE INDEPENDENT AUDITOR AND THE GROUP AUDITOR FOR THE 2008 FINANCIAL YEAR AS WELL AS THE INDEPENDENT AUDITOR TO REVIEW THE CONDENSED FINANCIAL STATEMENTS AND THE INTERIM MANAGEMENT REPORT PURSUANT TO SECTIONS 37W (5), 37Y NO. 2 OF THE GERMAN SECURITIES TRADING ACT (WERTPAPIERHANDELSGESETZ - WPHG).	Management	For
06	RESOLUTION AUTHORIZING THE CORPORATION TO PURCHASE AND USE TREASURY SHARES WITH POSSIBLE EXCLUSION OF SUBSCRIPTION RIGHTS AND ANY RIGHT TO PURCHASE.	Management	For
07	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management	For
08	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management	For
09	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH LAMBDA TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For
10	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH OMIKRON TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For
11	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH THETA TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For
12	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH ETA TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For
13	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH EPSILON TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For
14	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH OMEGA	Management	For

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

15	TELEKOMMUNIKATIONSDIENSTE GMBH. RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH SIGMA TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For
16	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH KAPPA TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For
17	RESOLUTION ON THE AMENDMENT TO SECTION 13 (3) SENTENCE 2 OF THE ARTICLES OF INCORPORATION.	Management	For

DTE ENERGY COMPANY  
ISSUER: 233331107  
SEDOL:

DTE  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR LILLIAN BAUDER W. FRANK FOUNTAIN, JR.	Management Management Management	For For For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 205 of 265

02	JOSUE ROBLES, JR. JAMES H. VANDENBERGHE RUTH G. SHAW INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM DELOITTE & TOUCHE LLP	Management Management Management Management	For For For For
03	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shareholder	Against

INTEGRYS ENERGY GROUP INC  
ISSUER: 45822P105  
SEDOL:

TEG  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

01	DIRECTOR	Management	For
	RICHARD A. BEMIS	Management	For
	WILLIAM J. BRODSKY	Management	For
	ALBERT J. BUDNEY, JR.	Management	For
	ROBERT C. GALLAGHER	Management	For
	JOHN C. MENG	Management	For
02	RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP	Management	For
	AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING		
	FIRM FOR INTEGRYS ENERGY GROUP AND ITS SUBSIDIARIES		
	FOR 2008.		

ONEOK, INC.  
ISSUER: 682680103  
SEDOL:

OKE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	JAMES C. DAY*	Management	For
	DAVID L. KYLE*	Management	For
	BERT H. MACKIE*	Management	For
	JIM W. MOGG*	Management	For
	MOLLIE B. WILLIFORD*	Management	For
	JULIE H. EDWARDS**	Management	For
02	A PROPOSAL TO AMEND AND RESTATE THE ONEOK, INC. CERTIFICATE OF INCORPORATION TO REDUCE THE MAXIMUM NUMBER OF DIRECTORS AND TO ELIMINATE UNNECESSARY	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 206 of 265

03	AND OUTDATED PROVISIONS. A PROPOSAL TO AMEND AND RESTATE THE ONEOK, INC. CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFIED STRUCTURE OF THE BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Management	For
04	A PROPOSAL TO AMEND AND RESTATE THE ONEOK, INC. EQUITY COMPENSATION PLAN.	Management	For
05	A PROPOSAL TO AMEND AND RESTATE THE ONEOK, INC. EMPLOYEE STOCK PURCHASE PLAN.	Management	For
06	A PROPOSAL TO APPROVE THE ONEOK, INC. EMPLOYEE STOCK AWARD PROGRAM.	Management	For
07	A PROPOSAL TO RATIFY PRICEWATERHOUSECOOPERS LLP AS THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING	Management	For



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

08 FIRM OF ONEOK, INC.  
 A SHAREHOLDER PROPOSAL RELATING TO A REPORT ON GREENHOUSE GAS EMISSIONS. Shareholder Against

PETROCHINA COMPANY LIMITED PTR ANNUAL  
 ISSUER: 71646E100 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO CONSIDER AND APPROVE, BY WAY OF SPECIAL RESOLUTION, THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY MADE IN ACCORDANCE WITH THE COMPANY LAW OF THE PRC AND THE GUIDELINES OF ARTICLES OF ASSOCIATION FOR LISTED COMPANIES ISSUED BY THE CHINA SECURITIES REGULATORY COMMISSION BE AND ARE HEREBY APPROVED AND THE CHAIRMAN OF THE COMPANY BE AND IS HEREBY AUTHORISED TO MAKE ANY AMENDMENT AS HE MAY CONSIDER NECESSARY AND APPROPRIATE TO THE ARTICLES OF ASSOCIATION.	Management	For
02	TO CONSIDER AND APPROVE THE REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2007.	Management	For
03	TO CONSIDER AND APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR 2007.	Management	For
04	TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2007.	Management	For
05	TO CONSIDER AND APPROVE THE DECLARATION AND PAYMENT OF THE FINAL DIVIDENDS FOR THE YEAR ENDED 31 DECEMBER 2007 IN THE AMOUNT AND IN THE MANNER RECOMMENDED BY THE BOARD OF DIRECTORS.	Management	For
06	TO CONSIDER AND APPROVE THE AUTHORISATION OF THE BOARD OF DIRECTORS TO DETERMINE THE DISTRIBUTION OF INTERIM DIVIDENDS FOR THE YEAR 2008.	Management	For
07	TO CONSIDER AND APPROVE THE CONTINUATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS, CERTIFIED PUBLIC ACCOUNTANTS,	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 207 of 265

AS THE INTERNATIONAL AUDITORS OF THE COMPANY AND PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS COMPANY LIMITED, CERTIFIED PUBLIC ACCOUNTANTS, AS THE DOMESTIC AUDITORS OF THE COMPANY, FOR THE YEAR 2008 AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.

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

8A	TO CONSIDER AND APPROVE THE ELECTION OF MR JIANG JIEMIN AS DIRECTOR OF THE COMPANY.	Management	For
8B	TO CONSIDER AND APPROVE THE ELECTION OF MR ZHOU JIPING AS DIRECTOR OF THE COMPANY.	Management	For
8C	TO CONSIDER AND APPROVE THE ELECTION OF MR DUAN WENDE AS DIRECTOR OF THE COMPANY.	Management	For
8D	TO CONSIDER AND APPROVE THE ELECTION OF MR WANG YILIN AS DIRECTOR OF THE COMPANY.	Management	For
8E	TO CONSIDER AND APPROVE THE ELECTION OF MR ZENG YUKANG AS DIRECTOR OF THE COMPANY.	Management	For
8F	TO CONSIDER AND APPROVE THE ELECTION OF MR WANG FUCHENG AS DIRECTOR OF THE COMPANY.	Management	For
8G	TO CONSIDER AND APPROVE THE ELECTION OF MR LI XINHUA AS DIRECTOR OF THE COMPANY.	Management	For
8H	TO CONSIDER AND APPROVE THE ELECTION OF MR LIAO YONGYUAN AS DIRECTOR OF THE COMPANY.	Management	For
8I	TO CONSIDER AND APPROVE THE ELECTION OF MR WANG GUOLIANG AS DIRECTOR OF THE COMPANY.	Management	For
8J	TO CONSIDER AND APPROVE THE ELECTION OF MR JIANG FAN AS DIRECTOR OF THE COMPANY.	Management	For
8K	TO CONSIDER AND APPROVE THE ELECTION OF MR CHEE-CHEN TUNG AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For
8L	TO CONSIDER AND APPROVE THE ELECTION OF MR LIU HONGRU AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For
8M	TO CONSIDER AND APPROVE THE ELECTION OF MR FRANCO BERNABE AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For
8N	TO CONSIDER AND APPROVE THE ELECTION OF MR LI YONGWU AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For
8O	TO CONSIDER AND APPROVE THE ELECTION OF MR CUI JUNHUI AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For
9A	TO CONSIDER AND APPROVE THE ELECTION OF MR CHEN MING AS SUPERVISOR OF THE COMPANY.	Management	For
9B	TO CONSIDER AND APPROVE THE ELECTION OF MR WEN QINGSHAN AS SUPERVISOR OF THE COMPANY.	Management	For
9C	TO CONSIDER AND APPROVE THE ELECTION OF MR SUN XIANFENG AS SUPERVISOR OF THE COMPANY.	Management	For
9D	TO CONSIDER AND APPROVE THE ELECTION OF MR YU YIBO AS SUPERVISOR OF THE COMPANY.	Management	For
9E	TO CONSIDER AND APPROVE THE ELECTION OF MR WU ZHIPAN AS INDEPENDENT SUPERVISOR OF THE COMPANY.	Management	For
9F	TO CONSIDER AND APPROVE THE ELECTION OF MR LI YUAN AS INDEPENDENT SUPERVISOR OF THE COMPANY.	Management	For
10	TO CONSIDER AND APPROVE, BY WAY OF SPECIAL RESOLUTION, TO GRANT A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO SEPARATELY OR CONCURRENTLY ISSUE, ALLOT AND DEAL WITH ADDITIONAL DOMESTIC SHARES AND OVERSEAS LISTED FOREIGN SHARES IN THE COMPANY NOT EXCEEDING 20% OF EACH OF ITS EXISTING DOMESTIC SHARES AND OVERSEAS LISTED FOREIGN SHARES OF THE COMPANY	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 208 of 265

11	TO CONSIDER AND APPROVE, BY WAY OF ORDINARY RESOLUTION,	Management	For
----	---	------------	-----

IN ISSUE.

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

TO ADOPT THE RULES AND PROCEDURES OF SHAREHOLDERS  
GENERAL MEETING.

12	TO CONSIDER AND APPROVE, BY WAY OF ORDINARY RESOLUTION, TO ADOPT THE RULES AND PROCEDURES OF THE BOARD.	Management	For
13	TO CONSIDER AND APPROVE, BY WAY OF ORDINARY RESOLUTION, TO ADOPT THE RULES OF ORGANISATION AND PROCEDURES OF THE SUPERVISORY COMMITTEE.	Management	For
14	TO CONSIDER AND APPROVE OTHER MATTERS, IF ANY.	Management	For

THE DOW CHEMICAL COMPANY  
ISSUER: 260543103  
SEDOL:

DOW  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ARNOLD A. ALLEMANG JACQUELINE K. BARTON JAMES A. BELL JEFF M. FETTIG BARBARA H. FRANKLIN JOHN B. HESS ANDREW N. LIVERIS GEOFFERY E. MERSZEI DENNIS H. REILLEY JAMES M. RINGLER RUTH G. SHAW PAUL G. STERN	Management Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
03	STOCKHOLDER PROPOSAL ON CHEMICALS WITH LINKS TO RESPIRATORY PROBLEMS.	Shareholder	Against
04	STOCKHOLDER PROPOSAL ON ENVIRONMENTAL REMEDIATION IN THE MIDLAND AREA.	Shareholder	Against
05	STOCKHOLDER PROPOSAL ON GENETICALLY ENGINEERED SEED.	Shareholder	Against
06	STOCKHOLDER PROPOSAL ON A COMPENSATION PLAN.	Shareholder	Against

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 209 of 265

WESTAR ENERGY, INC.  
ISSUER: 95709T100  
SEDOL:

WR  
ISIN: ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MOLLIE H. CARTER JERRY B. FARLEY ARTHUR B. KRAUSE WILLIAM B. MOORE	Management Management Management Management Management	For For For For For
02	RATIFICATION AND CONFIRMATION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

WESTMORELAND COAL COMPANY  
ISSUER: 960878106  
SEDOL:

WLB  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR KEITH E. ALESSI THOMAS J. COFFEY	Management Management Management	For For For

AON CORPORATION  
ISSUER: 037389103  
SEDOL:

AOC  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR PATRICK G. RYAN GREGORY C. CASE FULVIO CONTI EDGAR D. JANNOTTA JAN KALFF	Management Management Management Management Management Management	For For For For For For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 210 of 265

	LESTER B. KNIGHT	Management	For
	J. MICHAEL LOSH	Management	For
	R. EDEN MARTIN	Management	For
	ANDREW J. MCKENNA	Management	For
	ROBERT S. MORRISON	Management	For
	RICHARD B. MYERS	Management	For
	RICHARD C. NOTEBAERT	Management	For
	JOHN W. ROGERS, JR.	Management	For
	GLORIA SANTONA	Management	For
	CAROLYN Y. WOO	Management	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS AON S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

