

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

GABELLI DIVIDEND & INCOME TRUST

Form N-PX

August 27, 2007

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, 2006 - June 30, 2007

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 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. ss. 3507.

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

PROXY VOTING RECORD

FOR PERIOD JULY 1, 2006 TO JUNE 30, 2007

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 1 of 205

 NABORS INDUSTRIES LTD. NBR

ISSUER: G6359F103 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	EUGENE M. ISENBERG	Management	Fo
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET AUDITORS REMUNERATION.	Management	Fo
03	MANAGEMENT PROPOSAL: APPROVAL OF THE COMPANY S AMENDED AND RESTATED 2003 EMPLOYEE STOCK PLAN.	Management	Agai

 BT GROUP PLC BT

ISSUER: 05577E101 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
14	AUTHORITY FOR POLITICAL DONATIONS SPECIAL RESOLUTION	Management	Fo
	* PLEASE VISIT WWW.BT.COM/ANNUAL REPORT		
13	AUTHORITY TO PURCHASE OWN SHARES SPECIAL RESOLUTION	Management	Fo
12	AUTHORITY TO ALLOT SHARES FOR CASH SPECIAL RESOLUTION	Management	Fo
11	AUTHORITY TO ALLOT SHARES	Management	Fo
10	REMUNERATION OF AUDITORS	Management	Fo
09	REAPPOINTMENT OF AUDITORS	Management	Fo
08	ELECT PHIL HODKINSON	Management	Fo
07	ELECT MATTI ALAHUHTA	Management	Fo
06	RE-ELECT CLAYTON BRENDISH	Management	Fo

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

05	RE-ELECT MAARTEN VAN DEN BERGH	Management	Fo
04	RE-ELECT SIR ANTHONY GREENER	Management	Fo
03	FINAL DIVIDEND	Management	Fo
02	REMUNERATION REPORT	Management	Fo
01	REPORTS AND ACCOUNTS	Management	Fo

BAA PLC

ISSUER: G12924109

ISIN: GB0000673409

SEDOL: 0067340, 5585814, 6081270, B01DCB2, 2127071

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	RECEIVE THE REPORTS OF THE DIRECTORS AND THE AUDITORS AND THE ACCOUNTS FOR THE YE 31 MAR 2006	Management	Fo
2.	APPROVE THE REPORT ON DIRECTORS REMUNERATION FOR THE YE 31 MAR 2006	Management	Fo
3.	DECLARE A FINAL DIVIDEND OF GBP 15.25 PENCE PER ORDINARY SHARE OF THE COMPANY	Management	Fo
4.	RE-APPOINT MR. STEPHEN NELSON AS A DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 2 of 205

5.	RE-APPOINT MR. ALICE PERKINS AS A DIRECTOR	Management	Fo
6.	RE-APPOINT MR. DAVID ROBERTS AS A DIRECTOR	Management	Fo
7.	RE-APPOINT MR. MICK TEMPLE AS A DIRECTOR	Management	Fo
8.	RE-APPOINT MR. MARCUS AGIUS AS A DIRECTOR, WHO RETIRES BY ROTATION	Management	Fo
9.	RE-APPOINT MR. MIKE CLASPER AS A DIRECTOR, WHO RETIRES BY ROTATION	Management	Fo
10.	RE-APPOINT MR. MARGARET EWING AS A DIRECTOR, WHO RETIRES BY ROTATION	Management	Fo
11.	RE-APPOINT MR. TONY WARD AS A DIRECTOR, WHO RETIRES BY ROTATION	Management	Fo
12.	RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS OF THE COMPANY TO HOLD THE OFFICE UNTIL THE CONCLUSION OF THE NEXT GENERAL MEETING AT WHICH THE ACCOUNTS ARE LAID BEFORE THE COMPANY	Management	Fo
13.	AUTHORIZE THE DIRECTORS TO DETERMINE THE REMUNERATION OF THE AUDITORS	Management	Fo

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

- | | | | |
|------|--|------------|----|
| S.14 | <p>AUTHORIZE THE DIRECTORS, PURSUANT TO SECTION 95(1) OF THE COMPANIES ACT 1985, TO ALLOT EQUITY SECURITIES SECTION 94(2) OF THE ACT FOR CASH, DISAPPLYING THE STATUTORY PRE-EMPTION RIGHTS SECTION 89(1) OF THE ACT, PROVIDED THAT THIS POWER IS LIMITED TO: A) THE ALLOTMENT OF EQUITY SECURITIES IN CONNECTION WITH A RIGHTS ISSUE, OPEN OFFER OR OTHER OFFER OF SECURITIES IN FAVOR OF THE HOLDERS OF ORDINARY SHARES; AND B) UP TO AN AGGREGATE NOMINAL AMOUNT OF GBP 54,054,000 BEING 54,054,000 ORDINARY SHARES OF GBP 1 EACH; AUTHORITY EXPIRES ON THE DATE OF THE NEXT AGM; AND AUTHORIZE THE DIRECTORS TO ALLOT EQUITY SECURITIES AFTER THE EXPIRY OF THIS AUTHORITY IN PURSUANCE OF SUCH AN OFFER OR AGREEMENT MADE PRIOR TO SUCH EXPIR</p> | Management | Fo |
| 15. | <p>APPROVE TO EXTEND THE 1996 BAA SHARES SAVE SCHEME FOR A FURTHER PERIOD OF 10 YEARS</p> | Management | Fo |
| 16. | <p>AUTHORIZE THE COMPANY, IN ACCORDANCE WITH SECTION 347C OF THE COMPANIES ACT 1985, TO MAKE DONATIONS TO EU POLITICAL ORGANIZATIONS, AS DEFINED IN SECTION 347A OF THAT ACT, NOT EXCEEDING GBP 60,000 IN TOTAL; AND TO INCUR EU POLITICAL EXPENDITURE, AS DEFINED IN SECTION 347A OF THAT ACT, NOT EXCEEDING GBP 60,000 IN TOTAL; AUTHORITY IS GIVEN FOR A PERIOD OF 48 MONTHS</p> | Management | Fo |
| 17. | <p>APPROVE, SUBJECT TO SECTION 376 OF THE COMPANIES ACT 1985, TO BRING FORWARD FOR CONSIDERATION AT THE AGM 2007 A PROPOSED AMENDMENT TO THE COMPANY S ARTICLES OF ASSOCIATION WHICH WOULD HAVE THE EFFECT OF REQUIRING SHAREHOLDER APPROVAL FOR MAJOR INVESTMENT PROJECTS SUCH PROJECTS TO BE CONSIDERED IN TERMS OF THEIR ANTICIPATED AGGREGATE TOTAL COST ALONG SIMILAR LINES TO THE REQUIREMENT FOR SHAREHOLDER APPROVAL OF CLASS 1 TRANSACTIONS AS SPECIFIED IN CHAPTER 10 OF THE UK LISTING AUTHORITY RULES</p> | Management | Fo |
| * | <p>PLEASE NOTE THAT FOLLOWING THE FERROVIAL CONSORTIUM S RECOMMENDED OFFER THROUGH AIRPORT DEVELOPMENT AND INVESTMENT LIMITED BEING DECLARED UNCONDITIONAL IN ALL RESPECTS AND FURTHER TO A RESOLUTION OF BAA S BOARD ON 26 JUNE 2006, BAA S ANNUAL GENERAL MEETING 2006 WHICH WAS DUE TO TAKE PLACE ON 14 JULY 2006 WILL NOW BE ADJOURNED IMMEDIATELY AFTER IT HAS COMMENCED. NO BUSINESS WILL BE TRANSACTED AT THIS MEETING. THEREFORE, WE STRONGLY SUGGEST THAT BAA SHAREHOLDERS DO NOT ATTEND. THANK YOU.</p> | Non-Voting | |

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 3 of 205

- | | | | |
|---|---|------------|--|
| * | <p>PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT</p> | Non-Voting | |
|---|---|------------|--|

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

OF AN ADDITIONAL COMMENT. ALSO PLEASE NOTE THE NEW CUT-OFF IS 07 JUL 2006. 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.

ASSOCIATED BRITISH PORTS HOLDINGS PLC

ISSUER: G05628105

ISIN: GB0000564343

SEDOL: 0056434

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
S.1	<p>APPROVE THAT FOR THE PURPOSE OF GIVING EFFECT TO THE SCHEME OF ARRANGEMENT DATED 24 JUN 2006 THE SCHEME IN ITS ORIGINAL FORM OR WITH OR SUBJECT TO ANY MODIFICATION, ADDITION OR CONDITION AS THE COMPANY AND ADMIRAL MAY. WITH THE CONSENT OF THE PANEL, AGREE AND IF REQUIRED THE COURT MAY ALLOW INCLUDING, WITHOUT LIMITATION, ANY MODIFICATION OR ADDITION WHICH REPRESENTS AN IMPROVEMENT IN THE VALUE AND/OR TERMS OF THE OFFER BY ADMIRAL FOR THE COMPANY TO BE IMPLEMENTED BY WAY OF THE SCHEME: AUTHORIZE THE DIRECTORS OF THE COMPANY TO TAKE ALL SUCH ACTION AS THEY CONSIDER NECESSARY OR APPROPRIATE FOR CARRYING THE SCHEME INTO EFFECT; THE SHARE CAPITAL OF THE COMPANY BE REDUCED BY CANCELING AND EXTINGUISHING ALL THE CANCELLATION SHARES AS DEFINED IN THE SCHEME; FORTHWITH AND CONTINGENTLY ON SUCH REDUCTION OF CAPITAL TAKING EFFECT AND NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE ARTICLES OF ASSOCIATION OF THE COMPANY; I) THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BE INCREASED TO ITS FORMER AMOUNT BY THE CREATION OF SUCH NUMBER OF NEW ORDINARY SHARES OF 25 PENCE EACH AS SHALL BE EQUAL TO THE NUMBER OF CANCELLATION SHARES CANCELLED; AND (II) THE RESERVE ARISING IN THE BOOKS OF ACCOUNT OF THE COMPANY AS A RESULT OF THE CANCELLATION OF THE CANCELLATION SHARES BE APPLIED IN PAYING UP IN FULL AT PAR THE NEW ORDINARY SHARES OF 25 PENCE EACH REFERRED TO IN SUB-PARAGRAPH (I) ABOVE, SUCH NEW ORDINARY SHARES TO BE ALLOTTED AND ISSUED, CREDITED AS FULLY PAID UP, TO ADMIRAL AND/OR ITS NOMINEE(S) IN ACCORDANCE WITH THE SCHEME; AUTHORIZE THE DIRECTORS OF THE COMPANY PURSUANT TO AND IN ACCORDANCE WITH SECTION 80 OF THE COMPANIES ACT 1985 TO GIVE EFFECT TO THIS RESOLUTION AND ACCORDINGLY TO EFFECT THE ALLOTMENT OF THE NEW ORDINARY SHARES REFERRED TO IN SUB-PARAGRAPH; AUTHORITY SHALL EXPIRE ON THE 5TH ANNIVERSARY OF THIS RESOLUTION; THE MAXIMUM AGGREGATE NOMINAL AMOUNT OF SHARES WHICH MAY BE ALLOTTED HEREUNDER SHALL BE GBP 125,000,000 AND THIS AUTHORITY SHALL BE WITHOUT PREJUDICE AND IN ADDITION TO ANY OTHER AUTHORITY UNDER THE SAID SECTION 80 PREVIOUSLY</p>	Management	Vo Ca

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

GRANTED BEFORE THE DATE ON WHICH THIS RESOLUTION IS PASSED; WITH EFFECT FROM THE PASSING OF THIS RESOLUTION, THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED BY THE ADOPTION AND INCLUSION OF NEW ARTICLE 145; WITH EFFECT FROM THE PASSING OF THIS RESOLUTION, THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED BY THE DELETION OF ARTICLE 84

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 4 of 205

 ASSOCIATED BRITISH PORTS HOLDINGS PLC

ISSUER: G05628105

ISIN: GB0000564343

SEDOL: 0056434

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	APPROVE THE SCHEME OF ARRANGEMENT, REDUCTION AND THE SUBSEQUENT INCREASE IN SHARE CAPITAL OF THE COMPANY ISSUE OF EQUITY WITH PRE-EMPTIVE RIGHTS UP TO GBP 125,000,000 AND AMEND THE ARTICLES OF ASSOCIATION	Management	Fo

 AT&T INC.

T

ISSUER: 00206R102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVE ISSUANCE OF AT&T COMMON SHARES REQUIRED TO BE ISSUED PURSUANT TO THE MERGER AGREEMENT, DATED AS OF MARCH 4, 2006, BY AND AMONG BELLSOUTH CORPORATION, AT&T INC. AND ABC CONSOLIDATION CORP., AS IT MAY BE AMENDED.	Management	Fo

 BELLSOUTH CORPORATION

BLS

ISSUER: 079860102

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 4, 2006, AS AMENDED, AMONG BELLSOUTH, AT&T INC. AND A WHOLLY-OWNED SUBSIDIARY OF AT&T INC.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 5 of 205

EIRCOM GROUP PLC

ISSUER: G3087T109

ISIN: GB0034341890

SEDOL: B01ZKL4, 3434189, 3434190, B0771Q6

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	APPROVE THE SCHEME OF ARRANGEMENT TO BE MADE BETWEEN THE COMPANY AND THE HOLDERS OF THE SCHEME SHARES	Management	Fo

EIRCOM GROUP PLC

ISSUER: G3087T109

ISIN: GB0034341890

SEDOL: B01ZKL4, 3434189, 3434190, B0771Q6

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
S.1	AUTHORIZE THE DIRECTORS TO TAKE ALL SUCH ACTION AS THEY CONSIDER NECESSARY OR APPROPRIATE FOR CARRYING THE SCHEME INTO EFFECTS; APPROVE THE REDUCTION OF THE SHARE CAPITAL OF THE COMPANY BY CANCELLING ALL THE SCHEME CONVERTIBLE PREFERENCE SHARES AND ALL THE CANCELLATION SHARES AS DEFINED IN THE SCHEME; APPROVE, FORTHWITH AND CONTINGENTLY UPON THE REDUCTION OF THE SHARE CAPITAL OF THE COMPANY REFERRED TO IN PARAGRAPH (B), TO APPROVE THE INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY THE CREATION OF NEW ORDINARY	Management	Fo

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

SHARES AND THE APPLICATION OF THE RESERVES ARISING IN THE BOOKS OF THE COMPANY AS A RESULT OF THE REDUCTIONS OF CAPITAL IN PAYING UP IN FULL AT PAR THE NEW ORDINARY SHARES CREATED AND ALLOTING AND ISSUING THE NAME CREDITED AS HILLY PAID TO BCMIH AND/OR ITS NOMINEES; AUTHORIZE THE DIRECTORS FOR THE PURPOSES OF SECTION 80 OF THE COMPANIES ACT TO ALLOT RELEVANT SECURITIES TO BCMIH; AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY BY THE ADOPTION AND INCLUSION OF NEW ARTICLE 230; AND AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY BY THE DELETION OF EXISTING ARTICLE 20(B) AND THE ADOPTION AND INCLUSION OF NEW ARTICLE 20(B)

S.2	AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY BY DELETING THE EXISTING ARTICLE 23(G) (III) AND ADOPT AND INCLUSIVE A NEW ARTICLE 23(G) (III)	Management	Fo
-----	---	------------	----

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 6 of 205

 EIRCOM GROUP PLC

ISSUER: G3087T109

ISIN: GB0034341890

SEDOL: B01ZKL4, 3434189, 3434190, B0771Q6

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	RECEIVE AND ADOPT THE REPORT AND THE ACCOUNTS FOR THE FYE 31 MAR 2006	Management	Fo
2.	APPROVE THE DIRECTORS REMUNERATION REPORT FOR THE FYE 31 MAR 2006	Management	Fo
3.	RE-ELECT MR. DAVID MCREDMOND AS A DIRECTOR	Management	Fo
4.	RE-ELECT MR. PETER E. LYNCH AS A DIRECTOR	Management	Fo
5.	RE-ELECT MR. CATHAL MAGEE AS A DIRECTOR	Management	Fo
6.	RE-ELECT MR. DONAL ROCHE AS A DIRECTOR	Management	Fo
7.	RE-ELECT MR. JOHN CONROY AS A DIRECTOR	Management	Fo
8.	RE-APPOINT PRICEWATERHOUSECOOPERS AS THE AUDITORS OF THE COMPANY	Management	Fo
9.	AUTHORIZE THE DIRECTORS TO DETERMINE THE REMUNERATION OF THE AUDITORS	Management	Fo
S.10	AUTHORIZE THE DIRECTORS, SECTION 80, TO ALLOT	Management	Fo

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

SHARES

S.11	AUTHORIZE THE DIRECTORS, SECTION 89, TO ALLOT EQUITY SECURITIES FOR CASH WITHOUT MAKING A PRE-EMPTIVE OFFER TO SHAREHOLDERS	Management	Fo
------	---	------------	----

S.12	AUTHORIZE THE COMPANY TO PURCHASE ITS OWN SHARES	Management	Fo
------	--	------------	----

SCOTTISH POWER PLC

SPI

ISSUER: 81013T804

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
S12	TO RENEW AUTHORITY OF THE COMPANY TO PURCHASE ITS OWN SHARES.	Management	Fo
S11	TO RENEW THE AUTHORITY OF THE DIRECTORS TO DISAPPLY PRE-EMPTION RIGHTS.	Management	Fo
O10	TO RENEW THE GENERAL AUTHORITY OF THE DIRECTORS TO ALLOT SHARES.	Management	Fo
O9	TO AUTHORIZE THE COMPANY TO MAKE DONATIONS TO EU POLITICAL ORGANIZATIONS AND TO INCUR EU POLITICAL EXPENDITURE.	Management	Fo
O8	TO AUTHORIZE THE INTRODUCTION OF THE LONG-TERM INCENTIVE PLAN 2006.	Management	Fo
O7	TO AUTHORIZE THE DIRECTORS TO SET THE REMUNERATION OF THE AUDITORS.	Management	Fo
O6	TO APPOINT DELOITTE & TOUCHE LLP AS AUDITORS OF THE COMPANY.	Management	Fo
O5	TO RE-ELECT NICK ROSE AS A DIRECTOR.	Management	Fo
O4	TO RE-ELECT CHARLES MILLER SMITH AS A DIRECTOR.	Management	Fo
O3	TO ELECT PHILIP BOWMAN AS A DIRECTOR.	Management	Fo
O2	TO APPROVE THE REMUNERATION REPORT.	Management	Fo
O1	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2006.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 7 of 205

DIAGNOSTIC PRODUCTS CORPORATION

DP

ISSUER: 252450101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo Ca
02	THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING AND ANY ADJOURNMENT THEREOF, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT AND THE MERGER AT THE TIME OF THE SPECIAL MEETING.	Management	Fo
01	THE APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 26, 2006, AMONG SIEMENS, DRESDEN MERGER SUB AND DPC, AND THE MERGER, WHEREBY DRESDEN MERGER SUB, A WHOLLY OWNED SUBSIDIARY OF SIEMENS, WILL MERGE WITH AND INTO DPC.	Management	Fo

UNITED UTILITIES PLC

UU

ISSUER: 91311Q105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
14	AMENDING THE RULES OF THE INTERNATIONAL PLAN * SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.	Management	Fo
13	AMENDING THE RULES OF THE PERFORMANCE SHARE PLAN	Management	Fo
12	AUTHORISING MARKET PURCHASES OF ITS OWN SHARES BY THE COMPANY	Management	Fo
11	DISAPPLYING STATUTORY PRE-EMPTION RIGHTS	Management	Fo
10	AUTHORISING THE DIRECTORS TO ALLOT SHARES	Management	Fo
09	REMUNERATING THE AUDITOR	Management	Fo
08	REAPPOINTING THE AUDITOR	Management	Fo
07	REAPPOINTING GORDON WATERS	Management	Fo
06	REAPPOINTING SIR PETER MIDDLETON	Management	Fo
05	REAPPOINTING PAUL HEIDEN	Management	Fo
04	REAPPOINTING PHILIP GREEN	Management	Fo
03	APPROVING THE DIRECTORS REMUNERATION REPORT	Management	Fo
02	DECLARING A FINAL DIVIDEND	Management	Fo
01	RECEIVING THE REPORT AND ACCOUNTS	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 8 of 205

NATIONAL GRID PLC

NGG

ISSUER: 636274300

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management	Fo
02	TO DECLARE A FINAL DIVIDEND	Management	Fo
03	TO RE-ELECT SIR JOHN PARKER	Management	Fo
04	TO RE-ELECT STEVE LUCAS	Management	Fo
05	TO RE-ELECT NICK WINSER	Management	Fo
06	TO RE-ELECT KEN HARVEY	Management	Fo
07	TO RE-ELECT STEPHEN PETTIT	Management	Fo
08	TO RE-ELECT GEORGE ROSE	Management	Fo
09	TO RE-ELECT STEVE HOLLIDAY	Management	Fo
10	TO REAPPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS AND SET THEIR REMUNERATION	Management	Fo
11	TO APPROVE THE DIRECTORS REMUNERATION REPORT	Management	Fo
12	TO AUTHORISE THE DIRECTORS TO ISSUE ORDINARY SHARES	Management	Fo
13	TO DISAPPLY PRE-EMPTION RIGHTS	Management	Fo
14	TO AUTHORISE THE DIRECTORS TO PURCHASE THE COMPANY S ORDINARY SHARES	Management	Fo
15	TO AUTHORISE THE DIRECTORS TO PURCHASE THE COMPANY S B SHARES	Management	Fo
16	TO AUTHORISE THE DIRECTORS TO APPROVE THE BROKER CONTRACT FOR THE REPURCHASE OF B SHARES	Management	Fo
17	TO AMEND THE ARTICLES OF ASSOCIATION	Management	Fo

NATIONAL GRID PLC

NGG

ISSUER: 636274300

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE ACQUISITION	Management	Fo

KOREA ELECTRIC POWER CORPORATION

KEP

ISSUER: 500631106

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ELECT MR. JONG HWAK PARK, MANAGER SECRETARIAT, AS A STANDING DIRECTOR.	Management	Fo
02	ELECT MR. MYOUNG CHUL JANG, GENERAL MANAGER, PERSONAL & GENERAL AFFAIRS DEPARTMENT, AS A STANDING DIRECTOR.	Management	Fo
03	ELECT MR. HO MUN, GENERAL MANAGER, CHOONGNAM DISTRICT HEAD OFFICE, AS A STANDING DIRECTOR.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 9 of 205

KERR-MCGEE CORPORATION

KMG

ISSUER: 492386107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 22, 2006, BY AND AMONG ANADARKO PETROLEUM CORPORATION, APC ACQUISITION SUB, INC. AND KERR-MCGEE CORPORATION PURSUANT TO WHICH APC ACQUISITION SUB, INC. WOULD BE MERGED WITH AND INTO KERR-MCGEE CORPORATION AND KERR-MCGEE CORPORATION WOULD BECOME A WHOLLY-OWNED SUBSIDIARY OF ANADARKO PETROLEUM CORPORATION.	Management	Fo
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT REFERRED TO IN ITEM 1, ABOVE.	Management	Fo

BOC GROUP PLC

ISSUER: G12068113

ISIN: GB0001081206

SEDOL: 0108120, 6114110, B02S6Q9, 5498279

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
----------	----------	----

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

Number	Proposal	Type	Ca
S.1	AUTHORIZE THE DIRECTORS OF THE COMPANY, FOR THE PURPOSE OF GIVING EFFECT TO THE SCHEME OF ARRANGEMENT DATED 22 JUL 2006 SCHEME IN ITS ORIGINAL FORM OR WITH OR SUBJECT TO ANY MODIFICATION, ADDITION OR CONDITION INCLUDING, WITHOUT LIMITATION ANY MODIFICATION OR ADDITION WHICH REPRESENTS AN IMPROVEMENT IN THE VALUE AND/OR TERMS OF THE OFFER TO BOC SHAREHOLDERS, TO TAKE ALL SUCH ACTION AS THEY CONSIDER NECESSARY OR APPROPRIATE FOR CARRYING THE SCHEME INTO EFFECT; APPROVE, TO REDUCE THE SHARE CAPITAL OF THE COMPANY BY CANCELING AND EXTINGUISHING ALL THE CANCELLATION SHARES AS DEFINED IN SCHEME; FORTHWITH AND CONTINGENTLY ON SUCH REDUCTION OF CAPITAL TAKING EFFECT AND NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE ARTICLES OF ASSOCIATION OF THE COMPANY: I) TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY TO ITS FORMER AMOUNT BY THE CREATION OF SUCH NUMBER OF NEW ORDINARY SHARES OF 25 PENCE EACH AS SHALL BE EQUAL TO THE NUMBER OF CANCELLATION SHARES CANCELLED AS SPECIFIED; II) THE RESERVE ARISING IN THE BOOKS OF ACCOUNT OF THE COMPANY AS A RESULT OF THE CANCELLATION OF THE CANCELLATION SHARES BE APPLIED IN PAYING UP IN FULL AT PAR THE NEW ORDINARY SHARES OF 25 PENCE EACH AS SPECIFIED, SUCH NEW ORDINARY SHARES TO BE ALLOTTED AND ISSUED, CREATED AS FULLY PAID UP TO LINDE AND/OR ITS NOMINEE(S) IN ACCORDANCE WITH THE SCHEME; AND III) AUTHORIZE THE DIRECTORS OF THE COMPANY, IN ACCORDANCE WITH SECTION 80 OF THE COMPANIES ACT, TO GIVE EFFECT TO THIS RESOLUTION AND ACCORDINGLY TO EFFECT THE ALLOTMENT OF THE NEW ORDINARY SHARES UP TO THE MAXIMUM AGGREGATE NOMINAL AMOUNT OF SHARES WHICH MAY BE ALLOTTED SHALL BE 590,000,000; AUTHORITY EXPIRES AT THE AT THE END OF 5TH ANNIVERSARY; THIS AUTHORITY SHALL BE WITHOUT PREJUDICE AND IN ADDITION TO ANY OTHER AUTHORITY UNDER THE SECTION 80 PREVIOUSLY GRANTED BEFORE THE DATE ON WHICH THIS RESOLUTION PASSED; AND AMEND THE ARTICLES OF ASSOCIATION BY ADOPTION AND INCLUSION OF NEW ARTICLE 147 AND DELETING ARTICLE 85 SHAREHOLDING QUALIFICATION AND THE CONSEQUENTIAL NUMBERING OF AND UPDATING OF CROSS-REFERENCES IN THE REMAINING ARTICLES AS SPECIFIED	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 10 of 205

 BOC GROUP PLC

ISSUER: G12068113

ISIN: GB0001081206

SEDOL: 0108120, 6114110, B02S6Q9, 5498279

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1.	APPROVE WITH OR WITHOUT MODIFICATIONS THE PROPOSED SCHEME OF ARRANGEMENT ASSPECIFIED IN THE NOTICE CONVENING THE COURT MEETING DATED 22 JUL 2006	Management	Fo

H.J. HEINZ COMPANY

HNZ CONTES

ISSUER: 423074103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	W.R. JOHNSON	Management	Fo
	C.E. BUNCH	Management	Fo
	M.C. CHOKSI	Management	Fo
	P.H. COORS	Management	Fo
	J.G. DROSDICK	Management	Fo
	E.E. HOLIDAY	Management	Fo
	C. KENDLE	Management	Fo
	D.H. REILLEY	Management	Fo
	L.C. SWANN	Management	Fo
	T.J. USHER	Management	Fo
	NELSON PELTZ	Opposition	Fo
	MICHAEL F. WEINSTEIN	Opposition	Fo
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo

KEYSPAN CORPORATION

KSE

ISSUER: 49337W100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 25, 2006, BETWEEN NATIONAL GRID PLC, NATIONAL GRID US8, INC. AND KEYSPAN CORPORATION, AS IT MAY BE AMENDED.	Management	Fo
02	DIRECTOR	Management	Fo
	ROBERT B. CATELL	Management	Fo
	ANDREA S. CHRISTENSEN	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 11 of 205

		ROBERT J. FANI	Management	Fo
		ALAN H. FISHMAN	Management	Fo
		JAMES R. JONES	Management	Fo
		JAMES L. LAROCCA	Management	Fo
		GLORIA C. LARSON	Management	Fo
		STEPHEN W. MCKESSY	Management	Fo
		EDWARD D. MILLER	Management	Fo
		VIKKI L. PRYOR	Management	Fo
03	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED ACCOUNTANTS.		Management	Fo
04	SHAREHOLDER PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE.		Shareholder	Agai

 NORTH FORK BANCORPORATION, INC.

NFB

ISSUER: 659424105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 12, 2006 BETWEEN CAPITAL ONE FINANCIAL CORPORATION AND NORTH FORK BANCORPORATION, INC. AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH NORTH FORK WILL MERGE WITH AND INTO CAPITAL ONE.	Management	Fo
02	TO ADJOURN OR POSTPONE THE NORTH FORK ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.	Management	Fo
03	DIRECTOR	Management	Fo
	JOSIAH AUSTIN	Management	Fo
	KAREN GARRISON	Management	Fo
	JOHN ADAM KANAS	Management	Fo
	RAYMOND A. NIELSEN	Management	Fo
	A. ROBERT TOWBIN	Management	Fo
04	RATIFICATION OF OUR APPOINTMENT OF KPMG LLP AS NORTH FORK S INDEPENDENT AUDITORS FOR 2006.	Management	Fo

 WESTERN GAS RESOURCES, INC.

WGR

ISSUER: 958259103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 22, 2006, AS AMENDED, AMONG ANADARKO PETROLEUM CORPORATION (ANADARKO), APC MERGER SUB, INC. (MERGER SUB) AND WESTERN, AND APPROVE THE MERGER OF MERGER SUB WITH AND INTO WESTERN, WITH WESTERN CONTINUING AS THE SURVIVING CORPORATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 12 of 205

KERZNER INTERNATIONAL LIMITED

KZL

ISSUER: P6065Y107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO ADJOURN THE EXTRAORDINARY GENERAL MEETING AND TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER AGREEMENT.	Management	Fo
01	TO APPROVE THE AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER DATED AS OF APRIL 30, 2006 (THE MERGER AGREEMENT), BY AND AMONG K-TWO HOLDCO LIMITED, ITS WHOLLY-OWNED SUBSIDIARY K-TWO SUBCO LIMITED AND KERZNER INTERNATIONAL LIMITED.	Management	Fo

WACHOVIA CORPORATION

WB

ISSUER: 929903102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE ISSUANCE OF SHARES OF WACHOVIA COMMON STOCK AS CONSIDERATION IN THE PROPOSED	Management	Fo

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

MERGER OF GOLDEN WEST FINANCIAL CORPORATION WITH AND INTO A WHOLLY-OWNED SUBSIDIARY OF WACHOVIA, PURSUANT TO AN AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 7, 2006, BY AND AMONG WACHOVIA, GOLDEN WEST, AND SUCH WHOLLY-OWNED SUBSIDIARY OF WACHOVIA.

02 TO APPROVE THE AMENDED AND RESTATED WACHOVIA CORPORATION 2003 STOCK INCENTIVE PLAN. Management Fo

TRIZEC PROPERTIES, INC. TRZ

ISSUER: 89687P107 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
-----------------	----------	---------------	-------

02	APPROVAL OF ANY ADJOURNMENTS OF THE SPECIAL MEETING OF STOCKHOLDERS FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE SPECIAL MEETING OF STOCKHOLDERS TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND ARRANGEMENT AGREEMENT.	Management	Fo
----	--	------------	----

01	THE AGREEMENT AND PLAN OF MERGER AND ARRANGEMENT AGREEMENT, DATED AS OF JUNE 5, 2006, BY AND AMONG TRIZEC PROPERTIES, INC., TRIZEC HOLDINGS OPERATING LLC, TRIZEC CANADA INC., GRACE HOLDINGS LLC, GRACE ACQUISITION CORPORATION, 4162862 CANADA LIMITED, AND GRACE OP LLC, PURSUANT TO WHICH GRACE ACQUISITION CORPORATION WOULD MERGE WITH AND INTO TRIZEC PROPERTIES, INC.	Management	Fo
----	---	------------	----

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 13 of 205

ADVO, INC. AD

ISSUER: 007585102 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
-----------------	----------	---------------	-------

01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER,	Management	Fo
----	---	------------	----

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

DATED AS OF JULY 5, 2006, BY AND AMONG VALASSIS COMMUNICATIONS, INC., MICHIGAN ACQUISITION CORPORATION AND ADVO, INC., AS IT MAY BE AMENDED FROM TIME TO TIME (THE AGREEMENT AND PLAN OF MERGER).

02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER.	Management	Fo
----	--	------------	----

 UNITED STATES CELLULAR CORPORATION USM

ISSUER: 911684108 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
02	RATIFY ACCOUNTANTS FOR 2006.	Management	Fo

H. J. HARCZAK, JR.

 HUMMINGBIRD LTD. HUMC

ISSUER: 44544R101 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THE SPECIAL RESOLUTION APPROVING THE ARRANGEMENT (THE ARRANGEMENT) UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING HUMMINGBIRD LTD. (THE COMPANY), OPEN TEXT CORPORATION AND 6575064 CANADA INC. IN THE FORM ATTACHED AS APPENDIX A TO THE MANAGEMENT INFORMATION CIRCULAR OF THE COMPANY DATED AUGUST 18, 2006.	Management	Fo
02	THE ORDINARY RESOLUTION RATIFYING THE ISSUANCE OF OPTIONS TO ACQUIRE 50,000 COMMON SHARES TO EACH OF HADLEY C. FORD, JOHN B. WADE III AND JOHN A. MACDONALD ON MARCH 3, 2006.	Management	Fo

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

SOVEREIGN BANCORP, INC.

SOV

ISSUER: 845905108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	TO APPROVE THE SOVEREIGN BANCORP, INC. 2006 NON-EMPLOYEE DIRECTOR COMPENSATION PLAN.	Management	Fo
01	DIRECTOR	Management	Fo
	BRIAN HARD	Management	Fo
	MARIAN L. HEARD	Management	Fo
	CAMERON C. TROILO, SR.	Management	Fo
	RALPH V. WHITWORTH	Management	Fo
04	TO ACT ON A SHAREHOLDER PROPOSAL IF PRESENTED AT THE MEETING.	Shareholder	Agai
03	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF SOVEREIGN S BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS SOVEREIGN S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006. THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST MATTER NO. 4.	Management	Fo

SKYLINE CORPORATION

SKY

ISSUER: 830830105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

BLACKROCK, INC.

BLK

ISSUER: 09247X101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo Ca
09	APPROVAL OF AN AMENDMENT TO THE BLACKROCK, INC. 1999 STOCK AWARD AND INCENTIVE PLAN TO INCREASE SHARES OF CLASS A COMMON STOCK.	Management	Fo
08	THE APPROVAL OF A PROVISION IN NEW BLACKROCK S CERTIFICATE OF INCORPORATION WILL BE SUBJECT SECTION 203 OF LAW.	Management	Fo
07	THE APPROVAL OF IN NEW BLACKROCK S CERTIFICATE OF INCORPORATION AND BY-LAWS PERMITTING THE NUMBER OF DIRECTORS TO BE CHANGED.	Management	Fo
06	THE APPROVAL OF PROVISIONS IN NEW BLACKROCK S CERTIFICATE OF INCORPORATION AND BY-LAWS PERMITTING ACTION BY WRITTEN CONSENT OF STOCKHOLDER IF SUCH ACTION HAS BEEN APPROVED IN ADVANCE BY THE BOARD OF DIRECTORS.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 15 of 205

05	THE APPROVAL OF PROVISIONS IN NEW BLACKROCK S CERTIFICATE OF INCORPORATION AUTHORIZING 1 BILLION SHARES OF CAPITAL STOCK.	Management	Fo
04	THE APPROVAL OF PROVISIONS IN NEW BLACKROCK S CERTIFICATE OF INCORPORATION AND BY-LAWS MAY ONLY BE AMENDED OR MODIFIED IN ACCORDANCE WITH THE PROVISIONS OF THE STOCKHOLDER AGREEMENT WITH MERRILL LYNCH, AS DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
03	THE APPROVAL OF PROVISIONS IN NEW BLACKROCK S CERTIFICATE OF INCORPORATION AND BY-LAWS, AS DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	APPROVAL OF THE ISSUANCE BY NEW BLACKROCK TO MERRILL LYNCH OF 65 MILLION SHARES OF CAPITAL STOCK OF NEW BLACKROCK, WHICH WILL BE DIVIDED BETWEEN SHARES OF NEW BLACKROCK COMMON STOCK, AND PREFERRED STOCK, AS DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
01	ADOPTION OF THE TRANSACTION AGREEMENT AND PLAN OF MERGER, BY AND AMONG MERRILL LYNCH & CO., INC., BLACKROCK, INC., NEW BLACKROCK, INC., AND BLACKROCK MERGER SUB, INC. AND THE APPROVAL OF THE MERGER CONTEMPLATED THEREBY, PURSUANT TO WHICH BLACKROCK MERGER SUB, INC. WILL BE MERGED WITH AND INTO BLACKROCK, AS DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

 GENERAL MILLS, INC.

GIS

ISSUER: 370334104

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	PAUL DANOS	Management	Fo
	WILLIAM T. ESREY	Management	Fo
	RAYMOND V. GILMARTIN	Management	Fo
	JUDITH RICHARDS HOPE	Management	Fo
	HEIDI G. MILLER	Management	Fo
	H. OCHOA-BRILLEMBOURG	Management	Fo
	STEVE ODLAND	Management	Fo
	KENDALL J. POWELL	Management	Fo
	MICHAEL D. ROSE	Management	Fo
	ROBERT L. RYAN	Management	Fo
	STEPHEN W. SANGER	Management	Fo
	A. MICHAEL SPENCE	Management	Fo
	DOROTHY A. TERRELL	Management	Fo
02	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo
03	ADOPT THE 2006 COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	Agai
04	STOCKHOLDER PROPOSAL ON LABELING OF GENETICALLY ENGINEERED FOOD PRODUCTS.	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 16 of 205

UNIVISION COMMUNICATIONS INC.

UVN

ISSUER: 914906102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	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 MERGER AGREEMENT.	Management	Fo
01	CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 26, 2006, BY AND AMONG UNIVISION COMMUNICATIONS INC., UMBRELLA HOLDINGS, LLC, A DELAWARE LIMITED	Management	Fo

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

LIABILITY COMPANY (THE BUYER), AND UMBRELLA ACQUISITION, INC., A DELAWARE CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF THE BUYER.

 CONAGRA FOODS, INC.

CAG

ISSUER: 205887102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
03	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS	Management	Fo
02	APPROVE THE 2006 STOCK PLAN	Management	Fo
01	DIRECTOR	Management	Fo
	DAVID H. BATCHELDER	Management	Fo
	STEVEN F. GOLDSTONE	Management	Fo
	MARK H. RAUENHORST	Management	Fo
	GARY M. RODKIN	Management	Fo

 AMSOUTH BANCORPORATION

ASO

ISSUER: 032165102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	APPROVE THE ADJOURNMENT OF THE AMSOUTH SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.	Management	Fo
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, BY AND BETWEEN REGIONS FINANCIAL CORPORATION AND AMSOUTH BANCORPORATION, DATED AS OF MAY 24, 2006, AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH AMSOUTH BANCORPORATION WILL BE MERGED WITH AND INTO REGIONS FINANCIAL CORPORATION.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 17 of 205

 EXCEL COAL LTD

ISSUER: Q364AS109

ISIN: AU000000EXL4

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

SEDOL: B03NN73, B00NTW3, B010S48

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT THIS IS A SCHEME MEETING. THANK YOU.	Non-Voting	
1.	APPROVE, PURSUANT TO AND IN ACCORDANCE WITH SECTION 411 OF THE COMPANIES ACT, THE SCHEME OF ARRANGEMENT ENTERED INTO BETWEEN EXCEL COAL LIMITED AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES SCHEME AND AUTHORIZE THE BOARD OF DIRECTORS OF EXCEL TO AGREE TO SUCH MODIFICATIONS OR CONDITIONS AS ARE THOUGH FIT BY THE FEDERAL COURT OF AUSTRALIA COURT AND, SUBJECT TO APPROVAL OF THE SCHEME BY THE COUNT, TO IMPLEMENT THE SCHEME WITH ANY SUCH MODIFICATIONS OR CONDITIONS	Management	Fo

TELECOM CORPORATION OF NEW ZEALAND L

NZT

ISSUER: 879278208

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
03	TO RE-ELECT MR. MCGEOCH AS A DIRECTOR.	Management	Fo
02	TO RE-ELECT MR. MCLEOD AS A DIRECTOR.	Management	Fo
01	TO AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.	Management	Fo

THE PROCTER & GAMBLE COMPANY

PG

ISSUER: 742718109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	APPROVE AMENDMENT TO THE CODE OF REGULATIONS TO DECREASE THE AUTHORIZED NUMBER OF DIRECTORS ON THE BOARD	Management	Fo
04	REAPPROVE AND AMEND THE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE PROCTER & GAMBLE 2001 STOCK AND INCENTIVE COMPENSATION PLAN	Management	Fo
05	SHAREHOLDER PROPOSAL - AWARD NO FUTURE STOCK	Shareholder	Agai

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

Proposal Number	Proposal	Proposal Type	Vo
02	APPROVAL OF ANY PROPOSAL TO ADJOURN, POSTPONE OR CONTINUE THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ITEM 1 IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES FOR APPROVAL OF ITEM 1 AT THE SPECIAL MEETING.	Management	Fo
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 19, 2006, BY AND AMONG AZTAR CORPORATION, COLUMBIA SUSSEX CORPORATION, WIMAR TAHOE CORPORATION D/B/A COLUMBIA ENTERTAINMENT AND WT-COLUMBIA DEVELOPMENT, INC.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 19 of 205

FIDELITY NATIONAL FINANCIAL, INC.

FNF

ISSUER: 316326107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	DIRECTOR JOHN F. FARRELL, JR. DANIEL D. (RON) LANE	Management Management Management	Fo Fo Fo
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED JUNE 25, 2006, AS AMENDED AND RESTATED AS OF SEPTEMBER 18, 2006, BY AND BETWEEN FIDELITY NATIONAL INFORMATION SERVICES, INC. AND FIDELITY NATIONAL FINANCIAL, INC., WHEREBY FIDELITY NATIONAL FINANCIAL, INC. WILL MERGE WITH AND INTO FIDELITY NATIONAL INFORMATION SERVICES, INC.	Management	Fo
03	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE 2006 FISCAL YEAR.	Management	Fo

THE REYNOLDS AND REYNOLDS COMPANY

REY

ISSUER: 761695105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

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

I	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 7, 2006, BY AND AMONG UNIVERSAL COMPUTER SYSTEMS HOLDING, INC., RACECAR ACQUISITION CO. AND THE REYNOLDS AND REYNOLDS COMPANY.	Management	Fo
II	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL I.	Management	Fo

DUKE ENERGY CORPORATION

DUK

ISSUER: 26441C105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	ROGER AGNELLI	Management	Fo
	PAUL M. ANDERSON	Management	Fo
	WILLIAM BARNET, III	Management	Fo
	G. ALEX BERNHARDT, SR.	Management	Fo
	MICHAEL G. BROWNING	Management	Fo
	PHILLIP R. COX	Management	Fo
	WILLIAM T. ESREY	Management	Fo
	ANN MAYNARD GRAY	Management	Fo
	JAMES H. HANCE, JR.	Management	Fo
	DENNIS R. HENDRIX	Management	Fo
	MICHAEL E.J. PHELPS	Management	Fo
	JAMES T. RHODES	Management	Fo
	JAMES E. ROGERS	Management	Fo
	MARY L. SCHAPIRO	Management	Fo
	DUDLEY S. TAFT	Management	Fo
02	APPROVAL OF THE DUKE ENERGY CORPORATION 2006 LONG-TERM INCENTIVE PLAN.	Management	Fo
03	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY S INDEPENDENT PUBLIC ACCOUNTANT FOR 2006.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 20 of 205

SARA LEE CORPORATION

SLE

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

ISSUER: 803111103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	B. BARNES	Management	Fo
	J.T. BATTENBERG III	Management	Fo
	C. BEGLEY	Management	Fo
	C. CARROLL	Management	Fo
	V. COLBERT	Management	Fo
	J. CROWN	Management	Fo
	W. DAVIS	Management	Fo
	L. KOELLNER	Management	Fo
	C. VAN LEDE	Management	Fo
	I. PROSSER	Management	Fo
	R. RIDGWAY	Management	Fo
	J. WARD	Management	Fo
04	TO VOTE ON A STOCKHOLDER PROPOSAL REGARDING THE COMPENSATION DISCUSSION AND ANALYSIS.	Shareholder	Agai
03	TO VOTE ON A STOCKHOLDER PROPOSAL REGARDING CHAIRMAN AND CEO POSITIONS.	Shareholder	Agai
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS SARA LEE S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2007.	Management	Fo

PETROCHINA COMPANY LIMITED

PTR

ISSUER: 71646E100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THAT THE CONTINUING CONNECTED TRANSACTIONS ARISING AS A RESULT OF THE ACQUISITION OF A 67% INTEREST IN PETROKAZAKHSTAN INC. BY PETROCHINA THROUGH CNPC EXPLORATION AND DEVELOPMENT COMPANY LIMITED (ACQUISITION), AS SET OUT IN THE CIRCULAR OF PETROCHINA DATED 14 SEPTEMBER 2006 (CIRCULAR).	Management	Fo
03	THAT THE PROPOSED REVISION TO THE EXISTING ANNUAL CAPS FOR THE THREE YEARS FROM 1 JANUARY 2006 TO 31 DECEMBER 2008 OF EACH OF THE CONTINUING CONNECTED TRANSACTION UNDER THE AMENDED COMPREHENSIVE AGREEMENT AS A RESULT OF CHANGES TO PETROCHINA S PRODUCTION AND OPERATIONAL ENVIRONMENT, AS SET OUT IN THE CIRCULAR, BE AND IS HEREBY APPROVED, RATIFIED AND CONFIRMED.	Management	Fo
02	THAT THE PROPOSED REVISION TO THE EXISTING ANNUAL	Management	Fo

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

CAPS FOR THE THREE YEARS FROM 1 JANUARY 2006
TO 31 DECEMBER 2008 OF EACH OF THE CONTINUING
CONNECTED TRANSACTION UNDER THE AMENDED COMPREHENSIVE
AGREEMENT AS A RESULT OF THE ACQUISITION, AS
SET OUT IN THE CIRCULAR, BE AND IS HEREBY APPROVED,
RATIFIED AND CONFIRMED.