LADBROKES PLC  
 ISSUER: G5337D107  
 SEDOL: B0ZSH63, B1321T5, B100LK3

LAD.L AGM MEE  
 ISIN: GB00B0ZSH635

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	RECEIVE AND ADOPT THE REPORTS OF THE DIRECTORS AND THE AUDITOR AND THE ACCOUNTS OF THE COMPANY FOR THE YE 31 DEC 2007	Management	For
2.	DECLARE THE FINAL DIVIDEND OF 9.05P ON EACH OF THE ORDINARY SHARES ENTITLED THERETO IN RESPECT OF THE YE 31 DEC 2007	Management	For
3.	RE-APPOINT MR. C. BELL AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION	Management	For
4.	RE-APPOINT MR. C.P. WICKS AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION	Management	For
5.	RE-APPOINT ERNST & YOUNG LLP AS THE AUDITOR TO THE COMPANY AND AUTHORIZE THE DIRECTORS TO AGREE THE REMUNERATION OF THE AUDITOR	Management	For
6.	APPROVE THE 2007 DIRECTORS REMUNERATION REPORT	Management	For
7.	AUTHORIZE THE COMPANY AND ALL COMPANIES THAT ARE SUBSIDIARIES OF THE COMPANY, FOR THE PURPOSE OF SECTION 366 OF THE COMPANIES ACT 2006 AND , TO MAKE DONATIONS TO POLITICAL PARTIES OR INDEPENDENT ELECTION CANDIDATES NOT EXCEEDING GBP 50,000; AND MAKE POLITICAL DONATIONS TO POLITICAL ORGANIZATIONS OTHER THAN POLITICAL PARTIES NOT EXCEEDING GBP 50,000; AND INCUR POLITICAL EXPENDITURE NOT EXCEEDING GBP 50,000, PROVIDED THAT THE AGGREGATE AMOUNT	Management	For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 211 of 265

- OF ANY SUCH DONATION AND EXPENDITURE SHALL NOT EXCEED GBP 50,000; AUTHORITY EXPIRES AT THE DATE OF THE AGM OF THE COMPANY HELD IN 2009
8. 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 56,123,995; AUTHORITY EXPIRES EARLIER THE DATE OF THE AGM OF THE COMPANY HELD IN 2009 OR ON 30 JUN 2009; 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 For
- S.9 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 PASSED AT THE 2008 AGM OF THE COMPANY AND TO SELL EQUITY SECURITIES WHICH IMMEDIATELY BEFORE THE SALE ARE HELD BY THE COMPANY AS TREASURY SHARESSECTION 162A OF THE ACT IN EACH CASE, DISAPPLYING THE STATUTORY PRE-EMPTION RIGHTS SECTION 89(1), PROVIDED THAT THIS POWER IS LIMITED TO: A) UP TO AN AGGREGATE NOMINAL AMOUNT GBP 8,662,866; AND B) UP TO AN AGGREGATE NOMINAL AMOUNT OF GBP 56,123,995; AUTHORITY EXPIRES THE EARLIER OF THE CONCLUSION OF THE NEXT AGM OF THE COMPANY TO BE HELD IN 2009 OR IF EARLIER, ON 30 JUN 2009; 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 For
- S.10 AUTHORIZE THE COMPANY, TO MAKE ONE OR MORE MARKET PURCHASES SECTION 163(3) OF THE COMPANIES ACT 1985 (THE ACT) OF UP TO 61,149,640 SHARES REPRESENTING OF THE COMPANY S ISSUED ORDINARY SHARE CAPITAL OF 28 1/3P EACH, AT A MINIMUM PRICE WHICH MAY BE PAID FOR THE ORDINARY PER SHARE AND THE MAXIMUM PRICE WHICH MAY BE PAID FOR AN ORDINARY SHARE IS AN AMOUNT EQUAL TO 105% OF THE AVERAGE MARKET VALUE OF SHARES AS DERIVED FROM THEMED-MARKET PRICE OVER THE PREVIOUS 5 BUSINESS DAYS; AUTHORITY EXPIRES AT EARLIER OF THE CONCLUSION OF THE AGM OF THE COMPANY TO BE HELD 2009 OR IF EARLIER ON 30 JUN 2009; 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 For
11. APPROVE TO EXTEND THE TERM OF THE LADBROKES PLC 1978 SHARE OPTION SCHEME TO FURTHER 10 YEARS Management For

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

UNTIL 2018 AND AUTHORIZE THE DIRECTORS OF THE

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 212 of 265

S.12 COMPANY TO DO ALL ACTS AND THINGS NECESSARY TO  
 PUT THE EXTENSION OF THE SCHEME INTO EFFECT  
 AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY Management For  
 BY DELETING ARTICLES 121 DIRECTOR MAY HAVE INTEREST  
 AND 122 DISCLOSURE OF INTEREST TO BOARD AND SUBSTITUTING  
 FOR THOSE ARTICLES THE AS SPECIFIED

OCEANEERING INTERNATIONAL, INC. OII ANNUAL  
 ISSUER: 675232102 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR T. JAY COLLINS D. MICHAEL HUGHES	Management Management Management	For For For
02	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 93,000,000 TO 183,000,000 AND INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 90,000,000 TO 180,000,000.	Management	For
03	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For

PEPCO HOLDINGS, INC. POM ANNUAL  
 ISSUER: 713291102 ISIN:  
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

01	DIRECTOR	Management	For
	JACK B. DUNN, IV	Management	For
	TERENCE C. GOLDEN	Management	For
	FRANK O. HEINTZ	Management	For
	BARBARA J. KRUMSIEK	Management	For
	GEORGE F. MACCORMACK	Management	For
	RICHARD B. MCGLYNN	Management	For
	LAWRENCE C. NUSSDORF	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 213 of 265

	FRANK K. ROSS	Management	For
	PAULINE A. SCHNEIDER	Management	For
	LESTER P. SILVERMAN	Management	For
	WILLIAM T. TORGERSON	Management	For
	DENNIS R. WRAASE	Management	For
02	A PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2008	Management	For

TIME WARNER INC.  
 ISSUER: 887317105  
 SEDOL:

TWX  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Management	For
1B	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Management	For
1C	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Management	For
1D	ELECTION OF DIRECTOR: FRANK J. CAUFIELD	Management	For
1E	ELECTION OF DIRECTOR: ROBERT C. CLARK	Management	For
1F	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Management	For
1G	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Management	For
1H	ELECTION OF DIRECTOR: REUBEN MARK	Management	For
1I	ELECTION OF DIRECTOR: MICHAEL A. MILES	Management	For
1J	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Management	For
1K	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Management	For
1L	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Management	For
02	COMPANY PROPOSAL TO AMEND THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE REMAINING SUPER-MAJORITY VOTE REQUIREMENTS.	Management	For



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

03	COMPANY PROPOSAL TO APPROVE THE AMENDED AND RESTATED TIME WARNER INC. ANNUAL BONUS PLAN FOR EXECUTIVE OFFICERS.	Management	For
04	RATIFICATION OF AUDITORS.	Management	For
05	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.	Shareholder	Against

TOTAL S.A. ISSUER: 89151E109 SEDOL: TOT ISIN: ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008 Report Date: 07/08/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST Page 214 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS	Management	For
02	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	Management	For
03	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Management	For
04	AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Management	For
05	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. THIERRY DESMAREST	Management	For
06	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. CHRISTOPHE DE MARGERIE	Management	For
07	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY	Management	For
08	RENEWAL OF THE APPOINTMENT OF MR. PAUL DESMARAIS JR. AS A DIRECTOR	Management	For
09	RENEWAL OF THE APPOINTMENT OF MR. BERTRAND JACQUILLAT AS A DIRECTOR	Management	For
010	RENEWAL OF THE APPOINTMENT OF LORD PETER LEVENE OF PORTSOKEN AS A DIRECTOR	Management	For
011	APPOINTMENT OF MRS. PATRICIA BARBIZET AS A DIRECTOR	Management	For
012	APPOINTMENT OF MR. CLAUDE MANDIL AS A DIRECTOR	Management	For
13	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL WHILE MAINTAINING SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS OR BY CAPITALIZING PREMIUMS, RESERVES, SURPLUSES OR OTHER LINE ITEMS	Management	For
14	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS	Management	For

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

15	DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL, IN PAYMENT OF SECURITIES THAT WOULD BE CONTRIBUTED TO THE COMPANY	Management	For
16	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL UNDER THE CONDITIONS PROVIDED FOR IN ARTICLE 443-5 OF THE FRENCH LABOR CODE	Management	For
17	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO GRANT RESTRICTED SHARES OF THE COMPANY TO GROUP EMPLOYEES AND TO EXECUTIVE OFFICERS OF THE COMPANY OR OF GROUP COMPANIES	Management	For
17A	REMOVAL OF MR. ANTOINE JEANCOURT-GALIGNANI FROM HIS DIRECTORSHIP	Shareholder	Against
17B	ADDITION OF A FINAL LAST PARAGRAPH TO ARTICLE 12 OF THE COMPANY S ARTICLES OF ASSOCIATION TO ENSURE THAT STATISTICS ARE PUBLISHED IDENTIFYING BY NAME THE DIRECTORS IN ATTENDANCE AT MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES	Shareholder	Against
17C	AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO ALL EMPLOYEES OF THE GROUP	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 215 of 265

TRANSOCEAN INC  
 ISSUER: G90073100  
 SEDOL:

RIG  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JON A. MARSHALL	Management	For
1B	ELECTION OF DIRECTOR: MARTIN B. MCNAMARA	Management	For
1C	ELECTION OF DIRECTOR: ROBERT E. ROSE	Management	For
1D	ELECTION OF DIRECTOR: IAN C. STRACHAN	Management	For
02	APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

CONSOLIDATED EDISON, INC.  
 ISSUER: 209115104  
 SEDOL:

ED  
 ISIN: ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR K. BURKE V.A. CALARCO G. CAMPBELL, JR. G.J. DAVIS M.J. DEL GIUDICE E.V. FUTTER S. HERNANDEZ J.F. KILLIAN P.W. LIKINS E.R. MCGRATH M.W. RANGER L.F. SUTHERLAND	Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.	Management	For
03	APPROVAL OF PERFORMANCE GOALS UNDER THE COMPANY S LONG TERM INCENTIVE PLAN.	Management	For
04	ADDITIONAL COMPENSATION INFORMATION.	Shareholder	Against

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 216 of 265

AMERICAN STATES WATER COMPANY  
ISSUER: 029899101  
SEDOL:

AWR  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR N.P. DODGE ROBERT F. KATHOL GARY F. KING LLOYD E. ROSS	Management Management Management Management Management	For For For For For
02	TO APPROVE THE AMERICAN STATES WATER COMPANY 2008 STOCK INCENTIVE PLAN.	Management	Against
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS.	Management	For
04	TO TRANSACT ANY OTHER BUSINESS, WHICH MAY PROPERLY COME BEFORE THE MEETING, OR ANY ADJOURNMENT THEREOF.	Management	For

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

ANADARKO PETROLEUM CORPORATION  
 ISSUER: 032511107  
 SEDOL:

APC  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: JOHN R. BUTLER, JR.	Management	For
1B	ELECTION OF DIRECTOR: LUKE R. CORBETT	Management	For
1C	ELECTION OF DIRECTOR: JOHN R. GORDON	Management	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Management	For
03	APPROVAL OF 2008 OMNIBUS INCENTIVE COMPENSATION PLAN.	Management	For
04	APPROVAL OF 2008 DIRECTOR COMPENSATION PLAN.	Management	For
05	STOCKHOLDER PROPOSAL - DECLASSIFICATION OF BOARD	Shareholder	Against
06	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 217 of 265

BLACK HILLS CORPORATION  
 ISSUER: 092113109  
 SEDOL:

BKH  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DAVID R. EMERY KAY S. JORGENSEN WARREN L. ROBINSON JOHN B. VERING	Management Management Management Management Management	For For For For For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	SHAREHOLDER PROPOSAL REQUESTING NECESSARY STEPS TO CAUSE ANNUAL ELECTION OF DIRECTORS.	Shareholder	Against

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

DIAMOND OFFSHORE DRILLING, INC.  
 ISSUER: 25271C102  
 SEDOL:

DO  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2008.	Management	For
01	DIRECTOR JAMES S. TISCH LAWRENCE R. DICKERSON JOHN R. BOLTON CHARLES L. FABRIKANT PAUL G. GAFFNEY II HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Management Management Management Management Management Management Management Management	For For For For For For For For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 218 of 265

FANNIE MAE  
 ISSUER: 313586109  
 SEDOL:

FNM  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1F	ELECTION OF DIRECTOR: BRIDGET A. MACASKILL	Management	For
1G	ELECTION OF DIRECTOR: DANIEL H. MUDD	Management	For
1H	ELECTION OF DIRECTOR: LESLIE RAHL	Management	For
1I	ELECTION OF DIRECTOR: JOHN C. SITES, JR.	Management	For
1J	ELECTION OF DIRECTOR: GREG C. SMITH	Management	For
1K	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Management	For
1L	ELECTION OF DIRECTOR: JOHN K. WULFF	Management	For
02	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	PROPOSAL TO AUTHORIZE CUMULATIVE VOTING.	Management	Against

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

1D	ELECTION OF DIRECTOR: BRENDA J. GAINES	Management	For
1E	ELECTION OF DIRECTOR: KAREN N. HORN, PH.D.	Management	For
1A	ELECTION OF DIRECTOR: STEPHEN B. ASHLEY	Management	For
1B	ELECTION OF DIRECTOR: DENNIS R. BERESFORD	Management	For
1C	ELECTION OF DIRECTOR: LOUIS J. FREEH	Management	For

FIRSTENERGY CORP.	FE	ANNUAL
ISSUER: 337932107	ISIN:	
SEDOL:		

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report	Report Date: 07/08/2008
Meeting Date Range: 07/01/2007 to 06/30/2008	Page 219 of 265
Selected Accounts: NPX GABELLI DIV INC TRUST	

PAUL T. ADDISON	Management	For	
ANTHONY J. ALEXANDER	Management	For	
MICHAEL J. ANDERSON	Management	For	
DR. CAROL A. CARTWRIGHT	Management	For	
WILLIAM T. COTTLE	Management	For	
ROBERT B. HEISLER, JR.	Management	For	
ERNEST J. NOVAK, JR.	Management	For	
CATHERINE A. REIN	Management	For	
GEORGE M. SMART	Management	For	
WES M. TAYLOR	Management	For	
JESSE T. WILLIAMS, SR.	Management	For	
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	SHAREHOLDER PROPOSAL: REDUCE THE PERCENTAGE OF SHAREHOLDERS REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING	Shareholder	Against
04	SHAREHOLDER PROPOSAL: ESTABLISH SHAREHOLDER PROponent ENGAGEMENT PROCESS	Shareholder	Against
05	SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE	Shareholder	Against
06	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS	Shareholder	Against

FLUSHING FINANCIAL CORPORATION	FFIC	ANNUAL
ISSUER: 343873105	ISIN:	
SEDOL:		

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MICHAEL J. HEGARTY JOHN J. MCCABE DONNA M. O'BRIEN MICHAEL J. RUSSO	Management Management Management Management Management	For For For For For
02	APPROVAL OF AN AMENDMENT TO THE COMPANY S 2005 OMNIBUS INCENTIVE PLAN.	Management	Against
03	RATIFICATION OF APPOINTMENT OF GRANT THORNTON, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2008.	Management	For

JPMORGAN CHASE & CO.  
ISSUER: 46625H100  
SEDOL:

JPM ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST  
Report Date: 07/08/2008  
Page 220 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management	For
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Management	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Management	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Management	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Management	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Management	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Management	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Management	For
1I	ELECTION OF DIRECTOR: ROBERT I. LIPP	Management	For
1J	ELECTION OF DIRECTOR: DAVID C. NOVAK	Management	For
1K	ELECTION OF DIRECTOR: LEE R. RAYMOND	Management	For
1L	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN	Management	Against
04	REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN	Management	For
05	GOVERNMENTAL SERVICE REPORT	Shareholder	Against

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

06	POLITICAL CONTRIBUTIONS REPORT	Shareholder	Against
07	INDEPENDENT CHAIRMAN OF THE BOARD	Shareholder	Against
08	EXECUTIVE COMPENSATION APPROVAL	Shareholder	Against
09	TWO CANDIDATES PER DIRECTORSHIP	Shareholder	Against
10	HUMAN RIGHTS AND INVESTMENT REPORT	Shareholder	Against
11	LOBBYING PRIORITIES REPORT	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 221 of 265

METAVANTE TECHNOLOGIES, INC.  
 ISSUER: 591407101  
 SEDOL:

MV ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DAVID A. COULTER L. DALE CRANDALL MICHAEL D. HAYFORD STEPHAN A. JAMES TED D. KELLNER DENNIS J. KUESTER FRANK R. MARTIRE SHANTANU NARAYEN DIANNE M. NEAL JAMES NEARY ADARSH SARMA	Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For
02	PROPOSAL TO APPROVE THE METAVANTE 2007 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED.	Management	For
03	PROPOSAL TO APPROVE THE METAVANTE 2007 EQUITY INCENTIVE PLAN.	Management	Against
04	PROPOSAL TO APPROVE THE METAVANTE INCENTIVE COMPENSATION PLAN.	Management	For
05	PROPOSAL TO RATIFY THE AUDIT COMMITTEE S SELECTION OF DELOITTE & TOUCHE LLP AS METAVANTE S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For

MGE ENERGY, INC.  
 ISSUER: 55277P104  
 SEDOL:

MGEE ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL



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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR LONDA J. DEWEY REGINA M. MILLNER	Management Management Management	For For For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP FOR 2008	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 222 of 265

PINNACLE ENTERTAINMENT, INC.  
 ISSUER: 723456109  
 SEDOL:

PNK  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	PROPOSAL TO AMEND THE COMPANY S 2005 EQUITY AND PERFORMANCE INCENTIVE PLAN.	Management	Against
01	DIRECTOR DANIEL R. LEE STEPHEN C. COMER JOHN V. GIOVENCO RICHARD J. GOEGLEIN ELLIS LANDAU BRUCE A. LESLIE JAMES L. MARTINEAU MICHAEL ORNEST LYNN P. REITNOUER	Management Management Management Management Management Management Management Management Management	For For For For For For For For For
05	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE 2008 FISCAL YEAR.	Management	For
04	PROPOSAL TO AMEND THE COMPANY S AMENDED AND RESTATED DIRECTORS DEFERRED COMPENSATION PLAN.	Management	Against
03	PROPOSAL TO RE-APPROVE THE PERFORMANCE-BASED COMPENSATION PROVISIONS OF THE COMPANY S 2005 EQUITY AND PERFORMANCE INCENTIVE PLAN.	Management	For

ROYAL DUTCH SHELL PLC  
 ISSUER: 780259206  
 SEDOL:

RDSA  
 ISIN:

ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ADOPTION OF ANNUAL REPORT & ACCOUNTS	Management	For
02	APPROVAL OF REMUNERATION REPORT	Management	For
03	ELECTION OF DR. JOSEF ACKERMANN AS A DIRECTOR OF THE COMPANY	Management	For
04	RE-ELECTION OF SIR PETER JOB AS A DIRECTOR OF THE COMPANY	Management	For
05	RE-ELECTION OF LAWRENCE RICCIARDI AS A DIRECTOR OF THE COMPANY	Management	For
06	RE-ELECTION OF PETER VOSER AS A DIRECTOR OF THE COMPANY	Management	For
07	RE-APPOINTMENT OF AUDITORS	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 223 of 265

08	REMUNERATION OF AUDITORS	Management	For
09	AUTHORITY TO ALLOT SHARES	Management	For
10	DISAPPLICATION OF PRE-EMPTION RIGHTS	Management	For
11	AUTHORITY TO PURCHASE OWN SHARES	Management	For
12	AUTHORITY FOR CERTAIN DONATIONS AND EXPENDITURE	Management	For
13	AMENDMENTS TO LONG-TERM INCENTIVE PLAN	Management	For
14	AMENDMENTS TO RESTRICTED SHARE PLAN	Management	For
15	ADOPTION OF NEW ARTICLES OF ASSOCIATION	Management	For

SOUTHWEST WATER COMPANY  
 ISSUER: 845331107  
 SEDOL:

SWWC  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF THE AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFIED BOARD.	Management	For
2A	ELECTION OF CLASS I DIRECTOR: THOMAS IINO	Management	For
2B	ELECTION OF CLASS I DIRECTOR: WILLIAM D. JONES	Management	For
2C	ELECTION OF CLASS I DIRECTOR: MAUREEN A. KINDEL	Management	For

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

03 RATIFICATION OF PRICEWATERHOUSECOOPERS AS THE Management For  
COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS.

STATOIL ASA STO ANNUAL  
ISSUER: 85771P102 ISIN:  
SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
13	AUTHORISATION TO ACQUIRE STATOILHYDRO SHARES IN ORDER TO CONTINUE IMPLEMENTATION OF SHARE SAVING SCHEME FOR EMPLOYEES	Management	For
12	STATEMENT ON REMUNERATION AND OTHER EMPLOYMENT TERMS FOR CORPORATE EXECUTIVE COMMITTEE	Management	For
11	DETERMINATION OF REMUNERATION FOR THE NOMINATION COMMITTEE	Management	For
10	DETERMINATION OF REMUNERATION FOR THE CORPORATE ASSEMBLY	Management	For
09	ELECTION OF A MEMBER TO THE NOMINATION COMMITTEE	Management	For
08	ELECTION OF MEMBERS TO THE CORPORATE ASSEMBLY	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 224 of 265

07	DETERMINATION OF REMUNERATION FOR THE COMPANY S AUDITOR	Management	For
06	APPROVAL OF THE ANNUAL REPORT AND ACCOUNTS FOR STATOILHYDRO ASA AND THE STATOILHYDRO GROUP FOR 2007.	Management	For
05	ELECTION OF TWO PERSONS TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING	Management	For
03	APPROVAL OF THE NOTICE AND THE AGENDA	Management	For
02	ELECTION OF A CHAIR OF THE MEETING	Management	For

THE ALLSTATE CORPORATION ALL ANNUAL  
ISSUER: 020002101 ISIN:  
SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Management	For
1B	ELECTION OF DIRECTOR: ROBERT D. BEYER	Management	For
1C	ELECTION OF DIRECTOR: W. JAMES FARRELL	Management	For
1D	ELECTION OF DIRECTOR: JACK M. GREENBERG	Management	For
1E	ELECTION OF DIRECTOR: RONALD T. LEMAY	Management	For
1F	ELECTION OF DIRECTOR: J. CHRISTOPHER REYES	Management	For
1G	ELECTION OF DIRECTOR: H. JOHN RILEY, JR.	Management	For
1H	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Management	For
1I	ELECTION OF DIRECTOR: JUDITH A. SPRIESER	Management	For
1J	ELECTION OF DIRECTOR: MARY ALICE TAYLOR	Management	For
1K	ELECTION OF DIRECTOR: THOMAS J. WILSON	Management	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ALLSTATE S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2008.	Management	For
03	STOCKHOLDER PROPOSAL CALLING FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS.	Shareholder	Against
04	STOCKHOLDER PROPOSAL SEEKING THE RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Against

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 225 of 265

05	STOCKHOLDER PROPOSAL SEEKING AN ADVISORY RESOLUTION TO RATIFY COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Shareholder	Against
----	---	-------------	---------

UNITED STATES CELLULAR CORPORATION  
 ISSUER: 911684108  
 SEDOL:

USM ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	Withheld
	J.S. CROWLEY	Management	Withheld
02	NON-EMPLOYEE DIRECTOR COMPENSATION PLAN.	Management	For
03	2009 EMPLOYEE STOCK PURCHASE PLAN.	Management	For
04	RATIFY ACCOUNTANTS FOR 2008.	Management	For

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

ASTORIA FINANCIAL CORPORATION  
 ISSUER: 046265104  
 SEDOL:

AF  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR GEORGE L ENGELKE, JR.* PETER C HAEFFNER, JR.* RALPH F PALLESCHI* LEO J WATERS**	Management Management Management Management	For For For For
02	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, 2008.	Management	For

CIMAREX ENERGY CO.  
 ISSUER: 171798101  
 SEDOL:

XEC  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 226 of 265

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: DAVID A. HENTSCHEL	Management	For
1B	ELECTION OF DIRECTOR: F.H. MERELLI	Management	For
1C	ELECTION OF DIRECTOR: L. PAUL TEAGUE	Management	For
02	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2008.	Management	For

HALLIBURTON COMPANY  
 ISSUER: 406216101  
 SEDOL:

HAL  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Management	For
1B	ELECTION OF DIRECTOR: J.R. BOYD	Management	For
1C	ELECTION OF DIRECTOR: M. CARROLL	Management	For
1D	ELECTION OF DIRECTOR: K.T. DERR	Management	For
1E	ELECTION OF DIRECTOR: S.M. GILLIS	Management	For
1F	ELECTION OF DIRECTOR: J.T. HACKETT	Management	For
1G	ELECTION OF DIRECTOR: D.J. LESAR	Management	For
1H	ELECTION OF DIRECTOR: J.L. MARTIN	Management	For
1I	ELECTION OF DIRECTOR: J.A. PRECOURT	Management	For
1J	ELECTION OF DIRECTOR: D.L. REED	Management	For
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Management	For
03	PROPOSAL ON REAPPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS UNDER 1993 STOCK AND INCENTIVE PLAN.	Management	For
04	PROPOSAL ON HUMAN RIGHTS POLICY.	Shareholder	Against
05	PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shareholder	Against
06	PROPOSAL ON HUMAN RIGHTS BOARD COMMITTEE.	Shareholder	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 227 of 265

INTEL CORPORATION  
 ISSUER: 458140100  
 SEDOL:

INTC  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: CRAIG R. BARRETT	Management	For
1B	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Management	For
1C	ELECTION OF DIRECTOR: CAROL A. BARTZ	Management	For
1D	ELECTION OF DIRECTOR: SUSAN L. DECKER	Management	For
1E	ELECTION OF DIRECTOR: REED E. HUNDT	Management	For
1F	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Management	For
1G	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Management	For
1H	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Management	For
1I	ELECTION OF DIRECTOR: JANE E. SHAW	Management	For
1J	ELECTION OF DIRECTOR: JOHN L. THORNTON	Management	For
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Management	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR.	Management	For