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 21 of 205

S5	THAT THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF PETROCHINA AS SET OUT IN THE CIRCULAR BE AND ARE HEREBY GENERALLY UNCONDITIONALLY APPROVED.	Management	Fo
O4	THAT THE PROPOSED REVISION TO THE EXISTING ANNUAL CAPS FOR THE THREE YEARS FROM 1 JANUARY 2006 TO 31 DECEMBER 2008 IN RESPECT OF THE PRODUCTS AND SERVICES TO BE PROVIDED BY PETROCHINA AND ITS SUBSIDIARIES TO CHINA RAILWAY MATERIALS AND SUPPLIERS CORPORATION, AS SET OUT IN THE CIRCULAR, BE AND IS HEREBY APPROVED, RATIFIED AND CONFIRMED.	Management	Fo

ARCHER-DANIELS-MIDLAND COMPANY

ADM

ISSUER: 039483102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	G.A. ANDREAS	Management	Fo
	A.L. BOECKMANN	Management	Fo
	M.H. CARTER	Management	Fo
	R.S. JOSLIN	Management	Fo
	A. MACIEL	Management	Fo
	P.J. MOORE	Management	Fo
	M.B. MULRONEY	Management	Fo
	T.F. O'NEILL	Management	Fo
	O.G. WEBB	Management	Fo
	K.R. WESTBROOK	Management	Fo
	P.A. WOERTZ	Management	Fo
02	ADOPT STOCKHOLDER S PROPOSAL NO. 1 (LABELING GENETICALLY ENGINEERED FOOD.)	Shareholder	Agai
03	ADOPT STOCKHOLDER S PROPOSAL NO. 2 (CODE OF CONDUCT REGARDING GLOBAL HUMAN RIGHTS STANDARDS.)	Shareholder	Agai

FERRO CORPORATION

FOE

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

ISSUER: 315405100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JENNIE S. HWANG, PH.D.	Management	Fo
	JAMES F. KIRSCH	Management	Fo
	WILLIAM J. SHARP	Management	Fo
02	APPROVAL OF THE 2006 LONG-TERM INCENTIVE PLAN.	Management	Agai
03	APPROVAL OF THE AMENDMENT TO FERRO CORPORATION S CODE OF REGULATIONS.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 22 of 205

ALBERTO-CULVER COMPANY

ACV

ISSUER: 013068101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	ADOPTION OF THE INVESTMENT AGREEMENT, DATED AS OF JUNE 19, 2006, AND APPROVAL OF THE TRANSACTIONS CONTEMPLATED BY THE INVESTMENT AGREEMENT, INCLUDING THE HOLDING COMPANY MERGER AND THE NEW SALLY SHARE ISSUANCE.	Management	Fo

FREESCALE SEMICONDUCTOR, INC.

FSL

ISSUER: 35687M107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL	Management	Fo

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

PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.

01	TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2006, BY AND AMONG FREESCALE SEMICONDUCTOR, INC., FIRESTONE HOLDINGS LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND FIRESTONE ACQUISITION CORPORATION, A DELAWARE CORPORATION AND AN INDIRECT WHOLLY OWNED SUBSIDIARY OF FIRESTONE HOLDINGS LLC.	Management	Fo
----	--	------------	----

TELSTRA CORPORATION LIMITED

TLS

ISSUER: 87969N204

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
05	THAT THE CONSTITUTION TABLED AT THE MEETING, AND SIGNED BY THE CHAIRMAN OF THE MEETING FOR THE PURPOSES OF IDENTIFICATION, BE ADOPTED AS THE CONSTITUTION OF THE COMPANY, IN PLACE OF THE PRESENT CONSTITUTION, WITH EFFECT FROM THE CLOSE OF THE MEETING.	Management	Fo
4I	ELECTION OF DIRECTOR: MR STEPHEN MAYNE.	Management	Fo
4H	ELECTION OF DIRECTOR: MR JOHN ZEGLIS.	Management	Fo
4G	ELECTION OF DIRECTOR: MR PETER WILLCOX.	Management	Fo
4F	ELECTION OF DIRECTOR: MR GEOFFREY COUSINS.	Management	Fo
4E	ELECTION OF DIRECTOR: MR ANGE KENOS.	Management	Fo
4D	ELECTION OF DIRECTOR: MR LEONARD COOPER.	Management	Fo
4C	RE-ELECTION OF DIRECTOR: DR JOHN STOCKER.	Management	Fo
4B	RE-ELECTION OF DIRECTOR: MR. CHARLES MACEK.	Management	Fo
4A	ELECTION OF DIRECTOR: MR MERVYN VOGT.	Management	Fo
03	TO DISCUSS THE COMPANY S FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 30 JUNE 2006.	Management	Fo
02	TO ADOPT THE REMUNERATION REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2006.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 23 of 205

CAMPBELL SOUP COMPANY

CPB

ISSUER: 134429109

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	EDMUND M. CARPENTER	Management	Fo
	PAUL R. CHARRON	Management	Fo
	DOUGLAS R. CONANT	Management	Fo
	BENNETT DORRANCE	Management	Fo
	KENT B. FOSTER	Management	Fo
	HARVEY GOLUB	Management	Fo
	RANDALL W. LARRIMORE	Management	Fo
	PHILIP E. LIPPINCOTT	Management	Fo
	MARY ALICE D. MALONE	Management	Fo
	SARA MATHEW	Management	Fo
	DAVID C. PATTERSON	Management	Fo
	CHARLES R. PERRIN	Management	Fo
	A. BARRY RAND	Management	Fo
	GEORGE STRAWBRIDGE, JR.	Management	Fo
	LES C. VINNEY	Management	Fo
	CHARLOTTE C. WEBER	Management	Fo
02	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo
03	SHAREOWNER PROPOSAL ON SUSTAINABILITY REPORT.	Shareholder	Agai

DELTA NATURAL GAS COMPANY, INC.

DGAS

ISSUER: 247748106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	MICHAEL J. KISTNER	Management	Fo
	MICHAEL R. WHITLEY	Management	Fo
02	AMENDING THE ARTICLES OF INCORPORATION TO INCREASE DELTA S AUTHORIZED COMMON STOCK TO 20,000,000 SHARES.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 24 of 205

READER'S DIGEST ASSOCIATION, INC.

RDA

ISSUER: 755267101

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR JONATHAN B. BULKELEY HERMAN CAIN WILLIAM E. MAYER ERIC W. SCHRIER	Management Management Management Management Management	Fo Fo Fo Fo Fo
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR FISCAL 2007.	Management	Fo

VIRIDIAN GROUP PLC

ISSUER: G9371M122

ISIN: GB00B09XD336

SEDOL: B0H5CV2, B0H1RF9, B09XD33

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
S.1	APPROVE THE SCHEME OF ARRANGEMENT DATED 27 OCT 2006 THE SCHEME TO BE MADE BETWEEN THE COMPANY AND HOLDERS OF SCHEME SHARES IN THE MANNER AND ON THE TERMS AND CONDITIONS AS SPECIFIED, AND AUTHORIZE THE DIRECTORS OF THE COMPANY TO AGREE TO ANY NON-MATERIAL VARIATION OR AMENDMENT OF THE TERMS OF THE SCHEME INSOFAR AS APPROVED OR IMPOSED BY THE COURT AS THE DIRECTORS OF THE COMPANY THINK FIT AND TO TAKE ALL SUCH ACTION ON BEHALF OF THE COMPANY AS THEY DEEM NECESSARY OR DESIRABLE FOR CARRYING INTO EFFECT THE SCHEME; FOR THE PURPOSE OF GIVING EFFECT TO THE SCHEME IN ITS ORIGINAL FORM, OR WITH OR SUBJECT TO ANY NON-MATERIAL VARIATION OR AMENDMENT AGREED BY THE COMPANY AND ELECTRICINVEST ACQUISITIONS LIMITED AND APPROVED, OR IMPOSED BY THE COURT: I) THE SHARE CAPITAL OF THE COMPANY BE REDUCED BY CANCELING AND EXTINGUISHING ALL THE CANCELLATION SHARES; II) FORTHWITH AND CONTINGENT UPON SUCH REDUCTION OF CAPITAL TAKING EFFECT: A) THE SHARE CAPITAL OF THE COMPANY BE INCREASED TO ITS FORMER AMOUNT BY THE CREATION OF SUCH NUMBER OF NEW ORDINARY SHARES OF 27 7/9 PENCE EACH NEW SHARES AS SHALL BE EQUAL TO THE AGGREGATE NUMBER OF CANCELLATION SHARES SO CANCELLED; AND B) THE RESERVE ARISING IN THE BOOKS OF ACCOUNT OF THE COMPANY AS A RESULT OF THE CANCELLATION OF THE CANCELLATION SHARES BE APPLIED IN PAYING UP IN FULL AT PAR THE NEW SHARES CREATED PURSUANT TO THIS RESOLUTION ABOVE, WHICH SHALL BE ALLOTTED AND ISSUED, CREDITED AS FULLY PAID, TO ELECTRICINVEST ACQUISITIONS LIMITED AND/OR ANY NOMINEE(S) OF IT IN ACCORDANCE WITH THE SCHEME; AND III) CONDITIONALLY UPON THE SCHEME BECOMING EFFECTIVE, AUTHORIZE THE	Management	Fo

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

DIRECTORS OF THE COMPANY PURSUANT TO AND IN ACCORDANCE WITH ARTICLE 90 OF THE COMPANIES NORTHERN IRELAND ORDER 1986 AS AMENDED TO GIVE EFFECT TO THIS SPECIAL RESOLUTION AND ACCORDINGLY TO EFFECT THE ALLOTMENT OF RELEVANT SECURITIES ARTICLE 90(2) OF THE COMPANIES ORDER IN THE FORM OF THE NEW SHARES, AUTHORITY EXPIRES ON 31 MAR 2007; II) THE MAXIMUM AGGREGATE NOMINAL AMOUNT OF RELEVANT SECURITIES WHICH MAY BE ALLOTTED HEREUNDER SHALL BE GBP 54,000,000; AND III) THIS AUTHORITY SHALL BE WITHOUT PREJUDICE TO ANY OTHER AUTHORITY UNDER THE SAID ARTICLE 90 PREVIOUSLY GRANTED AND IN FORCE ON THE DATE ON WHICH THIS SPECIAL RESOLUTION IS PASSED; AND FORTHWITH UPON THE PASSING OF THIS SPECIAL RESOLUTION, AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY BY THE ADOPTION AND INCLUSION OF THE NEW ARTICLE 164 AS SPECIFIED

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 25 of 205

 VIRIDIAN GROUP PLC

ISSUER: G9371M122

ISIN: GB00B09XD336

SEDOL: B0H5CV2, B0H1RF9, B09XD33

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	APPROVE THE SCHEME OF ARRANGEMENT PURSUANT TO ARTICLE 418 OF THE COMPANIES ACT NORTHERN IRELAND ORDER 1986 AS AMENDED THE COMPANIES ORDER DATED 27 OCT 2006 SCHEME OF ARRANGEMENT TO BE MADE BETWEEN VIRIDIAN GROUP PLC THE COMPANY AND THE HOLDERS OF SCHEME SHARES	Management	Fo

 PUBLIC SERVICE ENTERPRISE GROUP INC.

PEG

ISSUER: 744573106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE &	Management	Fo

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

TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR
2006.

01	DIRECTOR	CAROLINE DORSA * E. JAMES FERLAND * ALBERT R. GAMPER, JR. *	Management Management Management Management	Fo Fo Fo Fo
03	STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION.	RALPH IZZO **	Management Shareholder	Fo Agai

BHP BILLITON LIMITED

BHP

ISSUER: 088606108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
32	TO APPROVE AN INCREASE IN THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON LTD TO NON-EXECUTIVE DIRECTORS IN ANY YEAR	Management	Fo
31	TO APPROVE AN INCREASE IN THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON PLC TO NON-EXECUTIVE DIRECTORS IN ANY YEAR	Management	Fo
30	TO APPROVE THE BHP BILLITON GLOBAL EMPLOYEE SHARE PLAN	Management	Fo
29	TO APPROVE THE GRANT OF AWARDS TO MR C J LYNCH UNDER THE GIS AND THE LTIP	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 26 of 205

28	TO APPROVE THE GRANT OF AWARDS TO MR M J KLOPPERS UNDER THE GIS AND THE LTIP	Management	Fo
27	TO APPROVE THE GRANT OF AWARDS TO MR C W GOODYEAR UNDER THE GIS AND THE LTIP	Management	Fo
26	TO APPROVE THE 2006 REMUNERATION REPORT	Management	Fo
25F	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD OR ONE OF ITS SUBSIDIARIES ON NOVEMBER 15, 2007	Management	Fo
25E	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD OR ONE OF ITS SUBSIDIARIES ON SEPTEMBER 30, 2007	Management	Fo
25D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD OR ONE OF ITS SUBSIDIARIES ON JUNE 30, 2007	Management	Fo
25C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD OR ONE OF ITS SUBSIDIARIES ON MAY 15, 2007	Management	Fo
25B	TO APPROVE THE CANCELLATION OF SHARES IN BHP	Management	Fo

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

	BILLITON PLC HELD BY BHP BILLITON LTD OR ONE OF ITS SUBSIDIARIES ON MARCH 31, 2007		
25A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD OR ONE OF ITS SUBSIDIARIES ON DECEMBER 31, 2006	Management	Fo
24	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Management	Fo
23	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC	Management	Fo
22	TO RENEW THE GENERAL AUTHORITY TO ALLOT SHARES IN BHP BILLITON PLC	Management	Fo
21	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Management	Fo
03	DIRECTOR	Management	Fo
	MR P M ANDERSON	Management	Fo
	MR P M ANDERSON	Management	Fo
	MR M J KLOPPERS	Management	Fo
	MR M J KLOPPERS	Management	Fo
	MR C J LYNCH	Management	Fo
	MR C J LYNCH	Management	Fo
	MR J NASSER	Management	Fo
	MR J NASSER	Management	Fo
	MR D A CRAWFORD	Management	Fo
	MR D A CRAWFORD	Management	Fo
	MR D R ARGUS	Management	Fo
	MR D R ARGUS	Management	Fo
	DR D C BRINK	Management	Fo
	DR D C BRINK	Management	Fo
	DR J G S BUCHANAN	Management	Fo
	DR J G S BUCHANAN	Management	Fo
	DR J M SCHUBERT	Management	Fo
	DR J M SCHUBERT	Management	Fo
02	TO RECEIVE THE 2006 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LTD	Management	Fo
01	TO RECEIVE THE 2006 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON PLC	Management	Fo

FRONTLINE LTD.

FRO

ISSUER: G3682E127

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 27 of 205

JOHN FREDRIKSEN

Management

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

		TOR OLAV TROIM	Management	Fo
		FRIXOS SAVVIDES	Management	Fo
		KATE BLANKENSHIP	Management	Fo
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S BYE-LAW 110 TO CHANGE THE REQUIREMENT FOR THE FORM OF, AND SIGNATORIES TO, THE SEAL OF THE COMPANY.		Management	Fo
02	PROPOSAL TO APPOINT PRICEWATERHOUSECOOPERS DA OF OSLO, NORWAY AS AUDITORS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION.		Management	Fo

NS GROUP, INC.

NSS

ISSUER: 628916108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 10, 2006, BY AND AMONG NS GROUP, IPSCO INC. (IPSCO) AND PI ACQUISITION COMPANY (PI ACQUISITION), WHICH PROVIDES FOR THE MERGER OF PI ACQUISITION, A WHOLLY-OWNED SUBSIDIARY OF IPSCO, WITH AND INTO NS GROUP, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
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 AND ADOPT THE AGREEMENT AND PLAN OF MERGER REFERRED TO IN ITEM 1.	Management	Fo

SHIP FINANCE INTERNATIONAL LIMITED

SFL

ISSUER: G81075106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		TOR OLAV TROIM	Management
		PAUL LEAND JR.	Management
		KATE BLANKENSHIP	Management
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S BYE-LAW 104 TO CHANGE THE REQUIREMENT FOR THE FORM OF, AND SIGNATORIES TO, THE SEAL OF THE COMPANY.	Management	Fo
02	PROPOSAL TO APPOINT MOORE STEPHENS P.C. AS AUDITORS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION.	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 28 of 205

 JLG INDUSTRIES, INC. JLG

ISSUER: 466210101 ISIN:

SEDOL:

 VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 15, 2006, BY AND AMONG OSHKOSH TRUCK CORPORATION, A WISCONSIN CORPORATION, STEEL ACQUISITION CORP., A PENNSYLVANIA CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF OSHKOSH TRUCK CORPORATION, AND JLG INDUSTRIES, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
03	WITH RESPECT TO THE USE OF THEIR DISCRETION IN SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.	Management	Fo
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Management	Fo

 DUQUESNE LIGHT HOLDINGS, INC. DQE

ISSUER: 266233105 ISIN:

SEDOL:

 VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF MERGER AGREEMENT - THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 5, 2006, BY AND AMONG DUQUESNE LIGHT HOLDINGS, INC., A PENNSYLVANIA CORPORATION, DQE HOLDINGS LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND DQE MERGER SUB INC., A PENNSYLVANIA CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF DQE HOLDINGS LLC.	Management	Fo

 PEOPLES ENERGY CORPORATION PGL

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

ISSUER: 711030106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	A 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 APPROVE THE AGREEMENT AND PLAN OF MERGER REFERRED TO IN PROPOSAL 1.	Management	Fo
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER DATED AS OF JULY 8, 2006 AMONG WPS RESOURCES CORPORATION, WEDGE ACQUISITION CORP. AND PEOPLES ENERGY CORPORATION.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 29 of 205

WPS RESOURCES CORPORATION

WPS

ISSUER: 92931B106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVE THE ISSUANCE OF SHARES OF WPS RESOURCES CORPORATION S COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 8, 2006, AMONG WPS RESOURCES CORPORATION, WEDGE ACQUISITION CORP., AND PEOPLES ENERGY CORPORATION.	Management	Fo
03	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 APPROVE THE ISSUANCE OF SHARES AND/OR THE AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION.	Management	Fo
02	APPROVE AN AMENDMENT TO WPS RESOURCES CORPORATION S RESTATED ARTICLES OF INCORPORATION TO CHANGE THE NAME OF WPS RESOURCES CORPORATION TO INTEGRYS ENERGY GROUP, INC.	Management	Fo

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

RECKSON ASSOCIATES REALTY CORP.

RA

ISSUER: 75621K106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER.	Management	Fo
01	TO APPROVE THE MERGER OF RECKSON ASSOCIATES REALTY CORP. WITH AND INTO WYOMING ACQUISITION CORP., A MARYLAND CORPORATION AND SUBSIDIARY OF SL GREEN REALTY CORP., A MARYLAND CORPORATION, AND TO APPROVE AND ADOPT THE OTHER TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 3, 2006, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

FPL GROUP, INC.

FPL

ISSUER: 302571104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
0A	DIRECTOR	Management	Fo
	SHERRY S. BARRAT	Management	Fo
	ROBERT M. BEALL, II	Management	Fo
	J. HYATT BROWN	Management	Fo
	JAMES L. CAMAREN	Management	Fo
	J. BRIAN FERGUSON	Management	Fo
	LEWIS HAY, III	Management	Fo
	RUDY E. SCHUPP	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 30 of 205

0B	RATIFICATION OF THE APPOINTMENT OF DELOITTE &	Management	Fo
	MICHAEL H. THAMAN	Management	Fo
	HANSEL E. TOOKES II	Management	Fo
	PAUL R. TREGURTHA	Management	Fo

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

TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING
FIRM FOR THE YEAR 2006.

TRAMMELL CROW COMPANY

TCC

ISSUER: 89288R106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES TO ESTABLISH A QUORUM OR IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	Fo
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 30, 2006, BY AND AMONG TRAMMELL CROW COMPANY, A DELAWARE CORPORATION, CB RICHARD ELLIS GROUP, INC., A DELAWARE CORPORATION, AND A-2 ACQUISITION CORP., A DELAWARE CORPORATION INDIRECTLY WHOLLY-OWNED BY CBRE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

KINDER MORGAN, INC.

KMI

ISSUER: 49455P101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	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	Fo
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER AMONG KINDER MORGAN, INC., KNIGHT HOLDCO LLC AND KNIGHT ACQUISITION CO., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	Fo

ARAMARK CORPORATION

RMK

ISSUER: 038521100

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 31 of 205

01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 8, 2006, BY AND AMONG RMK ACQUISITION CORPORATION, RMK FINANCE LLC AND ARAMARK CORPORATION, AS DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
----	---	------------	----

DELTA AND PINE LAND COMPANY

DLP

ISSUER: 247357106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES CAST AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	Fo
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 14, 2006, BY AND AMONG MONSANTO COMPANY, MONSANTO SUB, INC. AND DELTA AND PINE LANE COMPANY.	Management	Fo

SERONO SA, COINSINS

ISSUER: H32560106

ISIN: CH0010751920

BLOCKING

SEDOL: B11BPY7, 5981326, B02V851, 5981070

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
-----------------	----------	---------------	-------

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

*	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR ADP CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	
1.	AMEND CURRENT VERSION OF THE COMPANY S ARTICLES OF ASSOCIATION WITH THE NEW VERSION AS SPECIFIED	Management	Take Act
2.A	ELECT DR. MICHAEL BECKER AS A BOARD OF DIRECTOR	Management	Take Act
2.B	ELECT MR. ELMAR SCHNEE AS A BOARD OF DIRECTOR	Management	Take Act
2.C	ELECT MR. JOSEPH DUBACHER AS A BOARD OF DIRECTOR	Management	Take Act
2.D	ELECT DR. AXEL VON WIETERSHEIM AS A BOARD OF DIRECTOR	Management	Take Act
2.E	ELECT MR. PETER BOHNENBLUST AS A BOARD OF DIRECTOR	Management	Take Act
2.F	ELECT MR. CARLO LOMBARDINI AS A BOARD OF DIRECTOR	Management	Take Act
2.G	ELECT MR. PHILIPPE TISCHAUSER AS A BOARD OF DIRECTOR	Management	Take Act

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 32 of 205

 SYMBOL TECHNOLOGIES, INC.

SBL

ISSUER: 871508107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 18, 2006, AS AMENDED OF OCTOBER 30, 2006, BY AND AMONG SYMBOL TECHNOLOGIES, INC., MOTOROLA, INC., AND MOTOROLA GTG SUBSIDIARY I CORP. AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, AND THE MERGER PROVIDED FOR THEREIN.	Management	Fo

 CROWN CASTLE INTERNATIONAL CORP.

CCI

ISSUER: 228227104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	TO APPROVE THE ISSUANCE OF SHARES OF COMMON STOCK OF CROWN CASTLE INTERNATIONAL CORP. TO THE STOCKHOLDERS OF GLOBAL SIGNAL INC. PURSUANT TO THE TERMS OF THE AGREEMENT AND PLAN OF MERGER, DATED OCTOBER 5, 2006, AMONG GLOBAL SIGNAL INC., CROWN CASTLE INTERNATIONAL CORP. AND CCGS HOLDINGS LLC.	Management	Fo

ASHLAND INC.

ASH

ISSUER: 044209104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
03	SHAREHOLDER PROPOSAL TO INITIATE THE APPROPRIATE PROCESS TO IMPLEMENT MAJORITY VOTING FOR ELECTION OF DIRECTORS.	Shareholder	Agai
02	RATIFICATION OF ERNST & YOUNG AS INDEPENDENT AUDITORS FOR FISCAL 2007.	Management	Fo
01	DIRECTOR	Management	Fo
	ERNEST H. DREW*	Management	Fo
	MANNIE L. JACKSON*	Management	Fo
	THEODORE M. SOLSO*	Management	Fo
	MICHAEL J. WARD*	Management	Fo
	JOHN F. TURNER**	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 33 of 205

JACUZZI BRANDS, INC.

JJZ

ISSUER: 469865109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	PROPOSAL TO APPROVE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 11, 2006 BY AND AMONG JACUZZI BRANDS, INC., JUPITER ACQUISITION LLC AND JUPITER MERGER SUB, INC. PURSUANT TO WHICH EACH STOCKHOLDER	Management	Abst

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

OF JACUZZI BRANDS, INC. WILL BE ENTITLED TO RECEIVE
\$12.50 IN CASH, WITHOUT INTEREST, AS MORE FULLY
DESCRIBED IN THE PROXY STATEMENT

03	RATIFY APPOINTMENT OF ERNST & YOUNG, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2007	Management	Abst
02	DIRECTOR	Management	With
	ALEX P. MARINI	Management	With
	CLAUDIA E. MORF	Management	With
	ROBERT R. WOMACK	Management	With
04	PROPOSAL TO APPROVE ADJOURNMENTS OR POSTPONEMENTS OF THE 2007 ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO PERMIT THE FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT	Management	Abst

THE LACLEDE GROUP, INC.

LG

ISSUER: 505597104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR FISCAL YEAR 2007	Management	Fo
01	DIRECTOR	Management	Fo
	ANTHONY V. LENESE	Management	Fo
	BRENDA D. NEWBERRY	Management	Fo
	MARY ANN VAN LOKEREN	Management	Fo
	DOUGLAS H. YAEGER	Management	Fo

THE READER'S DIGEST ASSOCIATION, INC

RDA

ISSUER: 755267101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 16, 2006, AMONG DOCTOR ACQUISITION HOLDING CO., DOCTOR ACQUISITION CO. AND THE READER S DIGEST ASSOCIATION, INC. (THE MERGER AGREEMENT).	Management	Fo
02	TO ADJOURN OR POSTPONE 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	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 34 of 205

 ATMOS ENERGY CORPORATION ATO
 ISSUER: 049560105 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	APPROVAL OF AMENDMENT TO THE 1998 LONG-TERM INCENTIVE PLAN	Management	Fo
01	DIRECTOR	Management	Fo
	ROBERT W. BEST	Management	Fo
	THOMAS J. GARLAND	Management	Fo
	PHILLIP E. NICHOL	Management	Fo
	CHARLES K. VAUGHAN	Management	Fo
03	APPROVAL OF AMENDMENT TO THE ANNUAL INCENTIVE PLAN FOR MANAGEMENT	Management	Fo

 EQUITY OFFICE PROPERTIES TRUST EOP
 ISSUER: 294741103 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE MERGER OF EQUITY OFFICE PROPERTIES TRUST WITH AND INTO BLACKHAWK ACQUISITION TRUST AND THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 19, 2006, AS AMENDED, AMONG EQUITY OFFICE PROPERTIES TRUST, EOP OPERATING LIMITED PARTNERSHIP, BLACKHAWK PARENT LLC, BLACKHAWK ACQUISITION TRUST AND BLACKHAWK ACQUISITION L.P., AS FULLY DESCRIBED IN THE ENCLOSED STATEMENT.	Management	Take Act
02	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 THE MERGER AND THE AGREEMENT AND PLAN OF MERGER, AS AMENDED.	Management	Take Act

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

SEITEL, INC.

SEIEQ

ISSUER: 816074405

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	APPROVAL OF THE PROPOSAL TO ADJOURN THE MEETING IF NECESSARY.	Management	Fo
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 31, 2006, BY AND AMONG SEITEL, INC., SEITEL HOLDINGS, LLC AND SEITEL ACQUISITION CORP.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 35 of 205

INGLES MARKETS, INCORPORATED

IMKTA

ISSUER: 457030104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		Management	Fo
		Management	Fo
02	STOCKHOLDER PROPOSAL	Shareholder	Agai

FRED D. AYERS
 JOHN O. POLLARD

NATIONAL FUEL GAS COMPANY

NFG

ISSUER: 636180101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo

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

01	DIRECTOR		Management	Fo
		PHILIP C. ACKERMAN*	Management	Fo
		CRAIG G. MATTHEWS*	Management	Fo
		RICHARD G. REITEN*	Management	Fo
		DAVID F. SMITH*	Management	Fo
		STEPHEN E. EWING**	Management	Fo
05	ADOPTION OF, IF PRESENTED AT THE MEETING, A SHAREHOLDER PROPOSAL.		Shareholder	Agai
04	APPROVAL OF AMENDMENTS TO THE 1997 AWARD AND OPTION PLAN.		Management	Agai
03	APPROVAL OF THE ANNUAL AT RISK COMPENSATION INCENTIVE PROGRAM.		Management	Fo

 DELTA AND PINE LAND COMPANY

DLP

ISSUER: 247357106

ISIN:

SEDOL:

 VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		JOSEPH M. MURPHY	Management	Fo
		RUDI E. SCHEIDT	Management	Fo
02	TO RATIFY THE APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING AUGUST 31, 2007		Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 36 of 205

 COLUMBIA EQUITY TRUST, INC.

COE

ISSUER: 197627102

ISIN:

SEDOL:

 VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	PROPOSAL TO APPROVE THE MERGER OF COLUMBIA EQUITY TRUST, INC. WITH AND INTO SSPF/CET OP HOLDING COMPANY LLC PURSUANT TO THE AGREEMENT AND PLAN		Management	Fo

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

OF MERGER, DATED AS OF NOVEMBER 5, 2006, BY AND
 AMONG SSPF/CET OPERATING COMPANY LLC, SSPF/CET
 OP HOLDING COMPANY LLC, SSPF/CET OP HOLDING COMPANY
 SUBSIDIARY L.P., COLUMBIA EQUITY TRUST, INC.
 AND COLUMBIA EQUITY, LP.

 GIANT INDUSTRIES, INC.

GI

ISSUER: 374508109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO ACT UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING, INCLUDING TO CONSIDER ANY PROCEDURAL MATTERS INCIDENT TO THE CONDUCT OF THE SPECIAL MEETING, SUCH AS ADJOURNMENT OR POSTPONEMENT TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF AUGUST 26, 2006, BY AND AMONG WESTERN REFINING, INC., NEW ACQUISITION CORPORATION AND GIANT INDUSTRIES, INC., AS AMENDED BY AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER DATED AS OF NOVEMBER 12, 2006 AND APPROVE THE MERGER AS MORE FULLY DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Management	Fo

 PORTUGAL TELECOM SGPS S A

ISSUER: X6769Q104

ISIN: PTPTCOAM0009

BLOCKING

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT 500 SHARES CARRY 1 VOTE. MAIL AND ELECTRONIC VOTE AVAILABLE.PLEASE BE INFORMED THAT ARTICLE 13 MUST BE FILLED. THANK YOU.	Non-Voting	
1.	ELECT THE VICE-CHAIRMAN AND SECRETARY OF THE GENERAL MEETING OF SHAREHOLDERS FOLLOWING THE TERMINATION OF THE OFFICE OF THE FORMER HOLDERS OF THESE POSITIONS	Management	Take Act

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 37 of 205

2.	APPOINT A DIRECTOR TO COMPLETE THE 2006/2008 MANDATE	Management	Take Act
3.	APPROVE TO RESOLVE THE REMOVAL OF SUBPARAGRAPH A) NUMBER 1 OF ARTICLE 12 AND NUMBERS 7, 8, 9, 11, 12 AND 15 OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION AS WELL AS ON THE AMENDMENTS TO SUBPARAGRAPHS B) AND D) NUMBER 1 OF ARTICLE 12 AND NUMBERS 2 AND 3 AND SUBPARAGRAPH B) NUMBER 14 OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION; THIS RESOLUTION ASSUMES THAT THE TERMS, CONDITIONS AND CONSIDERATION OF THE TENDER OFFER FOR ALL OF THE SHARES OF THE COMPANY S SHARE CAPITAL, ANNOUNCED ON 12 JAN 2007 BY SONAECOM, SGPS, S.A. AND SONAECOM, B.V., ARE FINAL, AND THE RESOLUTION IS SUBJECT TO THE SUCCESS OF THE OFFER	Management	Take Act
4.	APPROVE TO RESOLVE ON THE AUTHORIZATION, UNDER THE TERMS OF NUMBER 1 OF ARTICLE 9 OF THE ARTICLES OF ASSOCIATION, FOR SONAECOM, SGPS, S.A. AND/OR SONAECOM, B.V. TO HOLD ORDINARY SHARES REPRESENTING MORE THAN 10% OF THE COMPANY S SHARE CAPITAL; THIS AUTHORIZATION IS SUBJECT TO THE OFFER S SUCCESS AND ASSUMES THAT THE TERMS, CONDITIONS AND CONSIDERATION OF THE TENDER OFFER FOR ALL OF THE SHARES OF THE COMPANY S SHARE CAPITAL, ANNOUNCE ON 12 JAN 2007 BY SONAECOM, SGPS, S.A. AND SONAECOM, B.V., ARE FINAL	Management	Take Act

 PORTUGAL TELECOM SGPS S A

ISSUER: X6769Q104

ISIN: PTPTCOAM0009

BLOCKING

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

VOTE GROUP: GLOBAL

	Proposal Number Proposal	Proposal Type	Vo Ca
2.	APPOINT A DIRECTOR TO COMPLETE THE 2006/2008 MANDATE.	Management	Take Act
3.	APPROVE TO RESOLVE THE REMOVAL OF SUBPARAGRAPH A) NUMBER 1 OF ARTICLE 12 AND NUMBERS 7, 8, 9, 11, 12 AND 15 OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION AS WELL AS ON THE AMENDMENTS TO SUBPARAGRAPHS B) AND D) NUMBER 1 OF ARTICLE 12 AND NUMBERS 2 AND 3 AND SUBPARAGRAPH B) NUMBER 14 OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION; THIS RESOLUTION ASSUMES THAT THE TERMS, CONDITIONS AND CONSIDERATION	Management	Take Act

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

OF THE TENDER OFFER FOR ALL OF THE SHARES OF THE COMPANY S SHARE CAPITAL, ANNOUNCED ON 12 JAN 2007 BY SONAECOM, SGPS, S.A. AND SONAECOM, B.V., ARE FINAL, AND THE RESOLUTION IS SUBJECT TO THE SUCCESS OF THE OFFER.

- 4. APPROVE TO RESOLVE ON THE AUTHORIZATION, UNDER THE TERMS OF NUMBER 1 OF ARTICLE 9 OF THE ARTICLES OF ASSOCIATION, FOR SONAECOM, SGPS, S.A. AND/OR SONAECOM, B.V. TO HOLD ORDINARY SHARES REPRESENTING MORE THAN 10% OF THE COMPANY S SHARE CAPITAL; THIS AUTHORIZATION IS SUBJECT TO THE OFFER S SUCCESS AND ASSUMES THAT THE TERMS, CONDITIONS AND CONSIDERATION OF THE TENDER OFFER FOR ALL OF THE SHARES OF THE COMPANY S SHARE CAPITAL, ANNOUNCE ON 12 JAN 2007 BY SONAECOM, SGPS, S.A. AND SONAECOM, B.V., ARE FINAL.

Management

Take
Act

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 38 of 205

- * PLEASE SEE ARTICLE 13 OF THE ARTICLES OF ASSOCIATION OF PORTUGAL TELECOM, SGPS S.A. CONCERNING THE ATTENDANCE AND THE EXERCISE OF VOTING RIGHTS AT THIS GENERAL MEETING OF SHAREHOLDERS. ARTICLE 13 CAN BE FOUND AT THE FOLLOWING URL: [HTTP://WW3.ICS.ADP.COM/STREETLINK_DATA/DIRGPICS/SAC605.PDF](http://WW3.ICS.ADP.COM/STREETLINK_DATA/DIRGPICS/SAC605.PDF)

Non-Voting

- * PLEASE NOTE THAT THE ARTICLES OF ASSOCIATION ESTABLISH A LIMITATION ON THE VOTES THAT MAY BE CAST BY EACH SHAREHOLDER, AS NUMBER 7 OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION PROVIDES THAT VOTES EXCEEDING 10% OF THE COMPANY S VOTES CORRESPONDING TO ITS SHARE CAPITAL SHALL NOT BE COUNTED. BY SUBMITTING YOUR VOTE, YOU ARE CONFIRMING THAT YOU ARE NOT VOTING 10% OR MORE OF THE COMPANY S VOTES CORRESPONDING TO ITS SHARE CAPITAL. PLEASE CONTACT YOUR ADP CLIENT SERVICE REPRESENTATIVE SHOULD YOU HAVE ANY QUESTIONS.

Non-Voting

- 1. ELECT THE VICE-CHAIRMAN AND SECRETARY OF THE GENERAL MEETING OF SHAREHOLDERS FOLLOWING THE TERMINATION OF THE OFFICE OF THE FORMER HOLDERS OF THESE POSITIONS.

Management

Take
Act

TYCO INTERNATIONAL LTD.

TYC

ISSUER: 902124106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo Ca
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	Fo
01	DIRECTOR	Management	Fo
	DENNIS C. BLAIR	Management	Fo
	EDWARD D. BREEN	Management	Fo
	BRIAN DUPERRAULT	Management	Fo
	BRUCE S. GORDON	Management	Fo
	RAJIV L. GUPTA	Management	Fo
	JOHN A. KROL	Management	Fo
	H. CARL MCCALL	Management	Fo
	BRENDAN R. O'NEILL	Management	Fo
	WILLIAM S. STAVROPOULOS	Management	Fo
	SANDRA S. WIJNBERG	Management	Fo
	JEROME B. YORK	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 39 of 205

 TYCO INTERNATIONAL LTD.

TYC

ISSUER: 902124106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	APPROVAL OF REVERSE STOCK SPLIT OF THE COMPANY S COMMON SHARES AT A SPLIT RATIO OF 1 FOR 4.	Management	Fo
1B	APPROVAL OF CONSEQUENTIAL AMENDMENT TO THE COMPANY S AMENDED AND RESTATED BYE-LAWS.	Management	Fo

 GALLAHER GROUP PLC

GLH

ISSUER: 363595109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
-----------------	----------	---------------	-------

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

E1	SPECIAL RESOLUTION GIVING EFFECT TO THE SCHEME	Management	Fo
C1	TO APPROVE THE PROPOSED SCHEME OF ARRANGEMENT REFERRED TO IN THE NOTICE	Management	Fo

FREEPORT-MCMORAN COPPER & GOLD INC.

FCXA

ISSUER: 35671D857

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF THE PROPOSED AMENDMENT TO THE FREEPORT-MCMORAN COPPER & GOLD INC. CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF FREEPORT-MCMORAN CAPITAL STOCK TO 750,000,000, TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF CLASS B COMMON STOCK TO 700,000,000, ALL AS MORE FULLY DESCRIBED IN THE JOINT PROXY STATEMENT/PROSPECTUS DATED FEBRUARY 12, 2007.	Management	Fo
03	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO PERMIT SOLICITATION OF ADDITIONAL PROXIES IN FAVOR OF EACH OF PROPOSAL 1 AND PROPOSAL 2.	Management	Fo
02	APPROVAL OF THE PROPOSED ISSUANCE OF SHARES OF FREEPORT-MCMORAN COMMON STOCK IN CONNECTION WITH THE TRANSACTION CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 18, 2006, AMONG FREEPORT-MCMORAN, PHELPS DODGE CORPORATION AND PANTHER ACQUISITION CORPORATION.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 40 of 205

HELLENIC TELECOMMUNICATIONS ORG. S.A

OTE

ISSUER: 423325307

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
-----------------	----------	---------------	-------

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

02	INITIATION OF A STOCK OPTION PLAN, AVAILABLE TO THE COMPANY S CEO AND AFFILIATED COMPANIES CEO S, IN ACCORDANCE WITH ARTICLE 42E, OF THE LAW 2190/1920. THE PLAN WILL BE AVAILABLE TO OTE EXECUTIVES SUBJECT TO THE RIGHT OF REFUSAL BASED ON PERFORMANCE CRITERIA (ARTICLE 13, PARAGRAPH 9 OF THE LAW 2190/1920).	Management	Fo
01	AMENDMENTS TO THE FOLLOWING ARTICLES OF ASSOCIATION: 9 (BOARD OF DIRECTORS), 13 (CHIEF EXECUTIVE OFFICER) AND 23 (ABSOLUTE QUORUM AND MAJORITY OF THE GENERAL ASSEMBLY OF SHAREHOLDERS), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
04	MISCELLANEOUS ANNOUNCEMENTS.	Management	Fo
03	SETTLEMENT OF THE DEBT PAYABLE TO OTE SA BY FIBRE OPTIC TELECOMMUNICATION NETWORK LTD BY REMISSION.	Management	Fo

 PHELPS DODGE CORPORATION

PD

ISSUER: 717265102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO PERMIT SOLICITATION OF ADDITIONAL PROXIES IN FAVOR OF PROPOSAL 1.	Management	Fo
01	APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 18, 2006, AMONG FREEPORT-MCMORAN COPPER AND GOLD INC., PHELPS DODGE CORPORATION AND PANTHER ACQUISITION CORPORATION, AS AMENDED.	Management	Fo

 WM. WRIGLEY JR. COMPANY

WWY

ISSUER: 982526105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	THOMAS A. KNOWLTON	Management	Fo
	STEVEN B. SAMPLE	Management	Fo
	ALEX SHUMATE	Management	Fo
	WILLIAM D. PEREZ	Management	Fo
03	TO RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR THE YEAR ENDING DECEMBER 31, 2007.	Management	Fo
02	AMENDMENT TO THE SECOND RESTATED CERTIFICATE	Management	Fo

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

OF INCORPORATION TO PERMIT AMENDMENT OF THE BYLAWS
OF THE COMPANY TO ADOPT MAJORITY VOTING FOR THE
ELECTION OF DIRECTORS.

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 41 of 205

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	THOMAS A. KNOWLTON	Management	Fo
	STEVEN B. SAMPLE	Management	Fo
	ALEX SHUMATE	Management	Fo
	WILLIAM D. PEREZ	Management	Fo
03	TO RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR THE YEAR ENDING DECEMBER 31, 2007.	Management	Fo
02	AMENDMENT TO THE SECOND RESTATED CERTIFICATE OF INCORPORATION TO PERMIT AMENDMENT OF THE BYLAWS OF THE COMPANY TO ADOPT MAJORITY VOTING FOR THE ELECTION OF DIRECTORS.	Management	Fo

CAREMARK RX, INC. CMX CONTEST

ISSUER: 141705103 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	TO APPROVE ANY ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, INCLUDING IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT AND THE APPROVAL OF THE MERGER.	Management	Fo
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED NOVEMBER 1, 2006, BY AND AMONG CVS CORPORATION, CAREMARK AND TWAIN MERGERSUB L.L.C., AS AMENDED BY AMENDMENT NO. 1, DATED JANUARY 16, 2007 AND TO APPROVE THE MERGER OF CAREMARK RX, INC. WITH AND INTO TWAIN MERGERSUB L.L.C., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

ENDESA SA, MADRID

ISSUER: E41222113

ISIN: ES0130670112

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

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THE AGENDA FOR THIS MEETING MAY BE VIEWED IN ENGLISH, FRENCH, AND GERMAN AT THE FOLLOWING LINK: HTTP://WW3.ICS.ADP.COM/STREETLINK_DATA/DIRGPICS/SA27F2.PDF	Non-Voting	
*	PLEASE NOTE THE BOARD OF DIRECTORS OF ENDESA HAS DETERMINED UNANIMOUSLY TO CANCEL THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGM) THAT HAD BEEN CALLED FOR 20 MARCH 2007 AT FIRST CALL AND FOR THE FOLLOWING DAY AT SECOND CALL. REGARDLESS OF THIS ENDESA HAS DECIDED TO PAY THE 0.15 CENT GROSS PER SHARE PREMIUM TO ALL INVESTORS WHO ARE ELIGIBLE HOLDERS ON RECORD DATE AND PARTICIPATE BY SENDING THEIR INSTRUCTIONS, THEREFORE SEND YOUR INSTRUCTIONS ACCORDING TO THE ESTABLISHED VOTING PROCEDURES. PLEASE NOTE ADDITIONAL INFORMATION REGARDING THE CANCELLATION OF THIS MEETING AND THE ATTENDANCE FEE CAN BE VIEWED AT HTTP://WW3.ICS.ADP.COM/STREETLINK_DATA/DIRGPICS/SA1794.DOC	Non-Voting	

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 42 of 205

1.	TO AMEND THE PRESENT ARTICLE 32 OF THE CORPORATE BYLAWS (LIMITATION OF VOTING RIGHTS), 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 BYLAWS. THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY.	Management	Fo
2.	TO AMEND THE PRESENT ARTICLE 37 OF THE CORPORATE BYLAWS (NUMBER AND CLASSES OF DIRECTORS), 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	Fo
3.	TO AMEND THE PRESENT ARTICLE 38 OF THE CORPORATE BYLAWS (TERM OF OFFICE OF DIRECTOR), BY RE-WORDING	Management	Fo

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

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 RE-ELECTED 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 SHOULD HAVE BEEN HELD. IF DURING THE TERM TO WHICH THE DIRECTORS WERE APPOINTED VACANCIES SHOULD TAKE PLACE, THE BOARD MAY APPOINT, FROM AMONG THE SHAREHOLDERS, THOSE PERSONS TO FILL THEM UNTIL THE FIRST GENERAL MEETING MEETS. THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY.