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

03 STOCKHOLDER PROPOSAL TO AMEND THE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY. Shareholder Against

MIDDLESEX WATER COMPANY  
ISSUER: 596680108  
SEDOL:

MSEX  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 228 of 265

	J.R. MIDDLETON, M.D.	Management	For
	JEFFRIES SHEIN	Management	For
	J. RICHARD TOMPKINS	Management	For
02	APPROVAL OF THE NEW 2008 RESTRICTED STOCK PLAN.	Management	For
03	APPROVAL OF THE OUTSIDE DIRECTOR STOCK COMPENSATION PLAN.	Management	For

PINNACLE WEST CAPITAL CORPORATION  
ISSUER: 723484101  
SEDOL:

PNW  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	EDWARD N. BASHA, JR.	Management	For
	SUSAN CLARK-JOHNSON	Management	For
	MICHAEL L. GALLAGHER	Management	For
	PAMELA GRANT	Management	For
	ROY A. HERBERGER, JR.	Management	For
	WILLIAM S. JAMIESON	Management	For
	HUMBERTO S. LOPEZ	Management	For

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

	KATHRYN L. MUNRO	Management	For
	BRUCE J. NORDSTROM	Management	For
	W. DOUGLAS PARKER	Management	For
	WILLIAM J. POST	Management	For
	WILLIAM L. STEWART	Management	For
02	APPROVE AN AMENDMENT TO THE COMPANY S ARTICLES OF INCORPORATION TO PROVIDE FOR A MAJORITY SHAREHOLDER VOTE TO AMEND THE ARTICLES OF INCORPORATION.	Management	For
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For

THE HARTFORD FINANCIAL SVCS GROUP, INC.  
ISSUER: 416515104  
SEDOL:

HIG ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: RAMANI AYER	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 229 of 265

1B	ELECTION OF DIRECTOR: RAMON DE OLIVEIRA	Management	For
1C	ELECTION OF DIRECTOR: TREVOR FETTER	Management	For
1D	ELECTION OF DIRECTOR: EDWARD J. KELLY, III	Management	For
1E	ELECTION OF DIRECTOR: PAUL G. KIRK, JR.	Management	For
1F	ELECTION OF DIRECTOR: THOMAS M. MARRA	Management	For
1G	ELECTION OF DIRECTOR: GAIL J. MCGOVERN	Management	For
1H	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Management	For
1I	ELECTION OF DIRECTOR: CHARLES B. STRAUSS	Management	For
1J	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Management	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For

XCEL ENERGY INC.  
ISSUER: 98389B100  
SEDOL:

XEL ANNUAL  
ISIN:

VOTE GROUP: GLOBAL



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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR C. CONEY BURGESS FREDRIC W. CORRIGAN RICHARD K. DAVIS ROGER R. HEMMINGHAUS A. BARRY HIRSCHFELD RICHARD C. KELLY DOUGLAS W. LEATHERDALE ALBERT F. MORENO DR. MARGARET R. PRESKA A. PATRICIA SAMPSON RICHARD H. TRULY DAVID A. WESTERLUND TIMOTHY V. WOLF	Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For For For For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS XCEL ENERGY, INC S PRINCIPAL INDEPENDENT ACCOUNTANTS FOR 2008.	Management	For
03	TO APPROVE AN AMENDMENT TO OUR RESTATED ARTICLES	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 230 of 265

04	OF INCORPORATION TO ADOPT A MAJORITY VOTING STANDARD IN UNCONTESTED ELECTIONS. TO CONSIDER A SHAREHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLE OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against
05	TO CONSIDER A SHAREHOLDER PROPOSAL RELATING TO COMPREHENSIVE HEALTH CARE REFORM, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against

ALLIED WASTE INDUSTRIES, INC.  
ISSUER: 019589308  
SEDOL:

AW  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

01	DIRECTOR	Management	For
	DAVID P. ABNEY	Management	For
	CHARLES H. COTROS	Management	For
	JAMES W. CROWNOVER	Management	For
	WILLIAM J. FLYNN	Management	For
	DAVID I. FOLEY	Management	For
	NOLAN LEHMANN	Management	For
	LEON J. LEVEL	Management	For
	JAMES A. QUELLA	Management	For
	JOHN M. TRANI	Management	For
	JOHN J. ZILLMER	Management	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR FISCAL YEAR 2008.	Management	For

CABLEVISION SYSTEMS CORPORATION  
ISSUER: 12686C109  
SEDOL:

CVC  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 231 of 265

	ZACHARY W. CARTER	Management	For
	CHARLES D. FERRIS	Management	For
	THOMAS V. REIFENHEISER	Management	For
	JOHN R. RYAN	Management	For
	VINCENT TESE	Management	For
	LEONARD TOW	Management	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2008.	Management	For

OGE ENERGY CORP.  
ISSUER: 670837103  
SEDOL:

OGE  
ISIN:

ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR KIRK HUMPHREYS LINDA PETREE LAMBERT LEROY RICHIE	Management Management Management Management	For For For For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR PRINCIPAL INDEPENDENT ACCOUNTANTS.	Management	For
03	APPROVAL OF THE OGE ENERGY CORP. 2008 STOCK INCENTIVE PLAN.	Management	For
04	APPROVAL OF THE OGE ENERGY CORP. 2008 ANNUAL INCENTIVE COMPENSATION PLAN.	Management	For
05	SHAREOWNER PROPOSAL TO ELIMINATE THE CLASSIFICATION OF THE TERMS OF THE DIRECTORS.	Shareholder	Against

QWEST COMMUNICATIONS INTERNATIONAL INC.  
ISSUER: 749121109  
SEDOL:

Q  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: EDWARD A. MUELLER	Management	For
1B	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Management	For
1C	ELECTION OF DIRECTOR: CHARLES L. BIGGS	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 232 of 265

1D	ELECTION OF DIRECTOR: K. DANE BROOKSHER	Management	For
1E	ELECTION OF DIRECTOR: PETER S. HELLMAN	Management	For
1F	ELECTION OF DIRECTOR: R. DAVID HOOVER	Management	For
1G	ELECTION OF DIRECTOR: PATRICK J. MARTIN	Management	For
1H	ELECTION OF DIRECTOR: CAROLINE MATTHEWS	Management	For
1I	ELECTION OF DIRECTOR: WAYNE W. MURDY	Management	For
1J	ELECTION OF DIRECTOR: JAN L. MURLEY	Management	For
1K	ELECTION OF DIRECTOR: FRANK P. POPOFF	Management	For
1L	ELECTION OF DIRECTOR: JAMES A. UNRUH	Management	For
1M	ELECTION OF DIRECTOR: ANTHONY WELTERS	Management	For

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

02	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	A STOCKHOLDER PROPOSAL REQUESTING THAT OUR BOARD SEEK STOCKHOLDER APPROVAL OF CERTAIN FUTURE SEVERANCE AGREEMENTS WITH SENIOR EXECUTIVES.	Shareholder	Against
04	A STOCKHOLDER PROPOSAL REQUESTING THAT OUR BOARD ESTABLISH A POLICY OF SEPARATING THE ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER WHENEVER POSSIBLE.	Shareholder	Against

SEMPRA ENERGY  
ISSUER: 816851109  
SEDOL:

SRE ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	ELECTION OF DIRECTOR: RICHARD A. COLLATO	Management	For
02	ELECTION OF DIRECTOR: WILFORD D. GODBOLD JR.	Management	For
03	ELECTION OF DIRECTOR: RICHARD G. NEWMAN	Management	For
04	ELECTION OF DIRECTOR: CARLOS RUIZ SACRISTAN	Management	For
05	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Management	For
06	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Management	For
07	ELECTION OF DIRECTOR: LYNN SCHENK	Management	For
08	ELECTION OF DIRECTOR: NEAL E. SCHMALE BOARD RECOMMENDS A VOTE FOR THE FOLLOWING PROPOSALS.	Management	For
09	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 233 of 265

10	ACCOUNTING FIRM. APPROVAL OF 2008 LONG TERM INCENTIVE PLAN.	Management	Against
11	APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION.	Management	For
12	SHAREHOLDER PROPOSAL ENTITLED SHAREHOLDER SAY ON PAY .	Shareholder	Against

XEROX CORPORATION  
ISSUER: 984121103  
SEDOL:

XRX ANNUAL  
ISIN:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR GLENN A. BRITT URSULA M. BURNS RICHARD J. HARRINGTON WILLIAM CURT HUNTER VERNON E. JORDAN, JR. ROBERT A. MCDONALD ANNE M. MULCAHY N.J. NICHOLAS, JR. ANN N. REESE MARY AGNES WILDEROTTER	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	APPROVE AMENDMENT OF CERTIFICATE OF INCORPORATION REQUIRING MAJORITY VOTING FOR ELECTION OF DIRECTORS IN NON-CONTESTED ELECTION.	Management	For
04	SHAREHOLDER PROPOSAL RELATING TO REPORTING OF COMPLIANCE WITH THE VENDOR CODE OF CONDUCT.	Shareholder	Against

CROWN CASTLE INTERNATIONAL CORP  
ISSUER: 228227104  
SEDOL:

CCI  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 234 of 265

02	DAVID C. ABRAMS DALE N. HATFIELD LEE W. HOGAN ROBERT F. MCKENZIE TO APPROVE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED	Management Management Management Management Management	For For For For For
----	---	--	---------------------------------

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

PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2008.

FPL GROUP, INC.  
ISSUER: 302571104  
SEDOL:

FPL  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR SHERRY S. BARRAT ROBERT M. BEALL, II J. HYATT BROWN JAMES L. CAMAREN J. BRIAN FERGUSON LEWIS HAY, III TONI JENNINGS OLIVER D. KINGSLEY, JR. RUDY E. SCHUPP MICHAEL H. THAMAN HANSEL E. TOOKES, II PAUL R. TREGURTHA	Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2008.	Management	For
03	APPROVAL OF THE FPL GROUP EXECUTIVE ANNUAL INCENTIVE PLAN.	Management	For
04	SHAREHOLDER PROPOSAL - GLOBAL WARMING REPORT.	Shareholder	Against

INTERMEC, INC.  
ISSUER: 458786100  
SEDOL:

IN  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 235 of 265

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

	PATRICK J. BYRNE	Management	For
	GREGORY K. HINCKLEY	Management	For
	LYDIA H. KENNARD	Management	For
	ALLEN J. LAUER	Management	For
	STEPHEN P. REYNOLDS	Management	For
	STEVEN B. SAMPLE	Management	For
	OREN G. SHAFFER	Management	For
	LARRY D. YOST	Management	For
02	RATIFY SELECTION OF DELOITTE & TOUCHE LLP AS INTERMEC, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Management	For
03	APPROVE THE INTERMEC, INC. 2008 EMPLOYEE STOCK PURCHASE PLAN.	Management	For
04	APPROVE THE INTERMEC, INC. 2008 OMNIBUS INCENTIVE PLAN.	Management	Against

BLACKROCK, INC.  
ISSUER: 09247X101  
SEDOL:

BLK  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ROBERT C. DOLL GREGORY J. FLEMING MURRY S. GERBER JAMES GROSFELD SIR DERYCK MAUGHAN LINDA GOSDEN ROBINSON	Management Management Management Management Management Management Management	For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS BLACKROCK S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008.	Management	For

CALIFORNIA WATER SERVICE GROUP  
ISSUER: 130788102  
SEDOL:

CWT  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 236 of 265

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DOUGLAS M. BROWN ROBERT W. FOY EDWIN A. GUILLES E.D. HARRIS, JR. M.D. BONNIE G. HILL RICHARD P. MAGNUSON LINDA R. MEIER PETER C. NELSON GEORGE A. VERA	Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE GROUP FOR 2008.	Management	For

CLEAR CHANNEL COMMUNICATIONS, INC.  
ISSUER: 184502102  
SEDOL:

CCU  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: ALAN D. FELD	Management	For
1B	ELECTION OF DIRECTOR: PERRY J. LEWIS	Management	For
1C	ELECTION OF DIRECTOR: L. LOWRY MAYS	Management	For
1D	ELECTION OF DIRECTOR: MARK P. MAYS	Management	For
1E	ELECTION OF DIRECTOR: RANDALL T. MAYS	Management	For
1F	ELECTION OF DIRECTOR: B.J. MCCOMBS	Management	For
1G	ELECTION OF DIRECTOR: PHYLLIS B. RIGGINS	Management	For
1H	ELECTION OF DIRECTOR: THEODORE H. STRAUSS	Management	For
1I	ELECTION OF DIRECTOR: J.C. WATTS	Management	For
1J	ELECTION OF DIRECTOR: JOHN H. WILLIAMS	Management	For
1K	ELECTION OF DIRECTOR: JOHN B. ZACHRY	Management	For
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For
03	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTE PROTOCOL.	Shareholder	Against