4. TO AMEND THE PRESENT ARTICLE 42 OF THE CORPORATE BYLAWS (INCOMPATIBILITIES OF DIRECTORS), 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

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

Management

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 43 of 205

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. 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:

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

(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 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.

* PLEASE NOTE THAT 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 FIFTEEN EURO CENTS GROSS PER SHARE 0.15 EUROS GROSS PER SHARE, TO BE PAID THROUGH THE MEMBER ENTITIES OF THE CLEARINGHOUSE SOCIEDAD DE GESTION DE LOS SISTEMAS DE REGISTRO, COMPENSACION Y LIQUIDACION DE VAIORES IBERCLEAR. 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.HTM&IDIOMA=EN&](http://WWW.ENDESA.ES/PORTAL/PORTADA?URL=/PORTAL/EN/DEFAULT.HTM&IDIOMA=EN&).
 THANK YOU.

Non-Voting

 ENDESA, S.A. ELE

ISSUER: 29258N107 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	APPROVAL OF THE AMENDMENT OF ARTICLE 37 OF THE CORPORATE BYLAWS (NUMBER OF CLASSES OF DIRECTORS).*	Management	Fo
01	APPROVAL OF THE AMENDMENT OF ARTICLE 32 OF THE CORPORATE BYLAWS (LIMITATION OF VOTING RIGHTS).*	Management	Fo
05	APPROVAL OF THE AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE EXECUTION AND IMPLEMENTATION OF THE RESOLUTIONS ADOPTED AT THE GENERAL MEETING, AS WELL AS TO SUBSTITUTE THE AUTHORITIES IT RECEIVES FROM THE GENERAL MEETING, AND GRANTING OF AUTHORITIES	Management	Fo

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

FOR PROCESSING THE SAID RESOLUTIONS AS A PUBLIC INSTRUMENT, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 44 of 205

04	APPROVAL OF THE AMENDMENT OF ARTICLE 42 OF THE CORPORATE BYLAWS (INCOMPATIBILITIES OF DIRECTORS).*	Management	Fo
03	APPROVAL OF THE AMENDMENT OF ARTICLE 38 OF THE CORPORATE BYLAWS (TERM OF OFFICE OF DIRECTOR).*	Management	Fo

 ADESA, INC.

KAR

ISSUER: 00686U104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	PROPOSAL TO ADJOURN OR POSTPONE 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 AND APPROVE THE MERGER AGREEMENT.	Management	Fo
01	PROPOSAL TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 22, 2006, BY AND AMONG ADESA, INC., KAR HOLDINGS II, LLC, KAR HOLDINGS, INC. AND KAR ACQUISITION, INC., PURSUANT TO WHICH KAR ACQUISITION, INC. WILL MERGE WITH AND INTO ADESA, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

 SABRE HOLDINGS CORPORATION

TSG

ISSUER: 785905100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 12, 2006, AMONG SABRE HOLDINGS CORPORATION, SOVEREIGN HOLDINGS, INC. AND SOVEREIGN MERGER SUB, INC. AND APPROVE THE MERGER.	Management	Fo

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

02 PROPOSAL TO APPROVE THE ADJOURNMENT OF THE MEETING, Management Fo
 IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL
 PROXIES.

 SCOTTISH POWER PLC SPI

ISSUER: 81013T804 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO CONSIDER AND, IF THOUGHT FIT, PASS A SPECIAL RESOLUTION TO APPROVE: (I) THE REORGANISATION OF THE COMPANY S SHARE CAPITAL REFERRED TO IN THE SCHEME; (II) THE CAPITAL REDUCTION AND THE ISSUE OF NEW SCOTTISHPOWER SHARES TO IBERDROLA PROVIDED FOR IN THE SCHEME; AND (III) THE AMENDMENTS TO THE ARTICLES IN ACCORDANCE WITH THE SCHEME AND IN THE MANNER DESCRIBED.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007 Report Date: 06/27/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST Page 45 of 205

01 TO APPROVE THE SCHEME OF ARRANGEMENT DATED FEBRUARY Management Fo
 26, 2007 BETWEEN THE COMPANY AND THE SCHEME SHAREHOLDERS
 AND TO AUTHORISE THE DIRECTORS TO TAKE ALL SUCH
 ACTION AS THEY MAY CONSIDER NECESSARY OR APPROPRIATE
 FOR CARRYING THE SCHEME INTO EFFECT.

 EDISON SPA, MILANO
 ISSUER: T3552V114 ISIN: IT0003152417 BLOCKING
 SEDOL: B06MTB3, 7513578, B1BK8V2, 7519822

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
3.	APPROVE TO EXTEND THE AUDITING OFFICE TERMS TO PRICEWATERHOUSECOOPERS S.P.A. FOR THE YEARS 2008, 2009 AND 2010	Management	Take Act
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 06 APR 2007. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS	Non-Voting	

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

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.

*	PLEASE NOTE THAT THIS IS AN AGM. THANK YOU.	Non-Voting	
1.	APPOINT 1 DIRECTOR	Management	Take Act
2.	APPROVE THE BALANCE SHEET AS OF 31 DEC 2006, CONSEQUENTIAT AND RELATED RESOLUTIONS	Management	Take Act

FOUR SEASONS HOTELS INC.

FS

ISSUER: 35100E104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THE SPECIAL RESOLUTION APPROVING THE ARRANGEMENT (THE ARRANGEMENT) UNDER SECTION 182 OF THE BUSINESS CORPORATIONS ACT (ONTARIO) INVOLVING THE CORPORATION, ITS SHAREHOLDERS AND FS ACQUISITION CORP., A BRITISH COLUMBIA COMPANY THAT IS OWNED BY TRIPLES HOLDINGS LIMITED AND AFFILIATES OF KINGDOM HOTELS INTERNATIONAL AND CASCADE INVESTMENT, L.L.C., THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION DATED MARCH 5, 2007.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 46 of 205

HARRAH'S ENTERTAINMENT, INC.

HET

ISSUER: 413619107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 19, 2006, AMONG HAMLET HOLDINGS LLC, HAMLET MERGER INC. AND HARRAH S ENTERTAINMENT, INC.	Management	Fo

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

02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management	Fo
----	--	------------	----

MORGAN STANLEY

MS

ISSUER: 617446448

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECT ROY J. BOSTOCK	Management	Fo
1B	ELECT ERSKINE B. BOWLES	Management	Fo
1C	ELECT HOWARD J. DAVIES	Management	Fo
1D	ELECT C. ROBERT KIDDER	Management	Fo
1E	ELECT JOHN J. MACK	Management	Fo
1F	ELECT DONALD T. NICOLAISEN	Management	Fo
1G	ELECT CHARLES H. NOSKI	Management	Fo
1H	ELECT HUTHAM S. OLAYAN	Management	Fo
1I	ELECT CHARLES E. PHILLIPS, JR.	Management	Fo
1J	ELECT O. GRIFFITH SEXTON	Management	Fo
1K	ELECT LAURA D. TYSON	Management	Fo
1L	ELECT KLAUS ZUMWINKEL	Management	Fo
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR	Management	Fo
03	TO APPROVE THE 2007 EQUITY INCENTIVE COMPENSATION PLAN	Management	Agai
04	SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE	Shareholder	Agai
05	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION ADVISORY VOTE	Shareholder	Agai

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 47 of 205

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

 THE BANK OF NEW YORK COMPANY, INC.

BK

ISSUER: 064057102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	MR. BIONDI	Management	Fo
	MR. DONOFRIO	Management	Fo
	MR. HASSELL	Management	Fo
	MR. KOGAN	Management	Fo
	MR. KOWALSKI	Management	Fo
	MR. LUKE	Management	Fo
	MS. REIN	Management	Fo
	MR. RENYI	Management	Fo
	MR. RICHARDSON	Management	Fo
	MR. SCOTT	Management	Fo
	MR. VAUGHAN	Management	Fo
03	SHAREHOLDER PROPOSAL WITH RESPECT TO SIMPLE MAJORITY VOTING	Shareholder	Agai
02	A VOTE FOR RATIFICATION OF AUDITORS	Management	Fo
05	SHAREHOLDER PROPOSAL WITH RESPECT TO EXECUTIVE COMPENSATION.	Shareholder	Agai
04	SHAREHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shareholder	Agai

 SCHLUMBERGER LIMITED (SCHLUMBERGER N

SLB

ISSUER: 806857108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	P. CAMUS	Management	Fo
	J.S. GORELICK	Management	Fo
	A. GOULD	Management	Fo
	T. ISAAC	Management	Fo
	N. KUDRYAVTSEV	Management	Fo
	A. LAJOUS	Management	Fo
	M.E. MARKS	Management	Fo
	D. PRIMAT	Management	Fo
	L.R. REIF	Management	Fo
	T.I. SANDVOLD	Management	Fo
	N. SEYDOUX	Management	Fo
	L.G. STUNTZ	Management	Fo
	R. TALWAR	Management	Fo

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

02	ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS.	Management	Fo
03	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 48 of 205

 VALLEY NATIONAL BANCORP

VLV

ISSUER: 919794107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG AS VALLEY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo
01	DIRECTOR	Management	Fo
	ANDREW B. ABRAMSON	Management	Fo
	PAMELA R. BRONANDER	Management	Fo
	ERIC P. EDELSTEIN	Management	Fo
	MARY J.S. GUILFOILE	Management	Fo
	H. DALE HEMMERDINGER	Management	Fo
	GRAHAM O. JONES	Management	Fo
	WALTER H. JONES, III	Management	Fo
	GERALD KORDE	Management	Fo
	MICHAEL L. LARUSSO	Management	Fo
	GERALD H. LIPKIN	Management	Fo
	ROBINSON MARKEL	Management	Fo
	ROBERT E. MCENTEE	Management	Fo
	RICHARD S. MILLER	Management	Fo
	BARNETT RUKIN	Management	Fo

 WADDELL & REED FINANCIAL, INC.

WDR

ISSUER: 930059100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo

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

		HENRY J. HERRMANN	Management	Fo
		JAMES M. RAINES	Management	Fo
		WILLIAM L. ROGERS	Management	Fo
02	APPROVAL OF AN AMENDMENT TO THE WADDELL & REED FINANCIAL, INC. STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED, TO ELIMINATE (1) THE COMPANY S ABILITY TO ISSUE INCENTIVE STOCK OPTIONS, (2) THE TEN-YEAR TERM OF THE PLAN, AND (3) THE COMPANY S ABILITY TO ADD BACK TO THE POOL OF SHARES RESERVED FOR ISSUANCE UNDER THE PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.		Management	Fo
03	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2007.		Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 49 of 205

 BP P.L.C.

BP

ISSUER: 055622104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
S24	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS	Management	Fo
23	TO GIVE AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT	Management	Fo
S22	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY	Management	Fo
21	TO AUTHORIZE THE USE OF ELECTRONIC COMMUNICATIONS	Management	Fo
20	TO GIVE LIMITED AUTHORITY TO MAKE POLITICAL DONATIONS AND INCUR POLITICAL EXPENDITURE	Management	Fo
19	TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO SET THEIR REMUNERATION	Management	Fo
03	DIRECTOR	Management	Fo
	DR D C ALLEN	Management	Fo
	LORD BROWNE	Management	Fo
	MR A BURGANS	Management	Fo
	SIR WILLIAM CASTELL	Management	Fo
	MR I C CONN	Management	Fo
	MR E B DAVIS, JR	Management	Fo
	MR D J FLINT	Management	Fo
	DR B E GROTE	Management	Fo
	DR A B HAYWARD	Management	Fo

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

		MR A G INGLIS	Management	Fo
		DR D S JULIUS	Management	Fo
		SIR TOM MCKILLOP	Management	Fo
		MR J A MANZONI	Management	Fo
		DR W E MASSEY	Management	Fo
		SIR IAN PROSSER	Management	Fo
		MR P D SUTHERLAND	Management	Fo
02	TO APPROVE THE DIRECTORS REMUNERATION REPORT		Management	Fo
01	TO RECEIVE THE DIRECTORS ANNUAL REPORT AND ACCOUNTS		Management	Fo

 LEHMAN BROTHERS HOLDINGS INC.

LEH

ISSUER: 524908100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
04	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shareholder	Agai
03	APPROVE AN AMENDMENT TO LEHMAN BROTHERS HOLDINGS INC. 2005 STOCK INCENTIVE PLAN.	Management	Agai
02	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2007 FISCAL YEAR BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS.	Management	Fo
1J	ELECTION OF DIRECTOR: JOHN D. MACOMBER	Management	Fo
1I	ELECTION OF DIRECTOR: HENRY KAUFMAN	Management	Fo
1H	ELECTION OF DIRECTOR: ROLAND A. HERNANDEZ	Management	Fo
1G	ELECTION OF DIRECTOR: SIR CHRISTOPHER GENT	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 50 of 205

1F	ELECTION OF DIRECTOR: RICHARD S. FULD, JR.	Management	Fo
1E	ELECTION OF DIRECTOR: MARSHA JOHNSON EVANS	Management	Fo
1D	ELECTION OF DIRECTOR: THOMAS H. CRUIKSHANK	Management	Fo
1C	ELECTION OF DIRECTOR: ROGER S. BERLIND	Management	Fo
1B	ELECTION OF DIRECTOR: JOHN F. AKERS	Management	Fo
1A	ELECTION OF DIRECTOR: MICHAEL L. AINSLIE	Management	Fo

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

MACDERMID, INCORPORATED

MRD

ISSUER: 554273102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 15, 2006, AMONG MACDERMID, INCORPORATED, MDI HOLDINGS, LLC. AND MATRIX ACQUISITION CORP. (THE MERGER AGREEMENT).	Management	Fo
02	TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER AGREEMENT.	Management	Fo

T. ROWE PRICE GROUP, INC.

TROW

ISSUER: 74144T108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR EDWARD C. BERNARD JAMES T. BRADY J. ALFRED BROADDUS, JR. DONALD B. HEBB, JR. JAMES A.C. KENNEDY BRIAN C. ROGERS DR. ALFRED SOMMER DWIGHT S. TAYLOR ANNE MARIE WHITTEMORE	Management Management Management Management Management Management Management Management Management	Fo Fo Fo Fo Fo Fo Fo Fo Fo
02	APPROVAL OF THE 2007 NON-EMPLOYEE DIRECTOR EQUITY PLAN.	Management	Agai
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS PRICE GROUP S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
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	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 51 of 205

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

COMPANIA DE TELECOMUNICACIONES DE CH

CTC

ISSUER: 204449300

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote Category
E1	APPROVAL OF CAPITAL REDUCTION OF CH\$48,815,011,335 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, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.*	Management	For
E3	APPROVAL TO ADOPT THE NECESSARY PROCEDURES TO FORMALIZE THE AGREEMENTS REACHED AT THE EXTRAORDINARY SHAREHOLDERS MEETING.	Management	For
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, 2006, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.*	Management	For
A2	APPROVAL OF DISTRIBUTION OF NET INCOME FOR FISCAL YEAR ENDED DECEMBER 31, 2006 AND THE PAYMENT OF A FINAL DIVIDEND, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	For
A4	APPROVAL TO APPOINT THE INDEPENDENT AUDITORS FOR FISCAL YEAR 2007, AND TO DETERMINE THEIR COMPENSATION.	Management	For
A5	APPROVAL TO APPOINT THE DOMESTIC CREDIT RATING AGENCIES AND TO DETERMINE THEIR COMPENSATION, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	For
A12	APPROVAL OF THE INVESTMENT AND FINANCING STRATEGY PROPOSED BY MANAGEMENT (ACCORDING TO DECREE LAW 3,500), AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	For
A9	APPROVAL OF THE COMPENSATION FOR THE DIRECTORS COMMITTEE MEMBERS AND OF THE DIRECTORS COMMITTEE BUDGET, TO BE ASSIGNED UNTIL THE NEXT GENERAL SHAREHOLDERS MEETING, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	For
A10	APPROVAL OF THE COMPENSATION FOR THE AUDIT COMMITTEE MEMBERS AND OF THE AUDIT COMMITTEE BUDGET, TO BE ASSIGNED UNTIL THE NEXT GENERAL SHAREHOLDERS MEETING, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	For
A15	APPROVAL OF A SANTIAGO NEWSPAPER IN WHICH TO PUBLISH THE NOTICES FOR FUTURE SHAREHOLDERS MEETINGS AND DIVIDEND PAYMENTS, IF APPROPRIATE, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	For

RIO TINTO PLC

RTP

ISSUER: 767204100

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	AUTHORITY TO ALLOT RELEVANT SECURITIES UNDER SECTION 80 OF THE COMPANIES ACT 1985	Management	Fo
02	AUTHORITY TO ALLOT EQUITY SECURITIES FOR CASH UNDER SECTION 89 OF THE COMPANIES ACT 1985	Management	Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 06/27/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 52 of 205

03	AUTHORITY TO PURCHASE RIO TINTO PLC SHARES BY THE COMPANY OR RIO TINTO LIMITED	Management	Fo
04	TO APPROVE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND THE CONSTITUTION OF RIO TINTO LIMITED	Management	Fo
05	ELECTION OF MICHAEL FITZPATRICK	Management	Fo
06	RE-ELECTION OF ASHTON CALVERT	Management	Fo
07	RE-ELECTION OF GUY ELLIOTT	Management	Fo
08	RE-ELECTION OF LORD KERR	Management	Fo
09	RE-ELECTION OF SIR RICHARD SYKES	Management	Fo
10	RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF RIO TINTO PLC AND TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE THEIR REMUNERATION	Management	Fo
11	APPROVAL OF THE REMUNERATION REPORT	Management	Fo
12	TO RECEIVE THE FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2006	Management	Fo

ELI LILLY AND COMPANY

LLY

ISSUER: 532457108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	W. BISCHOFF	Management	Fo
	J.M. COOK	Management	Fo
	F.G. PRENDERGAST	Management	Fo
	K.P. SEIFERT	Management	Fo
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT	Management	Fo

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

	COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITORS FOR 2007.		
03	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF DIRECTORS.	Management	Fo
04	REAPPROVE PERFORMANCE GOALS FOR THE COMPANY S STOCK PLANS.	Management	Fo
05	PROPOSAL BY SHAREHOLDERS ON EXTENDING THE COMPANY S ANIMAL CARE AND USE POLICY TO CONTRACT LABS.	Shareholder	Agai
06	PROPOSAL BY SHAREHOLDERS ON INTERNATIONAL OUTSOURCING OF ANIMAL RESEARCH.	Shareholder	Agai
07	PROPOSAL BY SHAREHOLDERS ON SEPARATING THE ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER.	Shareholder	Agai
08	PROPOSAL BY SHAREHOLDERS ON AMENDING THE ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE BYLAWS.	Shareholder	Agai
09	PROPOSAL BY SHAREHOLDERS ON ADOPTING A SIMPLE MAJORITY VOTE STANDARD.	Shareholder	Agai

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 53 of 205

CITIGROUP INC.

C

ISSUER: 172967101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: C. MICHAEL ARMSTRONG.	Management	Fo
1B	ELECTION OF DIRECTOR: ALAIN J.P. BELDA.	Management	Fo
1C	ELECTION OF DIRECTOR: GEORGE DAVID.	Management	Fo
1D	ELECTION OF DIRECTOR: KENNETH T. DERR.	Management	Fo
1E	ELECTION OF DIRECTOR: JOHN M. DEUTCH.	Management	Fo
1F	ELECTION OF DIRECTOR: ROBERTO HERNANDEZ RAMIREZ.	Management	Fo
1G	ELECTION OF DIRECTOR: KLAUS KLEINFELD.	Management	Fo
1H	ELECTION OF DIRECTOR: ANDREW N. LIVERIS.	Management	Fo
1I	ELECTION OF DIRECTOR: ANNE MULCAHY.	Management	Fo
1J	ELECTION OF DIRECTOR: RICHARD D. PARSONS.	Management	Fo
1K	ELECTION OF DIRECTOR: CHARLES PRINCE.	Management	Fo

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

1L	ELECTION OF DIRECTOR: JUDITH RODIN.	Management	Fo
1M	ELECTION OF DIRECTOR: ROBERT E. RUBIN.	Management	Fo
1N	ELECTION OF DIRECTOR: FRANKLIN A. THOMAS.	Management	Fo
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.	Shareholder	Agai
04	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Agai
05	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON CHARITABLE CONTRIBUTIONS.	Shareholder	Agai
06	SHAREOWNER PROPOSAL REQUESTING AN ADVISORY RESOLUTION TO RATIFY EXECUTIVE COMPENSATION.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL REQUESTING THAT CEO COMPENSATION BE LIMITED TO NO MORE THAN 100 TIMES THE AVERAGE COMPENSATION PAID TO WORLDWIDE EMPLOYEES.	Shareholder	Agai
08	STOCKHOLDER PROPOSAL REQUESTING THAT THE CHAIRMAN OF THE BOARD HAVE NO MANAGEMENT DUTIES, TITLES OR RESPONSIBILITIES.	Shareholder	Agai
09	STOCKHOLDER PROPOSAL REQUESTING THAT STOCK OPTIONS BE SUBJECT TO A FIVE-YEAR SALES RESTRICTION.	Shareholder	Agai
10	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shareholder	Agai
11	STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HAVE THE RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Agai

 FIFTH THIRD BANCORP

FITB

ISSUER: 316773100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	PROPOSAL TO AMEND ARTICLE VII OF THE CODE OF REGULATIONS, AS AMENDED, TO PROVIDE FOR THE ISSUANCE OF UNCERTIFICATED SHARES.	Management	Fo
01	DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 54 of 205

DARRYL F. ALLEN	Management	Fo
JOHN F. BARRETT	Management	Fo
JAMES P. HACKETT	Management	Fo
GARY R. HEMINGER	Management	Fo
JOAN R. HERSCHDEDE	Management	Fo

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

	ALLEN M. HILL	Management	Fo
	KEVIN T. KABAT	Management	Fo
	ROBERT L. KOCH II	Management	Fo
	M.D. LIVINGSTON, PH.D.	Management	Fo
	HENDRIK G. MEIJER	Management	Fo
	JAMES E. ROGERS	Management	Fo
	GEORGE A. SCHAEFER, JR.	Management	Fo
	JOHN J. SCHIFF, JR.	Management	Fo
	DUDLEY S. TAFT	Management	Fo
	THOMAS W. TRAYLOR	Management	Fo
03	PROPOSAL TO APPROVE THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR 2007.	Management	Fo

FIRST HORIZON NATIONAL CORPORATION

FHN

ISSUER: 320517105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		ROBERT C. BLATTBERG**	Management	Fo
		MICHAEL D. ROSE**	Management	Fo
		LUKE YANCY III**	Management	Fo
		GERALD L. BAKER*	Management	Fo
02	RE-APPROVAL OF FHNC S 2002 MANAGEMENT INCENTIVE PLAN, AS AMENDED.		Management	Fo
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS.		Management	Fo

KAMAN CORPORATION

KAMN

ISSUER: 483548103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		EILEEN S. KRAUS	Management	Fo
		RICHARD J. SWIFT	Management	Fo
02	RATIFICATION OF SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY.		Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 55 of 205

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

PUBLIC SERVICE ENTERPRISE GROUP INC.

PEG

ISSUER: 744573106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
07	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2007.	Management	Fo
06	APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO ELIMINATE PRE-EMPTIVE RIGHTS.	Management	Fo
05	APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING IF THE ELIMINATION OF THE CLASSIFIED BOARD PURSUANT TO PROPOSAL 4 IS APPROVED.	Management	Fo
04	APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO ELIMINATE CLASSIFICATION OF THE BOARD OF DIRECTORS, IF ELIMINATION OF CUMULATIVE VOTING PURSUANT TO PROPOSAL 5 IS APPROVED.	Management	Fo
03	APPROVE THE ADOPTION OF THE 2007 EQUITY COMPENSATION PLAN FOR OUTSIDE DIRECTORS.	Management	Fo
02	APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON STOCK FROM 500 MILLION TO 1 BILLION SHARES.	Management	Fo
01	DIRECTOR	Management	Fo
	ERNEST H. DREW*	Management	Fo
	WILLIAM V. HICKEY**	Management	Fo
	RALPH IZZO**	Management	Fo
	RICHARD J. SWIFT**	Management	Fo

THE HERSHEY COMPANY

HSY

ISSUER: 427866108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	J.A. BOSCIA	Management	Fo
	R.H. CAMPBELL	Management	Fo
	R.F. CAVANAUGH	Management	Fo
	G.P. COUGHLAN	Management	Fo
	H. EDELMAN	Management	Fo
	B.G. HILL	Management	Fo
	A.F. KELLY, JR.	Management	Fo

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

		R.H. LENNY	Management	Fo
		M.J. MCDONALD	Management	Fo
		M.J. TOULANTIS	Management	Fo
02	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2007.		Management	Fo
03	APPROVE THE HERSHEY COMPANY EQUITY AND INCENTIVE COMPENSATION PLAN.		Management	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 56 of 205

 WACHOVIA CORPORATION

WB

ISSUER: 929903102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
06	A STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS OF DIRECTOR NOMINEES.	Shareholder	Agai
05	A STOCKHOLDER PROPOSAL REGARDING NON-BINDING STOCKHOLDER VOTE RATIFYING EXECUTIVE COMPENSATION.	Shareholder	Agai
04	A WACHOVIA PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS AUDITORS FOR THE YEAR 2007.	Management	Fo
03	A WACHOVIA PROPOSAL TO AMEND WACHOVIA S ARTICLES OF INCORPORATION TO PROVIDE FOR MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS.	Management	Fo
02	A WACHOVIA PROPOSAL TO AMEND WACHOVIA S ARTICLES OF INCORPORATION TO ELIMINATE THE PROVISIONS CLASSIFYING THE TERMS OF ITS BOARD OF DIRECTORS.	Management	Fo
01	DIRECTOR	Management	Fo
	ERNEST S. RADY***	Management	Fo
	JERRY GITT**	Management	Fo
	JOHN T. CASTEEN, III*	Management	Fo
	MARYELLEN C. HERRINGER*	Management	Fo
	JOSEPH NEUBAUER*	Management	Fo
	TIMOTHY D. PROCTOR*	Management	Fo
	VAN L. RICHEY*	Management	Fo
	DONA DAVIS YOUNG*	Management	Fo
08	A STOCKHOLDER PROPOSAL REGARDING SEPARATING THE OFFICES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER.	Shareholder	Agai
07	A STOCKHOLDER PROPOSAL REGARDING REPORTING POLITICAL CONTRIBUTIONS.	Shareholder	Agai

 WASHINGTON MUTUAL, INC.

WM

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

ISSUER: 939322103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	ANNE V. FARRELL	Management	Fo
	STEPHEN E. FRANK	Management	Fo
	KERRY K. KILLINGER	Management	Fo
	THOMAS C. LEPPERT	Management	Fo
	CHARLES M. LILLIS	Management	Fo
	PHILLIP D. MATTHEWS	Management	Fo
	REGINA T. MONTOYA	Management	Fo
	MICHAEL K. MURPHY	Management	Fo
	MARGARET OSMER MCQUADE	Management	Fo
	MARY E. PUGH	Management	Fo
	WILLIAM G. REED, JR.	Management	Fo
	ORIN C. SMITH	Management	Fo
	JAMES H. STEVER	Management	Fo
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITOR FOR 2007	Management	Fo
03	SHAREHOLDER PROPOSAL RELATING TO THE COMPANY S EXECUTIVE RETIREMENT PLAN POLICIES	Shareholder	Agai
04	SHAREHOLDER PROPOSAL RELATING TO THE COMPANY S DIRECTOR ELECTION PROCESS	Shareholder	Agai
05	SHAREHOLDER PROPOSAL RELATING TO THE COMPANY S DIRECTOR NOMINEE QUALIFICATION REQUIREMENTS	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 57 of 205

DOW JONES & COMPANY, INC.

DJ

ISSUER: 260561105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JON E. BARFIELD	Management	Fo
	LEWIS B. CAMPBELL	Management	Fo
	EDUARDO CASTRO-WRIGHT	Management	Fo
	JOHN M. ENGLER	Management	Fo

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

		HARVEY GOLUB	Management	Fo
		DIETER VON HOLTZBRINCK	Management	Fo
		FRANK N. NEWMAN	Management	Fo
		CHRISTOPHER BANCROFT	Management	Fo
		JOHN F. BROCK	Management	Fo
		MICHAEL B. ELEFANTE	Management	Fo
		LESLIE HILL	Management	Fo
		M. PETER MCPHERSON	Management	Fo
		DAVID K.P. LI	Management	Fo
		PAUL SAGAN	Management	Fo
		ELIZABETH STEELE	Management	Fo
		RICHARD F. ZANNINO	Management	Fo
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2007.		Management	Fo
03	APPROVING THE DOW JONES 2001 LONG-TERM INCENTIVE PLAN AS AMENDED AND RESTATED, INCLUDING AN INCREASE IN THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE THEREUNDER BY 2,100,000 SHARES FROM 10,500,000 TO 12,600,000 SHARES.		Management	Agai
04	STOCKHOLDER PROPOSAL TO REQUIRE THAT DIFFERENT PERSONS SERVE IN THE POSITIONS OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER AND THAT THE CHAIRMAN NOT BE A CURRENT OR FORMER EXECUTIVE OF THE COMPANY.		Shareholder	Agai

SONOCO PRODUCTS COMPANY

SON

ISSUER: 835495102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		F.L.H. COKER	Management	Fo
		C.C. FORT	Management	Fo
		J.H. MULLIN, III	Management	Fo
		T.E. WHIDDON	Management	Fo
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY.		Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 58 of 205

TD BANKNORTH INC.

BNK

ISSUER: 87235A101

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 19, 2006, AMONG TD BANKNORTH INC., THE TORONTO-DOMINION BANK AND BONN MERGER CO.	Management	Fo

THE COCA-COLA COMPANY

KO

ISSUER: 191216100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Management	Fo
1B	ELECTION OF DIRECTOR: RONALD W. ALLEN	Management	Fo
1C	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Management	Fo
1D	ELECTION OF DIRECTOR: BARRY DILLER	Management	Fo
1E	ELECTION OF DIRECTOR: E. NEVILLE ISDELL	Management	Fo
1F	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Management	Fo
1G	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Management	Fo
1H	ELECTION OF DIRECTOR: SAM NUNN	Management	Fo
1I	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Management	Fo
1J	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Management	Fo
1K	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Management	Fo
03	APPROVAL OF THE PERFORMANCE INCENTIVE PLAN OF THE COCA-COLA COMPANY	Management	Fo
04	SHAREOWNER PROPOSAL REGARDING MANAGEMENT COMPENSATION	Shareholder	Agai
05	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON THE COMPENSATION COMMITTEE REPORT	Shareholder	Agai
06	SHAREOWNER PROPOSAL REGARDING CHEMICAL AND BIOLOGICAL TESTING	Shareholder	Agai
07	SHAREOWNER PROPOSAL REGARDING STUDY AND REPORT ON EXTRACTION OF WATER IN INDIA	Shareholder	Agai
08	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shareholder	Agai

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 59 of 205

 IDEARC INC. IAR

ISSUER: 451663108 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JOHN J. MUELLER	Management	Fo
	JERRY V. ELLIOTT	Management	Fo
	KATHERINE J. HARLESS	Management	Fo
	DONALD B. REED	Management	Fo
	STEPHEN L. ROBERTSON	Management	Fo
	THOMAS S. ROGERS	Management	Fo
	PAUL E. WEAVER	Management	Fo
02	RATIFICATION OF ERNST & YOUNG LLP AS IDEARC S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

 LONGVIEW FIBRE COMPANY LFB

ISSUER: 543213102 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 2, 2007, AS AMENDED (THE MERGER AGREEMENT), BY AND AMONG LONGVIEW FIBRE COMPANY (LONGVIEW), BROOKFIELD ASSET MANAGEMENT INC. AND HORIZON ACQUISITION CO. (SUB) AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE MERGER, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
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	Fo

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

REGIONS FINANCIAL CORPORATION

RF

ISSUER: 7591EP100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	ELECTION OF DIRECTOR: SAMUEL W. BARTHOLOMEW, JR.	Management	Fo
1B	ELECTION OF DIRECTOR: SUSAN W. MATLOCK	Management	Fo
1C	ELECTION OF DIRECTOR: JACKSON W. MOORE	Management	Fo
1D	ELECTION OF DIRECTOR: ALLEN B. MORGAN, JR.	Management	Fo
1E	ELECTION OF DIRECTOR: JOHN R. ROBERTS	Management	Fo
1F	ELECTION OF DIRECTOR: LEE J. STYSLINGER III	Management	Fo
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo
03	DECLASSIFICATION AMENDMENT	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 60 of 205

VIVENDI, PARIS

ISSUER: F97982106

ISIN: FR0000127771

SEDOL: B0CR3H6, B1G0HP4, 4834777, 4859587, B0334V4, B11SBW8, 4841379, 4863470

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO DELETION OF COMMENT. 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	
*	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU.	Non-Voting	
O.1	RECEIVE THE REPORTS OF THE EXECUTIVE COMMITTEE AND THE AUDITORS, APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE IN 2006, AS PRESENTED, SHOWING EARNINGS OF EUR 4,412,354,584.59	Management	Fo
O.2	RECEIVE THE REPORTS OF THE EXECUTIVE COMMITTEE AND THE AUDITORS, APPROVE THE CONSOLIDATED FINANCIAL	Management	Fo

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

STATEMENTS FOR THE SAID FY, IN THE FORM PRESENTED
TO THE MEETING

- | | | | |
|-----|--|------------|----|
| O.3 | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L.225-88 OF THE FRENCH COMMERCIAL CODE, APPROVE SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN | Management | Fo |
| O.4 | APPROVE THE RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE AND RESOLVES THAT THE DISTRIBUTABLE INCOME FOR THE FY BE APPROPRIATED AS FOLLOWS:
INCOME FOR THE FY: EUR 4,412,354,584.59 RETAINED EARNINGS: EUR 10,389,661,400.91 TOTAL: EUR 14,802,015,985.50
ALLOCATED TO: LEGAL RESERVE: EUR 1,956,028.25
DIVIDENDS: EUR 1,386,784,539.60 OTHER RESERVES: EUR 11,213,275,417.65 RETAINED EARNINGS: EUR 2,200,000,000.00 TOTAL: EUR 14,802,015,985.50
THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 1.20 PER SHARE AND WILL ENTITLE TO THE 40% DEDUCTION PROVIDED BY THE FRENCH TAX CODE; THIS DIVIDEND WILL BE PAID ON 26 APR 2007; AS REQUIRED BYLAW | Management | Fo |
| O.5 | RATIFY THE CO-OPTATION OF MR. MEHDI DAZI AS SUPERVISORY BOARD MEMBER UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2008 | Management | Fo |
| O.6 | AUTHORIZE THE EXECUTIVE COMMITTEE TO TRADE IN THE COMPANY S SHARES ON THE STOCK MARKET OR OTHERWISE SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 45.00 MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE SHARE CAPITAL, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 4,000,000,000.00; AUTHORITY EXPIRES ON 18-MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; THIS AUTHORIZATION SUPERSEDES THE REMAINING PERIOD OF THE AUTHORIZATION GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 20 APR 2006 IN ITS RESOLUTION E.10 | Management | Fo |

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 61 of 205

- | | | | |
|-----|--|------------|----|
| E.7 | AUTHORIZE THE EXECUTIVE COMMITTEE TO DECIDE ON 1 OR MORE CAPITAL INCREASES, IN FRANCE OR ABROAD, BY A MAXIMUM NOMINAL AMOUNT OF EUR 1,000,000,000.00, BY ISSUANCE, WITH PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF COMMON SHARES AND SECURITIES GIVING ACCESS TO THE CAPITAL; AUTHORITY EXPIRES ON 26-MONTH PERIOD; THE NUMBER OF SECURITIES TO BE ISSUED MAY BE INCREASED IN ACCORDANCE WITH THE CONDITIONS GOVERNED BY ARTICLE L.225-135-1 OF THE FRENCH COMMERCIAL CODE; AND TO CHARGE THE SHARE ISSUANCE COSTS AGAINST THE RELATED PREMIUMS AND DEDUCT FROM THE PREMIUMS THE AMOUNTS NECESSARY TO FUND | Management | Fo |
|-----|--|------------|----|

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

THE LEGAL RESERVE; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT, PARTICULARLY IN THE 1 GIVEN BY THE SHAREHOLDERS MEETING DATED 28 APR 2005 IN THE RESOLUTION 7

- | | | | |
|-----|--|------------|----|
| E.8 | AUTHORIZE THE EXECUTIVE COMMITTEE TO DECIDE ON 1 OR MORE CAPITAL INCREASES, IN FRANCE OR ABROAD, BY A MAXIMUM NOMINAL AMOUNT OF EUR 500,000,000.00, BY ISSUANCE, WITH CANCELLATION OF THE SHAREHOLDERS PREFERRED SUBSCRIPTION RIGHTS, OF COMMON SHARES AND SECURITIES GIVING ACCESS TO THE CAPITAL; AUTHORITY EXPIRES ON 26-MONTH PERIOD; THE NUMBER OF SECURITIES TO BE ISSUED MAY BE INCREASED IN ACCORDANCE WITH THE CONDITIONS GOVERNED BY ARTICLE L.225-135-1 OF THE FRENCH COMMERCIAL CODE; THE SHAREHOLDERS MEETING AUTHORIZES, FOR THE SAME PERIOD, THE EXECUTIVE COMMITTEE TO INCREASE THE SHARE CAPITAL, UP TO 10% OF THE SHARE CAPITAL, IN CONSIDERATION FOR THE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF CAPITAL SECURITIES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL; THE EXECUTIVE COMMITTEE MAY ALSO PROCEED WITH A CAPITAL INCREASE IN CONSIDERATION FOR SECURITIES TENDERED IN A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY CONCERNING THE SHARES OF ANOTHER COMPANY; AND TO CHARGE THE SHARE ISSUANCE COSTS AGAINST THE RELATED PREMIUMS AND DEDUCT FROM THE PREMIUMS THE AMOUNTS NECESSARY TO FUND THE LEGAL RESERVE; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT, PARTICULARLY IN THE 1 GIVEN BY THE SHAREHOLDERS MEETING DATED 28 APR 2005 IN THE RESOLUTION 8; THE AMOUNT OF CAPITAL INCREASES CARRIED OUT BY VIRTUE OF THE PRESENT RESOLUTION SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN THE RESOLUTION E.7 | Management | Fo |
| E.9 | AUTHORIZE THE EXECUTIVE COMMITTEE TO DECIDE ON 1 OR MORE CAPITAL INCREASES, UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 500,000,000.00 BY WAY OF CAPITALIZING RESERVES, PROFITS, PREMIUMS OR OTHER MEANS, PROVIDED THAT SUCH CAPITALIZATION IS ALLOWED BYLAW AND UNDER THE BY-LAWS, BY ISSUING BONUS SHARES OR RAISING THE PAR VALUE OF EXISTING SHARES; AUTHORITY EXPIRES ON 26-MONTH PERIOD; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT, PARTICULARLY THE 1 GIVEN BY THE SHAREHOLDER S MEETING DATED 28 APR 2005 IN THE RESOLUTION 10; THE AMOUNT OF CAPITAL INCREASES CARRIED OUT BY VIRTUE OF THE PRESENT RESOLUTION SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN THE RESOLUTION E.7 | Management | Fo |

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

E.10	<p>AUTHORIZE THE EXECUTIVE COMMITTEE TO INCREASE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS, IN FAVOUR OF EMPLOYEES, AND FORMER EMPLOYEES OF THE COMPANY AND COMPANIES OF THE VIVENDI GROUP, WHO ARE MEMBERS OF THE GROUP SAVINGS PLAN; AUTHORITY EXPIRES ON 26-MONTH PERIOD; AND FOR A TOTAL NUMBER OF SHARES THAT SHALL NOT EXCEED 1.5% OF THE SHARE CAPITAL; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT, PARTICULARLY THE 1 GIVEN BY THE SHAREHOLDER S MEETING DATED 28 APR 2006 IN ITS RESOLUTION 11; THE AMOUNT OF CAPITAL INCREASES CARRIED OUT BY VIRTUE OF THE PRESENT RESOLUTION SHALL COUNT AGAINST THE OVERALL VALUE SET FORTH IN THE RESOLUTION E.7</p>	Management	Fo
E.11	<p>AUTHORIZE 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 10% OF THE SHARE CAPITAL OVER A 24 MONTH PERIOD; AUTHORITY EXPIRES ON 26-MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; THIS DELEGATION OF POWERS SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT, PARTICULARLY THE 1 GIVEN BY THE SHAREHOLDER S MEETING DATED 20 APR 2006 IN ITS RESOLUTION 11</p>	Management	Fo
E.12	<p>APPROVE TO BRING THE ARTICLES OF THE BYLAWS INTO CONFORMITY WITH THE PROVISIONS OF ARTICLE NO L.225-71 OF THE FRENCH COMMERCIAL CODE MODIFIED BY THE LAW NO 2006-1170 OF 30 DEC 2006 AND AMEND ARTICLE 8 OF THE BYLAWS-SUPERVISORY BOARD MEMBER ELECTED BY THE EMPLOYEES</p>	Management	Fo
E.13	<p>APPROVE TO BRING THE ARTICLES OF THE BYLAWS INTO CONFORMITY WITH THE PROVISIONS OF ARTICLES 84-1 AND 108-1 OF THE DECREE NO 67-236 OF 23 MAR 1967 MODIFIED BY THE DECREE OF 11 DEC 2006 AND AMEND ARTICLES 10 AND 14 OF THE BYLAWS-ORGANIZATION OF THE SUPERVISORY BOARD AND ORGANIZATION OF THE EXECUTIVE COMMITTEE</p>	Management	Fo
E.14	<p>APPROVE TO BRING THE ARTICLES OF THE BYLAWS INTO CONFORMITY WITH THE PROVISIONS OF ARTICLE 136 OF THE DECREE NO 67-236 OF 23 MAR 1967 MODIFIED BY THE DECREE OF 11 DEC 2006 AND AMEND ARTICLE 16 OF THE BYLAWS-SHAREHOLDERS MEETING</p>	Management	Fo
E.15	<p>APPROVE TO DECIDE THE 15 DAY PERIOD APPLICABLE FOR THE DECLARATIONS OF THE STATUTORY EXCEEDING OF THE THRESHOLDS AND AMEND ARTICLE 5 OF THE BYLAWS-SHARES IN ORDER TO BRING IT TO 5 MARKET DAYS</p>	Management	Fo
E.16	<p>AMEND ARTICLE 17 OF THE BYLAWS-VOTING RIGHTS</p>	Management	Fo
E.17	<p>GRANT FULL POWERS TO THE BEARER OF AN ORIGINAL, A COPY OR EXTRACT OF THE MINUTES OF THIS MEETING</p>	Management	Fo

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

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

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 63 of 205

WILMINGTON TRUST CORPORATION

WL

ISSUER: 971807102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	R. KEITH ELLIOTT	Management	Fo
	GAILEN KRUG	Management	Fo
	STACEY J. MOBLEY	Management	Fo

ALCOA INC.

AA

ISSUER: 013817101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	ALAIN J.P. BELDA	Management	Fo
	CARLOS GHOSN	Management	Fo
	HENRY B. SCHACHT	Management	Fo
	FRANKLIN A. THOMAS	Management	Fo
02	PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR	Management	Fo

SOUTH JERSEY INDUSTRIES, INC.

SJI

ISSUER: 838518108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	HELEN R. BOSLEY, CFA	Management	Fo
	EDWARD J. GRAHAM	Management	Fo
	AMBASSADOR W.J. HUGHES	Management	Fo
	HERMAN D. JAMES, PH.D.	Management	Fo
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

THE PROGRESSIVE CORPORATION

PGR

ISSUER: 743315103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	ABBY F. KOHNSTAMM	Management	Fo
	PETER B. LEWIS	Management	Fo
	P.H. NETTLES, PH.D.	Management	Fo
	GLENN M. RENWICK	Management	Fo
	DONALD B. SHACKELFORD	Management	Fo
02	PROPOSAL TO APPROVE THE PROGRESSIVE CORPORATION 2007 EXECUTIVE BONUS PLAN.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 64 of 205

03	PROPOSAL TO APPROVE AN AMENDMENT TO THE PROGRESSIVE CORPORATION 2003 INCENTIVE PLAN TO MODIFY THE DEFINITION OF THE TERM PERFORMANCE GOALS SET FORTH THEREIN.	Management	Fo
04	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

AMERICAN EXPRESS COMPANY

AXP

ISSUER: 025816109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	D.F. AKERSON	Management	Fo
	C. BARSHEFSKY	Management	Fo
	U.M. BURNS	Management	Fo
	K.I. CHENAULT	Management	Fo
	P. CHERNIN	Management	Fo
	V.E. JORDAN, JR.	Management	Fo
	J. LESCHLY	Management	Fo
	R.C. LEVIN	Management	Fo
	R.A. MCGINN	Management	Fo
	E.D. MILLER	Management	Fo
	F.P. POPOFF	Management	Fo
	S.S. REINEMUND	Management	Fo
	R.D. WALTER	Management	Fo
	R.A. WILLIAMS	Management	Fo
02	THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2007.	Management	Fo
03	A PROPOSAL TO APPROVE THE AMERICAN EXPRESS COMPANY 2007 INCENTIVE COMPENSATION PLAN.	Management	Fo
04	A SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shareholder	Agai

GENUINE PARTS COMPANY

GPC

ISSUER: 372460105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	DR. MARY B. BULLOCK	Management	Fo
	RICHARD W. COURTS II	Management	Fo
	JEAN DOUVILLE	Management	Fo
	THOMAS C. GALLAGHER	Management	Fo
	GEORGE C. "JACK" GUYNN	Management	Fo
	JOHN D. JOHNS	Management	Fo
	MICHAEL M.E. JOHNS, MD	Management	Fo
	J. HICKS LANIER	Management	Fo
	WENDY B. NEEDHAM	Management	Fo
	JERRY W. NIX	Management	Fo

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

		LARRY L. PRINCE	Management	Fo
		GARY W. ROLLINS	Management	Fo
		LAWRENCE G. STEINER	Management	Fo
02	AMEND THE GENUINE PARTS COMPANY AMENDED AND RESTATED ARTICLES OF INCORPORATION TO ELIMINATE ALL SHAREHOLDER SUPERMAJORITY VOTING PROVISIONS.		Management	Fo
03	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.		Management	Fo

HONEYWELL INTERNATIONAL INC.

HON

ISSUER: 438516106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
07	SIX SIGMA	Shareholder	Agai
05	PERFORMANCE BASED STOCK OPTIONS	Shareholder	Agai
04	RECOUP UNEARNED MANAGEMENT BONUSES	Shareholder	Agai
03	2007 HONEYWELL GLOBAL EMPLOYEE STOCK PLAN	Management	Fo
02	APPROVAL OF INDEPENDENT ACCOUNTANTS	Management	Fo
1L	ELECTION OF DIRECTOR: MICHAEL W. WRIGHT	Management	Fo
1K	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Management	Fo
1J	ELECTION OF DIRECTOR: ERIC K. SHINSEKI	Management	Fo
1I	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Management	Fo
1H	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Management	Fo
1G	ELECTION OF DIRECTOR: JAMES J. HOWARD	Management	Fo
1F	ELECTION OF DIRECTOR: CLIVE R. HOLLICK	Management	Fo
1E	ELECTION OF DIRECTOR: LINNET F. DEILY	Management	Fo
06	SPECIAL SHAREHOLDER MEETINGS	Shareholder	Agai
1D	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Management	Fo
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Management	Fo
1B	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management	Fo
1A	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 66 of 205

 AMEREN CORPORATION

AEE

ISSUER: 023608102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote
01	DIRECTOR	Management	Fo
	STEPHEN F. BRAUER	Management	Fo
	SUSAN S. ELLIOTT	Management	Fo
	GAYLE P.W. JACKSON	Management	Fo
	JAMES C. JOHNSON	Management	Fo
	RICHARD A. LIDDY	Management	Fo
	GORDON R. LOHMAN	Management	Fo
	CHARLES W. MUELLER	Management	Fo
	DOUGLAS R. OBERHELMAN	Management	Fo
	GARY L. RAINWATER	Management	Fo
	HARVEY SALIGMAN	Management	Fo
	PATRICK T. STOKES	Management	Fo
	JACK D. WOODARD	Management	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Management	Fo
03	SHAREHOLDER PROPOSAL RELATING TO REPORT ON CALLAWAY PLANT RELEASES	Shareholder	Agai

 AMERICAN ELECTRIC POWER COMPANY, INC

AEP

ISSUER: 025537101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vote
01	DIRECTOR	Management	Fo
	E.R. BROOKS	Management	Fo
	D.M. CARLTON	Management	Fo
	R.D. CROSBY, JR.	Management	Fo
	J.P. DESBARRES	Management	Fo
	R.W. FRI	Management	Fo
	L.A. GOODSPEED	Management	Fo

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

		W.R. HOWELL	Management	Fo
		L.A. HUDSON, JR.	Management	Fo
		M.G. MORRIS	Management	Fo
		L.L. NOWELL III	Management	Fo
		R.L. SANDOR	Management	Fo
		D.G. SMITH	Management	Fo
		K.D. SULLIVAN	Management	Fo
02	APPROVAL OF AEP SENIOR OFFICER INCENTIVE PLAN.		Management	Fo
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		Management	Fo

 CH ENERGY GROUP, INC.

CHG

ISSUER: 12541M102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		STEVEN V. LANT	Management	Fo
		JEFFREY D. TRANEN	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 67 of 205

 COOPER INDUSTRIES, LTD.

CBE

ISSUER: G24182100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		S.G. BUTLER	Management	Fo
		D.F. SMITH	Management	Fo
		G.B. SMITH	Management	Fo
		M.S. THOMPSON	Management	Fo
		L.D. KINGSLEY	Management	Fo
02	APPOINT ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2007.		Management	Fo
03	AMENDMENT TO COOPER S BYE-LAWS TO INCREASE AUTHORIZED		Management	Fo

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

04 SHARES.
 SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT
 A CODE OF CONDUCT BASED ON INTERNATIONAL LABOR
 ORGANIZATION HUMAN RIGHTS STANDARDS. Shareholder Agai

 DAVIDE CAMPARI - MILANO SPA, MILANO

ISSUER: T24091117 ISIN: IT0003849244 BLOCKING
 SEDOL: B08H5S5, B08BR25, B1SSBL0

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 26 APR 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	
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF RECORD DATE AND DELETION OF A COMMENT. PLEASE ALSO NOTE THE NEW CUT-OFF IS 16 APR 2007. 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.	APPROVE THE FINANCIAL STATEMENTS AT 31 DEC 2006, AND AJOURNMENT THEREOF	Management	Take Act
2.	APPOINT THE BOARD OF DIRECTORS	Management	Take Act
3.	APPOINT THE BOARD OF AUDITORS	Management	Take Act
4.	APPROVE THE EXTENSION OF COMMITMENT TO AUDIT FIRM	Management	Take Act
5.	GRANT AUTHORITY TO BUY AND SELL OWN SHARES	Management	Take Act

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 68 of 205

 ENDESA SA, MADRID

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

ISSUER: E41222113

ISIN: ES0130670112

SEDOL: 2615424, 5271782, B0389N6, 5788806, 4315368, 5285501, B0Z NJC8

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	AMEND ARTICLE 32 OF THE CORPORATE BYLAWS LIMITATION OF VOTING RIGHTS	Management	Fo
2.	AMEND ARTICLE 37 OF THE CORPORATE BYLAWS NUMBER OF CLASSES OF THE DIRECTORS	Management	Fo
3.	AMEND ARTICLE 38 OF THE CORPORATE BYLAWS TERM OF OFFICE OF THE DIRECTOR	Management	Fo
4.	AMEND ARTICLE 42 OF THE CORPORATE BYLAWS INCOMPATIBILITIES OF THE DIRECTORS	Management	Fo
5.	AUTHORIZE THE BOARD OF DIRECTORS TO EXECUTE AND IMPLEMENT THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING, AS WELL AS TO SUBSTITUTE THE AUTHORITIES IT RECEIVES FROM THE GENERAL MEETING, AND GRANT AUTHORITY FOR PROCESSING THE SAID RESOLUTIONS AS A PUBLIC INSTRUMENT, REGISTRATION THEREOF AND, AS THE CAUSE MAY BE, CORRECTION THEREOF	Management	Fo

FORTUNE BRANDS, INC.

FO

ISSUER: 349631101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	ANNE M. TATLOCK	Management	Fo
	NORMAN H. WESLEY	Management	Fo
	PETER M. WILSON	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	RE-APPROVAL OF THE FORTUNE BRANDS, INC. ANNUAL EXECUTIVE INCENTIVE PLAN.	Management	Fo
04	APPROVAL OF THE FORTUNE BRANDS, INC. 2007 LONG-TERM INCENTIVE PLAN.	Management	Agai
05	IF PRESENTED, A SHAREHOLDER PROPOSAL ENTITLED ELECT EACH DIRECTOR ANNUALLY .	Shareholder	Agai
06	IF PRESENTED, A SHAREHOLDER PROPOSAL ENTITLED PAY-FOR-SUPERIOR PERFORMANCE .	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 69 of 205

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

 GOODRICH CORPORATION GR

ISSUER: 382388106 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
03	SHAREHOLDER PROPOSAL - PAY-FOR-SUPERIOR PERFORMANCE	Shareholder	Agai
01	DIRECTOR	Management	Fo
	DIANE C. CREEL	Management	Fo
	GEORGE A. DAVIDSON, JR.	Management	Fo
	HARRIS E. DELOACH, JR.	Management	Fo
	JAMES W. GRIFFITH	Management	Fo
	WILLIAM R. HOLLAND	Management	Fo
	JOHN P. JUMPER	Management	Fo
	MARSHALL O. LARSEN	Management	Fo
	LLOYD W. NEWTON	Management	Fo
	DOUGLAS E. OLESEN	Management	Fo
	ALFRED M. RANKIN, JR.	Management	Fo
	A. THOMAS YOUNG	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2007	Management	Fo

 HAWAIIAN ELECTRIC INDUSTRIES, INC. HE

ISSUER: 419870100 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	THOMAS B. FARGO	Management	Fo
	DIANE J. PLOTTS	Management	Fo
	KELVIN H. TAKETA	Management	Fo
	JEFFREY N. WATANABE	Management	Fo
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo

 HUDSON CITY BANCORP, INC. HCBK

ISSUER: 443683107 ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	WILLIAM J. COSGROVE	Management	Fo
	DONALD O. QUEST, M.D.	Management	Fo
	JOSEPH G. SPONHOLZ	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 70 of 205

KRAFT FOODS INC.

KFT

ISSUER: 50075N104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	AJAY BANGA	Management	Fo
	JAN BENNINK	Management	Fo
	LOUIS C. CAMILLERI	Management	Fo
	MARK D. KETCHUM	Management	Fo
	RICHARD A. LERNER	Management	Fo
	JOHN C. POPE	Management	Fo
	IRENE B. ROSENFELD	Management	Fo
	MARY L. SCHAPIRO	Management	Fo
	DEBORAH C. WRIGHT	Management	Fo
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management	Fo

MARSHALL & ILSLEY CORPORATION

MI

ISSUER: 571834100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JON F. CHAIT	Management	Fo
	DENNIS J. KUESTER	Management	Fo
	DAVID J. LUBAR	Management	Fo
	SAN W. ORR, JR.	Management	Fo
	DEBRA S. WALLER	Management	Fo
	GEORGE E. WARDEBERG	Management	Fo
02	PROPOSAL TO APPROVE AN AMENDMENT TO MARSHALL & ILSLEY CORPORATION S RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS	Management	Fo
03	PROPOSAL TO APPROVE THE MARSHALL & ILSLEY CORPORATION ANNUAL EXECUTIVE INCENTIVE COMPENSATION PLAN	Management	Fo
04	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, 2007	Management	Fo

MERCK & CO., INC.

MRK

ISSUER: 589331107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 71 of 205

	RICHARD T. CLARK	Management	Fo
	JOHNNETTA B. COLE	Management	Fo
	W.B. HARRISON, JR.	Management	Fo
	WILLIAM N. KELLEY	Management	Fo
	ROCHELLE B. LAZARUS	Management	Fo
	THOMAS E. SHENK	Management	Fo
	ANNE M. TATLOCK	Management	Fo
	SAMUEL O. THIER	Management	Fo
	WENDELL P. WEEKS	Management	Fo
	PETER C. WENDELL	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS CONTAINED IN THE RESTATED CERTIFICATE OF INCORPORATION.	Management	Fo

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

04	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS IMPOSED UNDER NEW JERSEY LAW ON CORPORATIONS ORGANIZED BEFORE 1969.	Management	Fo
05	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE SIZE OF THE BOARD TO NO MORE THAN 18 DIRECTORS.	Management	Fo
06	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO REPLACE ITS CUMULATIVE VOTING FEATURE WITH A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS.	Management	Fo
07	STOCKHOLDER PROPOSAL CONCERNING PUBLICATION OF POLITICAL CONTRIBUTIONS	Shareholder	Agai
08	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Agai

 NEWALLIANCE BANCSHARES, INC.

NAL

ISSUER: 650203102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	CARLTON L. HIGHSMITH	Management	Fo
	JOSEPH H. ROSSI	Management	Fo
	NATHANIEL D. WOODSON	Management	Fo
	JOSEPH A. ZACCAGNINO	Management	Fo
02	TO RATIFY THE APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS, LLP AS INDEPENDENT AUDITORS (PROPOSAL 2).	Management	Fo
03	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	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 72 of 205

 RPC, INC.

RES

ISSUER: 749660106

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	WILTON LOONEY	Management	Fo
	GARY W. ROLLINS	Management	Fo
	JAMES A. LANE, JR.	Management	Fo

 THE PNC FINANCIAL SERVICES GROUP, IN

PNC

ISSUER: 693475105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	MR. BERNDT	Management	Fo
	MR. BUNCH	Management	Fo
	MR. CHELLGREN	Management	Fo
	MR. CLAY	Management	Fo
	MR. DAVIDSON	Management	Fo
	MS. JAMES	Management	Fo
	MR. KELSON	Management	Fo
	MR. LINDSAY	Management	Fo
	MR. MASSARO	Management	Fo
	MS. PEPPER	Management	Fo
	MR. ROHR	Management	Fo
	MR. SHEPARD	Management	Fo
	MS. STEFFES	Management	Fo
	MR. STRIGL	Management	Fo
	MR. THIEKE	Management	Fo
	MR. USHER	Management	Fo
	MR. WALLS	Management	Fo
	MR. WEHMEIER	Management	Fo

02 APPROVAL OF THE PNC FINANCIAL SERVICES GROUP, INC. 1996 EXECUTIVE INCENTIVE AWARD PLAN, AS AMENDED AND RESTATED.

Management

Fo

03 RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2007.

Management

Fo

 WELLS FARGO & COMPANY

WFC

ISSUER: 949746101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
----------	----------	----

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

Number	Proposal	Type	Ca
1A	ELECTION OF DIRECTOR: JOHN S. CHEN.	Management	Fo
1B	ELECTION OF DIRECTOR: LLOYD H. DEAN.	Management	Fo
1C	ELECTION OF DIRECTOR: SUSAN E. ENGEL.	Management	Fo
1D	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Management	Fo
1E	ELECTION OF DIRECTOR: ROBERT L. JOSS.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 73 of 205

1F	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH.	Management	Fo
1G	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK.	Management	Fo
1H	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN.	Management	Fo
1I	ELECTION OF DIRECTOR: NICHOLAS G. MOORE.	Management	Fo
1J	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY.	Management	Fo
1K	ELECTION OF DIRECTOR: DONALD B. RICE.	Management	Fo
1L	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD.	Management	Fo
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER.	Management	Fo
1N	ELECTION OF DIRECTOR: SUSAN G. SWENSON.	Management	Fo
1O	ELECTION OF DIRECTOR: JOHN G. STUMPF.	Management	Fo
1P	ELECTION OF DIRECTOR: MICHAEL W. WRIGHT.	Management	Fo
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2007.	Management	Fo
03	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF BOARD CHAIRMAN AND CEO POSITIONS.	Shareholder	Agai
04	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder	Agai
05	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF A POLICY LIMITING BENEFITS UNDER SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN.	Shareholder	Agai
06	STOCKHOLDER PROPOSAL REGARDING A REPORT ON HOME MORTGAGE DISCLOSURE ACT (HMDA) DATA.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL REGARDING EMISSION REDUCTION GOALS FOR WELLS FARGO AND ITS CUSTOMERS.	Shareholder	Agai

AMERIPRISE FINANCIAL, INC.

AMP

ISSUER: 03076C106

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	ELECTION OF DIRECTOR: JAMES M. CRACCHIOLO.	Management	Fo
1B	ELECTION OF DIRECTOR: WARREN D. KNOWLTON.	Management	Fo
1C	ELECTION OF DIRECTOR: H. JAY SARLES.	Management	Fo
1D	ELECTION OF DIRECTOR: ROBERT F. SHARPE, JR.	Management	Fo
02	PROPOSAL TO APPROVE THE AMENDED AND RESTATED AMERIPRISE FINANCIAL 2005 INCENTIVE COMPENSATION PLAN.	Management	Fo
03	PROPOSAL TO RATIFY THE AUDIT COMMITTEE S SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2007.	Management	Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 74 of 205

ANHEUSER-BUSCH COMPANIES, INC.

BUD

ISSUER: 035229103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	AUGUST A. BUSCH III	Management	Fo
	AUGUST A. BUSCH IV	Management	Fo
	CARLOS FERNANDEZ G.	Management	Fo
	JAMES R. JONES	Management	Fo
	ANDREW C. TAYLOR	Management	Fo
	DOUGLAS A. WARNER III	Management	Fo
02	APPROVAL OF THE 2007 EQUITY AND INCENTIVE PLAN	Management	Agai
03	APPROVAL OF THE GLOBAL EMPLOYEE STOCK PURCHASE PLAN	Management	Fo
04	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo
05	STOCKHOLDER PROPOSAL CONCERNING A REPORT ON CHARITABLE CONTRIBUTIONS	Shareholder	Agai

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

BANK OF AMERICA CORPORATION

BAC

ISSUER: 060505104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Voting Category
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: W. STEVEN JONES	Management	For
1H	ELECTION OF DIRECTOR: KENNETH D. LEWIS	Management	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Management	For
1J	ELECTION OF DIRECTOR: WALTER E. MASSEY	Management	For
1K	ELECTION OF DIRECTOR: THOMAS J. MAY	Management	For
1L	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Management	For
1M	ELECTION OF DIRECTOR: THOMAS M. RYAN	Management	For
1N	ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.	Management	For
1O	ELECTION OF DIRECTOR: MEREDITH R. SPANGLER	Management	For
1P	ELECTION OF DIRECTOR: ROBERT L. TILLMAN	Management	For
1Q	ELECTION OF DIRECTOR: JACKIE M. WARD	Management	For
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007	Management	For

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 75 of 205

03	STOCKHOLDER PROPOSAL - STOCK OPTIONS	Shareholder	Against
04	STOCKHOLDER PROPOSAL - NUMBER OF DIRECTORS	Shareholder	Against

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

05 STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN

Shareholder Agai

CALIFORNIA WATER SERVICE GROUP

CWT

ISSUER: 130788102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	DOUGLAS M. BROWN	Management	Fo
	ROBERT W. FOY	Management	Fo
	E.D. HARRIS, JR., M.D.	Management	Fo
	BONNIE G. HILL	Management	Fo
	DAVID N. KENNEDY	Management	Fo
	RICHARD P. MAGNUSON	Management	Fo
	LINDA R. MEIER	Management	Fo
	PETER C. NELSON	Management	Fo
	GEORGE A. VERA	Management	Fo
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE GROUP FOR 2007.	Management	Fo

CHEVRON CORPORATION

CVX

ISSUER: 166764100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1B	ELECTION OF DIRECTOR: L.F. DEILY	Management	Fo
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Management	Fo
1D	ELECTION OF DIRECTOR: R.J. EATON	Management	Fo
1E	ELECTION OF DIRECTOR: S. GINN	Management	Fo
1F	ELECTION OF DIRECTOR: F.G. JENIFER	Management	Fo
1G	ELECTION OF DIRECTOR: S. NUNN	Management	Fo
1H	ELECTION OF DIRECTOR: D.J. O REILLY	Management	Fo
1I	ELECTION OF DIRECTOR: D.B. RICE	Management	Fo
1J	ELECTION OF DIRECTOR: P.J. ROBERTSON	Management	Fo
1K	ELECTION OF DIRECTOR: K.W. SHARER	Management	Fo

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

1L ELECTION OF DIRECTOR: C.R. SHOEMATE Management Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 76 of 205

1M ELECTION OF DIRECTOR: R.D. SUGAR Management Fo

1N ELECTION OF DIRECTOR: C. WARE Management Fo

02 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Management Fo

03 PROPOSAL TO AMEND CHEVRON S RESTATED CERTIFICATE OF INCORPORATION TO REPEAL THE SUPERMAJORITY VOTE PROVISIONS Management Fo

04 ADOPT POLICY AND REPORT ON HUMAN RIGHTS Shareholder Agai

05 ADOPT GOALS AND REPORT ON GREENHOUSE GAS EMISSIONS Shareholder Agai

06 ADOPT POLICY AND REPORT ON ANIMAL WELFARE Shareholder Agai

07 RECOMMEND AMENDMENT TO THE BY-LAWS TO SEPARATE THE CEO/CHAIRMAN POSITIONS Shareholder Agai

08 AMEND THE BY-LAWS REGARDING THE STOCKHOLDER RIGHTS PLAN POLICY Shareholder Fo

09 REPORT ON HOST COUNTRY ENVIRONMENTAL LAWS Shareholder Agai

1A ELECTION OF DIRECTOR: S.H. ARMACOST Management Fo

 E. I. DU PONT DE NEMOURS AND COMPANY

DD

ISSUER: 263534109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	RICHARD H. BROWN	Management	Fo
	ROBERT A. BROWN	Management	Fo
	BERTRAND P. COLLOMB	Management	Fo
	CURTIS J. CRAWFORD	Management	Fo
	JOHN T. DILLON	Management	Fo
	ELEUTHERE I. DU PONT	Management	Fo
	CHARLES O. HOLLIDAY, JR	Management	Fo
	LOIS D. JULIBER	Management	Fo
	MASAHISA NAITOH	Management	Fo
	SEAN O'KEEFE	Management	Fo

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

		WILLIAM K. REILLY	Management	Fo
02	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM		Management	Fo
03	ON DUPONT EQUITY AND INCENTIVE PLAN		Management	Agai
04	ON GENETICALLY MODIFIED FOOD		Shareholder	Agai
05	ON PLANT CLOSURE		Shareholder	Agai
06	ON REPORT ON PFOA		Shareholder	Agai
07	ON COSTS		Shareholder	Agai
08	ON GLOBAL WARMING		Shareholder	Agai
09	ON CHEMICAL FACILITY SECURITY		Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 77 of 205

ENERGEN CORPORATION

EGN

ISSUER: 29265N108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	STEPHEN D. BAN	Management	Fo
	JULIAN W. BANTON	Management	Fo
	T. MICHAEL GOODRICH	Management	Fo
	WM. MICHAEL WARREN, JR.	Management	Fo
	JAMES T. MCMANUS, II	Management	Fo
02	PROPOSAL TO APPROVE AMENDMENTS TO AND RATIFY ENERGEN CORPORATION S 1997 STOCK INCENTIVE PLAN	Management	Fo
03	PROPOSAL TO APPROVE ENERGEN CORPORATION S ANNUAL INCENTIVE COMPENSATION PLAN	Management	Fo
04	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo

GENERAL ELECTRIC COMPANY

GE

ISSUER: 369604103

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
09	REPORT ON PAY DIFFERENTIAL	Shareholder	Agai
08	ETHICAL CRITERIA FOR MILITARY CONTRACTS	Shareholder	Agai
07	GLOBAL WARMING REPORT	Shareholder	Agai
06	REPORT ON CHARITABLE CONTRIBUTIONS	Shareholder	Agai
05	ELIMINATE DIVIDEND EQUIVALENTS	Shareholder	Agai
04	INDEPENDENT BOARD CHAIRMAN	Shareholder	Agai
03	ONE DIRECTOR FROM THE RANKS OF RETIREES	Shareholder	Agai
02	CURB OVER-EXTENDED DIRECTORS	Shareholder	Agai
01	CUMULATIVE VOTING	Shareholder	Agai
E	APPROVAL OF MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS	Management	Fo
D	APPROVAL OF 2007 LONG TERM INCENTIVE PLAN	Management	Fo
A	DIRECTOR	Management	Fo
	JAMES I. CASH, JR.	Management	Fo
	SIR WILLIAM M. CASTELL	Management	Fo
	ANN M. FUDGE	Management	Fo
	CLAUDIO X. GONZALEZ	Management	Fo
	SUSAN HOCKFIELD	Management	Fo
	JEFFREY R. IMMELT	Management	Fo
	ANDREA JUNG	Management	Fo
	ALAN G. (A.G.) LAFLEY	Management	Fo
	ROBERT W. LANE	Management	Fo
	RALPH S. LARSEN	Management	Fo
	ROCHELLE B. LAZARUS	Management	Fo
	SAM NUNN	Management	Fo
	ROGER S. PENSKE	Management	Fo
	ROBERT J. SWIERINGA	Management	Fo
	DOUGLAS A. WARNER III	Management	Fo
	ROBERT C. WRIGHT	Management	Fo
B	RATIFICATION OF KPMG	Management	Fo
C	ADOPTION OF MAJORITY VOTING FOR DIRECTORS	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 78 of 205

HERA SPA, BOLOGNA

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

ISSUER: T5250M106

ISIN: IT0001250932

BLOCKING

SEDOL: 7598003, B020CX4, 7620508

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 26 APR 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	
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF RECORD DATE AND DELETION OF A COMMENT. PLEASE ALSO NOTE THE NEW CUT-OFF IS 16 APR 2007. 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	
E.1	AMEND PARAGRAPH 7.3 OF ARTICLE NO. 7 AND PARAGRAPH 17.1(A).1, 17.1(A).3, 17.1(A).4, 17.1(A).5, 17.1(B).1 AND 17.1(B).4 OF ARTICLE NO.17 BY-LAWS	Management	Take Act
E.2	AMEND PARAGRAPH 17.1(B).1, 17.1(B).2 AND 17.1(B).3 OF ARTICLE NO. 17 AND ARTICLE NO. 18, 26, 27 AND 29 OF THE COMPANY BY-LAWS	Management	Take Act
O.1	APPROVE THE FINANCIAL STATEMENT AS AT 31 DEC 2006, REPORT ON THE OPERATIONS, PROPOSAL OF INCOME DISTRIBUTION, REPORT OF THE BOARD OF STATUTORY AUDITORS	Management	Take Act
O.2	APPROVE TO DISTRIBUTE THE RESERVES	Management	Take Act
O.3	GRANT AUTHORITY TO PURCHASE AND DISPOSE ITS OWN SHARES	Management	Take Act
O.4	APPOINT A NEW MEMBER OF THE BOARD OF DIRECTORS AS PER EX ARTICLE 2449 CIVIL CODE	Management	Take Act
O.5	APPROVE TO EXTEND THE AUDIT MANDATE GIVEN TO THE AUDITING FIRM FOR THE PERIOD FROM 2012 TO 2014	Management	Take Act

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 79 of 205

 MARATHON OIL CORPORATION

MRO

ISSUER: 565849106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR FOR A ONE-YEAR TERM: CHARLES F. BOLDEN, JR.	Management	Fo
1B	ELECTION OF DIRECTOR FOR A ONE-YEAR TERM: CHARLES R. LEE	Management	Fo
1C	ELECTION OF DIRECTOR FOR A ONE-YEAR TERM: DENNIS H. REILLEY	Management	Fo
1D	ELECTION OF DIRECTOR FOR A ONE-YEAR TERM: JOHN W. SNOW	Management	Fo
1E	ELECTION OF DIRECTOR FOR A ONE-YEAR TERM: THOMAS J. USHER	Management	Fo
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2007.	Management	Fo
03	APPROVAL OF 2007 INCENTIVE COMPENSATION PLAN.	Management	Fo
04	BOARD PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION AND BY-LAWS TO ELIMINATE THE SUPERMAJORITY VOTE PROVISION.	Management	Fo
05	BOARD PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.	Management	Fo

 TEXTRON INC.

TXT

ISSUER: 883203101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ELECTION OF DIRECTOR: KATHLEEN M. BADER	Management	Fo
02	ELECTION OF DIRECTOR: R. KERRY CLARK	Management	Fo
03	ELECTION OF DIRECTOR: IVOR J. EVANS	Management	Fo
04	ELECTION OF DIRECTOR: LORD POWELL OF BAYSWATER KCMG	Management	Fo
05	ELECTION OF DIRECTOR: JAMES L. ZIEMER	Management	Fo
06	TEXTRON INC. SHORT-TERM INCENTIVE PLAN	Management	Fo
07	TEXTRON INC. 2007 LONG-TERM INCENTIVE PLAN	Management	Agai
08	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS	Management	Fo
09	SHAREHOLDER PROPOSAL RELATING TO FOREIGN MILITARY	Shareholder	Agai

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

SALES

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 80 of 205

 ALTRIA GROUP, INC.

MO

ISSUER: 02209S103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	ELIZABETH E. BAILEY	Management	Fo
	HAROLD BROWN	Management	Fo
	MATHIS CABIALAVETTA	Management	Fo
	LOUIS C. CAMILLERI	Management	Fo
	J. DUDLEY FISHBURN	Management	Fo
	ROBERT E.R. HUNTLEY	Management	Fo
	THOMAS W. JONES	Management	Fo
	GEORGE MUNOZ	Management	Fo
	LUCIO A. NOTO	Management	Fo
	JOHN S. REED	Management	Fo
	STEPHEN M. WOLF	Management	Fo
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management	Fo
03	STOCKHOLDER PROPOSAL 1 - CUMULATIVE VOTING	Shareholder	Agai
04	STOCKHOLDER PROPOSAL 2 - INFORMING CHILDREN OF THEIR RIGHTS IF FORCED TO INCUR SECONDHAND SMOKE	Shareholder	Agai
05	STOCKHOLDER PROPOSAL 3 - STOP ALL COMPANY-SPONSORED CAMPAIGNS ALLEGEDLY ORIENTED TO PREVENT YOUTH FROM SMOKING	Shareholder	Agai
06	STOCKHOLDER PROPOSAL 4 - GET OUT OF TRADITIONAL TOBACCO BUSINESS BY 2010	Shareholder	Agai
07	STOCKHOLDER PROPOSAL 5 - ANIMAL WELFARE POLICY	Shareholder	Agai

 ARCH COAL, INC.

ACI

ISSUER: 039380100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
----------	----------	----

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

Number	Proposal	Type	Ca
01	DIRECTOR	Management	Fo
	BRIAN J. JENNINGS	Management	Fo
	STEVEN F. LEER	Management	Fo
	ROBERT G. POTTER	Management	Fo
	THEODORE D. SANDS	Management	Fo

BAKER HUGHES INCORPORATED

BHI

ISSUER: 057224107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	LARRY D. BRADY	Management	Fo
	C.P. CAZALOT, JR.	Management	Fo
	CHAD C. DEATON	Management	Fo
	EDWARD P. DJEREJIAN	Management	Fo
	ANTHONY G. FERNANDES	Management	Fo
	CLAIRE W. GARGALLI	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 81 of 205

	PIERRE H. JUNGELS	Management	Fo
	JAMES A. LASH	Management	Fo
	JAMES F. MCCALL	Management	Fo
	J. LARRY NICHOLS	Management	Fo
	H. JOHN RILEY, JR.	Management	Fo
	CHARLES L. WATSON	Management	Fo
02	RATIFICATION OF DELOITTE & TOUCHE AS THE COMPANY S INDEPENDENT AUDITOR FOR FISCAL YEAR 2007	Management	Fo
03	PROPOSAL TO AMEND THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION	Management	Fo

BOUYGUES, PARIS

ISSUER: F11487125

ISIN: FR0000120503

SEDOL: B01JBX5, 2696612, 4067528, 7164028, B0Z6VY3, B043HB4, 4002121, 4115159

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
----------	----------	----

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

Number	Proposal	Type	Ca
*	A VERIFICATION PERIOD EXISTS IN FRANCE. VERIFICATION PERIOD: REGISTERED SHARES: 1 TO 5 DAYS PRIOR TO THE MEETING DATE, DEPENDS ON COMPANY S BY-LAWS. BEARER SHARES: 6 DAYS PRIOR TO THE MEETING DATE. FRENCH RESIDENT SHAREOWNERS MUST COMPLETE, SIGN AND FORWARD THE PROXY CARD DIRECTLY TO THE SUB CUSTODIAN. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN THE NECESSARY CARD, ACCOUNT DETAILS AND DIRECTIONS. THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS: PROXY CARDS: 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. TRADES/VOTE INSTRUCTIONS: SINCE FRANCE MAINTAINS A VERIFICATION PERIOD, FOR VOTE INSTRUCTIONS SUBMITTED THAT HAVE A TRADE TRANSACTED (SELL) FOR EITHER THE FULL SECURITY POSITION OR A PARTIAL AMOUNT AFTER THE VOTE INSTRUCTION HAS BEEN SUBMITTED AND THE GLOBAL CUSTODIAN ADVISES OF THE POSITION CHANGE VIA THE ACCOUNT POSITION COLLECTION PROCESS, THERE IS A PROCESS IN EFFECT WHICH WILL ADVISE THE GLOBAL CUSTODIAN OF THE NEW ACCOUNT POSITION AVAILABLE FOR VOTING. THIS WILL ENSURE THAT THE LOCAL CUSTODIAN IS INSTRUCTED TO AMEND THE VOTE INSTRUCTION AND RELEASE THE SHARES FOR SETTLEMENT OF THE SALE TRANSACTION. THIS PROCEDURE PERTAINS TO SALE TRANSACTIONS WITH A SETTLEMENT DATE PRIOR TO MEETING DATE + 1	Non-Voting	
*	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU.	Non-Voting	
0.1	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE AUDITORS, APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE 2006, AS PRESENTED, SHOWING NET EARNINGS OF EUR 603,396,472.57, GRANT PERMANENT DISCHARGE TO THE DIRECTORS FOR THE PERFORMANCE OF THEIR DUTIES DURING THE SAID FY	Management	Fo
<p>ProxyEdge - Investment Company Report Meeting Date Range: 07/01/2006 to 06/30/2007 Selected Accounts: NPX GABELLI DIV INC TRUST</p> <p style="text-align: right;">Report Date: 06/27/2007 Page 82 of 205</p>			
0.2	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE AUDITORS, APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FINANCIAL YEAR, IN THE FORM PRESENTED TO THE MEETING, SHOWING NET EARNINGS GROUP SHARE OF EUR 1,246,000,000.00	Management	Fo

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

O.3	<p>APPROVE THE DISTRIBUTABLE INCOME OF EUR 838,625,254.57 BE APPROPRIATED AS FOLLOWS: DIVIDENDS: EUR 16,738,879.15, A DIVIDEND OF EUR 0.05 PER SHARE, ADDITIONAL DIVIDEND: EUR 384,994,220.45, A NET DIVIDEND OF 1.15 PER SHARE THE BALANCE WILL BE ALLOCATED TO THE RETAINED EARNINGS ACCOUNT: EUR 436,892,154.97 THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 1.20 PER SHARE AND WILL ENTITLE NATURAL PERSONS FISCALLY DOMICILIATED IN FRANCE, TO THE 40% ALLOWANCE THIS DIVIDEND WILL BE PAID ON 03 MAR 2007 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 BYLAW</p>	Management	Fo
O.4	<p>RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE AND THE AGREEMENTS REFERRED TO THEREIN</p>	Management	Fo
O.6	<p>APPROVE TO RENEW THE APPOINTMENT OF MR. LUCIEN DOUROUX AS A DIRECTOR FOR A 3-YEAR PERIOD</p>	Management	Fo
O.5	<p>RATIFY THE CO-OPTATION OF MR. PATRICK KRON AS A DIRECTOR, TO REPLACE MR. ALAIN POUYAT, FOR THE REMAINDER OF MR. ALAIN POUYAT S TERM OF OFFICE, UNTIL THE ORDINARY SHAREHOLDERS MEETING AND APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2009</p>	Management	Fo
O.7	<p>APPROVE TO RENEW THE APPOINTMENT OF MR. JEAN PEYRELEVADE AS A DIRECTOR FOR A 3-YEAR PERIOD</p>	Management	Fo
O.8	<p>APPROVE TO RENEW THE APPOINTMENT OF THE COMPANY SCDM AS A DIRECTOR FOR A 3-YEAR PERIOD</p>	Management	Fo
O.9	<p>ELECT MR. THIERRY JOURDAINE AS A DIRECTOR MEMBER OF THE SUPERVISORY BOARD OF 1 OF THE INVESTMENT FUNDS REPRESENTING THE EMPLOYEES WHO ARE SHAREHOLDERS, SUBJECT TO THE ADOPTION BY THE SHAREHOLDERS MEETING OF RESOLUTION E.27, HIS TERM OF OFFICE WILL LAST 3 YEARS; IF SUCH RESOLUTION IS NOT APPROVED, IT WILL LAST 2 YEARS</p>	Management	Fo
O.10	<p>ELECT MR. JEAN-MICHEL GRAS AS A DIRECTOR MEMBER OF THE SUPERVISORY BOARD OF 1OF THE INVESTMENT FUNDS REPRESENTING THE EMPLOYEES WHO ARE SHAREHOLDERS, SUBJECT TO THE ADOPTION BY THE SHAREHOLDERS MEETING OF RESOLUTION E.27, HIS TERM OF OFFICE WILL LAST 3 YEARS; IF SUCH RESOLUTION IS NOT APPROVED, IT WILL LAST 2 YEARS</p>	Management	Fo
O.11	<p>APPOINT MR. ALAIN POUYAT AS A CONTROL AGENT, FOR A 3-YEAR PERIOD</p>	Management	Fo
O.12	<p>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, MINIMUM SALE PRICE: EUR 30.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE SHARE CAPITAL, MAXIMUM FUNDS INVESTED</p>	Management	Fo

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

IN THE SHARE BUYBACKS: EUR 1,500,000,000.00;
AUTHORITY EXPIRES ON 18-MONTH PERIOD; IT SUPERSEDES
THE UNUSED FRACTION OF ANY AND ALL EARLIER DELEGATIONS
TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY
MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 83 of 205

- | | | | |
|------|--|------------|----|
| E.13 | AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE ON
1 OR MORE CAPITAL INCREASES, INFRANCE OR ABROAD,
BY ISSUANCE, WITH THE SHAREHOLDERS PREFERRED
SUBSCRIPTION RIGHTS MAINTAINED, OF COMPANY S
ORDINARY SHARES OR SECURITIES GIVING ACCESS TO
ORDINARY SHARES OF THE COMPANY OR A COMPANY CONTROLLED
BY IT OVER 50%; THE MAXIMAL NOMINAL AMOUNT OF
CAPITAL INCREASES TO BE CARRIED OUT UNDER THIS
DELEGATION OF AUTHORITY SHALL NOT EXCEED EUR
150,000,000.00; THE NOMINAL AMOUNT OF DEBT SECURITIES
ISSUED SHALL NOT EXCEED EUR 5,000,000,000.00;
AUTHORITY EXPIRES ON 26 MONTH PERIOD; IT SUPERSEDES
THE UNUSED FRACTION OF ANY AND ALL EARLIER DELEGATIONS
TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY
MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |
| E.14 | AUTHORIZE THE BOARD OF DIRECTORS ALL POWERS IN
ORDER TO DECIDE ON 1 OR MORE CAPITAL INCREASES,
UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 4,000,000,000.00,
BY WAY OF CAPITALIZING RESERVES, PROFITS, PREMIUMS
OR OTHER MEANS, PROVIDED THAT SUCH CAPITALIZATION
IS ALLOWED BYLAW AND UNDER THE BY-LAWS, BY ISSUING
BONUS SHARES OR RAISING THE PAR VALUE OF EXISTING
SHARES, OR BY A COMBINATION OF THESE METHODS;
AUTHORITY EXPIRES ON 26-MONTH PERIOD; IT SUPERSEDES
THE UNUSED FRACTION OF ANY AND ALL EARLIER DELEGATIONS
TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY
MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |
| E.15 | AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE ON
1 OR MORE CAPITAL INCREASES, INFRANCE OR ABROAD,
BY ISSUANCE, WITH CANCELLATION OF THE SHAREHOLDERS
PREFERRED SUBSCRIPTION RIGHTS, OF COMPANY S
ORDINARY SHARES OR SECURITIES GIVING ACCESS TO
ORDINARY SHARES OF THE COMPANY OR A COMPANY CONTROLLED
BY IT OVER 50%; THE MAXIMAL NOMINAL AMOUNT OF
CAPITAL INCREASES TO BE CARRIED OUT UNDER THIS
DELEGATION OF AUTHORITY SHALL NOT EXCEED EUR
150,000,000.00; THE NOMINAL AMOUNT SHALL COUNT
AGAINST THE OVERALL CEILING SET FORTH IN THE
RESOLUTION E.13 THE NOMINAL AMOUNT OF DEBT SECURITIES
ISSUED SHALL NOT EXCEED EUR 5,000,000,000.00;
AUTHORITY EXPIRES ON 26 MONTH PERIOD; IT SUPERSEDES
THE UNUSED FRACTION OF ANY AND ALL EARLIER DELEGATIONS
TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY
MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |

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

E.16 APPROVE TO RESOLVE THAT THE BOARD OF DIRECTORS MAY DECIDE, FOR EACH OF THE ISSUES DECIDED IN ACCORDANCE WITH THE RESOLUTIONS E.13 AND E.15, TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED, AT THE SAME PRICE AS THE INITIAL ISSUE, WITHIN 30 DAYS OF THE CLOSING OF THE SUBSCRIPTION PERIOD AND UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE; AUTHORITY EXPIRES ON 26-MONTH PERIOD

Management Fo

E.17 AUTHORIZE THE BOARD OF DIRECTORS, FOR EACH OF THE ISSUES DECIDED IN ACCORDANCE WITH THE RESOLUTION E.15, FOR A 26-MONTH PERIOD AND WITHIN THE LIMIT OF 10% OF THE COMPANY S SHARE CAPITAL OVER A 12-MONTH PERIOD; TO SET THE ISSUE PRICE OF THE CAPITAL SECURITIES AND, OR SECURITIES TO BE ISSUED, BY WAY OF A PUBLIC OFFERING, IN ACCORDANCE WITH THE TERMS AND CONDITIONS DETERMINED BY THE SHAREHOLDERS MEETING; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

Management Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 06/27/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 84 of 205

E.18 AUTHORIZE THE BOARD OF DIRECTORS, ON THE BASIS AND CONDITIONS OF THE RESOLUTION E.15, TO INCREASE THE SHARE CAPITAL, UP TO 10% OF THE SHARE CAPITAL, BY WAY OF ISSUING ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL, IN CONSIDERATION FOR THE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF CAPITAL SECURITIES GIVING ACCESS TO SHARE CAPITAL; THIS AMOUNT SHALL COUNT AGAINST THE OVERALL CEILING SET FORTH IN THE RESOLUTION E.13; AUTHORITY EXPIRES ON 26-MONTH PERIOD; IT SUPERSEDES THE UNUSED FRACTION OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

Management Fo

E.19 AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE, ON THE BASIS AND CONDITIONS OF THE RESOLUTION E.15, ON THE ISSUANCE OF COMPANY S ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY S SHARE CAPITAL, IN CONSIDERATION FOR SECURITIES TENDERED IN A PUBLIC EXCHANGE OFFER INITIATED IN FRANCE OR ABROAD BY THE COMPANY CONCERNING THE SHARES OF ANOTHER COMPANY; THE AMOUNT OF CAPITAL INCREASES TO BE CARRIED OUT BY VIRTUE OF THE PRESENT RESOLUTION SHALL COUNT AGAINST THE OVERALL CEILING SET FORTH IN THE RESOLUTION E.13; AUTHORITY EXPIRES ON 26-MONTH PERIOD; IT SUPERSEDES THE UNUSED FRACTION OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

Management Fo

E.20 AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE, AT

Management Fo

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

ITS SOLE DISCRETION, ON 1 OR MORE CAPITAL INCREASES, IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY AND RELATED COMPANIES WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN; AUTHORITY EXPIRES ON 26-MONTH PERIOD; AND FOR AN AMOUNT THAT SHALL NOT EXCEED 10% OF THE COMPANY CAPITAL; THIS AMOUNT SHALL NOT COUNT AGAINST THE OVERALL CEILING SET FORTH IN THE RESOLUTION E.13, NOR THE CEILINGS SET FORTH IN THE RESOLUTIONS E.14 AND E.24; IT SUPERSEDES THE UNUSED FRACTION OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

E.21	AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OF BOUYGUES CONSEQUENTLY TO THE ISSUE OF SECURITIES ISSUED BY ANY COMPANY IN WHICH BOUYGUES HOLDS DIRECTLY OR INDIRECTLY MORE THAN THE HALF OF THE CAPITAL AND AUTHORIZES THE RESULTING CAPITAL INCREASES; THESE SECURITIES SHALL BE ISSUED BY THE SUBSIDIARIES AND SHALL GIVE ACCESS TO ORDINARY SHARES OF THE COMPANY; THEY CAN BE ISSUED ON 1 OR MORE OCCASIONS, IN FRANCE, ABROAD AND, OR IN THE INTERNATIONAL MARKET; THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS; PREFERENTIAL SUBSCRIPTION RIGHTS TO THE SECURITIES ISSUED BY THE SUBSIDIARIES; THE CEILING OF THE NOMINAL AMOUNT OF THE CAPITAL INCREASE OF THE COMPANY, RESULTING FROM ALL THE ISSUANCES CARRIED OUT ACCORDINGLY TO THE PRESENT DELEGATION, SHALL COUNT AGAINST THE OVERALL CEILING SET FORTH IN RESOLUTION E.13; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; AUTHORITY EXPIRES ON 26-MONTH PERIOD; IT SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT	Management	Fo
------	--	------------	----