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 237 of 265



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

04	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING CHANGING STANDARDS FOR ELIGIBILITY FOR COMPENSATION COMMITTEE MEMBERS.	Shareholder	Against
05	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING TAX GROSS-UP PAYMENTS.	Shareholder	Against
06	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION.	Shareholder	Against

FRANCE TELECOM  
ISSUER: 35177Q105  
SEDOL:

FTE  
ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
16	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF ORDINARY SHARES	Management	For
15	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO PROCEED WITH CAPITAL INCREASES RESERVED FOR MEMBERS OF THE FRANCE TELECOM GROUP SAVINGS PLAN	Management	For
14	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO PROCEED WITH THE ISSUANCE AT NO CHARGE OF OPTION-BASED LIQUIDITY INSTRUMENTS RESERVED FOR THOSE HOLDERS OF STOCK OPTIONS OF ORANGE S.A.	Management	For
13	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS WHO ARE BENEFICIARIES OF A LIQUIDITY AGREEMENT TO ISSUE SHARES RESERVED FOR PERSONS SIGNING A LIQUIDITY AGREEMENT WITH THE COMPANY IN THEIR CAPACITY AS HOLDERS OF SHARES OR STOCK OPTIONS OF ORANGE S.A.	Management	For
12	AMENDMENT OF ARTICLE 13 OF THE BY-LAWS	Management	For
11	DIRECTORS FEES ALLOCATED TO THE BOARD OF DIRECTORS	Management	For
10	APPOINTMENT OF MR. JOSE-LUIS DURAN AS A DIRECTOR	Management	For
09	APPOINTMENT OF MR. CHARLES-HENRI FILIPPI AS A DIRECTOR	Management	For
08	RATIFICATION OF THE COOPTATION OF A DIRECTOR	Management	For
07	RATIFICATION OF THE COOPTATION OF A DIRECTOR	Management	For
06	AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE, RETAIN OR TRANSFER FRANCE TELECOM SHARES	Management	For
05	APPROVAL OF THE COMMITMENT IN FAVOR OF MR. DIDIER LOMBARD, ENTERED INTO ACCORDING TO ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE	Management	For
04	APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Management	For
03	ALLOCATION OF THE INCOME FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2007, AS STATED IN THE STATUTORY FINANCIAL STATEMENTS	Management	For

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

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 238 of 265

02	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER, 2007	Management	For
01	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2007	Management	For
17	POWERS FOR FORMALITIES	Management	For

ALTRIA GROUP, INC.  
ISSUER: 02209S103  
SEDOL:

MO  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTORS: ELIZABETH E. BAILEY	Management	For
1B	ELECTION OF DIRECTORS: GERALD L. BALILES	Management	For
1C	ELECTION OF DIRECTORS: DINYAR S. DEVITRE	Management	For
1D	ELECTION OF DIRECTORS: THOMAS F. FARRELL, II	Management	For
1E	ELECTION OF DIRECTORS: ROBERT E.R. HUNTLEY	Management	For
1F	ELECTION OF DIRECTORS: THOMAS W. JONES	Management	For
1G	ELECTION OF DIRECTORS: GEORGE MUNOZ	Management	For
1H	ELECTION OF DIRECTORS: MICHAEL E. SZYMANCZYK	Management	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management	For
03	STOCKHOLDER PROPOSAL 1 - SHAREHOLDER SAY ON EXECUTIVE PAY	Shareholder	Against
04	STOCKHOLDER PROPOSAL 2 - CUMULATIVE VOTING	Shareholder	Against
05	STOCKHOLDER PROPOSAL 3 - APPLY GLOBALLY PRACTICES DEMANDED BY THE MASTER SETTLEMENT AGREEMENT	Shareholder	Against
06	STOCKHOLDER PROPOSAL 4 - STOP YOUTH-ORIENTED AD CAMPAIGNS	Shareholder	Against
07	STOCKHOLDER PROPOSAL 5 - TWO CIGARETTE APPROACH TO MARKETING	Shareholder	Against
08	STOCKHOLDER PROPOSAL 6 - ENDORSE HEALTH CARE PRINCIPLES	Shareholder	Against

CHEVRON CORPORATION  
ISSUER: 166764100  
SEDOL:

CVX  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Management	For
1B	ELECTION OF DIRECTOR: L.F. DEILY	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 239 of 265

1C	ELECTION OF DIRECTOR: R.E. DENHAM	Management	For
1D	ELECTION OF DIRECTOR: R.J. EATON	Management	For
1E	ELECTION OF DIRECTOR: S. GINN	Management	For
1F	ELECTION OF DIRECTOR: F.G. JENIFER	Management	For
1G	ELECTION OF DIRECTOR: J.L. JONES	Management	For
1H	ELECTION OF DIRECTOR: S. NUNN	Management	For
1I	ELECTION OF DIRECTOR: D.J. O REILLY	Management	For
1J	ELECTION OF DIRECTOR: D.B. RICE	Management	For
1K	ELECTION OF DIRECTOR: P.J. ROBERTSON	Management	For
1L	ELECTION OF DIRECTOR: K.W. SHARER	Management	For
1M	ELECTION OF DIRECTOR: C.R. SHOEMATE	Management	For
1N	ELECTION OF DIRECTOR: R.D. SUGAR	Management	For
1O	ELECTION OF DIRECTOR: C. WARE	Management	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	PROPOSAL TO AMEND CHEVRON S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK	Management	For
04	ADOPT POLICY TO SEPARATE THE CEO/CHAIRMAN POSITIONS	Shareholder	Against
05	ADOPT POLICY AND REPORT ON HUMAN RIGHTS	Shareholder	Against
06	REPORT ON ENVIRONMENTAL IMPACT OF CANADIAN OIL SANDS OPERATIONS	Shareholder	Against
07	ADOPT GOALS AND REPORT ON GREENHOUSE GAS EMISSIONS	Management	Against
08	REVIEW AND REPORT ON GUIDELINES FOR COUNTRY SELECTION	Shareholder	Against
09	REPORT ON HOST COUNTRY LAWS	Shareholder	Against

CHINA MENGNIU DAIRY CO LTD  
ISSUER: G21096105  
SEDOL: B01FW07, B01B1L9, B01VKZ6

EZQ AGM MEE  
ISIN: KYG210961051

VOTE GROUP: GLOBAL

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008

Page 240 of 265

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

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	RECEIVE AND APPROVE THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YE 31 DEC 2007	Management	For
2.	APPROVE THE FINAL DIVIDEND	Management	For
3.a	RE-ELECT MR. NIU GENSHENG AS A DIRECTOR AND AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX HIS REMUNERATION	Management	For
3.b	RE-ELECT MR. SUN YUBIN AS A DIRECTOR AND AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX HIS REMUNERATION	Management	For
3.c	RE-ELECT MR. LI JIANXIN AS A DIRECTOR AND AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX HIS REMUNERATION	Management	For
4.	RE-APPOINT ERNST & YOUNG AS THE AUDITORS OF THE COMPANY AND AUTHORIZE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION	Management	For
5.	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 5 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 LAW(S) TO BE HELD	Management	For
6.	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 6, OTHERWISE THAN PURSUANT TO, I) A RIGHTS ISSUE AS SPECIFIED, II) ANY OPTION	Management	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 241 of 265

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

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

- |    |  |            |     |
|----|--|------------|-----|
| 7. | APPROVE, SUBJECT TO THE PASSING OF RESOLUTIONS 5 AND 6, TO EXTEND 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 5 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 | For |
|----|--|------------|-----|

CHINA MENGNIU DAIRY CO LTD  
 ISSUER: G21096105  
 SEDOL: B01FW07, B01B1L9, B01VKZ6

EZQ EGM MEE  
 ISIN: KYG210961051

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1.	APPROVE AND RATIFY THE ENTERING INTO THE EQUITY INTEREST TRANSFER AGREEMENT DATED 08 APR 2008 BY THE COMPANY THE EQUITY INTEREST TRANSFER AGREEMENT FOR THE ACQUISITION OF AN AGGREGATE 72,011,566 SHARES IN INNER MONGOLIA MENGNIU DAIRY COMPANY LIMITED, THE SALE SHARES FROM THE SELLERS NAMED THEREIN THE SELLERS ENTERED INTO BETWEEN THE COMPANY AND THE SELLERS AND THE TRANSACTIONS CONTEMPLATED THEREBY AND THE PERFORMANCE THEREOF BY THE COMPANY; AND AUTHORIZE: THE DIRECTORS OF THE COMPANY TO ISSUE AN AGGREGATE OF 135,328,255 SHARES IN THE COMPANY TO THE SELLERS PURSUANT TO AND IN ACCORDANCE WITH THE TERMS AND CONDITIONS CONTAINED IN THE EQUITY INTEREST TRANSFER AGREEMENT	Management	For

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

Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 242 of 265

AS CONSIDERATION SHARES; AND ANY ONE DIRECTOR OF THE COMPANY TO DO ALL SUCH THINGS AND SIGN, SEAL, EXECUTE, PERFECT, PERFORM AND DELIVER ALL SUCH DOCUMENTS AS HE MAY IN HIS ABSOLUTE DISCRETION CONSIDER NECESSARY OR DESIRABLE OR EXPEDIENT TO GIVE EFFECT TO THE EQUITY INTEREST TRANSFER AGREEMENT OR FOR THE IMPLEMENTATION OF ALL TRANSACTIONS THEREUNDER

EXXON MOBIL CORPORATION  
 ISSUER: 30231G102  
 SEDOL:

XOM ANNUAL  
 ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR M.J. BOSKIN L.R. FAULKNER W.W. GEORGE J.R. HOUGHTON R.C. KING M.C. NELSON S.J. PALMISANO S.S REINEMUND W.V. SHIPLEY R.W. TILLERSON E.E. WHITACRE, JR.	Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 47)	Management	For
03	SHAREHOLDER PROPOSALS PROHIBITED (PAGE 49)	Shareholder	Against
04	DIRECTOR NOMINEE QUALIFICATIONS (PAGE 49)	Shareholder	Against
05	BOARD CHAIRMAN AND CEO (PAGE 50)	Shareholder	Against
06	SHAREHOLDER RETURN POLICY (PAGE 52)	Shareholder	Against
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 53)	Shareholder	Against
08	EXECUTIVE COMPENSATION REPORT (PAGE 55)	Shareholder	Against
09	INCENTIVE PAY RECOUPMENT (PAGE 57)	Shareholder	Against
10	CORPORATE SPONSORSHIPS REPORT (PAGE 58)	Shareholder	Against
11	POLITICAL CONTRIBUTIONS REPORT (PAGE 60)	Shareholder	Against
12	AMENDMENT OF EEO POLICY (PAGE 61)	Shareholder	Against
13	COMMUNITY ENVIRONMENTAL IMPACT (PAGE 63)	Shareholder	Against
14	ANWR DRILLING REPORT (PAGE 65)	Shareholder	Against
15	GREENHOUSE GAS EMISSIONS GOALS (PAGE 66)	Shareholder	Against
16	CO2 INFORMATION AT THE PUMP (PAGE 68)	Shareholder	Against
17	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 69)	Shareholder	Against
18	ENERGY TECHNOLOGY REPORT (PAGE 70)	Shareholder	Against
19	RENEWABLE ENERGY POLICY (PAGE 71)	Shareholder	Against

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 243 of 265

THE SOUTHERN COMPANY  
 ISSUER: 842587107  
 SEDOL:

SO  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR J.P. BARANCO D.J. BERN F.S. BLAKE J.A. BOSCIA T.F. CHAPMAN H.W. HABERMEYER, JR. W.A. HOOD, JR. D.M. JAMES J.N. PURCELL D.M. RATCLIFFE W.G. SMITH, JR. G.J. ST PE	Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Management	For
03	AMENDMENT OF COMPANY S BY-LAWS REGARDING MAJORITY VOTING AND CUMULATIVE VOTING	Management	For
04	AMENDMENT OF COMPANY S CERTIFICATE OF INCORPORATION REGARDING CUMULATIVE VOTING	Management	For
05	STOCKHOLDER PROPOSAL ON ENVIRONMENTAL REPORT	Shareholder	Against

ADVANCED MEDICAL OPTICS, INC.  
 ISSUER: 00763M108  
 SEDOL:

EYE  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
-----------------	----------	---------------	-----------

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

01	DIRECTOR	Management	For
	JAMES V. MAZZO	Management	For
	ROBERT J. PALMISANO	Management	For
	JAMES O. ROLLANS	Management	For

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2007 to 06/30/2008

Report Date: 07/08/2008

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 244 of 265

02	TO APPROVE RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	TO RE-APPROVE THE ADVANCED MEDICAL OPTICS, INC. 2002 BONUS PLAN	Management	For
04	TO APPROVE THE 2004 STOCK INCENTIVE PLAN TO ALLOW BROADER UTILIZATION	Management	For

DEUTSCHE BANK AG  
ISSUER: D18190898  
SEDOL:

DB  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
02	RESOLUTION 2.	Management	For
03	RESOLUTION 3.	Management	For
04	RESOLUTION 4.	Management	For
05	RESOLUTION 5.	Management	For
06	RESOLUTION 6.	Management	For
07	RESOLUTION 7.	Management	For
08	RESOLUTION 8.	Management	For
9A	ELECTION TO THE SUPERVISORY BOARD: CLEMENS BORSIG	Management	For
9B	ELECTION TO THE SUPERVISORY BOARD: KARL-GERHARD EICK	Management	For
9C	ELECTION TO THE SUPERVISORY BOARD: HENNING KAGERMANN	Management	For
9D	ELECTION TO THE SUPERVISORY BOARD: SUZANNE LABARGE	Management	For
9E	ELECTION TO THE SUPERVISORY BOARD: TILMAN TODENHOFER	Management	For
9F	ELECTION TO THE SUPERVISORY BOARD: WERNER WENNING	Management	For
9G	ELECTION TO THE SUPERVISORY BOARD: PETER JOB	Management	For
9H	-NOTE- NO LONGER AVAILABLE FOR RE-ELECTION	Management	For
9I	ELECTION TO THE SUPERVISORY BOARD: MAURICE LEVY	Management	For
10	RESOLUTION 10.	Management	For
11	RESOLUTION 11.	Management	For



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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 245 of 265

12	RESOLUTION 12.	Management	Against
13	RESOLUTION 13.	Management	Against
14	RESOLUTION 14.	Management	Against
15	RESOLUTION 15.	Management	Against
16	RESOLUTION 16.	Management	Against
17	RESOLUTION 17.	Management	Against
18	RESOLUTION 18.	Management	Against
19	RESOLUTION 19.	Management	Against
CB2	COUNTER MOTION B	Management	
CC3	COUNTER MOTION C	Management	
9J	ELECTION TO THE SUPERVISORY BOARD: JOHANNES TEYSSEN	Management	For
CA1	COUNTER MOTION A	Management	

FIDELITY NAT'L INFORMATION SERVICES INC  
 ISSUER: 31620M106  
 SEDOL:

FIS  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MARSHALL HAINES DAVID K. HUNT CARY H. THOMPSON	Management Management Management Management	For For For For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.	Management	For
03	TO APPROVE THE FIDELITY NATIONAL INFORMATION SERVICES, INC. 2008 OMNIBUS INCENTIVE PLAN.	Management	Against

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 246 of 265

FIDELITY NATIONAL FINANCIAL, INC.  
 ISSUER: 31620R105  
 SEDOL:

FNF  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR WILLIAM P. FOLEY, II DOUGLAS K. AMMERMAN THOMAS M. HAGERTY PETER O. SHEA, JR.	Management Management Management Management Management	For For For For For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.	Management	For
03	TO APPROVE THE FIDELITY NATIONAL FINANCIAL, INC. AMENDED AND RESTATED 2005 OMNIBUS INCENTIVE PLAN.	Management	Against

MATTEL, INC.  
ISSUER: 577081102  
SEDOL:

MAT ANNUAL  
ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: MICHAEL J. DOLAN	Management	For
1B	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Management	For
1C	ELECTION OF DIRECTOR: DR. FRANCES D. FERGUSON	Management	For
1D	ELECTION OF DIRECTOR: TULLY M. FRIEDMAN	Management	For
1E	ELECTION OF DIRECTOR: DOMINIC NG	Management	For
1F	ELECTION OF DIRECTOR: VASANT M. PRABHU	Management	For
1G	ELECTION OF DIRECTOR: DR. ANDREA L. RICH	Management	For
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Management	For
1I	ELECTION OF DIRECTOR: DEAN A. SCARBOROUGH	Management	For
1J	ELECTION OF DIRECTOR: CHRISTOPHER A. SINCLAIR	Management	For
1K	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 247 of 265

1L	ELECTION OF DIRECTOR: KATHY BRITAIN WHITE	Management	For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS MATTEL S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For
03	STOCKHOLDER PROPOSAL REGARDING CERTAIN REPORTS	Shareholder	Against

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

BY THE BOARD OF DIRECTORS.

HSBC HOLDINGS PLC  
ISSUER: 404280406  
SEDOL:

HBC  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO RECEIVE THE REPORT AND ACCOUNTS FOR 2007	Management	For
02	TO APPROVE THE DIRECTORS REMUNERATION REPORT FOR 2007	Management	For
3A	TO RE-ELECT S A CATZ A DIRECTOR	Management	For
3B	TO RE-ELECT V H C CHENG A DIRECTOR	Management	For
3C	TO RE-ELECT J D COOMBE A DIRECTOR	Management	For
3D	TO RE-ELECT J L DURAN A DIRECTOR	Management	For
3E	TO RE-ELECT D J FLINT A DIRECTOR	Management	For
3F	TO RE-ELECT A A FLOCKHART A DIRECTOR	Management	For
3G	TO RE-ELECT W K L FUNG A DIRECTOR	Management	For
3H	TO RE-ELECT S T GULLIVER A DIRECTOR	Management	For
3I	TO RE-ELECT J W J HUGHES-HALLETT A DIRECTOR	Management	For
3J	TO RE-ELECT W S H LAIDLAW A DIRECTOR	Management	For
3K	TO RE-ELECT N R N MURTHY A DIRECTOR	Management	For
3L	TO RE-ELECT S W NEWTON A DIRECTOR	Management	For
04	TO REAPPOINT THE AUDITOR AT REMUNERATION TO BE DETERMINED BY THE GROUP AUDIT COMMITTEE	Management	For
05	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management	For
06	TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)	Management	For
07	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES	Management	For
08	TO ALTER THE ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management	For
09	TO ALTER THE ARTICLES OF ASSOCIATION WITH EFFECT FROM 1 OCTOBER 2008 (SPECIAL RESOLUTION)	Management	For
10	TO AMEND THE RULES OF THE HSBC SHARE PLAN	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 248 of 265

PARMALAT S P A  
ISSUER: T7S73M107  
SEDOL: B0SSTS6, B28L707, B0LTJS6, B09RG69

PLT.MI  
ISIN: IT0003826473 EGM MEE  
BLOCKIN

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 03 JUN 2008 (AND A THIRD CALL ON 04 JUN 2008). 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	
1.	APPROVE TO INCREASE THE THRESHOLD OF 50% OF THE DISTRIBUTABLE EARNINGS AND THE CONSEQUENTIAL CHANGE OF THE ARTICLE 26 OF THE COMPANYS BYLAWS	Management	Take No Action
2.	APPROVE THE RELATED AND CONSEQUENTIAL RESOLUTIONS	Management	Take No Action

WEATHERFORD INTERNATIONAL LTD.  
 ISSUER: G95089101  
 SEDOL:

WFT  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION AS DIRECTOR: NICHOLAS F. BRADY	Management	For
1B	ELECTION AS DIRECTOR: WILLIAM E. MACAULAY	Management	For
1C	ELECTION AS DIRECTOR: DAVID J. BUTTERS	Management	For
1D	ELECTION AS DIRECTOR: ROBERT B. MILLARD	Management	For
1E	ELECTION AS DIRECTOR: BERNARD J. DUROC-DANNER	Management	For
1F	ELECTION AS DIRECTOR: ROBERT K. MOSES, JR.	Management	For
1G	ELECTION OF DIRECTOR: ROBERT A. RAYNE	Management	For
02	APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2008, AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET ERNST & YOUNG LLP S REMUNERATION.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 249 of 265

GENERAL MOTORS CORPORATION  
 ISSUER: 370442105  
 SEDOL:

GM  
 ISIN: ANNUAL

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR P.N. BARNEVIK E.B. BOWLES J.H. BRYAN A.M. CODINA E.B. DAVIS, JR. G.M.C. FISHER E.N. ISDELL K. KATEN K. KRESA E.J. KULLMAN P.A. LASKAWY K.V. MARINELLO E. PFEIFFER G.R. WAGONER, JR.	Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management Management	For For For For For For For For For For For For For For For For For For For For
02	RATIFICATION OF DELOITTE & TOUCHE LLP FOR YEAR 2008	Management	For
03	STOCKHOLDER PROPOSAL: DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shareholder	Against
04	STOCKHOLDER PROPOSAL: DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shareholder	Against
05	STOCKHOLDER PROPOSAL: HEALTH CARE REFORM PRINCIPLES	Shareholder	Against
06	STOCKHOLDER PROPOSAL: STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Against
07	STOCKHOLDER PROPOSAL: GREENHOUSE GAS EMISSIONS	Shareholder	Against
08	STOCKHOLDER PROPOSAL: CUMULATIVE VOTING	Shareholder	Against
09	STOCKHOLDER PROPOSAL: SPECIAL STOCKHOLDER MEETINGS	Shareholder	Against
10	STOCKHOLDER PROPOSAL: PERFORMANCE-BASED EQUITY COMPENSATION	Shareholder	Against

NABORS INDUSTRIES LTD.  
ISSUER: G6359F103  
SEDOL:

NBR  
ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR ANTHONY G. PETRELLO MYRON M. SHEINFELD	Management Management Management	For For For

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

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 250 of 265

02	MARTIN J. WHITMAN APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET AUDITORS REMUNERATION.	Management Management	For For
03	SHAREHOLDER PROPOSAL TO ADOPT A PAY FOR SUPERIOR PERFORMANCE STANDARD IN THE COMPANY S EXECUTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVES.	Shareholder	Against
04	SHAREHOLDER PROPOSAL REGARDING GROSS-UP PAYMENTS TO SENIOR EXECUTIVES.	Shareholder	Against

TEEKAY CORPORATION  
 ISSUER: Y8564W103  
 SEDOL:

TK  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR THOMAS KUO-YUEN HSU AXEL KARLSHOEJ BJORN MOLLER	Management Management Management Management	For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS. RATIFY THE SELECTION OF ERNST & YOUNG LLP, CHARTERED ACCOUNTANTS, AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For

THE DIRECTV GROUP, INC.  
 ISSUER: 25459L106  
 SEDOL:

DTV  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR RALPH F. BOYD, JR. JAMES M. CORNELIUS	Management Management Management	For For For

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

	GREGORY B. MAFFEI	Management	For
	JOHN C. MALONE	Management	For
	NANCY S. NEWCOMB	Management	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 251 of 265

DEVON ENERGY CORPORATION  
 ISSUER: 25179M103  
 SEDOL:

DVN  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DAVID A. HAGER JOHN A. HILL MARY P. RICCIARDELLO	Management Management Management Management	For For For For
02	RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT AUDITORS FOR 2008	Management	For
03	AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK	Management	For
04	AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS	Management	For

SAKS INCORPORATED  
 ISSUER: 79377W108  
 SEDOL:

SKS  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JERRY W. LEVIN* MICHAEL S. GROSS** NORA P. MCANIFF** STEPHEN I. SADOVE**	Management Management Management Management Management	For For For For For

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

03	SHAREHOLDER PROPOSAL - CUMULATIVE VOTING FOR THE ELECTION OF DIRECTORS.	Shareholder	Against
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR ENDING JANUARY 31, 2009.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 252 of 265

TENARIS, S.A.  
 ISSUER: 88031M109  
 SEDOL:

TS  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
08	APPOINTMENT OF INDEPENDENT AUDITORS AND APPROVAL OF THEIR FEES.	Management	For
07	AUTHORIZATION TO BOARD OF DIRECTORS TO CAUSE DISTRIBUTION OF ALL SHAREHOLDER COMMUNICATIONS, INCLUDING ITS SHAREHOLDER MEETING.	Management	For
06	COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Management	For
05	ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Management	For
04	DISCHARGE TO THE MEMBERS OF THE BOARD OF DIRECTORS.	Management	For
03	ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT.	Management	For
02	APPROVAL OF COMPANY S ANNUAL ACCOUNTS AS AT DECEMBER 31, 2007.	Management	For
01	APPROVAL OF THE COMPANY S CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2007, 2006 AND 2005.	Management	For

TRANS-LUX CORPORATION  
 ISSUER: 893247106  
 SEDOL:

TLX  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------



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

01	DIRECTORS	Management	For
	MATTHEW BRANDT	Management	For
	HOWARD S. MODLIN	Management	For
	MICHAEL R. MULCAHY	Management	For
02	RATIFY THE RETENTION OF EISNER LLP AS THE INDEPENDENT AUDITORS FOR THE CORPORATION FOR THE ENSUING YEAR.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 253 of 265

DISH NETWORK CORPORATION  
 ISSUER: 25470M109  
 SEDOL:

DISH  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JAMES DEFRANCO CANTEY ERGEN CHARLES W. ERGEN STEVEN R. GOODBARN GARY S. HOWARD DAVID K. MOSKOWITZ TOM A. ORTOLF CARL E. VOGEL	Management	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For
03	THE SHAREHOLDER PROPOSAL TO AMEND THE CORPORATION S EQUAL OPPORTUNITY POLICY.	Shareholder	Against
04	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.	Management	For