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 85 of 205

E.22	AUTHORIZE THE BOARD OF DIRECTORS TO MAKE USE, IN THE EVENT OF A PUBLIC OFFER CONCERNING THE COMPANY S SECURITIES, OF THE DELEGATIONS AND AUTHORIZATIONS GRANTED TO THE BOARD BY THE PRESENT SHAREHOLDERS MEETING TO INCREASE THE SHARE CAPITAL ACCORDINGLY TO THE RESOLUTIONS E.13, E.14, E.15, E.16, E.17, E.18, E.19, E.20, E.21 AND E.24; AUTHORITY EXPIRES ON 18-MONTH PERIOD	Management	Fo
E.23	AUTHORIZE THE BOARD OF DIRECTORS TO PROCEED, IN 1 OR MORE ISSUES, IN THE EVENT OF A PUBLIC OFFER CONCERNING THE COMPANY S SECURITIES, WITH THE ISSUANCE OF WARRANTS TO SUBSCRIBE TO SHARES IN THE COMPANY AND TO BE GRANTED FREE OF CHARGE TO ALL THE SHAREHOLDERS OF THE COMPANY; THE MAXIMUM NOMINAL AMOUNT OF CAPITAL INCREASE SHALL NOT EXCEED EUR 400,000,000.00; THIS AMOUNT SHALL	Management	Fo

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

NOT COUNT AGAINST THE GLOBAL CEILING FIXED IN RESOLUTION E.13; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; AUTHORITY EXPIRES ON 18-MONTH PERIOD; IT SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT

- | | | | |
|------|---|------------|----|
| E.24 | AUTHORIZE THE BOARD OF DIRECTORS TO GRANT, FOR FREE, ON 1 OR MORE OCCASIONS, EXISTING OR FUTURE SHARES IN FAVOUR OF THE EMPLOYEES OR THE CORPORATE OFFICERS OF BOUYGUES AND RELATED COMPANIES; THEY MAY NOT REPRESENT MORE THAN 10% OF THE SHARE CAPITAL; THIS AMOUNT SHALL NOT COUNT AGAINST THE CEILING FIXED IN THE RESOLUTION E.20, NOR AGAINST THE OVERALL CEILING SET FORTH IN THE RESOLUTION E.13; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; AUTHORITY EXPIRES ON 38-MONTH PERIOD; IT SUPERSEDES THE FRACTION UNUSED OF ANY AND ALL EARLIER DELEGATION TO THE SAME EFFECT | Management | Fo |
| E.25 | AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE, ON 1 OR MORE OCCASIONS, AT ITS SOLE DISCRETION, IN FRANCE OR ABROAD, THE SHARE CAPITAL UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 5,000,000,000.00, ON THE ISSUANCE OF ANY SECURITIES GIVING RIGHT TO THE ALLOCATION OF DEBT SECURITIES; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES; AUTHORITY EXPIRES ON 26-MONTH PERIOD; IT SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT | Management | Fo |
| E.26 | AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS, AT ITS SOLE DISCRETION, BY CANCELING ALL OR PART OF THE SHARES HELD BY THE COMPANY IN CONNECTION WITH VARIOUS STOCK REPURCHASE PLANS, UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL OVER A 24-MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH AL NECESSARY FORMALITIES; AUTHORITY EXPIRES ON 18-MONTH PERIOD; IT SUPERSEDES ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT | Management | Fo |
| E.27 | AMEND THE ARTICLES 13 COMPOSITION OF THE BOARD OF DIRECTORS AND 19 OF THE BYLAWS | Management | Fo |
| E.28 | 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 BYLAW | Management | Fo |

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 86 of 205

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

ISSUER: 14040H105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	W. RONALD DIETZ	Management	Fo
	LEWIS HAY, III	Management	Fo
	MAYO SHATTUCK, III	Management	Fo
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE CORPORATION FOR 2007.	Management	Fo
03	APPROVAL AND ADOPTION OF CAPITAL ONE S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PERMIT AMENDMENT OF THE BYLAWS TO ADOPT MAJORITY VOTING FOR THE ELECTION OF DIRECTORS.	Management	Fo
04	STOCKHOLDER PROPOSAL: STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shareholder	Agai

EMBARQ CORPORATION

EQ

ISSUER: 29078E105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	PETER C. BROWN	Management	Fo
	STEVEN A. DAVIS	Management	Fo
	DANIEL R. HESSE	Management	Fo
	JOHN P. MULLEN	Management	Fo
	WILLIAM A. OWENS	Management	Fo
	DINESH C. PALIWAL	Management	Fo
	STEPHANIE M. SHERN	Management	Fo
	LAURIE A. SIEGEL	Management	Fo
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2007 FISCAL YEAR.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 87 of 205

GROUPE DANONE, PARIS

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

ISSUER: F12033134

ISIN: FR0000120644

SEDOL: B0ZGJH2, B01HK10, B033328, 0799085, 5983560, 5984068, B01HKG5, B018SX1, B043GP1, 5981810,

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	<p>A VERIFICATION PERIOD EXISTS IN FRANCE. VERIFICATION PERIOD: REGISTERED SHARES: 1 TO 5 DAYS PRIOR TO THE MEETING DATE, DEPENDS ON COMPANY S BY-LAWS. BEARER SHARES: 6 DAYS PRIOR TO THE MEETING DATE. FRENCH RESIDENT SHAREOWNERS MUST COMPLETE, SIGN AND FORWARD THE PROXY CARD DIRECTLY TO THE SUB CUSTODIAN. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN THE NECESSARY CARD, ACCOUNT DETAILS AND DIRECTIONS. THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS: PROXY CARDS: 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. TRADES/VOTE INSTRUCTIONS: SINCE FRANCE MAINTAINS A VERIFICATION PERIOD, FOR VOTE INSTRUCTIONS SUBMITTED THAT HAVE A TRADE TRANSACTED (SELL) FOR EITHER THE FULL SECURITY POSITION OR A PARTIAL AMOUNT AFTER THE VOTE INSTRUCTION HAS BEEN SUBMITTED AND THE GLOBAL CUSTODIAN ADVISES OF THE POSITION CHANGE VIA THE ACCOUNT POSITION COLLECTION PROCESS, THERE IS A PROCESS IN EFFECT WHICH WILL ADVISE THE GLOBAL CUSTODIAN OF THE NEW ACCOUNT POSITION AVAILABLE FOR VOTING. THIS WILL ENSURE THAT THE LOCAL CUSTODIAN IS INSTRUCTED TO AMEND THE VOTE INSTRUCTION AND RELEASE THE SHARES FOR SETTLEMENT OF THE SALE TRANSACTION. THIS PROCEDURE PERTAINS TO SALE TRANSACTIONS WITH A SETTLEMENT DATE PRIOR TO MEETING DATE + 1</p>	Non-Voting	
*	<p>PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU</p>	Non-Voting	
O.1	<p>RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE 31 DEC 2006, AS PRESENTED</p>	Management	Fo
O.2	<p>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</p>	Management	Fo
O.3	<p>APPROVE THAT THE EARNINGS FOR THE FY OF EUR 873,582,156.27, PLUS THE RETAINED EARNINGS OF EUR 1,751,850,933.96, I.E. DISTRIBUTABLE INCOME OF EUR 2,625,433,090.23 BE APPROPRIATED AS FOLLOWS: DIVIDENDS: EUR 521,729,492.00; RETAINED EARNINGS: EUR 2,103,703,598.23; THE</p>	Management	Fo

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

SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 2.00 PER SHARE, AND WILL ENTITLE TO THE 40% DEDUCTION PROVIDED BY THE FRENCH TAX CODE; THIS DIVIDEND WILL BE PAID ON 10 MAY 2007; 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.4 | RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLES L.225-38 ET SEQ. 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 | Fo |
| O.5 | APPROVE TO RENEW THE APPOINTMENT OF MR. FRANCK RIBOUD AS A DIRECTOR FOR A 3 YEAR PERIOD | Management | Fo |

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 06/27/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 88 of 205

- | | | | |
|-----|--|------------|----|
| O.6 | APPROVE TO RENEW THE APPOINTMENT OF MR. EMMANUEL FABER AS A DIRECTOR FOR A 3 YEAR PERIOD | Management | Fo |
| O.7 | RATIFY THE CO-OPTATION OF MR. NAOMASA TSURITANI AS A DIRECTOR, UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2007 | Management | Fo |
| O.8 | AUTHORIZE THE BOARD OF DIRECTORS TO PURCHASE, KEEP OR TRANSFER THE COMPANY S SHARES IN CONNECTION WITH A SHARE BUYBACK PROGRAM, SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 160.00; MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE TOTAL NUMBER OF SHARES COMPRISING THE SHARE CAPITAL, I.E. 26,086,474 SHARES, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 4,173,835,840.00; THE NUMBER OF SHARES ACQUIRED BY THE COMPANY 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, IT SUPERSEDES THE ONE GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 27 APR 2006 IN ITS RESOLUTION 10; AUTHORITY EXPIRES AFTER THE END OF 18 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |
| O.9 | ACKNOWLEDGE THAT, IN ORDER TO CARRY ON ITS COMMITMENT, WHICH IS FOOD FOR HEALTH FOR THE MOST OF THE PEOPLE AND AS PART OF THE UPDATING OF ITS DUAL COMMITMENT TO BUSINESS PERFORMANCE AND SOCIAL PROGRESS, THE COMPANY WISHES TO LAUNCH A WORLDWIDE PROGRAM, FOCUSING ON THE CREATION OF A COMPANY DEVELOPMENT FUND, WITH A SOCIAL AIM, CALLED DANONE COMMUNITIES; AND THE SUBSCRIPTION BY THE COMPANY OF UNIT TRUST DANONE COMMUNITIES SHARES | Management | Fo |

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

E.10 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL ON ONE OR MORE OCCASIONS, IN FRANCE OR ABROAD, BY ISSUANCE, WITH THE SHAREHOLDERS PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF SHARES IN THE COMPANY AND SECURITIES GIVING ACCESS TO THE COMPANY S CAPITAL, THE CEILING OF THE NOMINAL AMOUNT OF CAPITAL INCREASE TO BE CARRIED OUT UNDER THIS DELEGATION OF AUTHORITY IS EUR 45,000,000.00; THE NOMINAL AMOUNT OF ORDINARY SHARES TO BE ISSUED BY VIRTUE OF THE RESOLUTIONS E.11, E.12, E.13 AND E.14 SHALL COUNT AGAINST THIS AMOUNT, THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES TO BE ISSUED SHALL NOT EXCEED EUR 2,000,000,000.00; THIS CEILING IS COMMON TO THE ISSUANCE OF DEBT SECURITIES GIVING ACCESS TO THE COMPANY S CAPITAL CARRIED OUT BY VIRTUE OF THE RESOLUTIONS E.11, E.12, E.13 AND E.14, BUT DISTINCT FROM THE CEILING OF EUR 4,000,000,000.00 CORRESPONDING TO THE ISSUANCE OF DEBT SECURITIES DECIDED BY VIRTUE OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 27 APR 2006 IN ITS RESOLUTION 11, IT SUPERSEDES THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 14.; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES.

Management

Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 89 of 205

E.11 AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL, ON ONE OR MORE OCCASIONS, IN FRANCE OR ABROAD AND BY WAY OF A PUBLIC OFFERING, BY ISSUANCE, WITH CANCELLATION OF THE SHAREHOLDERS PREFERRED SUBSCRIPTION RIGHTS BUT WITH THE OBLIGATION TO GRANT A PRIORITY RIGHT, OF SHARES IN THE COMPANY AND SECURITIES GIVING ACCESS TO THE COMPANY S CAPITAL THE CEILING OF THE NOMINAL AMOUNT OF CAPITAL INCREASES TO BE CARRIED OUT UNDER THIS DELEGATION OF AUTHORITY IS EUR 33,000,000.00, THIS CEILING IS COMMON TO THE CAPITAL INCREASES TO BE CARRIED OUT BY VIRTUE OF THE RESOLUTIONS E.12, E.13 AND E.14 AND SHALL COUNT AGAINST THE OVERALL CEILING OF THE RESOLUTION E.10; THE MAXIMUM NOMINAL AMOUNT OF DEBT SECURITIES TO BE ISSUED SHALL NOT EXCEED EUR 2,000,000,000.00; THIS CEILING IS COMMON TO THE ISSUANCE OF DEBT SECURITIES GIVING ACCESS TO THE COMPANY S CAPITAL CARRIED OUT BY VIRTUE OF THE RESOLUTIONS 10, 12, 13 AND 14, BUT DISTINCT FROM THE CEILING OF EUR 4,000,000,000.00 CORRESPONDING TO THE ISSUANCE OF DEBT SECURITIES DECIDED BY VIRTUE OF THE; AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 27 APR 2006 IN ITS RESOLUTION 11, IT SUPERSEDES THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR

Management

Fo

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

2005 IN ITS RESOLUTION 15; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

E.12 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 SUBSCRIPTION OF SHAREHOLDERS IN ACCORDANCE WITH THE RESOLUTIONS E.10 AND E.11, ON THE TERMS AND CONDITIONS FIXED BY ARTICLE L.225-135-1 SUBJECT THAT THE CEILINGS SET FORTH IN SUCH RESOLUTIONS ARE RESPECTED, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 16; AUTHORITY EXPIRES AFTER THE END OF 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES Management Fo

E.13 AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OF THE COMPANY OR SECURITIES GIVING ACCESS BY ALL MEANS TO EXISTING OR FUTURE ORDINARY SHARES OF THE COMPANY, IN CONSIDERATION FOR SECURITIES TENDERED IN A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY IN FRANCE OR ABROAD CONCERNING THE SHARES OF ANOTHER COMPANY, THE ISSUES CARRIED OUT BY VIRTUE OF THE PRESENT RESOLUTION MUST RESPECT THE CEILINGS SET FORTH IN THE RESOLUTION E.11, IT SUPERSEDES THE DELEGATION GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 17; AUTHORITY EXPIRES AFTER THE END OF 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES Management Fo

E.14 AUTHORIZE THE BOARD OF DIRECTORS, TO INCREASE THE SHARE UP TO 10% OF THE SHARE CAPITAL, BY WAY OF ISSUING ORDINARY SHARES OF THE COMPANY OR SECURITIES GIVING ACCESS TO THE COMPANY CAPITAL, IN CONSIDERATION FOR THE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF CAPITAL SECURITIES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL THE ISSUES CARRIED OUT BY VIRTUE OF THE PRESENT DELEGATION SHALL ALSO RESPECT THE CEILINGS SET FORTH IN THE RESOLUTION E.11 OF THE PRESENT SHAREHOLDERS MEETING, IT SUPERSEDES THE DELEGATION GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 18; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES Management Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 90 of 205

E.15 AUTHORITY THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, IN ONE OR MORE OCCASIONS, Management Fo

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

	<p>UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 33,000,000.00, BY WAY OF CAPITALIZING RESERVES, PROFITS OR 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, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 20; AUTHORITY EXPIRES AFTER THE END OF A 26-MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p>		
E.16	<p>AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, ON ONE OR MORE OCCASIONS, IN FAVOR OF EMPLOYEES OF THE COMPANY AND ITS RELATED COMPANIES WHO ARE THE MEMBERS OF A COMPANY SAVINGS PLAN, AND FOR A NOMINAL AMOUNT THAT SHALL NOT EXCEED EUR 3,000,000.00, THIS AUTHORIZATION SUPERSEDES THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 27 APR 2006 IN ITS RESOLUTION 12; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p>	Management	Fo
E.17	<p>AUTHORIZE THE BOARD OF DIRECTORS TO GRANT, IN ONE OR MORE TRANSACTIONS, TO THE EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY AND RELATED COMPANIES, OPTIONS GIVING THE RIGHT TO PURCHASE EXISTING SHARES OF THE COMPANY, IT BEING PROVIDED THAT THE OPTIONS SHALL NOT GIVE RIGHTS TO A TOTAL NUMBER OF SHARES, WHICH SHALL EXCEED 3,000,000 COMPANY S SHARES, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 22; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p>	Management	Fo
E.18	<p>AUTHORIZE THE BOARD OF DIRECTORS TO GRANT, FOR FREE, ON ONE OR MORE OCCASIONS, EXISTING OR FUTURE SHARES, IN FAVOR OF THE EMPLOYEES OR THE CORPORATE OFFICERS OF THE COMPANY AND RELATED COMPANIES, THEY MAY NOT REPRESENT MORE THAN 1,000,000 SHARES, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 23; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p>	Management	Fo
E.19	<p>AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL, ON ONE 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, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 24; AUTHORITY EXPIRES AFTER THE END OF A 24 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p>	Management	Fo
E.20	<p>APPROVE TO REDUCE THE NOMINAL VALUE OF THE, SHARES FROM EUR 0.50 TO EUR 0.25, CONSEQUENTLY, THE MAXIMUM PURCHASE PRICE FIXED BY THE RESOLUTION 0.8 WILL AMOUNT TO EUR 80.00, THE MAXIMUM AMOUNT OF SHARES TO BE PURCHASED IN RESOLUTION E.17 WILL BE 6,000,000 SHARES, THE MAXIMUM AMOUNT OF SHARES TO BE GRANTED FOR FREE IN RESOLUTION E.18 TO THE EMPLOYEES AND THE CORPORATE OFFICERS WILL BE 2,000,000</p>	Management	Fo

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

SHARES; AND AUTHORIZE THE BOARD OF DIRECTORS
TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH
ALL NECESSARY FORMALITIES

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 91 of 205

E.21	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	Fo
------	--	------------	----

GROUPE DANONE, PARIS

ISSUER: F12033134

ISIN: FR0000120644

SEDOL: B0ZGJH2, B01HK10, B033328, 0799085, 5983560, 5984068, B01HKG5, B018SX1, B043GP1, 5981810,

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	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 AMENDMENT TO MEETING ID 366774 DUE TO RECEIPT OF ADDITIONAL RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
O.1	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE 31 DEC 2006, AS PRESENTED	Management	Fo
O.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	Fo
O.3	APPROVE THAT THE EARNINGS FOR THE FY OF EUR 873,582,156.27, PLUS THE RETAINED EARNINGS OF EUR 1,751,850,933.96,	Management	Fo

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

I.E. DISTRIBUTABLE INCOME OF EUR 2,625,433,090.23
BE APPROPRIATED AS FOLLOWS: DIVIDENDS: EUR 521,729,492.00;
RETAINED EARNINGS: EUR 2,103,703,598.23; THE
SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR
2.00 PER SHARE, AND WILL ENTITLE TO THE 40% DEDUCTION
PROVIDED BY THE FRENCH TAX CODE; THIS DIVIDEND
WILL BE PAID ON 10 MAY 2007; 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

0.4	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLES L.225-38 ET SEQ. 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	Fo
-----	---	------------	----

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 06/27/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 92 of 205

0.5	APPROVE TO RENEW THE APPOINTMENT OF MR. FRANCK RIBOUD AS A DIRECTOR FOR A 3 YEAR PERIOD	Management	Fo
-----	--	------------	----

0.6	APPROVE TO RENEW THE APPOINTMENT OF MR. EMMANUEL FABER AS A DIRECTOR FOR A 3 YEAR PERIOD	Management	Fo
-----	---	------------	----

0.7	RATIFY THE CO-OPTATION OF MR. NAOMASA TSURITANI AS A DIRECTOR, UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2007	Management	Fo
-----	---	------------	----

0.8	AUTHORIZE THE BOARD OF DIRECTORS: TO PURCHASE, KEEP OR TRANSFER THE COMPANY SSHARES IN CONNECTION WITH A SHARE BUYBACK PROGRAM, SUBJECT TO THE CONDITIONS DESCRIBED BELOW: MAXIMUM PURCHASE PRICE: EUR 160.00; MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10% OF THE TOTAL NUMBER OF SHARES COMPRISING THE SHARE CAPITAL, I.E. 26,086,474 SHARES, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 4,173,835,840.00; THE NUMBER OF SHARES ACQUIRED BY THE COMPANY 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, IT SUPERSEDES THE ONE GRANTED BY THE COMBINED SHAREHOLDERS MEETING OF 27 APR 2006 IN ITS RESOLUTION 10; AUTHORITY EXPIRES AFTER THE END OF 18 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Fo
-----	---	------------	----

0.9	ACKNOWLEDGE THAT, IN ORDER TO CARRY ON ITS COMMITMENT, WHICH IS FOOD FOR HEALTH FOR THE MOST OF THE PEOPLE AND AS PART OF THE UPDATING OF ITS DUAL COMMITMENT TO BUSINESS PERFORMANCE AND SOCIAL PROGRESS, THE COMPANY WISHES TO LAUNCH A WORLDWIDE PROGRAM, FOCUSING ON THE CREATION OF A COMPANY DEVELOPMENT FUND, WITH A SOCIAL AIM, CALLED DANONE	Management	Fo
-----	---	------------	----

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

COMMUNITIES; AND THE SUBSCRIPTION BY THE COMPANY
OF UNIT TRUST DANONE COMMUNITIES SHARES

E.10 AUTHORIZE THE BOARD OF DIRECTORS: TO INCREASE
THE CAPITAL ON ONE OR MORE OCCASIONS, IN FRANCE
OR ABROAD, BY ISSUANCE, WITH THE SHAREHOLDERS
PREFERRED SUBSCRIPTION RIGHTS MAINTAINED, OF
SHARES IN THE COMPANY AND SECURITIES GIVING ACCESS
TO THE COMPANY S CAPITAL, THE CEILING OF THE
NOMINAL AMOUNT OF CAPITAL INCREASE TO BE CARRIED
OUT UNDER THIS DELEGATION OF AUTHORITY IS EUR
45,000,000.00; THE NOMINAL AMOUNT OF ORDINARY
SHARES TO BE ISSUED BY VIRTUE OF THE RESOLUTIONS
E.11, E.12, E.13 AND E.14 SHALL COUNT AGAINST
THIS AMOUNT, THE MAXIMUM NOMINAL AMOUNT OF DEBT
SECURITIES TO BE ISSUED SHALL NOT EXCEED EUR
2,000,000,000.00; THIS CEILING IS COMMON TO THE
ISSUANCE OF DEBT SECURITIES GIVING ACCESS TO
THE COMPANY S CAPITAL CARRIED OUT BY VIRTUE OF
THE RESOLUTIONS E.11, E.12, E.13 AND E.14, BUT
DISTINCT FROM THE CEILING OF EUR 4,000,000,000.00
CORRESPONDING TO THE ISSUANCE OF DEBT SECURITIES
DECIDED BY VIRTUE OF THE AUTHORIZATION GRANTED
BY THE SHAREHOLDERS MEETING OF 27 APR 2006 IN
ITS RESOLUTION 11, IT SUPERSEDES THE AUTHORIZATION
GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR
2005 IN ITS RESOLUTION 14; AUTHORITY EXPIRES
AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE
ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY
FORMALITIES

Management

Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 93 of 205

E.11 AUTHORIZE THE BOARD OF DIRECTORS: TO INCREASE
THE CAPITAL, ON ONE OR MORE OCCASIONS, IN FRANCE
OR ABROAD AND BY WAY OF A PUBLIC OFFERING, BY
ISSUANCE, WITH CANCELLATION OF THE SHAREHOLDERS
PREFERRED SUBSCRIPTION RIGHTS BUT WITH THE OBLIGATION
TO GRANT A PRIORITY RIGHT, OF SHARES IN THE COMPANY
AND SECURITIES GIVING ACCESS TO THE COMPANY S
CAPITAL THE CEILING OF THE NOMINAL AMOUNT OF
CAPITAL INCREASES TO BE CARRIED OUT UNDER THIS
DELEGATION OF AUTHORITY IS EUR 33,000,000.00,
THIS CEILING IS COMMON TO THE CAPITAL INCREASES
TO BE CARRIED OUT BY VIRTUE OF THE RESOLUTIONS
E.12, E.13 AND E.14 AND SHALL COUNT AGAINST THE
OVERALL CEILING OF THE RESOLUTION E.10; THE MAXIMUM
NOMINAL AMOUNT OF DEBT SECURITIES TO BE ISSUED
SHALL NOT EXCEED EUR 2,000,000,000.00; THIS CEILING
IS COMMON TO THE ISSUANCE OF DEBT SECURITIES
GIVING ACCESS TO THE COMPANY S CAPITAL CARRIED
OUT BY VIRTUE OF THE RESOLUTIONS 10, 12, 13 AND
14, BUT DISTINCT FROM THE CEILING OF EUR 4,000,000,000.00
CORRESPONDING TO THE ISSUANCE OF DEBT SECURITIES
DECIDED BY VIRTUE OF THE; AUTHORIZATION GRANTED

Management

Fo

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

BY THE SHAREHOLDERS MEETING OF 27 APR 2006 IN ITS RESOLUTION 11, IT SUPERSEDES THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 15; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES

- | | | | |
|------|--|------------|----|
| E.12 | 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 SUBSCRIPTION OF SHAREHOLDERS IN ACCORDANCE WITH THE RESOLUTIONS E.10 AND E.11, ON THE TERMS AND CONDITIONS FIXED BY ARTICLE L.225-135-1 SUBJECT THAT THE CEILINGS SET FORTH IN SUCH RESOLUTIONS ARE RESPECTED, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 16; AUTHORITY EXPIRES AFTER THE END OF 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |
| E.13 | AUTHORIZE THE BOARD OF DIRECTORS: TO ISSUE ORDINARY SHARES OF THE COMPANY OR SECURITIES GIVING ACCESS BY ALL MEANS TO EXISTING OR FUTURE ORDINARY SHARES OF THE COMPANY, IN CONSIDERATION FOR SECURITIES TENDERED IN A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY IN FRANCE OR ABROAD CONCERNING THE SHARES OF ANOTHER COMPANY, THE ISSUES CARRIED OUT BY VIRTUE OF THE PRESENT RESOLUTION MUST RESPECT THE CEILINGS SET FORTH IN THE RESOLUTION E.11, IT SUPERSEDES THE DELEGATION GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 17; AUTHORITY EXPIRES AFTER THE END OF 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |
| E.14 | AUTHORIZE THE BOARD OF DIRECTORS: TO INCREASE THE SHARE UP TO 10% OF THE SHARE CAPITAL, BY WAY OF ISSUING ORDINARY SHARES OF THE COMPANY OR SECURITIES GIVING ACCESS TO THE COMPANY CAPITAL, IN CONSIDERATION FOR THE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF CAPITAL SECURITIES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL THE ISSUES CARRIED OUT BY VIRTUE OF THE PRESENT DELEGATION SHALL ALSO RESPECT THE CEILINGS SET FORTH IN THE RESOLUTION E.11 OF THE PRESENT SHAREHOLDERS MEETING, IT SUPERSEDES THE DELEGATION GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 18; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |

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

- | | | | |
|------|--|------------|----|
| E.15 | <p>AUTHORITY THE BOARD OF DIRECTORS: TO INCREASE THE SHARE CAPITAL, IN ONE OR MORE OCCASIONS, UP TO A MAXIMUM NOMINAL AMOUNT OF EUR 33,000,000.00, BY WAY OF CAPITALIZING RESERVES, PROFITS OR 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, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 20; AUTHORITY EXPIRES AFTER THE END OF A 26-MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p> | Management | Fo |
| E.16 | <p>AUTHORIZE THE BOARD OF DIRECTORS: TO INCREASE THE SHARE CAPITAL, ON ONE OR MORE OCCASIONS, IN FAVOR OF EMPLOYEES OF THE COMPANY AND ITS RELATED COMPANIES WHO ARE THE MEMBERS OF A COMPANY SAVINGS PLAN, AND FOR A NOMINAL AMOUNT THAT SHALL NOT EXCEED EUR 3,000,000.00, THIS AUTHORIZATION SUPERSEDES THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS MEETING OF 27 APR 2006 IN ITS RESOLUTION 12; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p> | Management | Fo |
| E.17 | <p>AUTHORIZE THE BOARD OF DIRECTORS: TO GRANT, IN ONE OR MORE TRANSACTIONS, TO THE EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY AND RELATED COMPANIES, OPTIONS GIVING THE RIGHT TO PURCHASE EXISTING SHARES OF THE COMPANY, IT BEING PROVIDED THAT THE OPTIONS SHALL NOT GIVE RIGHTS TO A TOTAL NUMBER OF SHARES, WHICH SHALL EXCEED 3,000,000 COMPANY S SHARES, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 22; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p> | Management | Fo |
| E.18 | <p>AUTHORIZE THE BOARD OF DIRECTORS: TO GRANT, FOR FREE, ON ONE OR MORE OCCASIONS, EXISTING OR FUTURE SHARES, IN FAVOR OF THE EMPLOYEES OR THE CORPORATE OFFICERS OF THE COMPANY AND RELATED COMPANIES, THEY MAY NOT REPRESENT MORE THAN 1,000,000 SHARES, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 23; AUTHORITY EXPIRES AFTER THE END OF A 26 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p> | Management | Fo |
| E.19 | <p>AUTHORIZE THE BOARD OF DIRECTORS: TO REDUCE THE SHARE CAPITAL, ON ONE 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, IT SUPERSEDES THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 22 APR 2005 IN ITS RESOLUTION 24; AUTHORITY EXPIRES AFTER THE END OF A 24 MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES</p> | Management | Fo |

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

Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 95 of 205

- | | | | |
|------|--|-------------|------|
| E.20 | APPROVE TO REDUCE THE NOMINAL VALUE OF THE, SHARES FROM EUR 0.50 TO EUR 0.25, CONSEQUENTLY, THE MAXIMUM PURCHASE PRICE FIXED BY THE RESOLUTION 0.8 WILL AMOUNT TO EUR 80.00, THE MAXIMUM AMOUNT OF SHARES TO BE PURCHASED IN RESOLUTION E.17 WILL BE 6,000,000 SHARES, THE MAXIMUM AMOUNT OF SHARES TO BE GRANTED FOR FREE IN RESOLUTION E.18 TO THE EMPLOYEES AND THE CORPORATE OFFICERS WILL BE 2,000,000 SHARES; AND AUTHORIZE THE BOARD OF DIRECTORS TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES | Management | Fo |
| E.21 | 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 | Fo |
| A. | PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL:

AMEND THE ARTICLE 26.II OF THE BYLAWS IN ORDER

TO CANCEL THE PROVISIONS LIMITING THE VOTING RIGHTS OF THE SHAREHOLDERS IN A SHAREHOLDER MEETING TO 6% OF THE SIMPLE VOTING RIGHTS AND TO 12% OF THE DOUBLE VOTING RIGHTS HELD BY A SHAREHOLDER | Shareholder | Abst |

 HARRAH'S ENTERTAINMENT, INC.

HET

ISSUER: 413619107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR STEPHEN F. BOLLENBACH RALPH HORN GARY W. LOVEMAN BOAKE A. SELLS	Management Management Management Management	Fo Fo Fo Fo
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2007 CALENDAR YEAR.	Management	Fo

 HERBALIFE, LTD.

HLF

ISSUER: G4412G101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: LEROY T. BARNES.	Management	Fo
1B	ELECTION OF DIRECTOR: RICHARD P. BERMINGHAM.	Management	Fo
1C	ELECTION OF DIRECTOR: PETER MASLEN.	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2007.	Management	Fo
03	APPROVE THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 96 of 205

KIMBERLY-CLARK CORPORATION

KMB

ISSUER: 494368103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: JAMES M. JENNESS	Management	Fo
1B	ELECTION OF DIRECTOR: LINDA JOHNSON RICE	Management	Fo
1C	ELECTION OF DIRECTOR: MARC J. SHAPIRO	Management	Fo
02	APPROVAL OF AUDITORS	Management	Fo
03	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFIED BOARD OF DIRECTORS AND TO MAKE CERTAIN TECHNICAL CHANGES	Management	Fo
04	STOCKHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING	Shareholder	Agai
05	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF GLOBAL HUMAN RIGHTS STANDARDS BASED ON INTERNATIONAL LABOR CONVENTIONS	Shareholder	Agai
06	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON THE FEASIBILITY OF PHASING OUT USE OF NON-FSC CERTIFIED FIBER	Shareholder	Agai

NICOR INC.

GAS

ISSUER: 654086107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
-----------------	----------	---------------	-------

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

01	DIRECTOR	R.M. BEAVERS, JR. B.P. BICKNER J.H. BIRDSALL, III N.R. BOBINS T.A. DONAHOE B.J. GAINES R.A. JEAN D.J. KELLER R.E. MARTIN G.R. NELSON J. RAU J.F. RIORDAN R.M. STROBEL	Management Management Management Management Management Management Management Management Management Management Management Management Management	Fo Fo Fo Fo Fo Fo Fo Fo Fo Fo Fo Fo Fo
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.		Management	Fo
03	SHAREHOLDER PROPOSAL FOR A SIMPLE MAJORITY VOTE OF SHAREHOLDERS.		Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 97 of 205

 NOBLE CORPORATION NE

ISSUER: G65422100 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR	MICHAEL A. CAWLEY LUKE R. CORBETT JACK E. LITTLE	Management Management Management Management	Fo Fo Fo Fo
02	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2007.		Management	Fo

 OLIN CORPORATION OLN

ISSUER: 680665205 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR C. ROBERT BUNCH RANDALL W. LARRIMORE ANTHONY W. RUGGIERO	Management Management Management	Fo Fo Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo

 PARMALAT S P A

ISSUER: T7S73M107

ISIN: IT0003826473

SEDOL: B0SSTS6, B0LTJS6, B09RG69

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 27 APR 2007 FOR EXTRAORDINARY PART ONLY (AND AT 11.00 AM ON 28 APR 2007 A SECOND CALL FOR ORDINARY PART AND A THIRD CALL FOR EXTRAORDINARY PART). CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
O.1	APPROVAL OF THE BALANCE SHEET, FINANCIAL STATEMENT, NOTES TO THE FINANCIAL STATEMENTS AS OF 31 DEC 2006, AND REPORT ON OPERATIONS, WITH THE RELEVANT PROPOSAL OF DISTRIBUTION OF PROFITS. EXAM OF THE REPORT OF THE BOARD OF STATUTORY AUDITORS. CONSEQUENT RESOLUTIONS	Management	Fo
O.2	EXTENSION OF THE APPOINTMENT TERM IN COMPLIANCE WITH ARTICLE. 159 OF LAW DECREE NO. 58 OF 24 FEB 1998 AS MODIFIED BY ARTICLE. 3 OF LAW DECREE NO. 303 OF 29 DEC 2006. CONSEQUENT RESOLUTIONS	Management	Fo
E.3	PROPOSAL TO INCREASE THE SHARE CAPITAL BY A MAXIMUM OF EURO 15 MILLION RESERVED FOR THE EXERCISE OF WARRANTS, AS PER ARTICLE 5 OF THE BY-LAWS. CONSEQUENT RESOLUTIONS	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 98 of 205

E.4	PROFESSIONALITY REQUIREMENTS FOR THE DIRIGENTE PREPOSTO ALLA REDAZIONE DEI DOCUMENTI CONTABILI SOCIETARI AND SUBSEQUENT INTEGRATIONS AS PER	Management	Fo
-----	---	------------	----

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

ARTICLE 20 BIS OF PARMALAT BY-LAWS. CONSEQUENT
RESOLUTIONS

PARMALAT S P A

ISSUER: 70175R102

ISIN: US70175R1023

SEDOL: B0GWD77

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 27 APR 2007 (AND A THIRD CALL ON 28 APR 2007). CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU.	Non-Voting	
O.1	APPROVE THE BALANCE SHEET, FINANCIAL STATEMENTS, NOTES TO THE FINANCIAL STATEMENTS AS OF 31 DEC 2006, AND REPORTS ON OPERATIONS, WITH THE RELEVANT PROPOSAL OF DISTRIBUTION OF PROFITS; EXAMS OF THE REPORT OF THE BOARD OF STATUTORY AUDITORS; CONSEQUENT RESOLUTIONS	Management	Fo
O.2	APPROVE THE EXTENSION OF THE APPOINTMENT TERM IN COMPLIANCE WITH ARTICLE 159 OF LAW DECREE N. 58 OF 24 FEB 1998 AS MODIFIED BY ARTICLE 3 OF LAW DECREE N. 303 OF 29 DEC 2006; CONSEQUENT RESOLUTIONS	Management	Fo
E.3	APPROVE TO INCREASE THE SHARE CAPITAL BY A MAXIMUM OF EUR 15 MILLION RESERVED FOR THE EXERCISE OF WARRANTS, AS PER ARTICLE 5 OF THE BY-LAWS; CONSEQUENT RESOLUTIONS	Management	Fo
E.4	APPROVE THE PROFESSIONALITY REQUIREMENTS FOR THE DIRIGENTE PREPOSTO ALLA REDAZIONE DEI DOCUMENTI CONTABILI SOCIETARI AND SUBSEQUENT INTEGRATIONS AS PER ARTICLE 20 BIS OF PARMALAT BY-LAWS; CONSEQUENT RESOLUTIONS	Management	Fo

PEPSIAMERICAS, INC.

PAS

ISSUER: 71343P200

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
--------------------	----------	------------------	----------

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

1J	ELECTION OF DIRECTOR: DEBORAH E. POWELL.	Management	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 99 of 205

1A	ELECTION OF DIRECTOR: HERBERT M. BAUM.	Management	Fo
1B	ELECTION OF DIRECTOR: RICHARD G. CLINE.	Management	Fo
1C	ELECTION OF DIRECTOR: MICHAEL J. CORLISS.	Management	Fo
1D	ELECTION OF DIRECTOR: PIERRE S. DU PONT.	Management	Fo
1E	ELECTION OF DIRECTOR: ARCHIE R. DYKES.	Management	Fo
1F	ELECTION OF DIRECTOR: JAROBIN GILBERT, JR.	Management	Fo
1G	ELECTION OF DIRECTOR: JAMES R. KACKLEY.	Management	Fo
1H	ELECTION OF DIRECTOR: MATTHEW M. MCKENNA.	Management	Fo
1I	ELECTION OF DIRECTOR: ROBERT C. POHLAD.	Management	Fo

PFIZER INC.

PFE

ISSUER: 717081103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	DENNIS A. AUSIELLO	Management	Fo
	MICHAEL S. BROWN	Management	Fo
	M. ANTHONY BURNS	Management	Fo
	ROBERT N. BURT	Management	Fo
	W. DON CORNWELL	Management	Fo
	WILLIAM H. GRAY, III	Management	Fo
	CONSTANCE J. HORNER	Management	Fo
	WILLIAM R. HOWELL	Management	Fo
	JEFFREY B. KINDLER	Management	Fo
	GEORGE A. LORCH	Management	Fo
	DANA G. MEAD	Management	Fo
	WILLIAM C. STEERE, JR.	Management	Fo
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING.	Shareholder	Agai
04	SHAREHOLDER PROPOSAL REQUESTING A REPORT ON THE RATIONALE FOR EXPORTING ANIMAL EXPERIMENTATION.	Shareholder	Agai
05	SHAREHOLDER PROPOSAL REQUESTING A REPORT ON THE FEASIBILITY OF AMENDING PFIZER S CORPORATE POLICY ON LABORATORY ANIMAL CARE AND USE.	Shareholder	Agai

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

06 SHAREHOLDER PROPOSAL RELATING TO QUALIFICATIONS FOR DIRECTOR NOMINEES.

Shareholder Agai

SALLY BEAUTY HOLDINGS, INC.

SBH

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
04	PROPOSAL TO APPROVE THE SALLY BEAUTY HOLDINGS, INC. ANNUAL INCENTIVE PLAN.	Management	Fo
03	PROPOSAL TO APPROVE THE SALLY BEAUTY HOLDINGS, INC. 2007 OMNIBUS INCENTIVE PLAN.	Management	Fo
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2007.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 100 of 205

01	DIRECTOR	Management	Fo
	JAMES G. BERGES	Management	Fo
	MARSHALL E. EISENBERG	Management	Fo
	JOHN A. MILLER	Management	Fo
	RICHARD J. SCHNALL	Management	Fo

SEMPRA ENERGY

SRE

ISSUER: 816851109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	WILFORD D. GODBOLD, JR.	Management	Fo
	RICHARD G. NEWMAN	Management	Fo
	NEAL E. SCHMALE	Management	Fo
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo
03	ADOPT SIMPLE MAJORITY VOTE PROPOSAL	Shareholder	Agai

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

04	DIRECTOR ELECTION MAJORITY VOTE STANDARD PROPOSAL	Shareholder	Agai
05	SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN POLICY PROPOSAL	Shareholder	Agai

 SJW CORP. SJW

ISSUER: 784305104 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	M.L. CALI	Management	Fo
	J.P. DINAPOLI	Management	Fo
	D.R. KING	Management	Fo
	G.E. MOSS	Management	Fo
	W.R. ROTH	Management	Fo
	C.J. TOENISKOETTER	Management	Fo
	F.R. ULRICH, JR.	Management	Fo
	R.A. VAN VALER	Management	Fo
02	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE CORPORATION FOR FISCAL YEAR 2007.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 101 of 205

 THE EMPIRE DISTRICT ELECTRIC COMPANY EDE

ISSUER: 291641108 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	ROSS C. HARTLEY	Management	Fo
	JULIO S. LEON	Management	Fo
	ALLAN T. THOMS	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo

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

WEBSTER FINANCIAL CORPORATION

WBS

ISSUER: 947890109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JOEL S. BECKER WILLIAM T. BROMAGE JAMES C. SMITH	Management Management Management	Fo Fo Fo
02	TO AMEND THE WEBSTER FINANCIAL CORPORATION 1992 STOCK OPTION PLAN (PROPOSAL 2).	Management	Agai
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, 2007 (PROPOSASL 3).	Management	Fo

WYETH

WYE

ISSUER: 983024100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	ELECTION OF DIRECTOR: ROBERT ESSNER	Management	Fo
1B	ELECTION OF DIRECTOR: JOHN D. FEERICK	Management	Fo
1C	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON, PH.D.	Management	Fo
1D	ELECTION OF DIRECTOR: VICTOR F. GANZI	Management	Fo
1E	ELECTION OF DIRECTOR: ROBERT LANGER, SC.D.	Management	Fo
1F	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Management	Fo
1G	ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE	Management	Fo
1H	ELECTION OF DIRECTOR: MARY LAKE POLAN, M.D., PH.D., M.P.H.	Management	Fo
1I	ELECTION OF DIRECTOR: BERNARD POUSSOT	Management	Fo
1J	ELECTION OF DIRECTOR: GARY L. ROGERS	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 102 of 205

1K	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Management	Fo
1L	ELECTION OF DIRECTOR: WALTER V. SHIPLEY	Management	Fo
1M	ELECTION OF DIRECTOR: JOHN R. TORELL III	Management	Fo
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007	Management	Fo
03	VOTE TO AMEND THE CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS	Management	Fo
04	VOTE TO AMEND AND RESTATE THE 2005 STOCK INCENTIVE PLAN FOR TAX COMPLIANCE	Management	Fo
05	DISCLOSURE OF ANIMAL WELFARE POLICY	Shareholder	Agai
06	REPORT ON LIMITING SUPPLY OF PRESCRIPTION DRUGS IN CANADA	Shareholder	Agai
07	DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shareholder	Agai
08	RECOUPMENT OF INCENTIVE BONUSES	Shareholder	Agai
09	INTERLOCKING DIRECTORSHIPS	Shareholder	Agai
10	PROPOSAL WITHDRAWN. NO VOTE REQUIRED	Management	
11	SEPARATING THE ROLES OF CHAIRMAN AND CEO	Shareholder	Agai
12	STOCKHOLDER ADVISORY VOTE ON COMPENSATION	Shareholder	Agai

 AT&T INC.

T

ISSUER: 00206R102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
A01	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Management	Fo
A02	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Management	Fo
A03	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Management	Fo
A04	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Management	Fo
A05	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Management	Fo
A06	ELECTION OF DIRECTOR: JAMES P. KELLY	Management	Fo

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

A07	ELECTION OF DIRECTOR: CHARLES F. KNIGHT	Management	Fo
A08	ELECTION OF DIRECTOR: JON C. MADONNA	Management	Fo
A09	ELECTION OF DIRECTOR: LYNN M. MARTIN	Management	Fo
A10	ELECTION OF DIRECTOR: JOHN B. MCCOY	Management	Fo
A11	ELECTION OF DIRECTOR: MARY S. METZ	Management	Fo
A12	ELECTION OF DIRECTOR: TONI REMBE	Management	Fo
A13	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 103 of 205

A14	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Management	Fo
A15	ELECTION OF DIRECTOR: LAURA D ANDREA TYSON	Management	Fo
A16	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Management	Fo
A17	ELECTION OF DIRECTOR: EDWARD E. WHITACRE, JR.	Management	Fo
B02	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	Management	Fo
B03	APPROVE THE AT&T SEVERANCE POLICY	Management	Fo
C04	STOCKHOLDER PROPOSAL A	Shareholder	Agai
C05	STOCKHOLDER PROPOSAL B	Shareholder	Agai
C06	STOCKHOLDER PROPOSAL C	Shareholder	Agai
C07	STOCKHOLDER PROPOSAL D	Shareholder	Agai
C08	STOCKHOLDER PROPOSAL E	Shareholder	Agai

 DOMINION RESOURCES, INC.

D

ISSUER: 25746U109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo

PETER W. BROWN Management Fo
 GEORGE A. DAVIDSON, JR. Management Fo

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

		THOMAS F. FARRELL, II	Management	Fo
		JOHN W. HARRIS	Management	Fo
		ROBERT S. JEPSON, JR.	Management	Fo
		MARK J. KINGTON	Management	Fo
		BENJAMIN J. LAMBERT III	Management	Fo
		MARGARET A. MCKENNA	Management	Fo
		FRANK S. ROYAL	Management	Fo
		DAVID A. WOLLARD	Management	Fo
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS FOR THE 2007 FINANCIAL STATEMENTS.		Management	Fo
03	SHAREHOLDER PROPOSAL - ENVIRONMENTAL REPORT.		Shareholder	Agai
04	SHAREHOLDER PROPOSAL - TRANSMISSION LINE REPORT.		Shareholder	Agai

DPL INC.

DPL

ISSUER: 233293109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 104 of 205

		ROBERT D. BIGGS	Management	Fo
		W AUGUST HILLENBRAND	Management	Fo
		NED J. SIFFERLEN	Management	Fo
02	APPROVAL OF THE AMENDMENT TO THE REGULATIONS OF DPL INC. REGARDING MAJORITY VOTE ALTERNATIVE FOR THE ELECTION OF DIRECTORS.		Management	Fo
03	SHAREHOLDER PROPOSAL ON EXECUTIVE BONUSES.		Shareholder	Agai
04	SHAREHOLDER PROPOSAL ON MAJORITY VOTE REINCORPORATION PROPOSAL.		Shareholder	Agai
05	RATIFICATION OF KPMG LLP AS INDEPENDENT AUDITORS.		Management	Fo

FERRO CORPORATION

FOE

ISSUER: 315405100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
----------	----------	----

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

Number	Proposal	Type	Ca
01	DIRECTOR	Management	Fo
	MICHAEL H. BULKIN	Management	Fo
	MICHAEL F. MEE	Management	Fo
	PERRY W. PREMDAS	Management	Fo

GATX CORPORATION

GMT

ISSUER: 361448103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo	Ca
01	DIRECTOR	Management	Fo	
	JAMES M. DENNY	Management	Fo	
	RICHARD FAIRBANKS	Management	Fo	
	DEBORAH M. FRETZ	Management	Fo	
	MARLA C. GOTTSCHALK	Management	Fo	
	ERNST A. HABERLI	Management	Fo	
	BRIAN A. KENNEY	Management	Fo	
	MARK G. MCGRATH	Management	Fo	
	MICHAEL E. MURPHY	Management	Fo	
	CASEY J. SYLLA	Management	Fo	
02	APPROVAL OF APPOINTMENT OF AUDITORS	Management	Fo	

Proposal Number	Proposal	Proposal Type	Vo	Ca
01	DIRECTOR	Management	Fo	
	JAMES M. DENNY	Management	Fo	
	RICHARD FAIRBANKS	Management	Fo	
	DEBORAH M. FRETZ	Management	Fo	
	MARLA C. GOTTSCHALK	Management	Fo	
	ERNST A. HABERLI	Management	Fo	
	BRIAN A. KENNEY	Management	Fo	
	MARK G. MCGRATH	Management	Fo	
	MICHAEL E. MURPHY	Management	Fo	
	CASEY J. SYLLA	Management	Fo	
02	APPROVAL OF APPOINTMENT OF AUDITORS	Management	Fo	

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 105 of 205

HYFLUX LTD

ISSUER: Y3817K105

ISIN: SG1J47889782

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

SEDOL: B0D83V2, 6320058, B021XD4

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	RECEIVE AND ADOPT THE DIRECTORS REPORT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP FOR THE YE 31 DEC 2006 TOGETHER WITH THE AUDITORS REPORT THEREON	Management	Fo
2.	DECLARE A FIRST AND FINAL DIVIDEND OF 1.35 SINGAPORE CENTS PER ORDINARY SHARE TAX EXEMPT FOR THE YE 31 DEC 2006	Management	Fo
3.	RE-ELECT MR. TEO KIANG KOK AS A DIRECTOR, WHO RETIRES PURSUANT TO ARTICLE 89 OF THE COMPANY S ARTICLES OF ASSOCIATION	Management	Fo
4.	RE-ELECT MR. CHRISTOPHER MURUGASU AS A DIRECTOR, WHO RETIRES PURSUANT TO ARTICLE 89 OF THE COMPANY S ARTICLES OF ASSOCIATION	Management	Fo
5.	APPROVE THE PAYMENT OF DIRECTORS FEES OF SGD 305,166 FOR THE YE 31 DEC 2006	Management	Fo
6.	RE-APPOINT MESSRS ERNST & YOUNG AS THE COMPANY S AUDITORS AND AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION	Management	Fo
*	TRANSACT ANY OTHER BUSINESS	Non-Voting Management	Fo
7.	AUTHORIZE THE DIRECTORS, PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 AND RULE 806 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED, TO ALLOT AND ISSUE SHARES IN THE COMPANY BY WAY OF RIGHTS, BONUS OR OTHERWISE; AND/OR MAKE OR GRANT OFFERS, AGREEMENTS OR OPTIONS COLLECTIVELY, INSTRUMENTS, THE AGGREGATE NUMBER OF SHARES ISSUED NOT EXCEEDING 50% OF THE ISSUED SHARE CAPITAL OF THE COMPANY, OF WHICH THE AGGREGATE NUMBER OF SHARES TO BE ISSUED OTHER THAN ON A PRO-RATA BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY DOES NOT EXCEED 20% OF THE ISSUED SHARE CAPITAL OF THE COMPANY AND THE PERCENTAGE OF ISSUED SHARE CAPITAL SHALL BE CALCULATED BASED ON THE COMPANY S ISSUED SHARE CAPITAL AT THE DATE OF PASSING OF THIS RESOLUTION AFTER ADJUSTING FOR NEW SHARES ARISING FROM THE CONVERSION OF CONVERTIBLE SECURITIES OR EMPLOYEE SHARE OPTIONS ON ISSUE AND ANY SUBSEQUENT CONSOLIDATION OR SUBDIVISION OF SHARES; 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	Non-Voting Management	Fo
8.	AUTHORIZE THE DIRECTORS, PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 AND TO OFFER	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 106 of 205

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 AS MAY BE REQUIRED TO BE ISSUE 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 FORM 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

 KELLOGG COMPANY

K

ISSUER: 487836108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	BENJAMIN S. CARSON, SR.	Management	Fo
	GORDON GUND	Management	Fo
	DOROTHY A. JOHNSON	Management	Fo
	A. MCLAUGHLIN KOROLOGOS	Management	Fo
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2007	Management	Fo
03	SHAREOWNER PROPOSAL TO PREPARE A SUSTAINABILITY REPORT	Shareholder	Agai
04	SHAREOWNER PROPOSAL TO ENACT A MAJORITY VOTE REQUIREMENT	Shareholder	Agai

 MERRILL LYNCH & CO., INC.

MER

ISSUER: 590188108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JOHN D. FINNEGAN	Management	Fo
	JOSEPH W. PRUEHER	Management	Fo
	ANN N. REESE	Management	Fo
02	RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo
03	INSTITUTE CUMULATIVE VOTING	Shareholder	Agai
04	SUBMIT NAMED EXECUTIVE OFFICERS COMPENSATION TO SHAREHOLDERS FOR ANNUAL RATIFICATION	Shareholder	Agai
05	ADOPT POLICY THAT SIGNIFICANT PORTION OF FUTURE EQUITY COMPENSATION BE PERFORMANCE-VESTING SHARES	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 107 of 205

OWENS & MINOR, INC.

OMI

ISSUER: 690732102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	A. MARSHALL ACUFF, JR.	Management	Fo
	ANNE MARIE WHITTEMORE	Management	Fo
02	APPROVAL OF THE PROPOSED OWENS & MINOR, INC. 2007 TEAMMATE STOCK PURCHASE PLAN.	Management	Fo
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	Fo
04	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.	Management	Fo

PORTUGAL TELECOM SGPS S A

ISSUER: X6769Q104

ISIN: PTPTCOAM0009

BLOCKING

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

VOTE GROUP: GLOBAL

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

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

*	PLEASE NOTE THAT FOR EVERY 500 SHARES YOU HAVE 1 VOTING RIGHT. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE 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.	APPROVE THE YEAR 2006 ANNUAL REPORT AND THE ACCOUNTS OF THE COMPANY OF THE YEAR 2006	Management	Take Act
2.	APPROVE THE CONSOLIDATED ANNUAL REPORT AND THE ACCOUNTS OF THE YEAR 2006	Management	Take Act
3.	APPROVE THE PROFITS APPLICATION	Management	Take Act
4.	APPROVE TO APPRECIATE THE MANAGEMENT BOARD AND SUPERVISORY BOARD PERFORMANCE	Management	Take Act
5.	APPROVE TO RESOLVE ON FREE ALLOTMENT OF ALL ORDINARY SHARES REPRESENTING THE SHARE CAPITAL OF PT MULTIMEDIA HELD BY THE COMPANY, TO ITS SHAREHOLDERS WERE EACH SHAREHOLDER SHALL RECEIVE THE EQUIVALENT TO 4 PTM SHARES FOR EACH PT HELD	Management	Take Act
6.	APPROVE TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN SHARES, INCLUDING THEIR ACQUISITION IN CONNECTION WITH THE SHARE BUYBACK PROGRAMME	Management	Take Act

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 108 of 205

7.	APPROVE TO RESOLVE ON A REDUCTION IN SHARE CAPITAL UP TO 65,191,463.05 EUROS FOR THE PURPOSE OF RELEASING EXCESS CAPITAL IN CONNECTION WITH A SHARE BUYBACK PROGRAMME, BY MEANS OF CANCELLATION OF UP TO 186,261,323 SHARES REPRESENTING UP TO 16.5 OF THE SHARE CAPITAL TO BE ACQUIRED AS A RESULT OF THE IMPLEMENTATION OF THIS RESOLUTION, AS WELL AS ON RELATED RESERVES AND ON THE CORRESPONDING AMENDMENT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION	Management	Take Act
8.	APPROVE TO RESOLVE ON A SHARES CAPITAL INCREASE TO 474,119,730 EUROS BY MEANS OF INCORPORATION OF LEGAL RESERVES IN THE AMOUNT OF 79,019,955 EUROS, THROUGH AN INCREASE IN THE PAR VALUE OF ALL SHARES REPRESENTING THE COMPANY S SHARE CAPITAL BY AN AMOUNT EQUAL TO 7 EURO CENTS, WHEREBY THE PAR VALUE OF EACH SHARE WILL BE 42 EURO CENTS,	Management	Take Act

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

WITH THE CORRESPONDING AMENDMENT TO PARAGRAPHS
1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION

9.	APPROVE TO RESOLVE ON A SHARE CAPITAL REDUCTION TO 33,865,695 EUROS, TO BE CARRIED OUT BY MEANS OF A REDUCTION IN THE PAR VALUE OF ALL SHARES REPRESENTING THE SHARE CAPITAL, WHEREBY EACH SHARE WILL HAVE A PAR VALUE OF 3 EURO CENTS, BY REDUCING THE PAR VALUE OF ALL SHARES TO 3 EURO CENTS WITH THE CORRESPONDING AMENDMENT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION, THE PURPOSE OF THE CAPITAL REDUCTION WILL BE THE RELEASE OF EXCESS CAPITAL	Management	Take Act
10.	APPROVE, PURSUANT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION, ON THE PARAMETERS APPLICABLE IN THE EVENT OF ANY ISSUANCE OF BONDS CONVERTIBLE INTO SAHRES THAT MAY BE RESOLVED UPON BY THE BOARD OF DIRECTORS	Management	Take Act
11.	APPROVE TO RESOLVE ON THE SUPPRESSION OF THE PRE-EMPTIVE RIGHT OF SHAREHOLDER IN THE SUBSCRIPTION OF ANY ISSUANCE OF CONVERTIBLE BONDS AS REFERRED TO UNDER ITEM 10 HEREOF AS MAY BE RESOLVED UPON BY THE BOARD OF DIRECTORS	Management	Take Act
12.	APPROVE TO RESOLVE ON THE ISSUANCE OF BONDS AND OTHER SECURITIES, OF WHATEVER NATURE, BY THE BOARD OF DIRECTORS, AND NAMELY ON THE FIXING OF THE VALUE OF SUCH SECURITIES IN ACCORDANCE WITH PARAGRAPH 3 OF ARTICLE 8 AND PARAGRAPH 1, E) OF ARTICLE 15 OF THE ARTICLES OF ASSOCIATION	Management	Take Act
13.	APPROVE TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN BONDS AND OTHER OWN SECURITIES	Management	Take Act

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 109 of 205

PORTUGAL TELECOM, SGPS, S.A.

PT

ISSUER: 737273102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

	Proposal Number Proposal		
		Proposal Type	Vo Ca
01	TO RESOLVE ON THE MANAGEMENT REPORT, BALANCE	Management	Fo

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

02	SHEET AND ACCOUNTS FOR THE YEAR 2006. TO RESOLVE ON THE CONSOLIDATED MANAGEMENT REPORT, BALANCE SHEET AND ACCOUNTS FOR THE YEAR 2006.	Management	Fo
03	TO RESOLVE ON THE PROPOSAL FOR APPLICATION OF PROFITS.	Management	Fo
04	TO RESOLVE ON A GENERAL APPRAISAL OF THE COMPANY S MANAGEMENT AND SUPERVISION.	Shareholder	Agai
05	TO RESOLVE ON THE FREE ALLOTMENT OF ALL THE ORDINARY SHARES REPRESENTING THE SHARE CAPITAL OF PT MULTIMEDIA.	Management	Fo
06	TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN SHARES.	Management	Fo
07	TO RESOLVE ON A REDUCTION IN SHARE CAPITAL OF UP TO 65,191,463.05 EUROS.	Management	Fo
08	TO RESOLVE ON A SHARE CAPITAL INCREASE TO 471,119,730 EUROS.	Management	Fo
09	TO RESOLVE ON A SHARE CAPITAL REDUCTION TO 33,865,695 EUROS.	Management	Fo
10	TO RESOLVE ON THE PARAMETERS APPLICABLE IN THE EVENT OF ANY ISSUANCE OF BONDS CONVERTIBLE INTO SHARES.	Management	Fo
11	TO RESOLVE ON THE SUPPRESSION OF THE PRE-EMPTIVE RIGHT IN THE SUBSCRIPTION OF ANY ISSUANCE OF CONVERTIBLE BONDS.	Management	Fo
12	TO RESOLVE ON THE ISSUANCE OF BONDS AND OTHER SECURITIES, OF WHATEVER NATURE, BY THE BOARD OF DIRECTORS.	Management	Fo
13	TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN BONDS AND OTHER OWN SECURITIES.	Management	Fo

BRISTOL-MYERS SQUIBB COMPANY

BMY

ISSUER: 110122108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca

1A	ELECTION OF DIRECTOR: L.B. CAMPBELL	Management	Fo
1B	ELECTION OF DIRECTOR: J.M. CORNELIUS	Management	Fo
1C	ELECTION OF DIRECTOR: L.J. FREEH	Management	Fo
1D	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Management	Fo
1E	ELECTION OF DIRECTOR: M. GROBSTEIN	Management	Fo
1F	ELECTION OF DIRECTOR: L. JOHANSSON	Management	Fo
1G	ELECTION OF DIRECTOR: J.D. ROBINSON III	Management	Fo
1H	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Management	Fo
1I	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Management	Fo
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo

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

03	2007 STOCK AWARD AND INCENTIVE PLAN	Management	Agai
04	SENIOR EXECUTIVE PERFORMANCE INCENTIVE PLAN	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 110 of 205

05	EXECUTIVE COMPENSATION DISCLOSURE	Shareholder	Agai
06	RECOUPMENT	Shareholder	Agai
07	CUMULATIVE VOTING	Shareholder	Agai

 CONSOL ENERGY INC. CNX

ISSUER: 20854P109 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	JOHN WHITMIRE	Management	Fo
	J. BRETT HARVEY	Management	Fo
	JAMES E. ALTMAYER, SR.	Management	Fo
	WILLIAM E. DAVIS	Management	Fo
	RAJ K. GUPTA	Management	Fo
	PATRICIA A. HAMMICK	Management	Fo
	DAVID C. HARDESTY, JR.	Management	Fo
	JOHN T. MILLS	Management	Fo
	WILLIAM A. POWELL	Management	Fo
	JOSEPH T. WILLIAMS	Management	Fo
02	RATIFICATION OF INDEPENDENT ACCOUNTANTS: PRICEWATERHOUSECOOPERS LLP.	Management	Fo
03	AMENDMENT TO CONSOL ENERGY INC. EQUITY INCENTIVE PLAN.	Management	Fo
04	SHAREHOLDER PROPOSAL REGARDING CLIMATE CHANGE.	Shareholder	Agai

 FORDING CANADIAN COAL TRUST FDG

ISSUER: 345425102 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
1A	ELECTION OF MICHAEL A. GRANDIN AS TRUSTEE	Management	Fo
1B	ELECTION OF RICHARD T. MAHLER AS TRUSTEE	Management	Fo
1C	ELECTION OF MICHAEL S. PARRETT AS TRUSTEE	Management	Fo
1D	ELECTION OF DONALD A. PETHER AS TRUSTEE	Management	Fo
1E	ELECTION OF WARREN S.R. SEYFFERT AS TRUSTEE	Management	Fo
1F	ELECTION OF PETER VALENTINE AS TRUSTEE	Management	Fo
1G	ELECTION OF JOHN B. ZAOZIRNY AS TRUSTEE	Management	Fo
02	DIRECTOR	Management	Fo
	DAWN L. FARRELL	Management	Fo
	MICHAEL A. GRANDIN	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 111 of 205

	DONALD R. LINDSAY	Management	Fo
	RICHARD T. MAHLER	Management	Fo
	THOMAS J. O'NEIL	Management	Fo
	MICHAEL S. PARRETT	Management	Fo
	LESLIE I. PRILLAMAN	Management	Fo
	DAVID A. THOMPSON	Management	Fo
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	Fo

GREAT PLAINS ENERGY INCORPORATED

GXP

ISSUER: 391164100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	D.L. BODDE	Management	Fo
	M.J. CHESSER	Management	Fo

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

	W.H. DOWNEY	Management	Fo
	M.A. ERNST	Management	Fo
	R.C. FERGUSON, JR.	Management	Fo
	W.K. HALL	Management	Fo
	L.A. JIMENEZ	Management	Fo
	J.A. MITCHELL	Management	Fo
	W.C. NELSON	Management	Fo
	L.H. TALBOTT	Management	Fo
	R.H. WEST	Management	Fo
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2007.	Management	Fo
03	APPROVE AMENDMENTS TO LONG-TERM INCENTIVE PLAN.	Management	Fo

PEABODY ENERGY CORPORATION

BTU

ISSUER: 704549104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	WILLIAM A. COLEY	Management	Fo
	IRL F. ENGELHARDT	Management	Fo
	WILLIAM C. RUSNACK	Management	Fo
	JOHN F. TURNER	Management	Fo
	ALAN H. WASHKOWITZ	Management	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo
03	SHAREHOLDER PROPOSAL REGARDING BOARD DECLASSIFICATION	Shareholder	Agai

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 112 of 205

POPULAR, INC.

BPOP

ISSUER: 733174106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo

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

		MICHAEL MASIN	Management	Fo
		MANUEL MORALES JR.	Management	Fo
		JOSE R. VIZCARRONDO	Management	Fo
02	TO RATIFY THE SELECTION OF THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.		Management	Fo

SOUTHERN UNION COMPANY

SUG

ISSUER: 844030106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		DAVID BRODSKY	Management	Fo
		FRANK W. DENIUS	Management	Fo
		KURT A. GITTER, M.D.	Management	Fo
		HERBERT H. JACOBI	Management	Fo
		ADAM M. LINDEMANN	Management	Fo
		GEORGE L. LINDEMANN	Management	Fo
		THOMAS N. MCCARTER, III	Management	Fo
		GEORGE ROUNTREE, III	Management	Fo
		ALLAN D. SCHERER	Management	Fo
02	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERCOOPERS LLP AS SOUTHERN UNION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2007.		Management	Fo

THE TRAVELERS COMPANIES, INC.

TRV

ISSUER: 89417E109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		ALAN L. BELLER	Management	Fo
		JOHN H. DASBURG	Management	Fo
		JANET M. DOLAN	Management	Fo
		KENNETH M. DUBERSTEIN	Management	Fo
		JAY S. FISHMAN	Management	Fo
		LAWRENCE G. GRAEV	Management	Fo
		PATRICIA L. HIGGINS	Management	Fo
		THOMAS R. HODGSON	Management	Fo
		C.L. KILLINGSWORTH, JR.	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 113 of 205

		ROBERT I. LIPP	Management	Fo
		BLYTHE J. MCGARVIE	Management	Fo
		GLEN D. NELSON, MD	Management	Fo
		LAURIE J. THOMSEN	Management	Fo
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS TRAVELERS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.		Management	Fo
03	PROPOSAL TO APPROVE AN AMENDMENT TO OUR ARTICLES OF INCORPORATION TO REQUIRE A MAJORITY VOTE FOR THE ELECTION OF DIRECTORS.		Management	Fo

 AGL RESOURCES INC.

ATG

ISSUER: 001204106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		THOMAS D. BELL, JR.	Management	Fo
		MICHAEL J. DURHAM	Management	Fo
		CHARLES H. MCTIER	Management	Fo
		DEAN R. O'HARE	Management	Fo
		D. RAYMOND RIDDLE	Management	Fo
		FELKER W. WARD, JR.	Management	Fo
02	APPROVAL OF THE 2007 OMNIBUS PERFORMANCE INCENTIVE PLAN.		Management	Agai
03	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.		Management	Fo

 APACHE CORPORATION

APA

ISSUER: 037411105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	ELECTION OF DIRECTOR: EUGENE C. FIEDOREK		Management	Fo
02	ELECTION OF DIRECTOR: PATRICIA ALBJERG GRAHAM		Management	Fo
03	ELECTION OF DIRECTOR: F.H. MERELLI		Management	Fo
04	ELECTION OF DIRECTOR: RAYMOND PLANK		Management	Fo

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

05 APPROVAL OF 2007 OMNIBUS EQUITY COMPENSATION PLAN
 06 STOCKHOLDER PROPOSAL CONCERNING REIMBURSEMENT
 OF PROXY EXPENSES

Management Fo
 Shareholder Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 114 of 205

 AQUILA, INC.

ILA

ISSUER: 03840P102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	IRVINE O. HOCKADAY, JR.	Management	Fo
	HEIDI E. HUTTER	Management	Fo
	DR. S.O. IKENBERRY	Management	Fo
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2007	Management	Fo

 BROOKFIELD ASSET MANAGEMENT INC.

BAM

ISSUER: 112585104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	MARCEL R. COUTU	Management	Fo
	WILLIAM A. DIMMA	Management	Fo
	LANCE LIEBMAN	Management	Fo
	ROY MACLAREN	Management	Fo
	G. WALLACE F. MCCAIN	Management	Fo
	FRANK J. MCKENNA	Management	Fo
	JACK M. MINTZ	Management	Fo
	JAMES A. PATTISON	Management	Fo
02	THE PLAN AMENDMENT RESOLUTION.	Management	Fo
03	THE 2007 PLAN RESOLUTION.	Management	Fo
04	THE APPOINTMENT OF AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THE REMUNERATION TO BE PAID TO THE AUDITORS.	Management	Fo

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

CIRCOR INTERNATIONAL, INC.

CIR

ISSUER: 17273K109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		Management	Fo
		Management	Fo
02	TO RATIFY THE SELECTION OF GRANT THORNTON LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo

HESS CORPORATION

HES

ISSUER: 42809H107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 115 of 205

		N.F. BRADY	Management	Fo
		J.B. COLLINS	Management	Fo
		T.H. KEAN	Management	Fo
		F.A. OLSON	Management	Fo
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2007.		Management	Fo
03	STOCKHOLDER PROPOSAL TO RECOMMEND THAT THE BOARD OF DIRECTORS TAKE ACTION TO DECLASSIFY THE BOARD.		Shareholder	Abst

HYDRIL COMPANY

HYDL

ISSUER: 448774109

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 11, 2007, AMONG HYDRIL COMPANY, TENARIS S.A. AND HOKKAIDO ACQUISITION, INC.	Management	Fo
02	ADJOURN THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITAION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	Fo

LUFKIN INDUSTRIES, INC.

LUFK

ISSUER: 549764108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR J.H. LOLLAR B.H. O'NEAL T.E. WIENER L.M. HOES	Management Management Management Management Management	Fo Fo Fo Fo Fo
02	THE AMENDMENT AND RESTATEMENT OF THE COMPANY S INCENTIVE STOCK COMPENSATION PLAN 2000 TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK OF THE COMPANY AS TO WHICH OPTIONS MAY BE GRANTED UNDER THE PLAN FROM 1,800,000 TO 2,800,000.	Management	Agai

PEPSICO, INC.

PEP

ISSUER: 713448108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1I	ELECTION OF DIRECTOR: D. VASELLA	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 116 of 205

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

1J	ELECTION OF DIRECTOR: M.D. WHITE	Management	Fo
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Management	Fo
03	APPROVAL OF 2007 LONG-TERM INCENTIVE PLAN (PROXY STATEMENT P. 37)	Management	Agai
04	SHAREHOLDER PROPOSAL- CHARITABLE CONTRIBUTIONS (PROXY STATEMENT P. 44)	Shareholder	Agai
1A	ELECTION OF DIRECTOR: D. DUBLON	Management	Fo
1B	ELECTION OF DIRECTOR: V.J. DZAU	Management	Fo
1C	ELECTION OF DIRECTOR: R.L. HUNT	Management	Fo
1D	ELECTION OF DIRECTOR: A. IBARGUEN	Management	Fo
1E	ELECTION OF DIRECTOR: A.C. MARTINEZ	Management	Fo
1F	ELECTION OF DIRECTOR: I.K. NOOYI	Management	Fo
1G	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Management	Fo
1H	ELECTION OF DIRECTOR: J.J. SCHIRO	Management	Fo

 ROLLS-ROYCE GROUP PLC, LONDON

ISSUER: G7630U109

ISIN: GB0032836487

SEDOL: B01DQ43, 7618514, 3283648

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	RECEIVE THE REPORT OF THE DIRECTORS AND THE AUDITED FINANCIAL STATEMENTS FOR THE YE 31 DEC 2006	Management	Fo
2.	APPROVE THE DIRECTORS REMUNERATION REPORT FOR THE YE 31 DEC 2006	Management	Fo
3.	RE-ELECT PROFESSOR PETER GREGSON AS A DIRECTOR	Management	Fo
4.	ELECT MR. JOHN RISHTON AS A DIRECTOR	Management	Fo
5.	RE-ELECT MR. PETER BYROM AS A DIRECTOR	Management	Fo
6.	RE-ELECT MR. IAIN CONN AS A DIRECTOR	Management	Fo
7.	RE-ELECT MR. JAMES GUYETTE AS A DIRECTOR	Management	Fo
8.	RE-ELECT MR. SIMON ROBERTSON AS A DIRECTOR	Management	Fo
9.	RE-ELECT MR. ANDREW SHILSTON AS A DIRECTOR	Management	Fo
10.	RE-APPOINT THE AUDITORS AND APPROVE THE REMUNERATION OF THE AUDITORS	Management	Fo
11.	APPROVE THE ALLOTMENT AND THE ISSUE OF B SHARES	Management	Fo
12.	APPROVE THE ROLLS-ROYCE GROUP PLC UK SHARES SAVE PLAN 2007	Management	Fo
13.	APPROVE THE ROLLS-ROYCE GROUP PLC INTERNATIONAL SHARES SAVE PLAN 2007	Management	Fo
S.14	APPROVE THE ALLOTMENT OF SHARES-SECTION 80 AMOUNT	Management	Fo
S.15	APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS-SECTION	Management	Fo

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

89 AMOUNT

S.16 GRANT AUTHORITY TO PURCHASE OWN SHARES

Management

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 117 of 205

 TECO ENERGY, INC.

TE

ISSUER: 872375100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JOSEPH P. LACHER	Management	Fo
	TOM L. RANKIN	Management	Fo
	WILLIAM D. ROCKFORD	Management	Fo
	J. THOMAS TOUCHTON	Management	Fo
02	RATIFICATION OF THE CORPORATION S INDEPENDENT AUDITOR	Management	Fo

 THOMAS & BETTS CORPORATION

TNB

ISSUER: 884315102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

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

UNITRIN, INC.

UTR

ISSUER: 913275103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JAMES E. ANNABLE	Management	Fo
	ERIC J. DRAUT	Management	Fo
	DONALD V. FITES	Management	Fo
	DOUGLAS G. GEOGA	Management	Fo
	REUBEN L. HEDLUND	Management	Fo
	JERROLD V. JEROME	Management	Fo
	WILLIAM E. JOHNSTON JR.	Management	Fo
	WAYNE KAUTH	Management	Fo
	FAYEZ S. SAROFIM	Management	Fo
	DONALD G. SOUTHWELL	Management	Fo
	RICHARD C. VIE	Management	Fo
	ANN E. ZIEGLER	Management	Fo
02	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2007.	Management	Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 118 of 205

ABB LTD

ABB

ISSUER: 000375204

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	APPROVAL OF THE ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS AND THE ANNUAL FINANCIAL STATEMENTS FOR 2006.	Management	Fo
03	APPROVAL OF THE DISCHARGE OF THE BOARD OF DIRECTORS AND THE PERSONS ENTRUSTED WITH MANAGEMENT.	Management	Fo
04	APPROVAL OF APPROPRIATION OF AVAILABLE EARNINGS, AS SET FORTH IN THE COMPANY S NOTICE OF MEETING ENCLOSED HEREWITH.	Management	Fo
05	APPROVAL OF THE CREATION OF THE AUTHORIZED SHARE CAPITAL, AS SET FORTH IN THE COMPANY S NOTICE	Management	Fo

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

	OF MEETING ENCLOSED HEREWITH.		
6A	ROGER AGNELLI, BRAZILIAN, RE-ELECT AS A DIRECTOR.	Management	Fo
6B	LOUIS R. HUGHES, AMERICAN, RE-ELECT AS A DIRECTOR.	Management	Fo
6C	HANS ULRICH MARKI, SWISS, RE-ELECT AS A DIRECTOR.	Management	Fo
6D	MICHEL DE ROSEN, FRENCH, RE-ELECT AS A DIRECTOR.	Management	Fo
6E	MICHAEL TRESCHOW, SWEDISH, RE-ELECT AS A DIRECTOR.	Management	Fo
6F	BERND W. VOSS, GERMAN, RE-ELECT AS A DIRECTOR.	Management	Fo
6G	JACOB WALLENBERG, SWEDISH, RE-ELECT AS A DIRECTOR.	Management	Fo
6H	HUBERTUS VON GRUNBERG, GERMAN, ELECTED AS DIRECTOR.	Management	Fo
07	APPROVAL OF THE ELECTION OF THE AUDITORS, GROUP AUDITORS AND SPECIAL AUDITORS, AS SET FORTH IN THE NOTICE OF MEETING ENCLOSED HEREWITH.	Management	Fo

 AVON PRODUCTS, INC.

AVP

ISSUER: 054303102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	W. DON CORNWELL	Management	Fo
	EDWARD T. FOGARTY	Management	Fo
	FRED HASSAN	Management	Fo
	ANDREA JUNG	Management	Fo
	MARIA ELENA LAGOMASINO	Management	Fo
	ANN S. MOORE	Management	Fo
	PAUL S. PRESSLER	Management	Fo
	GARY M. RODKIN	Management	Fo
	PAULA STERN	Management	Fo
	LAWRENCE A. WEINBACH	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo
03	AMENDMENTS TO THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION AND BY-LAWS	Management	Fo
04	RESOLUTION REGARDING BENCHMARKING OF INCENTIVE COMPENSATION GOALS AGAINST PEER GROUP PERFORMANCE	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 119 of 205

 CINCINNATI BELL INC.

CBB

ISSUER: 171871403

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	PHILLIP R. COX MICHAEL G. MORRIS JOHN M. ZRNO	Management Management Management	Fo Fo Fo
02	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 2007.	Management	Fo
03	THE APPROVAL OF THE CINCINNATI BELL INC. 2007 LONG TERM INCENTIVE PLAN.	Management	Agai
04	THE APPROVAL OF THE CINCINNATI BELL INC. 2007 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	Agai

DEUTSCHE TELEKOM AG

DT

ISSUER: 251566105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	RESOLUTION ON THE APPROPRIATION OF NET INCOME.	Management	Fo
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THE 2006 FINANCIAL YEAR.	Management	Fo
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2006 FINANCIAL YEAR.	Management	Fo
05	RESOLUTION ON THE APPOINTMENT OF THE INDEPENDENT AUDITOR AND THE GROUP AUDITOR FOR THE 2007 FINANCIAL YEAR.	Management	Fo
06	RESOLUTION AUTHORIZING THE CORPORATION TO PURCHASE AND USE ITS OWN SHARES WITH POSSIBLE EXCLUSION OF SUBSCRIPTION RIGHTS AND ANY RIGHT TO PURCHASE.	Management	Fo
07	CANCELLATION OF THE EXISTING CONTINGENT CAPITAL I AND III AS WELL AS THE RELEVANT AMENDMENT TO SECTION 5 OF THE ARTICLES.	Management	Fo
08	APPROVAL OF FORWARDING INFORMATION ELECTRONICALLY TO DEUTSCHE TELEKOM AG SHAREHOLDERS.	Management	Fo
09	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management	Fo
10	ELECTION OF A SUPERVISORY BOARD MEMBER.	Management	Fo
11	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH T-MOBILE INTERNATIONAL AG.	Management	Fo
12	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH PLINIUS	Management	Fo

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

13	TELEKOMMUNIKATIONSDIENSTE GMBH. RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH SALLUST TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	Fo
14	RESOLUTION ON THE APPROVAL OF THE CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT WITH TIBULL TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 120 of 205

DTE ENERGY COMPANY

DTE

ISSUER: 233331107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	ANTHONY F. EARLEY, JR.	Management	Fo
	ALLAN D. GILMOUR	Management	Fo
	FRANK M. HENNESSEY	Management	Fo
	GAIL J. MCGOVERN	Management	Fo
	JAMES H. VANDENBERGHE	Management	Fo
02	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM DELOITTE & TOUCHE LLP	Management	Fo

MUELLER INDUSTRIES, INC.

MLI

ISSUER: 624756102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	ALEXANDER P. FEDERBUSH	Management	Fo
	GENNARO J. FULVIO	Management	Fo
	GARY S. GLADSTEIN	Management	Fo
	TERRY HERMANSON	Management	Fo
	ROBERT B. HODES	Management	Fo
	HARVEY L. KARP	Management	Fo
	WILLIAM D. O'HAGAN	Management	Fo
02	APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY.	Management	Fo

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

 NSTAR NST

ISSUER: 67019E107 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
		GARY L. COUNTRYMAN	Fo
		DANIEL DENNIS	Fo
		THOMAS J. MAY	Fo
02	APPROVAL OF THE NSTAR 2007 LONG TERM INCENTIVE PLAN.	Management	Fo
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2007.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 121 of 205

 PENNICHUCK CORPORATION PNNW

ISSUER: 708254206 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
		MICHELLE L. CHICOINE	Fo
		JOHN R. KREICK	Fo
		DUANE C. MONTOPOLI	Fo
		MARTHA E. O'NEILL	Fo
02	TO APPROVE THE PROPOSED AMENDMENT AND RESTATEMENT OF THE PENNICHUCK CORPORATION 2000 STOCK OPTION PLAN.	Management	Fo

 PENTAIR, INC. PNR

ISSUER: 709631105 ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	GLYNIS A. BRYAN	Management	Fo
	WILLIAM T. MONAHAN	Management	Fo
	T. MICHAEL GLENN	Management	Fo
	DAVID H.Y. HO	Management	Fo
02	TO AMEND OUR ARTICLES OF INCORPORATION TO ADOPT A MAJORITY VOTING STANDARD FOR THE ELECTION OF DIRECTORS.	Management	Fo
03	TO AMEND OUR ARTICLES OF INCORPORATION AND OUR BY-LAWS TO PROVIDE FOR THE ELECTION OF UP TO ELEVEN DIRECTORS.	Management	Fo
04	TO VOTE UPON A PROPOSAL PUT FORTH BY ONE OF OUR SHAREHOLDERS THAT WE ADD SEXUAL ORIENTATION TO OUR WRITTEN NON-DISCRIMINATION POLICY.	Shareholder	Agai
05	TO VOTE UPON A PROPOSAL PUT FORTH BY ONE OF OUR SHAREHOLDERS THAT WE ISSUE A SUSTAINABILITY REPORT TO SHAREHOLDERS.	Shareholder	Agai
06	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 122 of 205

SEQUA CORPORATION

SQAA

ISSUER: 817320104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	E.E. BARR	Management	Fo
	G. BINDERMAN	Management	Fo
	R.S. LEFRAK	Management	Fo
	M.I. SOVERN	Management	Fo
	F.R. SULLIVAN	Management	Fo
	G. TSAI	Management	Fo
	R.F. WEINBERG	Management	Fo

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

		M. WEINSTEIN	Management	Fo
		S.R. ZAX.	Management	Fo
02	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2007		Management	Fo
03	ADOPT THE SEQUA CORPORATION 2007 LONG-TERM STOCK INCENTIVE PLAN		Management	Fo
04	APPROVE AN INCREASE IN THE AUTHORIZED NUMBER OF SHARES OF CLASS B COMMON STOCK		Management	Fo
05	APPROVE THE MANAGEMENT INCENTIVE BONUS PROGRAM FOR CORPORATE EXECUTIVE OFFICERS		Management	Fo
06	APPROVE THE AMENDMENT TO THE 2003 DIRECTORS STOCK AWARD PLAN		Management	Fo

SOUTHWEST GAS CORPORATION

SWX

ISSUER: 844895102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		GEORGE C. BIEHL	Management	Fo
		THOMAS E. CHESTNUT	Management	Fo
		STEPHEN C. COMER	Management	Fo
		RICHARD M. GARDNER	Management	Fo
		LEROY C. HANNEMAN, JR.	Management	Fo
		JAMES J. KROPID	Management	Fo
		MICHAEL O. MAFFIE	Management	Fo
		ANNE L. MARIUCCI	Management	Fo
		MICHAEL J. MELARKEY	Management	Fo
		JEFFREY W. SHAW	Management	Fo
		CAROLYN M. SPARKS	Management	Fo
		TERRENCE L. WRIGHT	Management	Fo
02	TO APPROVE THE 2006 RESTRICTED STOCK/UNIT PLAN.		Management	Fo
03	TO APPROVE AMENDING THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.		Management	Fo
04	TO APPROVE THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT ACCOUNTANTS OF THE COMPANY.		Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 123 of 205

SOVEREIGN BANCORP, INC.

SOV

ISSUER: 845905108

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		P. MICHAEL EHLERMAN	Fo
		ANDREW C. HOVE, JR.	Fo
		JUAN RODRIQUEZ-INCIARTE	Fo
02	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF SOVEREIGN S BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS SOVEREIGN S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo
03	TO APPROVE THE AMENDMENT TO SOVEREIGN S ARTICLES OF INCORPORATION.	Management	Fo

STERLING BANCORP

STL

ISSUER: 859158107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		ROBERT ABRAMS	Fo
		JOSEPH M. ADAMKO	Fo
		LOUIS J. CAPPELLI	Fo
		WALTER FELDESMAN	Fo
		FERNANDO FERRER	Fo
		ALLAN F. HERSHFIELD	Fo
		HENRY J. HUMPHREYS	Fo
		ROBERT W. LAZAR	Fo
		JOHN C. MILLMAN	Fo
		EUGENE ROSSIDES	Fo
02	PROPOSAL TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF KPMG LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR 2007.	Management	Fo

SUNOCO, INC.

SUN

ISSUER: 86764P109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

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

01	DIRECTOR		Management	Fo
		R.J. DARNALL	Management	Fo
		J.G. DROSDICK	Management	Fo
		U.O. FAIRBAIRN	Management	Fo
		T.P. GERRITY	Management	Fo
		R.B. GRECO	Management	Fo
		J.P. JONES, III	Management	Fo
		J.G. KAISER	Management	Fo
		R.A. PEW	Management	Fo
		G.J. RATCLIFFE	Management	Fo
		J.W. ROWE	Management	Fo
		J.K. WULFF	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007.		Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 124 of 205

VERIZON COMMUNICATIONS INC.

VZ

ISSUER: 92343V104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: JAMES R. BARKER	Management	Fo
1B	ELECTION OF DIRECTOR: RICHARD L. CARRION	Management	Fo
1C	ELECTION OF DIRECTOR: M. FRANCES KEETH	Management	Fo
1D	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	Fo
1E	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Management	Fo
1F	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Management	Fo
1G	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	Fo
1H	ELECTION OF DIRECTOR: THOMAS H. O BRIEN	Management	Fo
1I	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Management	Fo
1J	ELECTION OF DIRECTOR: HUGH B. PRICE	Management	Fo
1K	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Management	Fo

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

1L	ELECTION OF DIRECTOR: WALTER V. SHIPLEY	Management	Fo
1M	ELECTION OF DIRECTOR: JOHN W. SNOW	Management	Fo
1N	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Management	Fo
1O	ELECTION OF DIRECTOR: ROBERT D. STOREY	Management	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo
03	ELIMINATE STOCK OPTIONS	Shareholder	Agai
04	SHAREHOLDER APPROVAL OF FUTURE SEVERANCE AGREEMENTS	Shareholder	Agai
05	COMPENSATION CONSULTANT DISCLOSURE	Shareholder	Agai
06	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Agai
07	LIMIT SERVICE ON OUTSIDE BOARDS	Shareholder	Agai
08	SHAREHOLDER APPROVAL OF FUTURE POISON PILL	Shareholder	Fo
09	REPORT ON CHARITABLE CONTRIBUTIONS	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 125 of 205

 WISCONSIN ENERGY CORPORATION

WEC

ISSUER: 976657106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JOHN F. AHEARNE	Management	Fo
	JOHN F. BERGSTROM	Management	Fo
	BARBARA L. BOWLES	Management	Fo
	PATRICIA W. CHADWICK	Management	Fo
	ROBERT A. CORNOG	Management	Fo
	CURT S. CULVER	Management	Fo
	THOMAS J. FISCHER	Management	Fo
	GALE E. KLAPPA	Management	Fo
	ULICE PAYNE JR	Management	Fo
	FREDERICK P STRATTON JR	Management	Fo
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2007.	Management	Fo

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

IMS HEALTH INCORPORATED

RX

ISSUER: 449934108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR JAMES D. EDWARDS WILLIAM C. VAN FAASEN BRET W. WISE	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	APPROVAL OF THE SHAREHOLDER PROPOSAL RELATING TO THE ELECTION OF EACH DIRECTOR ANNUALLY.	Shareholder	Agai

OCCIDENTAL PETROLEUM CORPORATION

OXY

ISSUER: 674599105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Management	Fo
1B	ELECTION OF DIRECTOR: RONALD W. BURKLE	Management	Fo
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Management	Fo
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Management	Fo
1E	ELECTION OF DIRECTOR: R. CHAD DREIER	Management	Fo
1F	ELECTION OF DIRECTOR: JOHN E. FEICK	Management	Fo
1G	ELECTION OF DIRECTOR: RAY R. IRANI	Management	Fo
1H	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Management	Fo
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Management	Fo
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Management	Fo
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Management	Fo
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Management	Fo
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Management	Fo
03	APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN.	Management	Fo
04	SCIENTIFIC REPORT ON GLOBAL WARMING.	Shareholder	Agai

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

05 ADVISORY VOTE TO RATIFY EXECUTIVE COMPENSATION.
 06 PERFORMANCE-BASED STOCK OPTIONS.

Shareholder Agai
 Shareholder Agai

 OCEANEERING INTERNATIONAL, INC.

OII

ISSUER: 675232102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	DAVID S. HOOKER	Management	Fo
	HARRIS J. PAPPAS	Management	Fo
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2007	Management	Fo

 WASTE MANAGEMENT, INC.

WMI

ISSUER: 94106L109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	PROPOSAL TO ELECT: PASTORA SAN JUAN CAFFERTY	Management	Fo
1B	PROPOSAL TO ELECT: FRANK M. CLARK, JR.	Management	Fo
1C	PROPOSAL TO ELECT: PATRICK W. GROSS	Management	Fo
1D	PROPOSAL TO ELECT: THOMAS I. MORGAN	Management	Fo
1E	PROPOSAL TO ELECT: JOHN C. POPE	Management	Fo
1F	PROPOSAL TO ELECT: W. ROBERT REUM	Management	Fo
1G	PROPOSAL TO ELECT: STEVEN G. ROTHMEIER	Management	Fo
1H	PROPOSAL TO ELECT: DAVID P. STEINER	Management	Fo
1I	PROPOSAL TO ELECT: THOMAS H. WEIDEMEYER	Management	Fo
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

 ZIONS BANCORPORATION

ZION

ISSUER: 989701107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
----------	----------	----

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

Number	Proposal	Type	Ca
01	DIRECTOR	Management	Fo
		ROGER B. PORTER	Management
		L.E. SIMMONS	Management
		STEVEN C. WHEELWRIGHT	Management
02	TO RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL 2007.	Management	Fo
03	TO TRANSACT ANY OTHER SUCH BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 127 of 205

INTERNATIONAL PAPER COMPANY

IP

ISSUER: 460146103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTORS	Management	Fo
		DAVID J. BRONCZEK	Management
		MARTHA F. BROOKS	Management
		LYNN LAVERTY ELSENHANS	Management
		JOHN L. TOWNSEND, III	Management
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	SHAREHOLDER PROPOSAL CONCERNING MAJORITY VOTING.	Shareholder	Fo

THE YORK WATER COMPANY

YORW

ISSUER: 987184108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		WILLIAM T. MORRIS P.E.	Management
		IRVIN S. NAYLOR	Management
		JEFFREY S. OSMAN	Management

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

02 APPOINT BEARD MILLER COMPANY LLP AS AUDITORS. Management Fo

 ZIMMER HOLDINGS, INC. ZMH

ISSUER: 98956P102 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Management	Fo
1B	ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK	Management	Fo
02	AUDITOR RATIFICATION	Management	Fo
03	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO REQUIRE ANNUAL ELECTION OF ALL DIRECTORS	Management	Fo
04	STOCKHOLDER PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 128 of 205

 ALLETE, INC. ALE

ISSUER: 018522300 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	BREKKEN	Management	Fo
	EDDINS	Management	Fo
	EMERY	Management	Fo
	HOOLIHAN	Management	Fo
	LUDLOW	Management	Fo
	MAYER	Management	Fo
	PEIRCE	Management	Fo
	RAJALA	Management	Fo
	SHIPPAR	Management	Fo
	STENDER	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS ALLETE S INDEPENDENT REGISTERED PUBLIC	Management	Fo

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

ACCOUNTING FIRM.