ECHOSTAR CORPORATION  
 ISSUER: 278768106  
 SEDOL:

SATS  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

01	DIRECTOR	Management	For
	MICHAEL T. DUGAN	Management	For
	CHARLES W. ERGEN	Management	For
	STEVEN R. GOODBARN	Management	For
	DAVID K. MOSKOWITZ	Management	For
	TOM A. ORTOLF	Management	For
	C. MICHAEL SCHROEDER	Management	For
	CARL E. VOGEL	Management	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2008.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 254 of 265

FREEPORT-MCMORAN COPPER & GOLD INC.  
 ISSUER: 35671D857  
 SEDOL:

FCX  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR	Management	For
	RICHARD C. ADKERSON	Management	For
	ROBERT J. ALLISON, JR.	Management	For
	ROBERT A. DAY	Management	For
	GERALD J. FORD	Management	For
	H. DEVON GRAHAM, JR.	Management	For
	J. BENNETT JOHNSTON	Management	For
	CHARLES C. KRULAK	Management	For
	BOBBY LEE LACKEY	Management	For
	JON C. MADONNA	Management	For
	DUSTAN E. MCCOY	Management	For
	GABRIELLE K. MCDONALD	Management	For
	JAMES R. MOFFETT	Management	For
	B.M. RANKIN, JR.	Management	For
	J. STAPLETON ROY	Management	For
	STEPHEN H. SIEGELE	Management	For
	J. TAYLOR WHARTON	Management	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Management	For
03	APPROVAL OF THE PROPOSED AMENDMENT TO THE FREEPORT-MCMORAN COPPER & GOLD INC. AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK TO 1,800,000,000.	Management	For

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

LAS VEGAS SANDS CORP.  
 ISSUER: 517834107  
 SEDOL:

LVS  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR CHARLES D. FORMAN GEORGE P. KOO IRWIN A. SIEGEL	Management Management Management Management	For For For For
02	TO CONSIDER AND ACT UPON THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 255 of 265

03	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. TO APPROVE THE PERFORMANCE-BASED PROVISIONS OF THE LAS VEGAS SANDS CORP. 2004 EQUITY AWARD PLAN.	Management	For
04	TO APPROVE THE PERFORMANCE-BASED PROVISIONS OF THE LAS VEGAS SANDS CORP. EXECUTIVE CASH INCENTIVE PLAN.	Management	For

LAYNE CHRISTENSEN COMPANY  
 ISSUER: 521050104  
 SEDOL:

LAYN  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR J. SAMUEL BUTLER NELSON OBUS DONALD K. MILLER ANTHONY B. HELFET ANDREW B. SCHMITT	Management Management Management Management Management Management	For For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF THE ACCOUNTING	Management	For

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

FIRM OF DELOITTE & TOUCHE LLP AS LAYNE CHRISTENSEN  
S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING  
JANUARY 31, 2009.

CHESAPEAKE ENERGY CORPORATION  
ISSUER: 165167107  
SEDOL:

CHK  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR AUBREY K. MCCLENDON DON NICKLES	Management Management Management	For For For
02	TO APPROVE AN AMENDMENT TO OUR LONG TERM INCENTIVE PLAN.	Management	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008.	Management	For
04	TO CONSIDER A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 256 of 265

FEDERAL HOME LOAN MORTGAGE CORPORATION  
ISSUER: 313400301  
SEDOL:

FRE  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR BARBARA T. ALEXANDER GEOFFREY T. BOISI MICHELLE ENGLER ROBERT R. GLAUBER RICHARD KARL GOELTZ THOMAS S. JOHNSON JEROME P. KENNEY	Management Management Management Management Management Management Management	For For For For For For For

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

	WILLIAM M. LEWIS, JR.	Management	For
	NICOLAS P. RETSINAS	Management	For
	STEPHEN A. ROSS	Management	For
	RICHARD F. SYRON	Management	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2008.	Management	For
03	APPROVAL OF AMENDED AND RESTATED 2004 STOCK COMPENSATION PLAN.	Management	For

ROWAN COMPANIES, INC.  
ISSUER: 779382100  
SEDOL:

RDC  
ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
1A	ELECTION OF DIRECTOR: D.F. MCNEASE	Management	For
1B	ELECTION OF DIRECTOR: LORD MOYNIHAN	Management	For
1C	ELECTION OF DIRECTOR: R.G. CROYLE	Management	For
02	THE RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 257 of 265

PETROLEO BRASILEIRO S.A. - PETROBRAS  
ISSUER: 71654V408  
SEDOL:

PBR  
ISIN:

SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	TO APPROVE THE DISPOSAL OF THE CONTROL OF THE SUBSIDIARY OF PETROBRAS, DAPEAN PARTICIPACOES S.A., BY MEANS OF THE MERGER INTO THIS COMPANY OF FASCIATUS PARTICIPACOES S.A., A TRANSACTION INSERTED IN THE SPHERE OF THE INVESTMENT AGREEMENT ENTERED INTO AMONG PETROBRAS, PETROBRAS QUIMICA S.A. - PETROQUISA AND UNIPAR-UNIAO DE INDUSTRIAS PETROQUIMICAS S.A., FOR THE CREATION OF A PETROCHEMICAL	Management	For

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

COMPANY, ACCORDING TO A MATERIAL FACT OF NOVEMBER  
30, 2007.

VIMPEL-COMMUNICATIONS  
ISSUER: 68370R109  
SEDOL:

VIP  
ISIN:

CONTEST

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	APPROVAL OF THE 2007 VIMPELCOM ANNUAL REPORT PREPARED IN ACCORDANCE WITH RUSSIAN LAW	Management	For
02	APPROVAL OF VIMPELCOM S UNCONSOLIDATED ACCOUNTING STATEMENTS, INCLUDING PROFIT AND LOSS STATEMENT FOR 2007 (PREPARED IN ACCORDANCE WITH RUSSIAN STATUTORY ACCOUNTING PRINCIPLES)	Management	For
03	ALLOCATION OF PROFITS AND LOSSES RESULTING FROM 2007 FINANCIAL YEAR OPERATIONS INCLUDING ADOPTION OF THE DECISION (DECLARATION) ON PAYMENT OF DIVIDENDS ON THE FINANCIAL YEAR RESULTS	Management	For
05	ELECTION OF THE AUDIT COMMISSION	Management	For
06	APPROVAL OF EXTERNAL AUDITORS	Management	For
07	APPROVAL OF A CHANGE IN THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS	Management	For
08	APPROVAL OF REORGANIZATION OF VIMPELCOM THROUGH THE STATUTORY MERGER OF CERTAIN OF ITS SUBSIDIARIES INTO VIMPELCOM AND OF THE MERGER AGREEMENTS	Management	For
09	APPROVAL OF THE AMENDMENTS TO THE CHARTER OF VIMPELCOM	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 258 of 265

ENEL SOCIETA PER AZIONI  
ISSUER: T3679P115  
SEDOL: B07J3F5, 7588123, B0ZNK70, 7144569

ENLAY.PK  
ISIN: IT0003128367

MIX MEE  
BLOCKIN

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
--------------------	----------	------------------	--------------

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

*	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	
O.1	APPROVE THE FINANCIAL STATEMENT AT 31 DEC 2007, BOARD OF DIRECTORS AND AUDITORS, INDEPENDENT AUDITORS REPORT, ANY ADJOURNMENT THEREOF, CONSOLIDATED FINANCIAL STATEMENT AT 31 DEC 2007	Management	Take No Action
O.2	APPROVE THE DESIGNATION OF PROFITS	Management	Take No Action
O.3	APPROVE THE NUMBER OF DIRECTORS	Management	Take No Action
O.4	APPROVE THE TERM OF AN OFFICE OF THE BOARD OF DIRECTORS	Management	Take No Action
O.5	APPOINT THE DIRECTORS	Management	Take No Action
O.6	APPOINT THE CHAIRMAN	Management	Take No Action
O.7	APPROVE THE EMOLUMENTS OF THE BOARD OF DIRECTORS	Management	Take No Action
O.8	APPROVE THE EMOLUMENTS OF THE INDEPENDENT AUDITORS	Management	Take No Action
O.9	APPROVE THE STOCK OPTION PLAN	Management	Take No Action
O.10	APPROVE THE INVENTIVE BONUS SCHEME	Management	Take No Action
E.1	APPROVE THE BOARD OF DIRECTORS CONCERNING THE CAPITAL INCREASE APPROVAL FOR THE STOCK OPTION PLAN 2008, ANY ADJOURNMENT THEREOF, AND AMEND THE ARTICLE 5 OF THE COMPANY	Management	Take No Action

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 259 of 265

NEW YORK COMMUNITY BANCORP, INC.  
 ISSUER: 649445103  
 SEDOL:

NYB  
 ISIN: ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR DOMINICK CIAMPA W.C. FREDERICK, M.D. MAX L. KUPFERBERG SPIROS J. VOUTSINAS ROBERT WANN	Management Management Management Management Management Management	For For For For For For
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, 2008.	Management	For

PHH CORPORATION

PHH ANNUAL

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

ISSUER: 693320202  
 SEDOL:

ISIN:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR JAMES W. BRINKLEY JONATHAN D. MARINER	Management	For
02	APPROVE THE ISSUANCE OF (A) UP TO 12,195,125 SHARES, ISSUABLE UPON CONVERSION OF THE COMPANY S 4.00% CONVERTIBLE SENIOR NOTES DUE 2012, (B) UP TO 12,195,125 SHARES ISSUABLE PURSUANT TO RELATED CONVERTIBLE NOTE HEDGE TRANSACTIONS, AND (C) UP TO 12,195,125 SHARES ISSUABLE UPON EXERCISE OF RELATED WARRANTS, AS MORE FULLY DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Management	For
03	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, 2008.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 260 of 265

LIBERTY GLOBAL, INC.  
 ISSUER: 530555101  
 SEDOL:

LBTYA  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR MICHAEL T. FRIES PAUL A. GOULD JOHN C. MALONE LARRY E. ROMRELL	Management	For
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2008.	Management	For



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

ALLIANCE DATA SYSTEMS CORPORATION  
 ISSUER: 018581108  
 SEDOL:

ADS  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR BRUCE K. ANDERSON ROGER H. BALLOU E.L. DRAPER JR., PH.D.	Management Management Management Management	For For For For
02	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2008	Management	For

FAIRPOINT COMMUNICATIONS, INC.  
 ISSUER: 305560104  
 SEDOL:

FRP  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
01	DIRECTOR CLAUDE C. LILLY	Management Management	For For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 261 of 265

02	ROBERT S. LILLEN THOMAS F. GILBANE, JR.	Management Management Management	For For For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008. TO APPROVE THE FAIRPOINT COMMUNICATIONS, INC. 2008 LONG TERM INCENTIVE PLAN.	Management	Against
04	TO APPROVE THE FAIRPOINT COMMUNICATIONS, INC. 2008 ANNUAL INCENTIVE PLAN.	Management	For

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

HELLENIC TELECOMMUNICATIONS ORG. S.A.  
 ISSUER: 423325307  
 SEDOL:

OTE  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
09	APPOINTMENT OF THREE NEW BOARD MEMBERS FOR A THREE-YEAR TERM, FOLLOWING TERMINATION OF OFFICE OF EQUAL NUMBER MEMBERS TO THE 11-MEMBERED BOARD.	Management	For
08	ADOPTION OF A STOCK OPTION PLAN FOR EXECUTIVES OF THE COMPANY AND AFFILIATED COMPANIES, ACCORDING TO ARTICLE 42E OF THE CODIFIED LAW 2190/1920.	Management	For
07	APPROVAL OF THE BASIC TERMS AND CONDITIONS OF A PROJECT TO BE ASSIGNED TO A MEMBER OF THE BOARD, PURSUANT TO ARTICLE 23A OF THE LAW 2190/1920.	Management	For
06	RENEWAL OF AGREEMENT FOR COVERING OF CIVIL LIABILITY OF MEMBERS OF BOARD OF DIRECTORS AND THE COMPANY S EXECUTIVE DIRECTORS.	Management	For
05	APPROVAL OF THE REMUNERATION PAID IN 2007 TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND CEO.	Management	For
04	APPROVAL OF REMUNERATION PAID TO MEMBERS OF BOARD OF DIRECTORS, AUDIT COMMITTEE AND HR REMUNERATION COMMITTEE FOR YEAR 2007.	Management	For
03	APPOINTMENT OF CHARTERED AUDITORS FOR THE ORDINARY AUDIT OF THE FINANCIAL STATEMENTS.	Management	For
02	EXONERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITORS OF ALL LIABILITY FOR FISCAL YEAR 2007.	Management	For
01	SUBMISSION FOR APPROVAL OF THE MANAGEMENT REPORT OF THE BOARD OF DIRECTORS, THE AUDIT REPORT PREPARED BY CERTIFIED AUDITORS ON THE SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS OF OTE SA.	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 262 of 265