CIT GROUP INC.

CIT

ISSUER: 125581108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JEFFREY M. PEEK	Management	Fo
	GARY C. BUTLER	Management	Fo
	WILLIAM M. FREEMAN	Management	Fo
	SUSAN LYNE	Management	Fo
	MARIANNE MILLER PARRS	Management	Fo
	TIMOTHY M. RING	Management	Fo
	JOHN R. RYAN	Management	Fo
	SEYMOUR STERNBERG	Management	Fo
	PETER J. TOBIN	Management	Fo
	LOIS M. VAN DEUSEN	Management	Fo
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS.	Management	Fo

CONNECTICUT WATER SERVICE, INC.

CTWS

ISSUER: 207797101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	HEATHER HUNT	Management	Fo
	ARTHUR C. REEDS	Management	Fo
	ERIC W. THORNBURG	Management	Fo
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2007.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 129 of 205

ECHOSTAR COMMUNICATIONS CORPORATION

DISH

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

ISSUER: 278762109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JAMES DEFRANCO	Management	Fo
	MICHAEL T. DUGAN	Management	Fo
	CANTEY ERGEN	Management	Fo
	CHARLES W. ERGEN	Management	Fo
	STEVEN R. GOODBARN	Management	Fo
	GARY S. HOWARD	Management	Fo
	DAVID K. MOSKOWITZ	Management	Fo
	TOM A. ORTOLF	Management	Fo
	C.MICHAEL SCHROEDER	Management	Fo
	CARL E. VOGEL	Management	Fo
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo
03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE Annual MEETING OR ANY ADJO THEREOF.	Management	Fo

ITT CORPORATION

ITT

ISSUER: 450911102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
A	DIRECTOR	Management	Fo
	STEVEN R. LORANGER	Management	Fo
	CURTIS J. CRAWFORD	Management	Fo
	CHRISTINA A. GOLD	Management	Fo
	RALPH F. HAKE	Management	Fo
	JOHN J. HAMRE	Management	Fo
	RAYMOND W. LEBOEUF	Management	Fo
	FRANK T. MACINNIS	Management	Fo
	LINDA S. SANFORD	Management	Fo
	MARKOS I. TAMBAKERAS	Management	Fo
B	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITT CORPORATION INDEPENDENT AUDITOR FOR 2007.	Management	Fo

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

MAINE & MARITIMES CORPORATION

MAM

ISSUER: 560377103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	RICHARD G. DAIGLE	Management	Fo
	DAVID N. FELCH	Management	Fo
	BRIAN N. HAMEL	Management	Fo
02	RATIFICATION OF THE SELECTION OF VITALE, CATURANO & COMPANY AS THE COMPANY S INDEPENDENT AUDITORS FOR 2007.	Management	Fo

NISOURCE INC.

NI

ISSUER: 65473P105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	TO ELECT STEVEN C. BEERING TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1B	TO ELECT DENNIS E. FOSTER TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1C	TO ELECT MARTY K. KITTRELL TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1D	TO ELECT PETER MCCAUSLAND TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1E	TO ELECT STEVEN R. MCCrackEN TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1F	TO ELECT W. LEE NUTTER TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1G	TO ELECT IAN M. ROLLAND TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1H	TO ELECT ROBERT C. SKAGGS, JR. TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1I	TO ELECT RICHARD L. THOMPSON TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1J	TO ELECT CAROLYN Y. WOO TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
1K	TO ELECT ROGER A. YOUNG TO SERVE ON THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM	Management	Fo
02	RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTANTS.	Management	Fo

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

ORMAT TECHNOLOGIES, INC.

ORA

ISSUER: 686688102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	LUCIEN BRONICKI	Management	Fo
	DAN FALK	Management	Fo
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 06/27/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 131 of 205

03	TO APPROVE AN AMENDMENT TO THE COMPANY S 2004 INCENTIVE COMPENSATION PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE PURSUANT TO THE PLAN BY 2,500,000.	Management	Fo
----	---	------------	----

PINNACLE ENTERTAINMENT, INC.

PNK

ISSUER: 723456109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	DANIEL R. LEE	Management	Fo
	JOHN V. GIOVENCO	Management	Fo
	RICHARD J. GOEGLEIN	Management	Fo
	ELLIS LANDAU	Management	Fo
	BRUCE A. LESLIE	Management	Fo
	JAMES L. MARTINEAU	Management	Fo
	MICHAEL ORNEST	Management	Fo
	LYNN P. REITNOUER	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE 2007 FISCAL YEAR	Management	Fo

SPRINT NEXTEL CORPORATION

S

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

ISSUER: 852061100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: KEITH J. BANE	Management	Fo
1B	ELECTION OF DIRECTOR: ROBERT R. BENNETT	Management	Fo
1C	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management	Fo
1D	ELECTION OF DIRECTOR: FRANK M. DRENDEL	Management	Fo
1E	ELECTION OF DIRECTOR: GARY D. FORSEE	Management	Fo
1F	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management	Fo
1G	ELECTION OF DIRECTOR: V. JANET HILL	Management	Fo
1H	ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.	Management	Fo
1I	ELECTION OF DIRECTOR: LINDA KOCH LORIMER	Management	Fo
1J	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Management	Fo
02	TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SPRINT NEXTEL FOR 2007.	Management	Fo
03	TO APPROVE THE 2007 OMNIBUS INCENTIVE PLAN.	Management	Agai
04	SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 132 of 205

TRONOX INCORPORATED

TRX

ISSUER: 897051207

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
-----------------	----------	---------------	-------

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

1A	ELECTION OF DIRECTOR: THOMAS W. ADAMS	Management	Fo
1B	ELECTION OF DIRECTOR: PETER D. KINNEAR	Management	Fo
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS.	Management	Fo

UNITED STATES CELLULAR CORPORATION

USM

ISSUER: 911684108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	RATIFY ACCOUNTANTS FOR 2007.	Management	Fo
01	DIRECTOR	Management	Fo
	P.H. DENUIT	Management	Fo

CAMERON INTERNATIONAL CORPORATION

CAM

ISSUER: 13342B105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	MICHAEL E. PATRICK	Management	Fo
	BRUCE W. WILKINSON	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2007.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 133 of 205

CONOCOPHILLIPS

COP

ISSUER: 20825C104

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF CLASS II DIRECTOR: JAMES E. COPELAND, JR.	Management	Fo
1B	ELECTION OF CLASS II DIRECTOR: KENNETH M. DUBERSTEIN	Management	Fo
1C	ELECTION OF CLASS II DIRECTOR: RUTH R. HARKIN	Management	Fo
1D	ELECTION OF CLASS II DIRECTOR: WILLIAM R. RHODES	Management	Fo
1E	ELECTION OF CLASS II DIRECTOR: J. STAPLETON ROY	Management	Fo
1F	ELECTION OF CLASS II DIRECTOR: WILLIAM E. WADE, JR.	Management	Fo
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007	Management	Fo
03	CORPORATE POLITICAL CONTRIBUTIONS	Shareholder	Agai
04	GLOBAL WARMING-RENEWABLES	Shareholder	Agai
05	QUALIFICATION FOR DIRECTOR NOMINEES	Shareholder	Agai
06	DRILLING IN SENSITIVE/PROTECTED AREAS	Shareholder	Agai
07	REPORT ON RECOGNITION OF INDIGENOUS RIGHTS	Shareholder	Agai
08	COMMUNITY ACCOUNTABILITY	Shareholder	Agai

CVS/CAREMARK CORPORATION

CVS

ISSUER: 126650100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Management	Fo
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Management	Fo
1C	ELECTION OF DIRECTOR: E. MAC CRAWFORD	Management	Fo
1D	ELECTION OF DIRECTOR: DAVID W. DORMAN	Management	Fo
1E	ELECTION OF DIRECTOR: KRISTEN E. GIBNEY WILLIAMS	Management	Fo
1F	ELECTION OF DIRECTOR: ROGER L. HEADRICK	Management	Fo
1G	ELECTION OF DIRECTOR: MARIAN L. HEARD	Management	Fo

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

1H	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Management	Fo
1I	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Management	Fo
1J	ELECTION OF DIRECTOR: TERRENCE MURRAY	Management	Fo
1K	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Management	Fo
1L	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Management	Fo
1M	ELECTION OF DIRECTOR: THOMAS M. RYAN	Management	Fo
1N	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 134 of 205

02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2007 FISCAL YEAR.	Management	Fo
03	PROPOSAL TO ADOPT THE COMPANY S 2007 EMPLOYEE STOCK PURCHASE PLAN.	Management	Fo
04	PROPOSAL TO ADOPT THE COMPANY S 2007 INCENTIVE PLAN.	Management	Fo
05	STOCKHOLDER PROPOSAL REGARDING LIMITS ON CEO COMPENSATION.	Shareholder	Agai
06	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF THE ROLES OF CHAIRMAN AND CEO.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORTING BY THE COMPANY.	Shareholder	Agai
08	STOCKHOLDER PROPOSAL REGARDING THE RELATIONSHIP BETWEEN THE COMPANY AND COMPENSATION CONSULTANTS.	Shareholder	Agai
09	STOCKHOLDER PROPOSAL REGARDING THE COMPANY S POLICY ON STOCK OPTION GRANTS.	Shareholder	Agai

 CVS/CAREMARK CORPORATION

CVS

ISSUER: 126650100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL SUBMITTED BY AMALGAMATED BANK LONG VIEW COLLECTIVE INVESTMENT FUND REQUESTING THAT THE BOARD OF DIRECTORS ADOPT A POLICY WITH RESPECT TO THE COMPANY S PRACTICES IN MAKING AWARDS OF EQUITY COMPENSATION TO DIRECTORS AND EXECUTIVES.	Shareholder	Fo

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

 EASTMAN KODAK COMPANY

EK

ISSUER: 277461109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	MICHAEL J. HAWLEY	Management	Fo
	WILLIAM H. HERNANDEZ	Management	Fo
	HECTOR DE J. RUIZ	Management	Fo
	LAURA D'ANDREA TYSON	Management	Fo
02	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo
03	SHAREHOLDER PROPOSAL REQUESTING A MONETARY LIMIT ON EXECUTIVE COMPENSATION.	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 135 of 205

 MURPHY OIL CORPORATION

MUR

ISSUER: 626717102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	F.W. BLUE	Management	Fo
	C.P. DEMING	Management	Fo
	R.A. HERMES	Management	Fo
	J.V. KELLEY	Management	Fo
	R.M. MURPHY	Management	Fo
	W.C. NOLAN, JR.	Management	Fo
	I.B. RAMBERG	Management	Fo
	N.E. SCHMALE	Management	Fo
	D.J.H. SMITH	Management	Fo
	C.G. THEUS	Management	Fo
02	APPROVE THE PROPOSED 2007 LONG-TERM INCENTIVE PLAN.	Management	Agai

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

03	APPROVE THE PROPOSED 2007 ANNUAL INCENTIVE PLAN.	Management	Fo
04	APPROVE THE PROPOSED AMENDMENTS TO THE EMPLOYEE STOCK PURCHASE PLAN.	Management	Fo
05	APPROVE THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo

 PROGRESS ENERGY, INC.

PGN

ISSUER: 743263105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: J. BOSTIC.	Management	Fo
1B	ELECTION OF DIRECTOR: D. BURNER.	Management	Fo
1C	ELECTION OF DIRECTOR: R. DAUGHERTY.	Management	Fo
1D	ELECTION OF DIRECTOR: H. DELOACH.	Management	Fo
1E	ELECTION OF DIRECTOR: R. JONES.	Management	Fo
1F	ELECTION OF DIRECTOR: W. JONES.	Management	Fo
1G	ELECTION OF DIRECTOR: R. MCGEHEE.	Management	Fo
1H	ELECTION OF DIRECTOR: E. MCKEE.	Management	Fo
1I	ELECTION OF DIRECTOR: J. MULLIN.	Management	Fo
1J	ELECTION OF DIRECTOR: C. SALADRIGAS.	Management	Fo
1K	ELECTION OF DIRECTOR: T. STONE.	Management	Fo
1L	ELECTION OF DIRECTOR: A. TOLLISON.	Management	Fo
01	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS PROGRESS ENERGY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
02	THE PROPOSAL RELATING TO THE APPROVAL OF THE PROGRESS ENERGY, INC. 2007 EQUITY INCENTIVE PLAN.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 136 of 205

 REPSOL YPF, S.A.

REP

ISSUER: 76026T205

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT OF REPSOL YPF, S.A.	Management	Fo
02	AMENDMENT OF THE ARTICLES OF ASSOCIATION.	Management	Fo
03	AMENDMENT OF THE REGULATIONS OF THE GENERAL SHAREHOLDERS MEETING.	Management	Fo
4A	DETERMINATION OF THE NUMBER OF DIRECTORS WITHIN THE LIMITS PROVIDED FOR IN ARTICLE 31 OF THE ARTICLES OF ASSOCIATION.	Management	Fo
4B	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MR. JUAN ABELLO GALLO	Management	Fo
4C	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MR. LUIS FERNANDO DEL RIVERO ASENSIO.	Management	Fo
4D	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MR. MANUEL RAVENTOS NEGRA.	Management	Fo
4E	RATIFICATION AND APPOINTMENT AS DIRECTOR OF MR. JOSE MANUEL LOUREDA MANTINAN.	Management	Fo
4F	RE-ELECTION OF MR. ANTONIO BRUFAU NIUBO AS DIRECTOR.	Management	Fo
4G	RE-ELECTION OF MR. CARMELO DE LAS MORENAS LOPEZ AS DIRECTOR.	Management	Fo
4H	APPOINTMENT OF MR. LUIS CARLOS CROISSIER BATISTA AS DIRECTOR.	Management	Fo
4I	APPOINTMENT OF MR. ANGEL DURANDEZ ADEVA AS DIRECTOR.	Management	Fo
05	APPOINTMENT OF THE ACCOUNTS AUDITOR OF REPSOL YPF, S.A. AND OF ITS CONSOLIDATED GROUP.	Management	Fo
06	AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF SHARES OF REPSOL YPF, S.A.	Management	Fo
07	DELEGATION OF POWERS TO SUPPLEMENT, DEVELOP, EXECUTE, RECTIFY AND FORMALIZE THE RESOLUTIONS.	Management	Fo

TELEFONICA, S.A.

TEF

ISSUER: 879382208

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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	Fo
02	DIRECTOR	Management Management	Fo Fo

MR. C. ALIERTA IZUEL+

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

MR. M. CARPIO GARCIA+	Management	Fo
MR. G.H.F. DE ANGULO+	Management	Fo
MR. P.I.A. DE TEJERA+	Management	Fo
ENRIQUE USED AZNAR+	Management	Fo
G.V. GALARRAGA+	Management	Fo
MR. J.M.A.P. LOPEZ#	Management	Fo

03	AUTHORIZATION TO ACQUIRE THE COMPANY S OWN SHARES, EITHER DIRECTLY OR THROUGH GROUP COMPANIES.	Management	Fo
04	DELEGATION TO THE BOARD OF DIRECTORS THE POWER TO ISSUE DEBENTURES, BONDS, NOTES AND OTHER FIXED-INCOME SECURITIES.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 137 of 205

05	REDUCTION IN SHARE CAPITAL BY MEANS OF THE REPURCHASE OF THE COMPANY S OWN SHARES.	Management	Fo
6A	AMENDMENTS REGARDING THE GENERAL SHAREHOLDERS MEETING.	Management	Fo
6B	AMENDMENTS REGARDING PROXY-GRANTING AND VOTING BY MEANS OF LONG-DISTANCE COMMUNICATION AND REMOTE ATTENDANCE.	Management	Fo
6C	AMENDMENTS REGARDING THE BOARD OF DIRECTORS.	Management	Fo
7A	AMENDMENT OF ARTICLE 5 (POWERS OF THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS MEETING).	Management	Fo
7B	AMENDMENTS RELATING TO THE CALL TO AND PREPARATION OF THE GENERAL SHAREHOLDERS MEETING.	Management	Fo
7C	AMENDMENTS RELATING TO PROXY-GRANTING AND VOTING BY MEANS OF LONG-DISTANCE COMMUNICATION AND REMOTE ATTENDANCE.	Management	Fo
7D	OTHER AMENDMENTS: AMENDMENT OF ARTICLE 21 AND AMENDMENT OF ARTICLE 24.	Management	Fo
08	DELEGATION OF POWERS TO FORMALIZE, INTERPRET, CURE AND CARRY OUT THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS.	Management	Fo

 VECTREN CORPORATION

VVC

ISSUER: 92240G101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
		Management	Fo
		Management	Fo

JOHN M. DUNN
 NIEL C. ELLERBROOK

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

	JOHN D. ENGELBRECHT	Management	Fo
	ANTON H. GEORGE	Management	Fo
	MARTIN C. JISCHKE	Management	Fo
	ROBERT L. KOCH II	Management	Fo
	WILLIAM G. MAYS	Management	Fo
	J. TIMOTHY MCGINLEY	Management	Fo
	RICHARD P. RECHTER	Management	Fo
	R. DANIEL SADLIER	Management	Fo
	RICHARD W. SHYMANSKI	Management	Fo
	MICHAEL L. SMITH	Management	Fo
	JEAN L. WOJTOWICZ	Management	Fo
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2007.		Management

 ALLIANT ENERGY CORPORATION

LNT

ISSUER: 018802108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	JAMES A. LEACH*	Management	Fo
	MICHAEL L. BENNETT**	Management	Fo
	DARRYL B. HAZEL**	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 138 of 205

	DAVID A. PERDUE**	Management	Fo
	JUDITH D. PYLE**	Management	Fo
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.		Management

 AVISTA CORP.

AVA

ISSUER: 05379B107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
--------------------	----------	------------------	----------

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

03	RATIFICATION OF THE APPOINTMENT OF THE FIRM OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2007.	Management	Fo
01	DIRECTOR	Management	Fo
	ERIC J. ANDERSON	Management	Fo
	KRISTIANNE BLAKE	Management	Fo
	JACK W. GUSTAVEL	Management	Fo
	MICHAEL L. NOEL	Management	Fo
	SCOTT L. MORRIS	Management	Fo
02	AMENDMENT OF THE COMPANY S RESTATED ARTICLES OF INCORPORATION AND BYLAWS TO PROVIDE FOR ANNUAL ELECTION OF THE BOARD OF DIRECTORS.	Shareholder	Abst

CENTURYTEL, INC.

CTL

ISSUER: 156700106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	WILLIAM R. BOLES, JR.	Management	Fo
	W. BRUCE HANKS	Management	Fo
	C.G. MELVILLE, JR.	Management	Fo
	GLEN F. POST, III	Management	Fo
02	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITOR FOR 2007.	Management	Fo
03	TO ACT UPON A SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION.	Shareholder	Agai

DUKE ENERGY CORPORATION

DUK

ISSUER: 26441C105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 139 of 205

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

	WILLIAM BARNET, III	Management	Fo
	G. ALEX BERNHARDT, SR.	Management	Fo
	MICHAEL G. BROWNING	Management	Fo
	PHILLIP R. COX	Management	Fo
	ANN MAYNARD GRAY	Management	Fo
	JAMES H. HANCE, JR.	Management	Fo
	JAMES T. RHODES	Management	Fo
	JAMES E. ROGERS	Management	Fo
	MARY L. SCHAPIRO	Management	Fo
	DUDLEY S. TAFT	Management	Fo
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY S INDEPENDENT PUBLIC ACCOUNTANT FOR 2007	Management	Fo

NOVELIS INC.

NVL

ISSUER: 67000X106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THE ARRANGEMENT RESOLUTION TO APPROVE THE ARRANGEMENT UNDER SECTION 192 OF THE CBCA INVOLVING NOVELIS, ITS SHAREHOLDERS AND OTHER SECURITYHOLDERS, HINDALCO AND ACQUISITION SUB.	Management	Fo

THE DOW CHEMICAL COMPANY

DOW

ISSUER: 260543103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	ARNOLD A. ALLEMANG	Management	Fo
	JACQUELINE K. BARTON	Management	Fo
	JAMES A. BELL	Management	Fo
	JEFF M. FETTIG	Management	Fo
	BARBARA H. FRANKLIN	Management	Fo
	JOHN B. HESS	Management	Fo
	ANDREW N. LIVERIS	Management	Fo
	GEOFFERY E. MERSZEI	Management	Fo
	WITHDRAWN	Management	Fo
	JAMES M. RINGLER	Management	Fo
	RUTH G. SHAW	Management	Fo
	PAUL G. STERN	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo
03	AMENDMENT OF THE RESTATED CERTIFICATE OF INCORPORATION.	Management	Fo

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

04	STOCKHOLDER PROPOSAL ON BHOPAL.	Shareholder	Agai
05	STOCKHOLDER PROPOSAL ON GENETICALLY ENGINEERED SEED.	Shareholder	Agai
06	STOCKHOLDER PROPOSAL ON ENVIRONMENTAL REMEDIATION IN THE MIDLAND AREA.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL ON CHEMICALS WITH LINKS TO RESPIRATORY PROBLEMS.	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 140 of 205

 TRANSOCEAN INC. RIG
 ISSUER: G90078109 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: ROBERT L. LONG	Management	Fo
1B	ELECTION OF DIRECTOR: MARTIN B. MCNAMARA	Management	Fo
1C	ELECTION OF DIRECTOR: ROBERT M. SPRAGUE	Management	Fo
1D	ELECTION OF DIRECTOR: J. MICHAEL TALBERT	Management	Fo
02	APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

 VEOLIA ENVIRONNEMENT, PARIS

ISSUER: F9686M107 ISIN: FR0000124141
 SEDOL: B03XMB0, 4031879, 7188761, B0335V1, 4104704

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	FRENCH RESIDENT SHAREOWNERS MUST COMPLETE, SIGN AND FORWARD THE PROXY CARD DIRECTLY TO THE SUB CUSTODIAN. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN THE NECESSARY CARD,	Non-Voting	

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

ACCOUNT DETAILS AND DIRECTIONS. THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS THAT HAVE BECOME REGISTERED INTERMEDIARIES, ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIAN WILL SIGN THE PROXY CARD AND FORWARD TO THE LOCAL CUSTODIAN. IF YOU ARE UNSURE WHETHER YOUR GLOBAL CUSTODIAN ACTS AS REGISTERED INTERMEDIARY, PLEASE CONTACT YOUR REPRESENTATIVE.

- | | | | |
|--|---|-------------------------|-------------|
| O.1 | RECEIVE THE REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS ON THE WORK OF THE BOARD AND ON THE INTERNAL AUDIT PROCEDURES, THE MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND THE REPORT OF THE AUDITORS; APPROVAL THE COMPANY S FINANCIAL STATEMENTS FOR THE FY 2006 | Management | Take
Act |
| O.2 | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FY DRAWN UP IN ACCORDANCE WITH THE PROVISION OF ARTICLES L. 233-16 ET SEQ OF THE FRENCH COMMERCIAL CODE AS SPECIFIED | Management | Take
Act |
| O.3 | APPROVAL OF THE CHARGES AND EXPENSES COVERED BY THE ARTICLES 39-4 OF THE FRENCH GENERAL TAX CODE AMOUNTED TO EUR 2,415,732.00 | Management | Take
Act |
|
 | | | |
| ProxyEdge - Investment Company Report | | | |
| Meeting Date Range: 07/01/2006 to 06/30/2007 | | Report Date: 06/27/2007 | |
| Selected Accounts: NPX GABELLI DIV INC TRUST | | Page 141 of 205 | |
| O.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 414,945,460.00, PRIOR RETAINED EARNINGS: EUR 732,650,010.00, TOTAL: EUR 1,147,595,470.00, ALLOCATION: LEGAL RESERVE: EUR 20,747,273.00, DIVIDENDS: EUR 417,240,854.00, RETAINED EARNINGS: EUR 709,607,342.00, THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 1.05 PER SHARE FOR 397,372,242 SHARES, AND WILL ENTITLE TO THE 40% DEDUCTION PROVIDED BY THE FRENCH TAX CODE, THIS DIVIDEND WILL BE PAID ON 15 MAY 2007, 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 | Management | Take
Act |
| O.5 | APPROVAL, OF THE AGREEMENTS AND COMMITMENTS IN ACCORDANCE WITH THE ARTICLE L.225-40 OF THE COMMERCIAL LAW AND THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS AND COMMITMENTS GOVERNED BY ARTICLE L. 225-38 OF THE FRANCE COMMERCIAL CODE | Management | Take
Act |

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

E.14	AMEND THE PARAGRAPH 3 OF THE ARTICLE 22 OF THE BY-LAWS	Management	Take Act
O.6	APPOINT MR. PAOLO SCARONI AS A DIRECTOR, TO REPLACE MR. ARTHUR LAFFER, FOR THE REMAINDER OF MR. ARTHUR LAFFER S UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2008	Management	Take Act
O.7	RATIFY THE NOMINATION OF MR. AUGUSTIN DE ROMANET DE BEAUNE, AS A MEMBER OF THE BOARD OF DIRECTORS, DONE BY THIS ONE IN ITS MEETING OF THE 29 MAR 2007, AS A SUBSTITUTE OF MR. FRANCIS MAYER	Management	Take Act
O.8	APPOINT THE COMPANY KPMG SA, MEMBER OF THE COMPAGNIE REGIONALE DE VERSAILLES, AS THE PERMANENT STATUTORY AUDITOR	Management	Take Act
O.9	APPOINT MR. PHILIPPE MATHIS, OF THE COMPAGNIE REGIONALE DE PARIS, AS THE SUBSTITUTE STATUTORY AUDITOR	Management	Take Act
O.10	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 NUMBER OF SHARES COMPRISING THE COMPANY CAPITAL, I.E, 412,626,550 SHARES, THE NUMBER OF SHARES ACQUIRED BY THE COMPANY WITH A VIEW TO THEIR RETENTION OR THEIR SUBSEQUENT DELIVERY IN PAYMENT OR EXCHANGE AS PART OF A MERGER, DIVESTMENT OR CAPITAL CONTRIBUTION CANNOT EXCEED 5% OF ITS CAPITAL, MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 1,500,000,000.00, THIS AUTHORIZATION IS GIVEN FOR AN 18-MONTH PERIOD, IT SUPERSEDES THE FRACTION UNUSED OF ANY AND ALL EFFECT, TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES	Management	Take Act

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 142 of 205

E.11	AUTHORIZE THE BOARD OF DIRECTORS ITS AUTHORITY TO DECIDE ON A SHARE CAPITAL INCREASE, ON 1 OR MORE OCCASIONS, BY WAY OF ISSUING SHARES AND SECURITIES GIVING ACCESS TO THE CAPITAL IN FAVOUR OF MEMBERS OF 1 OR MORE COMPANY SAVINGS PLANS, THIS DELEGATION IS GIVEN FOR A 26-MONTH PERIOD AND FOR A MAXIMUM AMOUNT THAT SHALL NOT EXCEED	Management	Take Act
------	---	------------	-------------

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

1% OF THE SHARE CAPITAL, THE MAXIMUM NOMINAL AMOUNT OF CAPITAL INCREASES TO BE CARRIEDOUT BY VIRTUE OF THE PRESENT RESOLUTION SHALL COUNT AGAINST THE OVERALL CEILING PROVIDED FOR IN RESOLUTION 17 APPROVED BY THE EGM OF 11 MAY 2006 OR IN AN EARLIER RESOLUTION TO THE SAME EFFECT, TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES, THIS DELEGATION OF POWERS SUPERSEDES THE FRACTION UNUSED OF ANY AND ALL EARLIER DELEGATIONS TO THE SAME EFFECT

O.E17	POWER FOR FORMALITIES	Management	Take Act
E.12	<p>AUTHORIZE THE BOARD OF DIRECTORS WITH NECESSARY POWERS TO INCREASE THE SHARE CAPITAL, ON 1 OR MORE OCCASIONS, BY ISSUING SHARES FOR A TOTAL NUMBER OF SHARES WHICH SHALL NOT EXCEED 2% OF THE SHARE CAPITAL, THE MAXIMUM NOMINAL AMOUNT OF CAPITAL INCREASES WHICH MAY BE CARRIED OUT BY VIRTUE OF THE PRESENT DELEGATION SHALL COUNT AGAINST THE OVERALL CEILING SET FORTH IN THE RESOLUTION 17, APPROVED BY THE EGM OF 11 MAY 2006 OR AGAINST THE OVERALL CEILING SET FORTH IN ANY LATER RESOLUTION TO THE SAME EFFECT, THE SHAREHOLDERS MEETING DECIDES TO CANCEL THE SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOUR OF ANY COMPANY HELD BY A CREDIT INSTITUTION WHICH WILL IMPLEMENT A STRUCTURED OFFER OF SHARES IN FAVOUR OF EMPLOYEES AND CORPORATE OFFICERS OF COMPANIES RELATED TO THE COMPANY, LOCATED OUTSIDE FRANCE, THE PURPOSE IS TO SUBSCRIBE THE ISSUERS SHARES AS THIS SUBSCRIPTION WILL ALLOW THE EMPLOYEES AND CORPORATE OFFICERS TO BENEFIT FROM THE SAME EMPLOYEE SHAREHOLDING FORMULA AS THE ONES OF VEOLIA ENVIRONMENT GROUP, THIS AUTHORIZATION IS GRANTED FOR AN 18-MONTH PERIOD</p>	Management	Take Act
E.13	<p>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 0.5% OF THE SHARE CAPITAL</p>	Management	Take Act
E.15	<p>AUTHORIZE THE BOARD OF DIRECTORS TO ISSUE IN ONE OR SEVERAL TIMES, COMPANY SHARES EQUITY WARRANTS AND THEIR FREE ALLOCATION TO ALL OF THE COMPANY SHAREHOLDERS</p>	Management	Take Act
E.16	<p>AUTHORIZE THE BOARD OF DIRECTORS TO CARRY OUT THE AUTHORIZATIONS AND DELEGATIONS WHICH WERE GRANTED TO IT IN THE RESOLUTION 10, 11, 12 AND 13 OF THIS MEETING AND OF THE RESOLUTIONS 17, 18, 19, 20, 22, 24 AND 26 VOTED BY THE EGM OF THE 11 MAY 2006</p>	Management	Take Act

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 143 of 205

 CONSOLIDATED WATER CO. LTD.

CWCO

ISSUER: G23773107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
		WILLIAM T. ANDREWS BRIAN E. BUTLER STEVEN A. CARR	Management Management Management Management
02	TO VOTE IN FAVOR OF THE ISSUANCE OF THE COMPANY S ORDINARY SHARES TO DAVID W. SASNETT, EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER, AND RAMJEET JERRYBANDAN, VICE PRESIDENT OF OVERSEES OPERATIONS OF THE COMPANY, IN ACCORDANCE WITH THEIR RESPECTIVE EMPLOYMENT AGREEMENTS.		Fo
03	TO VOTE IN FAVOR OF THE AMENDMENT TO THE COMPANY S AMENDED AND RESTATED ARTICLES OF ASSOCIATION TO PROVIDE FOR THE ISSUANCE OF UNCERTIFIED SHARES.	Management	Fo
04	TO RATIFY THE SELECTION OF RACHLIN COHEN & HOLTZ LLP AS THE INDEPENDENT ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo
05	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY POSTPONEMENTS OR ADJOURNMENTS THEREOF.	Management	Fo

 TOTAL S.A.

TOT

ISSUER: 89151E109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS	Management	Fo
02	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	Management	Fo
03	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Management	Fo

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

O4	AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Management	Fo
O5	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY	Management	Fo
O6	RENEWAL OF THE APPOINTMENT OF MR. THIERRY DESMAREST AS A DIRECTOR	Management	Fo
O7	RENEWAL OF THE APPOINTMENT OF MR. THIERRY DE RUDDER AS A DIRECTOR	Management	Fo
O8	RENEWAL OF THE APPOINTMENT OF MR. SERGE TCHURUK AS A DIRECTOR	Management	Fo
O9	APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF ASSOCIATION	Management	Fo
O10	APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF ASSOCIATION	Management	Agai
O11	APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF ASSOCIATION	Management	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 144 of 205

O12	DETERMINATION OF THE TOTAL AMOUNT OF DIRECTORS COMPENSATION	Management	Fo
E13	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO CAPITAL WHILE MAINTAINING SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS	Management	Fo
E14	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO CAPITAL WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS	Management	Fo
E15	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL UNDER THE CONDITIONS PROVIDED FOR IN ARTICLE 443-5 OF THE FRENCH LABOR CODE	Management	Fo
E16	AUTHORIZATION TO GRANT SUBSCRIPTION OR PURCHASE OPTIONS FOR THE COMPANY S STOCK TO CERTAIN EMPLOYEES OF THE GROUP AS WELL AS TO THE MANAGEMENT OF THE COMPANY OR OF OTHER GROUP COMPANIES	Management	Fo
E17	AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO REDUCE CAPITAL BY CANCELING SHARES	Management	Fo
E18	AMENDMENT OF ARTICLE 13, PARAGRAPH 2, OF THE COMPANY S ARTICLES OF ASSOCIATION WITH REGARD TO THE METHODS THAT MAY BE USED TO PARTICIPATE IN BOARD OF DIRECTORS MEETINGS	Management	Fo

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

E20	AMENDMENT OF ARTICLE 17-2 OF THE COMPANY S ARTICLES OF ASSOCIATION TO TAKE INTO ACCOUNT RULES RELATING TO ELECTRONIC SIGNATURES IN THE EVENT OF A VOTE CAST VIA TELECOMMUNICATION	Management	Fo
E19	AMENDMENT OF ARTICLE 17-2 OF THE COMPANY S ARTICLES OF ASSOCIATION TO TAKE INTO ACCOUNT NEW RULES FROM THE DECREE OF DECEMBER 11, 2006 RELATING TO THE COMPANY S BOOK-BASED SYSTEM FOR RECORDING SHARES FOR SHAREHOLDERS WISHING TO PARTICIPATE IN ANY FORM WHATSOEVER IN A GENERAL MEETING OF THE COMPANY	Management	Fo
A	NEW PROCEDURE TO NOMINATE THE EMPLOYEE-SHAREHOLDER DIRECTOR	Management	Agai
B	AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO GROUP EMPLOYEES	Management	Agai
C	AMENDMENT OF ARTICLE 18, PARAGRAPH 7 OF THE COMPANY S ARTICLES OF ASSOCIATION IN VIEW OF DELETING THE STATUTORY CLAUSE LIMITING VOTING RIGHTS	Management	Agai

UNISOURCE ENERGY CORPORATION

UNS

ISSUER: 909205106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	JAMES S. PIGNATELLI	Management	Fo
	LAWRENCE J. ALDRICH	Management	Fo
	BARBARA M. BAUMANN	Management	Fo
	LARRY W. BICKLE	Management	Fo
	ELIZABETH T. BILBY	Management	Fo
	HAROLD W. BURLINGAME	Management	Fo
	JOHN L. CARTER	Management	Fo
	ROBERT A. ELLIOTT	Management	Fo
	DANIEL W.L. FESSLER	Management	Fo
	KENNETH HANDY	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 145 of 205

02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT PUBLIC ACCOUNTING FIRM	Management	Fo
	WARREN Y. JOBE	Management	Fo
	JOAQUIN RUIZ	Management	Fo

BG GROUP PLC

BRG

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

ISSUER: 055434203

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	ANNUAL REPORT AND ACCOUNTS	Management	Fo
02	REMUNERATION REPORT	Management	Fo
03	DECLARATION OF DIVIDEND	Management	Fo
04	ELECTION OF PHILIPPE VARIN	Management	Fo
05	RE-ELECTION OF SIR WILLIAM FRIEDRICH	Management	Fo
06	RE-ELECTION OF PETER BACKHOUSE	Management	Fo
07	RE-ELECTION OF SIR JOHN COLES	Management	Fo
08	RE-ELECTION OF PAUL COLLINS	Management	Fo
09	RE-ELECTION OF LORD SHARMAN	Management	Fo
10	RE-APPOINTMENT OF AUDITORS	Management	Fo
11	REMUNERATION OF AUDITORS	Management	Fo
12	POLITICAL DONATIONS	Management	Fo
13	AUTHORITY TO ALLOT SHARES	Management	Fo
14	SPECIAL RESOLUTION - DISAPPLICATION OF PRE-EMPTION RIGHTS	Management	Fo
15	SPECIAL RESOLUTION - AUTHORITY TO MAKE MARKET PURCHASES OF OWN ORDINARY SHARES	Management	Fo
16	SPECIAL RESOLUTION - ADOPTION OF NEW ARTICLES OF ASSOCIATION	Management	Fo

COMMERCE BANCORP, INC.

CBH

ISSUER: 200519106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	VERNON W. HILL, II	Management	Fo
	JACK R BERSHAD	Management	Fo
	JOSEPH E. BUCKELEW	Management	Fo
	DONALD T. DIFRANCESCO	Management	Fo
	NICHOLAS A. GIORDANO	Management	Fo
	MORTON N. KERR	Management	Fo
	STEVEN M. LEWIS	Management	Fo
	JOHN K. LLOYD	Management	Fo
	GEORGE E. NORCROSS, III	Management	Fo
	DANIEL J. RAGONE	Management	Fo
	WILLIAM A. SCHWARTZ, JR	Management	Fo
	JOSEPH T. TARQUINI, JR.	Management	Fo
	JOSEPH S. VASSALLUZZO	Management	Fo

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 146 of 205

 DIAMOND OFFSHORE DRILLING, INC.

DO

ISSUER: 25271C102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JAMES S. TISCH	Management	Fo
	LAWRENCE R. DICKERSON	Management	Fo
	ALAN R. BATKIN	Management	Fo
	JOHN R. BOLTON	Management	Fo
	CHARLES L. FABRIKANT	Management	Fo
	PAUL G. GAFFNEY II	Management	Fo
	HERBERT C. HOFMANN	Management	Fo
	ARTHUR L. REBELL	Management	Fo
	RAYMOND S. TROUBH	Management	Fo
02	TO APPROVE OUR AMENDED AND RESTATED INCENTIVE COMPENSATION PLAN FOR EXECUTIVE OFFICERS.	Management	Fo
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2007.	Management	Fo

 FIRSTENERGY CORP.

FE

ISSUER: 337932107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	PAUL T. ADDISON	Management	Fo
	ANTHONY J. ALEXANDER	Management	Fo
	MICHAEL J. ANDERSON	Management	Fo
	DR. CAROL A. CARTWRIGHT	Management	Fo
	WILLIAM T. COTTLE	Management	Fo
	ROBERT B. HEISLER, JR.	Management	Fo
	ERNEST J. NOVAK, JR.	Management	Fo
	CATHERINE A. REIN	Management	Fo
	GEORGE M. SMART	Management	Fo
	WES M. TAYLOR	Management	Fo
	JESSE T. WILLIAMS, SR.	Management	Fo

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

02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo
03	APPROVAL OF THE FIRSTENERGY CORP. 2007 INCENTIVE PLAN	Management	Agai
04	SHAREHOLDER PROPOSAL	Shareholder	Agai
05	SHAREHOLDER PROPOSAL	Shareholder	Agai
06	SHAREHOLDER PROPOSAL	Shareholder	Agai

FLUSHING FINANCIAL CORPORATION

FFIC

ISSUER: 343873105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal

Proposal

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 147 of 205

Number	Proposal	Type	Ca
01	DIRECTOR	Management	Fo
	GERARD P. TULLY, SR.	Management	Fo
	JOHN R. BURAN	Management	Fo
	JAMES D. BENNETT	Management	Fo
	VINCENT F. NICOLOSI	Management	Fo
02	RATIFICATION OF APPOINTMENT OF GRANT THORNTON, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2007.	Management	Fo

HEALTH MANAGEMENT ASSOCIATES, INC.

HMA

ISSUER: 421933102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	WILLIAM J. SCHOEN	Management	Fo
	JOSEPH V. VUMBACCO	Management	Fo
	KENT P. DAUTEN	Management	Fo
	DONALD E. KIERNAN	Management	Fo
	ROBERT A. KNOX	Management	Fo
	WILLIAM E. MAYBERRY, MD	Management	Fo
	VICKI A. O'MEARA	Management	Fo

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

		WILLIAM C. STEERE, JR.	Management	Fo
		R.W. WESTERFIELD, PH.D.	Management	Fo
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2007.		Management	Fo

JPMORGAN CHASE & CO.

JPM

ISSUER: 46625H100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		CRANDALL C. BOWLES	Management	Fo
		STEPHEN B. BURKE	Management	Fo
		JAMES S. CROWN	Management	Fo
		JAMES DIMON	Management	Fo
		ELLEN V. FUTTER	Management	Fo
		WILLIAM H. GRAY, III	Management	Fo
		LABAN P. JACKSON, JR.	Management	Fo
		ROBERT I. LIPP	Management	Fo
		DAVID C. NOVAK	Management	Fo
		LEE R. RAYMOND	Management	Fo
		WILLIAM C. WELDON	Management	Fo
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM		Management	Fo
03	STOCK OPTIONS		Shareholder	Agai
04	PERFORMANCE-BASED RESTRICTED STOCK		Shareholder	Agai

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 148 of 205

05	EXECUTIVE COMPENSATION APPROVAL		Shareholder	Agai
06	SEPARATE CHAIRMAN		Shareholder	Agai
07	CUMULATIVE VOTING		Shareholder	Agai
08	MAJORITY VOTING FOR DIRECTORS		Shareholder	Agai
09	POLITICAL CONTRIBUTIONS REPORT		Shareholder	Agai
10	SLAVERY APOLOGY REPORT		Shareholder	Agai

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

ROYAL DUTCH SHELL PLC

RDSA

ISSUER: 780259206

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF ANNUAL REPORT AND ACCOUNTS	Management	Fo
02	APPROVAL OF REMUNERATION REPORT	Management	Fo
03	ELECTION OF RIJKMAN GROENINK AS A DIRECTOR OF THE COMPANY	Management	Fo
04	RE-ELECTION OF MALCOLM BRINDED AS A DIRECTOR OF THE COMPANY	Management	Fo
05	RE-ELECTION OF LINDA COOK AS A DIRECTOR OF THE COMPANY	Management	Fo
06	RE-ELECTION OF MAARTEN VAN DEN BERGH AS A DIRECTOR OF THE COMPANY	Management	Fo
07	RE-ELECTION OF NINA HENDERSON AS A DIRECTOR OF THE COMPANY	Management	Fo
08	RE-ELECTION OF CHRISTINE MORIN-POSTEL AS A DIRECTOR OF THE COMPANY	Management	Fo
09	RE-APPOINTMENT OF AUDITORS	Management	Fo
10	REMUNERATION OF AUDITORS	Management	Fo
11	AUTHORITY TO ALLOT SHARES	Management	Fo
12	DISAPPLICATION OF PRE-EMPTION RIGHTS	Management	Fo
13	AUTHORITY TO PURCHASE OWN SHARES	Management	Fo
14	AUTHORITY FOR CERTAIN DONATIONS AND EXPENDITURE	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 149 of 205

STATOIL ASA

STO

ISSUER: 85771P102

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
03	ELECTION OF A CHAIR OF THE MEETING	Management	Fo
04	ELECTION OF A PERSON TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING	Management	Fo
05	APPROVAL OF THE NOTICE AND THE AGENDA	Management	Fo
06	APPROVAL OF THE ANNUAL REPORT AND ACCOUNTS FOR STATOIL ASA AND THE STATOIL GROUP FOR 2006, INCLUDING THE BOARD OF DIRECTORS PROPOSAL FOR THE DISTRIBUTION OF THE DIVIDEND	Management	Fo
07	DETERMINATION OF REMUNERATION FOR THE COMPANY S AUDITOR	Management	Fo
08	DECLARATION OF STIPULATION OF SALARY AND OTHER REMUNERATION FOR TOP MANAGEMENT	Management	Fo
09	AUTHORISATION TO ACQUIRE STATOIL SHARES IN THE MARKET FOR SUBSEQUENT ANNULMENT	Management	Fo
10	AUTHORISATION TO ACQUIRE STATOIL SHARES IN THE MARKET IN ORDER TO CONTINUE IMPLEMENTATION OF THE SHARE SAVING PLAN FOR EMPLOYEES	Management	Fo

THE ALLSTATE CORPORATION

ALL

ISSUER: 020002101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Management	Fo
1B	ELECTION OF DIRECTOR: JAMES G. ANDRESS	Management	Fo
1C	ELECTION OF DIRECTOR: ROBERT D. BEYER	Management	Fo
1D	ELECTION OF DIRECTOR: W. JAMES FARRELL	Management	Fo
1E	ELECTION OF DIRECTOR: JACK M. GREENBERG	Management	Fo
1F	ELECTION OF DIRECTOR: RONALD T. LEMAY	Management	Fo
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Management	Fo
1H	ELECTION OF DIRECTOR: J. CHRISTOPHER REYES	Management	Fo
1I	ELECTION OF DIRECTOR: H. JOHN RILEY, JR.	Management	Fo
1J	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Management	Fo

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

1K	ELECTION OF DIRECTOR: JUDITH A. SPRIESER	Management	Fo
1L	ELECTION OF DIRECTOR: MARY ALICE TAYLOR	Management	Fo
1M	ELECTION OF DIRECTOR: THOMAS J. WILSON	Management	Fo
02	APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2007.	Management	Fo
03	AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPERMAJORITY VOTE REQUIREMENTS.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 150 of 205

 AMERICAN INTERNATIONAL GROUP, INC.