SUPERVALU INC.  
 ISSUER: 868536103  
 SEDOL:

SVU  
 ISIN:

ANNUAL

VOTE GROUP: GLOBAL

Proposal	Proposal	Vote
----------	----------	------

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

Number	Proposal	Type	Cast
1A	ELECTION OF DIRECTOR: A. GARY AMES	Management	For
1B	ELECTION OF DIRECTOR: PHILIP L. FRANCIS	Management	For
1C	ELECTION OF DIRECTOR: EDWIN C. GAGE	Management	For
1D	ELECTION OF DIRECTOR: GARNETT L. KEITH, JR.	Management	For
1E	ELECTION OF DIRECTOR: MARISSA T. PETERSON	Management	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Management	For
03	TO CONSIDER AND VOTE ON A STOCKHOLDER PROPOSAL AS DESCRIBED IN THE ATTACHED PROXY STATEMENT	Shareholder	Against
04	TO CONSIDER AND VOTE ON A STOCKHOLDER PROPOSAL AS DESCRIBED IN THE ATTACHED PROXY STATEMENT	Shareholder	Against

THE GREAT ATLANTIC & PACIFIC TEA CO INC.  
ISSUER: 390064103  
SEDOL:

GAP  
ISIN: SPECIAL

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
05	PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.	Management	For
04	PROPOSAL TO APPROVE THE ADOPTION OF THE COMPANY S 2008 LONG TERM INCENTIVE AND SHARE AWARD PLAN.	Management	Against
03	PROPOSAL TO APPROVE THE ISSUANCE OF AN ADDITIONAL 1,577,569 SHARES OF THE COMPANY S COMMON STOCK PURSUANT TO THE SHARE LENDING AGREEMENTS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Management	For
02	PROPOSAL TO APPROVE THE ISSUANCE OF THE COMPANY S COMMON STOCK PURSUANT TO A NET SHARE SETTLEMENT OF THE WARRANTS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Management	For
01	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY S CHARTER IN THE FORM ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS APPENDIX A AND INCORPORATED HEREIN BY REFERENCE TO INCREASE THE TOTAL NUMBER	Management	For

ProxyEdge - Investment Company Report  
Meeting Date Range: 07/01/2007 to 06/30/2008  
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
Page 263 of 265

OF SHARES OF COMMON STOCK WHICH THE COMPANY HAS AUTHORITY TO ISSUE FROM 80,000,000 SHARES TO 160,000,000 SHARES.

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

ENDESA S A  
 ISSUER: E41222113  
 SEDOL: B0389N6, 4315368, 5285501, B0ZJNC8, 2615424, 5271782, 5788806

ELEN.MX OGM MEE  
 ISIN: ES0130670112

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Cast
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO NORMAL MEETING TURNED TO ISSUER PAY MEETING. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	
1.	TO APPROVE THE ANNUAL ACCOUNTS BALANCE SHEET, INCOME STATEMENT AND ANNUAL REPORT OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR THE FYE 31 DEC 2007, AS WELL AS THE CORPORATE MANAGEMENT FOR THE SAID FY	Management	For
2.	TO APPROVE THE APPLICATION OF THE FYE AND DIVIDEND DISTRIBUTION PROPOSED BY THE BOARD OF DIRECTORS, IN SUCH A MANNER THAT THE PROFIT FOR FY 2007, AMOUNTING TO EUR 1,650,679,974.34, TOGETHER WITH THE RETAINED EARNINGS FROM FY 2006, AMOUNTING TO EUR 717,210,475.60, AND WHICH ADD UP TO A TOTAL OF EUR 2,367,890,449.94, IS DISTRIBUTED AS FOLLOWS: TO DIVIDEND MAXIMUM AMOUNT TO BE DISTRIBUTED PERTAINING TO EUR 1.531 PER SHARE FOR ALL 1,058,752,117 SHARES: 1,620,949,491.13, TO RETAINED EARNINGS: 746,940,958.81; TOTAL: 2,367,890,449.94; IT IS EXPRESSLY RESOLVED TO PAY THE SHARES ENTITLED TO DIVIDENDS, THE GROSS SUM OF EUR 1.531 EUROS PER SHARE THE DIVIDEND PAYMENT SHALL BE MADE AS FROM 08 JUL 2008, THROUGH THE BANKS AND FINANCIAL INSTITUTIONS TO BE ANNOUNCED AT THE APPROPRIATE TIME, DEDUCTING FROM THE AMOUNT THEREOF THE GROSS SUM OF EUR 0.50 PER SHARE, PAID AS AN INTERIM DIVIDEND ON 02 JAN 2008 BY VIRTUE OF A RESOLUTION OF THE BOARD OF DIRECTORS DATED 19 DEC 2007	Management	For
3.	TO APPOINT AS AUDITORS FOR FY 2008 THE PRESENT EXTERNAL AUDITOR DELOITTE S.L., FOR BOTH ENDESA, S.A. AS WELL AS FOR ITS CONSOLIDATED GROUP, TO CONTRACT WITH THE SAID COMPANY THE EXTERNAL AUDIT OF THE ACCOUNTS OF ENDESA, S.A. AND OF ITS CONSOLIDATED GROUP, FOR FY 2008, DELEGATING TO THE BOARD OF	Management	For

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 264 of 265

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

- |    |  |            |     |
|----|--|------------|-----|
| 4. | <p>DIRECTORS, IN THE BROADEST TERMS, THE DETERMINATION OF THE FURTHER CONDITIONS OF THIS CONTRACTING TO REVOKE AND MAKE VOID, AS TO THE UNUSED PORTION, THE AUTHORIZATION FOR THE DERIVATIVE ACQUISITION OF TREASURY STOCK, GRANTED BY THE ANNUAL GENERAL SHAREHOLDERS MEETING HELD ON 20 JUN 2007, II) TO ONCE AGAIN AUTHORIZE THE DERIVATIVE ACQUISITION OF TREASURY STOCK, AS WELL AS THE PRE-EMPTIVE RIGHTS OF FIRST REFUSAL IN RESPECT THERETO, IN ACCORDANCE WITH ARTICLE 75 OF THE SPANISH CORPORATIONS LAW LEY DE SOCIEDADES ANONIMAS , UNDER THE FOLLOWING CONDITIONS: A) ACQUISITIONS MAY BE MADE THROUGH ANY MEANS LEGALLY ACCEPTED, EITHER DIRECTLY BY ENDESA, S.A. ITSELF, BY THE COMPANIES OF ITS GROUP, OR BY AN INTERMEDIARY PERSON, UP TO THE MAXIMUM FIGURE PERMITTED BY LAW. B) ACQUISITIONS SHALL BE MADE AT A MINIMUM PRICE PER SHARE OF THE PAR VALUE AND A MAXIMUM EQUAL TO THEIR TRADING VALUE PLUS AN ADDITIONAL 5%. C) THE DURATION OF THIS AUTHORIZATION SHALL BE 18 MONTHS</p> | Management | For |
| 5. | <p>ESTABLISHMENT OF THE NUMBER OF BOARD MEMBERS, RATIFICATIONS, AND APPOINTMENTS OF DIRECTORS</p>  | Management | For |
| 6. | <p>TO TAKE NOTE OF THE ACTIONS OF THE BOARD OF DIRECTORS IN RELATION TO THE TRANSFER OF ASSETS TO E. ON A.G. OR TO A COMPANY BELONGING TO ITS GROUP, IN ACCORDANCE WITH THE AUTHORIZATION FROM THE ANTITRUST AND COMPETITION AUTHORITIES OF THE EUROPEAN UNION AND THE AGREEMENT OF 02 APR 2007 AS AMENDED EXECUTED BY ACCIONA, S.A. AND ENEL S.P.A., ON THE ONE HAND, AND E.ON A.G., ON THE OTHER, WHICH MADE POSSIBLE THE PUBLIC TENDER OFFER OF THE COMPANY S SHARES SETTLED IN OCT 2007, TO PROVIDE THE APPROVAL OF THE GENERAL SHAREHOLDERS MEETING OF SUCH ACTIONS OF THE BOARD OF DIRECTORS AND OF THE SAID TRANSFER OF ASSETS; TO DELEGATE TO THE BOARD OF DIRECTORS SUCH POWERS AND AUTHORITIES AS ARE NECESSARY OR MERELY CONVENIENT IN ORDER TO CARRY OUT SUCH OTHER ACTS AS MAY BE REQUIRED IN RELATION TO THE ABOVE, FOR EXERCISE IN THE TERMS IT DEEMS MOST CONVENIENT TO THE COMPANY S INTEREST</p>   | Management | For |
| 7. | <p>TO DELEGATE TO THE COMPANY S BOARD OF DIRECTORS THE BROADEST AUTHORITIES TO ADOPT SUCH RESOLUTIONS AS MAY BE NECESSARY OR APPROPRIATE FOR THE EXECUTION, IMPLEMENTATION, EFFECTIVENESS AND SUCCESSFUL CONCLUSION OF THE GENERAL MEETING RESOLUTIONS AND, IN PARTICULAR, FOR THE FOLLOWING ACTS, WITHOUT</p>   | Management | For |

ProxyEdge - Investment Company Report  
 Meeting Date Range: 07/01/2007 to 06/30/2008  
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 07/08/2008  
 Page 265 of 265

LIMITATION: (I) CLARIFY, SPECIFY AND COMPLETE THE RESOLUTIONS OF THIS GENERAL MEETING AND RESOLVE

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

SUCH DOUBTS OR ASPECTS AS ARE PRESENTED, REMEDYING AND COMPLETING SUCH DEFECTS OR OMISSIONS AS MAY PREVENT OR IMPAIR THE EFFECTIVENESS OR REGISTRATION OF THE PERTINENT RESOLUTIONS; (II) EXECUTE SUCH PUBLIC AND/OR PRIVATE DOCUMENTS AND CARRY OUT SUCH ACTS, LEGAL BUSINESSES, CONTRACTS, DECLARATIONS AND TRANSACTIONS AS MAY BE NECESSARY OR APPROPRIATE FOR THE EXECUTION AND IMPLEMENTATION OF THE RESOLUTIONS ADOPTED AT THIS GENERAL MEETING; AND (III) DELEGATE, IN TURN, TO THE EXECUTIVE COMMITTEE OR TO ONE OR MORE DIRECTORS, WHO MAY ACT SEVERALLY AND INDISTINCTLY, THE POWERS CONFERRED IN THE PRECEDING PARAGRAPHS. 2. TO EMPOWER THE CHAIRMAN OF THE BOARD OF DIRECTORS, MR. JOSE MANUEL ENTRECANALES DOMEQ, THE CHIEF EXECUTIVE OFFICER (CEO) MR. RAFAEL MIRANDA ROBREDO AND THE SECRETARY OF THE BOARD OF DIRECTORS AND SECRETARY GENERAL MR. SALVADOR MONTEJO VELILLA, IN ORDER THAT, ANY OF THEM, INDISTINCTLY, MAY: (I) CARRY OUT SUCH ACTS, LEGAL BUSINESSES, CONTRACTS AND TRANSACTIONS AS MAY BE APPROPRIATE IN ORDER TO REGISTER THE PRECEDING RESOLUTIONS WITH THE MERCANTILE REGISTRY, INCLUDING, IN PARTICULAR, INTER ALIA, THE POWERS TO APPEAR BEFORE A NOTARY PUBLIC IN ORDER TO EXECUTE THE PUBLIC DEEDS OR NOTARIAL RECORDS WHICH ARE NECESSARY OR APPROPRIATE FOR SUCH PURPOSE, TO PUBLISH THE PERTINENT LEGAL NOTICES AND FORMALIZE ANY OTHER PUBLIC OR PRIVATE DOCUMENTS WHICH MAY BE NECESSARY OR APPROPRIATE FOR THE REGISTRATION OF SUCH RESOLUTIONS, WITH THE EXPRESS POWER TO REMEDY THEM, WITHOUT ALTERING THEIR NATURE, SCOPE OR MEANING; AND (II) APPEAR BEFORE THE COMPETENT ADMINISTRATIVE AUTHORITIES, IN PARTICULAR, THE MINISTRIES OF ECONOMY AND FINANCE AND INDUSTRY, TOURISM AND COMMERCE, AS WELL AS BEFORE OTHER AUTHORITIES, ADMINISTRATIONS AND INSTITUTIONS, ESPECIALLY THE SPANISH SECURITIES MARKET COMMISSION COMISION NACIONAL DEL MERCADO DE VALORES , THE SECURITIES EXCHANGE GOVERNING COMPANIES AND ANY OTHER WHICH MAY BE COMPETENT IN RELATION TO ANY OF THE RESOLUTIONS ADOPTED, IN ORDER TO CARRY OUT THE NECESSARY FORMALITIES AND ACTIONS FOR THE MOST COMPLETE IMPLEMENTATION AND EFFECTIVENESS THEREOF

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

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

Date August 25, 2008

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