AIG

ISSUER: 026874107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	MARSHALL A. COHEN	Management	Fo
	MARTIN S. FELDSTEIN	Management	Fo
	ELLEN V. FUTTER	Management	Fo
	STEPHEN L. HAMMERMAN	Management	Fo
	RICHARD C. HOLBROOKE	Management	Fo
	FRED H. LANGHAMMER	Management	Fo
	GEORGE L. MILES, JR.	Management	Fo
	MORRIS W. OFFIT	Management	Fo
	JAMES F. ORR III	Management	Fo
	VIRGINIA M. ROMETTY	Management	Fo
	MARTIN J. SULLIVAN	Management	Fo
	MICHAEL H. SUTTON	Management	Fo
	EDMUND S.W. TSE	Management	Fo
	ROBERT B. WILLUMSTAD	Management	Fo
	FRANK G. ZARB	Management	Fo
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS AIG S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	ADOPTION OF THE AMERICAN INTERNATIONAL GROUP, INC. 2007 STOCK INCENTIVE PLAN.	Management	Fo
04	SHAREHOLDER PROPOSAL RELATING TO PERFORMANCE-BASED STOCK OPTIONS.	Shareholder	Agai

 ANADARKO PETROLEUM CORPORATION

APC

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

ISSUER: 032511107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	LARRY BARCUS	Management	Fo
	JAMES L. BRYAN	Management	Fo
	H. PAULETT EBERHART	Management	Fo
	JAMES T. HACKETT	Management	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS	Management	Fo

ASTORIA FINANCIAL CORPORATION

AF

ISSUER: 046265104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JOHN J. CONEFRY, JR.	Management	Fo
	THOMAS V. POWDERLY	Management	Fo
02	THE APPROVAL OF THE ASTORIA FINANCIAL CORPORATION 2007 NON-EMPLOYEE DIRECTOR STOCK PLAN.	Management	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 151 of 205

03	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ASTORIA FINANCIAL CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo
----	--	------------	----

CIMAREX ENERGY CO.

XEC

ISSUER: 171798101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		CORTLANDT S. DIETLER	Fo
		HANS HELMERICH	Fo
		MONROE W. ROBERTSON	Fo
02	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2007.	Management	Fo

GENERAL MARITIME CORPORATION

GMR

ISSUER: Y2692M103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		PETER C. GEORGIPOULOS	Fo
		WILLIAM J. CRABTREE	Fo
		STEPHEN A. KAPLAN	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS	Management	Fo

HALLIBURTON COMPANY

HAL

ISSUER: 406216101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	ELECTION OF DIRECTOR: K.M. BADER	Management	Fo
1B	ELECTION OF DIRECTOR: A.M. BENNETT	Management	Fo
1C	ELECTION OF DIRECTOR: J.R. BOYD	Management	Fo
1D	ELECTION OF DIRECTOR: M. CARROLL	Management	Fo
1E	ELECTION OF DIRECTOR: R.L. CRANDALL	Management	Fo
1F	ELECTION OF DIRECTOR: K.T DERR	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 152 of 205

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

1G	ELECTION OF DIRECTOR: S.M. GILLIS	Management	Fo
1H	ELECTION OF DIRECTOR: W.R. HOWELL	Management	Fo
1I	ELECTION OF DIRECTOR: D.J. LESAR	Management	Fo
1J	ELECTION OF DIRECTOR: J.L. MARTIN	Management	Fo
1K	ELECTION OF DIRECTOR: J.A. PRECOURT	Management	Fo
1L	ELECTION OF DIRECTOR: D.L. REED	Management	Fo
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Management	Fo
03	PROPOSAL ON HUMAN RIGHTS REVIEW.	Shareholder	Agai
04	PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shareholder	Agai
05	PROPOSAL ON STOCKHOLDER RIGHTS PLAN.	Shareholder	Agai

INTEL CORPORATION

INTC

ISSUER: 458140100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: CRAIG R. BARRETT	Management	Fo
1B	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Management	Fo
1C	ELECTION OF DIRECTOR: SUSAN L. DECKER	Management	Fo
1D	ELECTION OF DIRECTOR: D. JAMES GUZY	Management	Fo
1E	ELECTION OF DIRECTOR: REED E. HUNDT	Management	Fo
1F	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Management	Fo
1G	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Management	Fo
1H	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Management	Fo
1I	ELECTION OF DIRECTOR: JANE E. SHAW	Management	Fo
1J	ELECTION OF DIRECTOR: JOHN L. THORNTON	Management	Fo
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Management	Fo
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	Fo

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

03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Management	Agai
04	APPROVAL OF THE 2007 EXECUTIVE OFFICER INCENTIVE PLAN	Management	Fo
05	STOCKHOLDER PROPOSAL REQUESTING LIMITATION ON EXECUTIVE COMPENSATION	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 153 of 205

 INTERMEC, INC. IN
 ISSUER: 458786100 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	LARRY D. BRADY	Management	Fo
	CLAIRE W. GARGALLI	Management	Fo
	GREGORY K. HINCKLEY	Management	Fo
	LYDIA H. KENNARD	Management	Fo
	ALLEN J. LAUER	Management	Fo
	STEPHEN P. REYNOLDS	Management	Fo
	STEVEN B. SAMPLE	Management	Fo
	OREN G. SHAFFER	Management	Fo
	LARRY D. YOST	Management	Fo
02	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS	Management	Fo

 PETROCHINA COMPANY LIMITED PTR
 ISSUER: 71646E100 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	TO CONSIDER AND APPROVE THE REPORT OF THE BOARD OF DIRECTORS.	Management	Fo
02	TO CONSIDER AND APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE.	Management	Fo

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

03	TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS.	Management	Fo
04	TO CONSIDER AND APPROVE THE DECLARATION AND PAYMENT OF THE FINAL DIVIDENDS FOR THE YEAR ENDED 31 DECEMBER 2006.	Management	Fo
05	TO CONSIDER AND APPROVE THE AUTHORISATION OF THE BOARD OF DIRECTORS TO DETERMINE THE DISTRIBUTION OF INTERIM DIVIDENDS.	Management	Fo
06	APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE INTERNATIONAL AUDITORS OF THE COMPANY.	Management	Fo
07	TO CONSIDER AND APPROVE THE RE-ELECTION OF MR. JIANG JIEMIN AS DIRECTOR OF THE COMPANY.	Management	Fo
08	TO CONSIDER AND APPROVE THE RE-ELECTION OF MR. ZHOU JIPING AS DIRECTOR OF THE COMPANY.	Management	Fo
09	TO CONSIDER AND APPROVE THE RE-ELECTION OF MR. DUAN WENDE AS DIRECTOR OF THE COMPANY.	Management	Fo
10	TO CONSIDER AND APPROVE THE RE-ELECTION OF MR. SUN XIANFENG AS SUPERVISOR OF THE COMPANY.	Management	Fo
11	TO CONSIDER AND APPROVE THE ELECTION OF MR. ZHANG JINZHU AS SUPERVISOR OF THE COMPANY.	Management	Fo
12	TO GRANT A GENERAL MANDATE TO THE BOARD TO ISSUE, ALLOT AND DEAL WITH ADDITIONAL DOMESTIC AND OVERSEAS LISTED FOREIGN SHARES.	Management	Fo
13	TO CONSIDER AND APPROVE THE EQUITY INTEREST TRANSFER AGREEMENT DATED 18 MARCH 2007.	Management	Fo
14	TO CONSIDER AND APPROVE OTHER MATTERS, IF ANY.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 154 of 205

 SAFEWAY INC.

SWY

ISSUER: 786514208

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: STEVEN A. BURD	Management	Fo
1B	ELECTION OF DIRECTOR: JANET E. GROVE	Management	Fo
1C	ELECTION OF DIRECTOR: MOHAN GYANI	Management	Fo
1D	ELECTION OF DIRECTOR: PAUL HAZEN	Management	Fo
1E	ELECTION OF DIRECTOR: ROBERT I. MACDONNELL	Management	Fo
1F	ELECTION OF DIRECTOR: DOUGLAS J. MACKENZIE	Management	Fo
1G	ELECTION OF DIRECTOR: REBECCA A. STIRN	Management	Fo
1H	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Management	Fo
1I	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Management	Fo
02	APPROVAL OF SAFEWAY INC. 2007 EQUITY AND INCENTIVE AWARD PLAN.	Management	Agai

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

03	APPROVAL OF AMENDED AND RESTATED CAPITAL PERFORMANCE BONUS PLAN FOR EXECUTIVE OFFICERS AND KEY EMPLOYEES OF SAFEWAY INC.	Management	Fo
04	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007.	Management	Fo
05	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shareholder	Agai
06	STOCKHOLDER PROPOSAL REQUESTING THAT AN INDEPENDENT DIRECTOR SERVE AS CHAIRMAN OF THE BOARD.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL REQUESTING THE LABELING OF PRODUCTS OF CLONING OR GENETIC ENGINEERING.	Shareholder	Agai
08	STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY ISSUE A SUSTAINABILITY REPORT.	Shareholder	Agai
09	STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY ISSUE A REPORT ON CONTROLLED-ATMOSPHERE KILLING.	Shareholder	Agai

 THE HARTFORD FINANCIAL SVCS GROUP, I

HIG

ISSUER: 416515104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	RAMANI AYER	Management	Fo
	RAMON DE OLIVEIRA	Management	Fo
	TREVOR FETTER	Management	Fo
	EDWARD J. KELLY, III	Management	Fo
	PAUL G. KIRK, JR.	Management	Fo
	THOMAS M. MARRA	Management	Fo
	GAIL J. MCGOVERN	Management	Fo
	MICHAEL G. MORRIS	Management	Fo
	ROBERT W. SELANDER	Management	Fo
	CHARLES B. STRAUSS	Management	Fo
	H. PATRICK SWYGERT	Management	Fo
	DAVID K. ZWIENER	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 155 of 205

 ALLEGHENY ENERGY, INC.

AYE

ISSUER: 017361106

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	H. FURLONG BALDWIN	Management	Fo
	ELEANOR BAUM	Management	Fo
	PAUL J. EVANSON	Management	Fo
	CYRUS F. FREIDHEIM, JR.	Management	Fo
	JULIA L. JOHNSON	Management	Fo
	TED J. KLEISNER	Management	Fo
	STEVEN H. RICE	Management	Fo
	GUNNAR E. SARSTEN	Management	Fo
	MICHAEL H. SUTTON	Management	Fo
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	Fo
03	STOCKHOLDER PROPOSAL TO RECOUP UNEARNED MANAGEMENT BONUSES.	Shareholder	Agai
04	STOCKHOLDER PROPOSAL TO SEPARATE THE ROLES OF CEO AND CHAIRMAN.	Shareholder	Agai
05	STOCKHOLDER PROPOSAL REQUESTING A DIRECTOR ELECTION MAJORITY VOTE STANDARD.	Shareholder	Agai
06	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL REGARDING PERFORMANCE BASED STOCK OPTIONS.	Shareholder	Agai
08	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON UTILIZING THE NIETC.	Shareholder	Agai
09	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON CLIMATE CHANGE.	Shareholder	Agai

ALLIED WASTE INDUSTRIES, INC.

AW

ISSUER: 019589308

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	ROBERT M. AGATE	Management	Fo
	CHARLES H. COTROS	Management	Fo
	JAMES W. CROWNOVER	Management	Fo
	STEPHANIE DRESCHER	Management	Fo
	WILLIAM J. FLYNN	Management	Fo
	DAVID I. FOLEY	Management	Fo
	NOLAN LEHMANN	Management	Fo
	STEVEN MARTINEZ	Management	Fo

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

		JAMES A. QUELLA	Management	Fo
		JOHN M. TRANI	Management	Fo
		JOHN J. ZILLMER	Management	Fo
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITOR) FOR FISCAL YEAR 2007.		Management	Fo
03	PROPOSAL ON MAJORITY VOTING FOR DIRECTOR NOMINEES.		Shareholder	Agai

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 156 of 205

INTEGRYS ENERGY GROUP INC

TEG

ISSUER: 45822P105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	P. SAN JUAN CAFFERTY	Management	Fo
	ELLEN CARNAHAN	Management	Fo
	MICHAEL E. LAVIN	Management	Fo
	WILLIAM F. PROTZ, JR.	Management	Fo
	LARRY L. WEYERS	Management	Fo
02	APPROVE THE INTEGRYS ENERGY GROUP 2007 OMNIBUS INCENTIVE COMPENSATION PLAN, WHICH AUTHORIZES 3.5 MILLION SHARES OF COMMON STOCK FOR FUTURE GRANTS.	Management	Fo
03	APPROVE AN AMENDMENT TO THE INTEGRYS ENERGY GROUP DEFERRED COMPENSATION PLAN THAT AUTHORIZES THE ISSUANCE OF AN ADDITIONAL 0.7 MILLION SHARES OF COMMON STOCK UNDER THE PLAN.	Management	Fo
04	RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR INTEGRYS ENERGY GROUP AND ITS SUBSIDIARIES FOR 2007.	Management	Fo

OGE ENERGY CORP.

OGE

ISSUER: 670837103

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	LUKE R. CORBETT	Management	Fo
	PETER B. DELANEY	Management	Fo
	ROBERT KELLEY	Management	Fo
	J.D. WILLIAMS	Management	Fo
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR PRINCIPAL INDEPENDENT ACCOUNTANTS.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 157 of 205

 ONEOK, INC. OKE
 ISSUER: 682680103 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	WILLIAM M. BELL	Management	Fo
	JOHN W. GIBSON	Management	Fo
	PATTYE L. MOORE	Management	Fo
	DAVID J. TIPPECONNIC	Management	Fo
02	A SHAREHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE POSITIONS OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER.	Shareholder	Agai

 WESTAR ENERGY, INC. WR
 ISSUER: 95709T100 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	B. ANTHONY ISAAC	Management	Fo
	MICHAEL F. MORRISSEY	Management	Fo
	JOHN C. NETTLES, JR.	Management	Fo
02	RATIFICATION AND CONFIRMATION OF DELOITTE & TOUCHE	Management	Fo

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

LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.

DEAN FOODS COMPANY

DF

ISSUER: 242370104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	ALAN J. BERNON	Management	Fo
	GREGG L. ENGLER	Management	Fo
	RONALD KIRK	Management	Fo
02	APPROVAL OF A NEW EQUITY INCENTIVE PLAN.	Management	Agai
03	PROPOSAL TO RATIFY DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR.	Management	Fo
04	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF THE CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE BOARD ROLES.	Shareholder	Agai

LADBROKES PLC

ISSUER: G5337D107

ISIN: GB00B0ZSH635

SEDOL: B1321T5, B100LK3, B0ZSH63

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1.	RECEIVE AND ADOPT THE FINANCIAL STATEMENTS AND STATUTORY REPORTS	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 158 of 205

2.	APPROVE A FINAL DIVIDEND OF 8.60P PER ORDINARY SHARE	Management	Fo
3.	RE-ELECT MR. CHRISTOPHER RODRIGUES AS A DIRECTOR	Management	Fo
4.	ELECT MR. JOHN JARVIS AS A DIRECTOR	Management	Fo
5.	ELECT MR. HENRY STAUNTON AS A DIRECTOR	Management	Fo
6.	ELECT MR. BRIAN WALLACE AS A DIRECTOR	Management	Fo

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

7.	RE-APPOINT ERNST & YOUNG LLP AS THE AUDITORS AND AUTHORIZE THE BOARD TO DETERMINE THEIR REMUNERATION	Management	Fo
8.	APPROVE THE REMUNERATION REPORT	Management	Fo
9.	AUTHORIZE THE COMPANY TO MAKE EU POLITICAL DONATIONS AND TO INCUR EU POLITICAL EXPENDITURES UP TO GBP 10,000 AND AUTHORIZE LADBROKES BETTING GAMING LTD TO MAKE EU POLITICAL DONATIONS AND TO INCUR EU POLITICAL EXPENDITURES UP TO GBP 15,000	Management	Fo
10.	AUTHORIZE THE DIRECTORS TO ISSUE EQUITY OR EQUITY-LINKED SECURITIES WITH PRE-EMPTIVE RIGHTS UP TO AGGREGATE NOMINAL AMOUNT OF GBP 58,794,737	Management	Fo
S.11	GRANT AUTHORITY TO ISSUE EQUITY OR EQUITY-LINKED SECURITIES WITHOUT PRE-EMPTIVE RIGHTS UP TO AGGREGATE NOMINAL AMOUNT OF GBP 8, 893,958 AND UP TO AGGREGATE NOMINAL AMOUNT OF GBP 58,794,737 IN CONNECTION WITH A RIGHTS ISSUE	Management	Fo
S.12	AUTHORIZE THE COMPANY TO MAKE MARKET PURCHASE OF 62,780,884 ORDINARY SHARES	Management	Fo
S.13	AMEND THE ARTICLES OF ASSOCIATION REGARDING ELECTRONIC COMMUNICATIONS	Management	Fo
14.	AUTHORIZE THE COMPANY, SUBJECT TO THE PASSING OF RESOLUTION 13, TO USE ELECTRONIC MEANS TO CONVEY INFORMATION TO SHAREHOLDERS	Management	Fo
15.	APPROVE THE LADBROKES PLC PERFORMANCE SHARE PLAN	Management	Fo

MATTEL, INC.

MAT

ISSUER: 577081102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca

01	DIRECTOR	Management	Fo
	MICHAEL J. DOLAN	Management	Fo
	ROBERT A. ECKERT	Management	Fo
	DR. FRANCES FERGUSSON	Management	Fo
	TULLY M. FRIEDMAN	Management	Fo
	DOMINIC NG	Management	Fo
	DR. ANDREA L. RICH	Management	Fo
	RONALD L. SARGENT	Management	Fo
	DEAN A. SCARBOROUGH	Management	Fo
	CHRISTOPHER A. SINCLAIR	Management	Fo
	G. CRAIG SULLIVAN	Management	Fo
	KATHY BRITTAIN WHITE	Management	Fo
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS MATTEL S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2007.	Management	Fo

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

03	BOARD ADOPTION OF DIRECTOR ELECTION MAJORITY VOTING STANDARD AND STOCKHOLDER APPROVAL OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION ELIMINATING CUMULATIVE VOTING.	Management	Fo
----	--	------------	----

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 159 of 205

04	APPROVAL OF THE MATTEL INCENTIVE PLAN AND THE MATERIAL TERMS OF ITS PERFORMANCE GOALS.	Management	Fo
05	STOCKHOLDER PROPOSAL REGARDING COMPENSATION OF THE TOP FIVE MEMBERS OF MANAGEMENT.	Shareholder	Agai
06	STOCKHOLDER PROPOSAL TO SEPARATE THE ROLES OF CEO AND CHAIRMAN.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL REGARDING CERTAIN REPORTS BY THE BOARD OF DIRECTORS.	Shareholder	Agai
08	STOCKHOLDER PROPOSAL REGARDING PAY-FOR-SUPERIOR-PERFORMANCE.	Shareholder	Agai

 PEPCO HOLDINGS, INC. POM

ISSUER: 713291102 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR		
	JACK B. DUNN, IV	Management	Fo
	TERENCE C. GOLDEN	Management	Fo
	FRANK O. HEINTZ	Management	Fo
	BARBARA J. KRUMSIEK	Management	Fo
	GEORGE F. MACCORMACK	Management	Fo
	RICHARD B. MCGLYNN	Management	Fo
	LAWRENCE C. NUSSDORF	Management	Fo
	FRANK K. ROSS	Management	Fo
	LESTER P. SILVERMAN	Management	Fo
	WILLIAM T. TORGERSON	Management	Fo
02	A PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2007	Management	Fo

 TIME WARNER INC. TWX

ISSUER: 887317105 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo Ca
02	RATIFICATION OF AUDITORS.	Management	Fo
03	COMPANY PROPOSAL TO AMEND THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE CERTAIN SUPER-MAJORITY VOTE REQUIREMENTS.	Management	Fo
04	STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Shareholder	Agai
05	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.	Shareholder	Agai
06	STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE.	Shareholder	Agai
07	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Agai
08	STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER RATIFICATION OF DIRECTOR COMPENSATION WHEN A STOCKHOLDER RIGHTS PLAN HAS BEEN ADOPTED.	Shareholder	Agai
01	DIRECTOR	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 160 of 205

JAMES L. BARKSDALE	Management	Fo
JEFFREY L. BEWKES	Management	Fo
STEPHEN F. BOLLENBACH	Management	Fo
FRANK J. CAUFIELD	Management	Fo
ROBERT C. CLARK	Management	Fo
MATHIAS DOPFNER	Management	Fo
JESSICA P. EINHORN	Management	Fo
REUBEN MARK	Management	Fo
MICHAEL A. MILES	Management	Fo
KENNETH J. NOVACK	Management	Fo
RICHARD D. PARSONS	Management	Fo
FRANCIS T. VINCENT, JR.	Management	Fo
DEBORAH C. WRIGHT	Management	Fo

 CONSOLIDATED EDISON, INC.

ED

ISSUER: 209115104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo

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

	K. BURKE	Management	Fo
	V.A. CALARCO	Management	Fo
	G. CAMPBELL, JR.	Management	Fo
	G.J. DAVIS	Management	Fo
	M.J. DEL GIUDICE	Management	Fo
	E.V. FUTTER	Management	Fo
	S. HERNANDEZ	Management	Fo
	P.W. LIKINS	Management	Fo
	E.R. MCGRATH	Management	Fo
	L.F. SUTHERLAND	Management	Fo
	S.R. VOLK	Management	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.	Management	Fo
03	ADDITIONAL COMPENSATION INFORMATION.	Shareholder	Agai

FRANCE TELECOM

FTE

ISSUER: 35177Q105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR. FINAL DISCHARGE TO DIRECTORS.	Management	Fo
02	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR. FINAL DISCHARGE TO DIRECTORS.	Management	Fo
03	ALLOCATION OF THE RESULTS.	Management	Fo
04	APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE.	Management	Fo
05	AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE, RETAIN OR TRANSFER FRANCE TELECOM SHARES.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 161 of 205

06	APPOINTMENT OF A DIRECTOR: MRS CLAUDIE HAIGNERE	Management	Fo
07	AMENDMENT OF ARTICLE 21 OF THE BY-LAWS IN ORDER TO BRING IT INTO CONFORMITY WITH THE DECREE NO. 2007-431 OF MARCH 25, 2007.	Management	Fo
08	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO ORDINARY SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITH PREFERENTIAL SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS.	Management	Fo

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

11	AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS, TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED.	Management	Fo
09	DELEGATION OF AUTHORITY TO THE BOARD DIRECTORS TO ISSUE ORDINARY SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO THE ORDINARY SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS.	Management	Fo
10	AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS IN THE EVENT OF THE ISSUANCE, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS OF SHAREHOLDERS, OF ORDINARY SHARES OR SECURITIES GIVING ACCESS TO ORDINARY SHARES, TO DETERMINE THE ISSUANCE PRICE IN ACCORDANCE WITH THE TERMS AND CONDITIONS DETERMINED BY THE GENERAL MEETING.	Management	Fo
12	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND SECURITIES GIVING ACCESS TO ORDINARY SHARES, IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY.	Management	Fo
13	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND SECURITIES GIVING ACCESS TO ORDINARY SHARES, IN CONSIDERATION FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF EQUITY SECURITIES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL.	Management	Fo
14	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES, AS A RESULT OF THE ISSUANCE BY THE COMPANY S SUBSIDIARIES OF SECURITIES GIVING ACCESS TO ORDINARY SHARES OF THE COMPANY.	Management	Fo
15	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE THE SHARES RESERVED FOR PERSONS SIGNING A LIQUIDITY CONTRACT WITH THE COMPANY IN THEIR CAPACITY AS HOLDERS OF SHARES OR STOCK OPTIONS OF THE FIRM ORANGE S.A.	Management	Fo
16	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO PROCEED WITH THE FREE ISSUANCE OF OPTION-BASED LIQUIDITY INSTRUMENTS RESERVED FOR HOLDERS OF STOCK OPTIONS OF ORANGE S.A. AND BENEFICIARIES OF A LIQUIDITY AGREEMENT.	Management	Fo
17	OVERALL LIMITATION OF THE AUTHORIZATIONS.	Management	Fo
18	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SECURITIES GIVING RIGHT TO THE ALLOCATION OF DEBT SECURITIES.	Management	Fo
19	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY INCORPORATION OF RESERVES, PROFITS OR PREMIUMS.	Management	Fo
20	AUTHORIZATION TO THE BOARD OF DIRECTORS TO ISSUE STOCK SUBSCRIPTION AND/OR PURCHASE OPTIONS OF ORDINARY SHARES FROM THE COMPANY.	Management	Fo
21	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO PROCEED WITH CAPITAL INCREASES RESERVED FOR MEMBERS OF THE FRANCE TELECOM GROUP SAVINGS PLAN.	Management	Fo

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

22	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF ORDINARY SHARES.	Management	Fo
23	POWERS FOR FORMALITIES.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 162 of 205

 AMERICAN STATES WATER COMPANY

AWR

ISSUER: 029899101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	JAMES L. ANDERSON	Management	Fo
	DIANA M. BONTA	Management	Fo
	ANNE M. HOLLOWAY	Management	Fo
	FLOYD E. WICKS	Management	Fo
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS.	Management	Fo

 BLACK HILLS CORPORATION

BKH

ISSUER: 092113109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	JACK W. EUGSTER	Management	Fo
	GARY L. PECHOTA	Management	Fo
	THOMAS J. ZELLER	Management	Fo
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

 CLEAR CHANNEL COMMUNICATIONS, INC.

CCU

ISSUER: 184502102

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: ALAN D. FELD	Management	Fo
1B	ELECTION OF DIRECTOR: PERRY J. LEWIS	Management	Fo
1C	ELECTION OF DIRECTOR: L. LOWRY MAYS	Management	Fo
1D	ELECTION OF DIRECTOR: MARK P. MAYS	Management	Fo
1E	ELECTION OF DIRECTOR: RANDALL T. MAYS	Management	Fo
1F	ELECTION OF DIRECTOR: B.J. MCCOMBS	Management	Fo
1G	ELECTION OF DIRECTOR: PHYLLIS B. RIGGINS	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 163 of 205

1H	ELECTION OF DIRECTOR: THEODORE H. STRAUSS	Management	Fo
1I	ELECTION OF DIRECTOR: J.C. WATTS	Management	Fo
1J	ELECTION OF DIRECTOR: JOHN H. WILLIAMS	Management	Fo
1K	ELECTION OF DIRECTOR: JOHN B. ZACHRY	Management	Fo
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2007.	Management	Fo
03	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING PAY FOR SUPERIOR PERFORMANCE.	Shareholder	Agai
04	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING CORPORATE POLITICAL CONTRIBUTIONS.	Shareholder	Agai
05	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING COMPENSATION COMMITTEE INDEPENDENCE.	Shareholder	Agai
06	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION.	Shareholder	Agai

MASSEY ENERGY COMPANY

MEE

ISSUER: 576206106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	RICHARD M. GABRYS DAN R. MOORE BAXTER F. PHILLIPS, JR.	Management Management Management	Fo Fo Fo
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, 2007.	Management	Fo
03	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION REPORTS.	Shareholder	Agai
04	STOCKHOLDER PROPOSAL ON A CLIMATE CHANGE REPORT.	Shareholder	Agai
MGE ENERGY, INC.		MGEE	
ISSUER: 55277P104		ISIN:	
SEDOL:			

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	RICHARD E. BLANEY FREDERIC E. MOHS F. CURTIS HASTINGS	Management Management Management	Fo Fo Fo
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP FOR 2007	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 164 of 205

SOUTHWEST WATER COMPANY		SWWC	
ISSUER: 845331107		ISIN:	
SEDOL:			

VOTE GROUP: GLOBAL

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

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

1A	ELECTION OF CLASS III DIRECTOR: H. FREDERICK CHRISTIE	Management	Fo
1B	ELECTION OF CLASS III DIRECTOR: ANTON C. GARNIER	Management	Fo
1C	ELECTION OF CLASS III DIRECTOR: LINDA GRIEGO	Management	Fo
02	APPROVAL TO EXTEND THE EMPLOYEE STOCK PURCHASE PLAN.	Management	Fo

BLACKROCK, INC.

BLK

ISSUER: 09247X101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	WILLIAM O. ALBERTINI	Management	Fo
	DENNIS D. DAMMERMAN	Management	Fo
	WILLIAM S. DEMCHAK	Management	Fo
	DAVID H. KOMANSKY	Management	Fo
	JAMES E. ROHR	Management	Fo
	RALPH L. SCHLOSSTEIN	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS BLACKROCK S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007.	Management	Fo

ENEL ENTE NAZIONALE PER L'ENERGIA ELETTRICA SPA, ROMA

ISSUER: T3679P115

ISIN: IT0003128367

BLOCKING

SEDOL: B07J3F5, 7588123, 7144569, B0ZNK70

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT THIS IS AN MIX. THANK YOU.	Non-Voting	
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL FOR OGM ON 25 MAY 2007, FOR EGM ON 24 MAY 2007 AND THIRD CALL FOR EMG ON 25 MAY 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	
0.1	RECEIVE THE FINANCIAL STATEMENT AT 31 DEC 06, REPORT OF THE BOARD OF DIRECTORS, AUDITORS AND INDEPENDENT AUDITORS; INHERENT RESOLUTIONS RELATED TO FINANCIAL STATEMENT AS AT 31 DEC 2006	Management	Take Act

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

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 165 of 205

O.2	APPROVE THE ALLOCATION OF THE NET PROFIT	Management	Take Act
O.3	APPOINT THE BOARD OF STATUTORY AUDITORS	Management	Take Act
O.4	APPROVE THE EMOLUMENTS OF THE BOARD OF AUDITORS	Management	Take Act
O.5	APPROVE THE EXTENSION OF THE AUDIT MANDATE FOR THE YEARS 2008-2009 AND 2010	Management	Take Act
O.6	APPROVE THE STOCK OPTION PLAN RESERVED TO THE COMPANY MANAGERS OF ENEL SPA AND TO THOSE OF THE CONSOLIDATED COMPANIES, AS PER ARTICLE 2359 OF THE COMPANIES CONSTITUTION	Management	Take Act
E.1	AMEND ARTICLES NO. 14.3, 14.5 AND 20.4 OF THE BY-LAWS AS PER THE LEGISLATIVE LAW NO. 262 OF 29 DEC 2006 NO. 303	Management	Take Act
E.2	AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL RESERVED TO THE STOCK OPTION PLAN 2007 UP TO MAXIMUM EUR 27,920,000 BY ISSUE OF ORDINARY SHARES TO THE COMPANY S MANAGERS AND TO THOSE OF THE CONSOLIDATED COMPANIES, TO BE OFFERED IN OPTION WITHOUT THE RIGHTS OF OPTION AS PER ARTICLE 2441, LAST PARAGRAPH OF COMPANIES CONSTITUTION, AS PER ARTICLE 134, PARAGRAPH 2 OF THE LEGISLATIVE DECREE NO. 58 OF 24 FEB 1998; INHERENT AND CONSEQUENT RESOLUTION; AMEND THE ARTICLE 5 OF THE BY-LAWS	Management	Take Act
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF RECORD DATE AND CHANGE IN THE SECOND CALL 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	

 ENEL S.P.A.

EN

ISSUER: 29265W108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo
O1	FINANCIAL STATEMENTS OF ENEL FOR THE YEAR ENDED DECEMBER 31, 2006. REPORTS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS, AND THE EXTERNAL AUDITORS. RELATED RESOLUTIONS, PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2006.	Management	Fo
O2	ALLOCATION OF NET INCOME FOR THE YEAR.	Management	Fo
O3	ELECTION OF THE BOARD OF STATUTORY AUDITORS.	Management	Fo
O4	DETERMINATION OF THE COMPENSATION OF THE REGULAR MEMBERS OF THE BOARD OF STATUTORY AUDITORS.	Management	Fo
O5	EXTENSION OF THE EXTERNAL AUDITORS MANDATE TO THE YEARS 2008, 2009, AND 2010.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 166 of 205

O6	2007 STOCK - OPTION PLAN FOR THE EXECUTIVES OF ENEL AND/OR SUBSIDIARIES THEREOF PURSUANT TO ARTICLE 2359 OF THE CIVIL CODE.	Management	Fo
E1	HARMONIZATION OF THE BYLAWS WITH THE PROVISIONS OF LAW N. 262 OF DECEMBER 28, 2005 AND LEGISLATIVE DECREE N. 303 OF DECEMBER 29, 2006. AMENDMENT OF ARTICLES 14.3, 14.5, AND 20.4 OF THE BYLAWS.	Management	Fo
E2	DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH THE 2007 STOCK-OPTION PLAN.	Management	Fo

FIDELITY NAT'L INFORMATION SERVICES

FIS

ISSUER: 31620M106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	LEE A. KENNEDY	Management	Fo
	KEITH W. HUGHES	Management	Fo
	JAMES K. HUNT	Management	Fo
	RICHARD N. MASSEY	Management	Fo
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2007 FISCAL YEAR.	Management	Fo

FIDELITY NATIONAL FINANCIAL, INC.

FNF

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

ISSUER: 31620R105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	CARY H. THOMPSON	Management	Fo
	DANIEL D. (RON) LANE	Management	Fo
	GENERAL WILLIAM LYON	Management	Fo
	RICHARD N. MASSEY	Management	Fo
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2007 FISCAL YEAR.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 167 of 205

MIDDLESEX WATER COMPANY

MSEX

ISSUER: 596680108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	ANNETTE CATINO	Management	Fo
	WALTER G. REINHARD	Management	Fo
02	APPROVAL OF AN AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE TOTAL AUTHORIZED COMMON STOCK, NO PAR VALUE FROM 20,000,000 TO 40,000,000 SHARES.	Management	Fo

PINNACLE WEST CAPITAL CORPORATION

PNW

ISSUER: 723484101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
----------	----------	----

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

Number	Proposal	Type	Ca
01	APPROVE AN AMENDMENT TO THE COMPANY S ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS SO THAT ALL DIRECTORS WILL BE ELECTED ANNUALLY. IN THE EVENT PROPOSAL 1 IS APPROVED, ALL DIRECTORS WHO WOULD BE SUBJECT TO RE-ELECTION IN 2008 AND 2009 HAVE TENDERED RESIGNATIONS.	Management	Fo
02	DIRECTOR	Management	Fo
	ROY A. HERBERGER, JR.	Management	Fo
	HUMBERTO S. LOPEZ	Management	Fo
	KATHRYN L. MUNRO	Management	Fo
	WILLIAM L. STEWART	Management	Fo
	EDWARD N. BASHA, JR.	Management	Fo
	JACK E. DAVIS	Management	Fo
	MICHAEL L. GALLAGHER	Management	Fo
	PAMELA GRANT	Management	Fo
	W.S. JAMIESON, JR.	Management	Fo
	BRUCE J. NORDSTROM	Management	Fo
	WILLIAM J. POST	Management	Fo
03	APPROVE THE PINNACLE WEST CAPITAL CORPORATION 2007 LONG-TERM INCENTIVE PLAN.	Management	Agai
04	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo

QWEST COMMUNICATIONS INTERNATIONAL I

Q

ISSUER: 749121109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1A	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Management	Fo
1B	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Management	Fo
1C	ELECTION OF DIRECTOR: CHARLES L. BIGGS	Management	Fo
1D	ELECTION OF DIRECTOR: K. DANE BROOKSHER	Management	Fo
1E	ELECTION OF DIRECTOR: PETER S. HELLMAN	Management	Fo
1F	ELECTION OF DIRECTOR: R. DAVID HOOVER	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 168 of 205

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

1G	ELECTION OF DIRECTOR: PATRICK J. MARTIN	Management	Fo
1H	ELECTION OF DIRECTOR: CAROLINE MATTHEWS	Management	Fo
1I	ELECTION OF DIRECTOR: WAYNE W. MURDY	Management	Fo
1J	ELECTION OF DIRECTOR: FRANK P. POPOFF	Management	Fo
1K	ELECTION OF DIRECTOR: JAMES A. UNRUH	Management	Fo
1L	ELECTION OF DIRECTOR: ANTHONY WELTERS	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2007	Management	Fo
03	APPROVAL OF THE AMENDED AND RESTATED EQUITY INCENTIVE PLAN	Management	Fo
04	STOCKHOLDER PROPOSAL - REQUESTING THAT OUR BOARD ESTABLISH A POLICY WHEREBY AT LEAST 75% OF FUTURE EQUITY COMPENSATION AWARDED TO SENIOR EXECUTIVES BE PERFORMANCE-BASED AND THE RELATED PERFORMANCE METRICS BE DISCLOSED TO STOCKHOLDERS	Shareholder	Agai
05	STOCKHOLDER PROPOSAL - REQUESTING THAT OUR BOARD ESTABLISH A POLICY THAT STOCKHOLDERS HAVE THE OPPORTUNITY AT EACH Annual MEETING TO VOTE ON AN ADVISORY RESOLUTION PROPOSED BY MANAGEMENT TO RATIFY CERTAIN COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Shareholder	Agai
06	STOCKHOLDER PROPOSAL - REQUESTING THAT WE SEEK STOCKHOLDER APPROVAL OF CERTAIN BENEFITS FOR SENIOR EXECUTIVES UNDER OUR NON-QUALIFIED PENSION PLAN OR ANY SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN	Shareholder	Agai
07	STOCKHOLDER PROPOSAL - REQUESTING THAT OUR BOARD ESTABLISH A POLICY OF SEPARATING THE ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER WHENEVER POSSIBLE	Shareholder	Agai

 THE SOUTHERN COMPANY

SO

ISSUER: 842587107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	J.P. BARANCO	Management	Fo
	D.J. BERN	Management	Fo
	F.S. BLAKE	Management	Fo
	T.F. CHAPMAN	Management	Fo
	H.W. HABERMEYER, JR.	Management	Fo
	D.M. JAMES	Management	Fo
	J.N. PURCELL	Management	Fo
	D.M. RATCLIFFE	Management	Fo

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

		W.G. SMITH, JR. G.J. ST. PE	Management Management	Fo Fo
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007		Management	Fo
03	STOCKHOLDER PROPOSAL ON ENVIRONMENTAL REPORT		Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 169 of 205

 XCEL ENERGY INC.

XEL

ISSUER: 98389B100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	C. CONEY BURGESS	Management	Fo
	FREDRIC W. CORRIGAN	Management	Fo
	RICHARD K. DAVIS,	Management	Fo
	ROGER R. HEMMINGHAUS	Management	Fo
	A. BARRY HIRSCHFELD	Management	Fo
	RICHARD C. KELLY,	Management	Fo
	DOUGLAS W. LEATHERDALE	Management	Fo
	ALBERT F. MORENO	Management	Fo
	DR. MARGARET R. PRESKA,	Management	Fo
	A. PATRICIA SAMPSON	Management	Fo
	RICHARD H. TRULY	Management	Fo
	DAVID A. WESTERLUND	Management	Fo
	TIMOTHY V. WOLF	Management	Fo
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS XCEL ENERGY INC. S PRINCIPAL INDEPENDENT ACCOUNTANTS FOR 2007	Management	Fo
03	SHAREHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLE OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER	Shareholder	Agai
04	SHAREHOLDER PROPOSAL RELATING TO FINANCIAL PERFORMANCE CRITERIA FOR THE COMPANY S EXECUTIVE COMPENSATION PLANS	Shareholder	Agai

 AQUA AMERICA, INC.

WTR

ISSUER: 03836W103

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	WILLIAM P. HANKOWSKY	Management	Fo
	RICHARD L. SMOOT	Management	Fo
	ANDREW J. SORDONI, III	Management	Fo

CADBURY SCHWEPPE PLC

CSG

ISSUER: 127209302

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	FINANCIAL STATEMENTS	Management	Fo
02	DECLARATION OF FINAL DIVIDEND 2006	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 170 of 205

03	DIRECTORS REMUNERATION REPORT	Management	Fo
04	RE-APPOINTMENT OF SIR JOHN SUNDERLAND	Management	Fo
05	RE-APPOINTMENT OF ROSEMARY THORNE	Management	Fo
06	RE-APPOINTMENT OF DAVID THOMPSON	Management	Fo
07	RE-APPOINTMENT OF SANJIV AHUJA	Management	Fo
08	RE-APPOINTMENT OF RAYMOND VIAULT	Management	Fo
09	RE-APPOINTMENT OF AUDITORS	Management	Fo
10	REMUNERATION OF AUDITORS	Management	Fo
11	APPROVE PROPOSED AMENDMENTS TO THE GROUP SHARE PLANS	Management	Fo
12	AUTHORITY TO ALLOT RELEVANT SECURITIES	Management	Fo
13	AUTHORITY TO SERVE COMMUNICATIONS BY ELECTRONIC MEANS	Management	Fo

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

14	AUTHORITY TO ALLOT EQUITY SECURITIES	Management	Fo
15	AUTHORITY TO MAKE MARKET PURCHASES	Management	Fo

 CROWN CASTLE INTERNATIONAL CORP. CCI

ISSUER: 228227104 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	EDWARD C. HUTCHESON, JR	Management	Fo
	J. LANDIS MARTIN	Management	Fo
	W. BENJAMIN MORELAND	Management	Fo
02	TO APPROVE THE AMENDMENT TO THE COMPANY S 2004 STOCK INCENTIVE PLAN TO INCREASE BY 3,000,000 THE NUMBER OF SHARES OF COMPANY COMMON STOCK AUTHORIZED FOR THE ISSUANCE OF AWARDS UNDER SUCH PLAN.	Management	Fo
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY S RESTATED CERTIFICATE OF AMENDMENT, AS AMENDED.	Management	Fo
04	TO APPROVE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2007.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 171 of 205

 DEUTSCHE BANK AG DB

ISSUER: D18190898 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	APPROPRIATION OF DISTRIBUTABLE PROFIT	Management	Fo
03	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2006 FINANCIAL YEAR	Management	Fo
04	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE	Management	Fo

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

05	SUPERVISORY BOARD FOR THE 2006 FINANCIAL YEAR ELECTION OF THE AUDITOR FOR THE 2007 FINANCIAL YEAR, INTERIM ACCOUNT	Management	Fo
06	AUTHORIZATION TO ACQUIRE OWN SHARES FOR TRADING PURPOSES (SECTION 71 (1) NO. 7 STOCK CORPORATION ACT)	Management	Fo
07	AUTHORIZATION TO ACQUIRE OWN SHARES PURSUANT TO SECTION 71 (1) NO. 8 STOCK CORPORATION ACT AS WELL AS FOR THEIR USE	Management	Fo
08	AUTHORIZATION TO USE DERIVATIVES WITHIN THE FRAMEWORK OF THE PURCHASE OF OWN SHARES	Management	Fo
09	ELECTION TO THE SUPERVISORY BOARD	Management	Fo
10	RESOLUTION PURSUANT TO SECTION 244 STOCK CORPORATION ACT CONFIRMING THE RESOLUTION RE AGENDA ITEM 8	Management	Fo
11	RESOLUTION ON AN AMENDMENT TO SECTION 14 OF THE ARTICLES OF ASSOCIATION CONCERNING THE REMUNERATION OF THE SUPERVISORY BOARD	Management	Fo
12	RESOLUTION ON AN AMENDMENT TO SECTION 3 OF THE ARTICLES OF ASSOCIATION	Management	Fo
13	RESOLUTION ON THE AMENDMENT OF SECTION 8 OF THE ARTICLES OF ASSOCIATION ON THE REORGANIZATION OF THE ADVISORY BODIES	Management	Fo
14	CREATION OF NEW AUTHORIZED CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION	Management	Fo

EL PASO CORPORATION

EP

ISSUER: 28336L109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca

1A	ELECT DIRECTOR: JUAN CARLOS BRANIFF	Management	Fo
1B	ELECT DIRECTOR: JAMES L. DUNLAP	Management	Fo
1C	ELECT DIRECTOR: DOUGLAS L. FOSHEE	Management	Fo
1D	ELECT DIRECTOR: ROBERT W. GOLDMAN	Management	Fo
1E	ELECT DIRECTOR: ANTHONY W. HALL, JR.	Management	Fo
1F	ELECT DIRECTOR: THOMAS R. HIX	Management	Fo
1G	ELECT DIRECTOR: WILLIAM H. JOYCE	Management	Fo
1H	ELECT DIRECTOR: RONALD L. KUEHN, JR.	Management	Fo
1I	ELECT DIRECTOR: FERRELL P. MCCLEAN	Management	Fo
1J	ELECT DIRECTOR: STEVEN J. SHAPIRO	Management	Fo
1K	ELECT DIRECTOR: J. MICHAEL TALBERT	Management	Fo

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

1L	ELECT DIRECTOR: ROBERT F. VAGT	Management	Fo
1M	ELECT DIRECTOR: JOHN L. WHITMIRE	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 172 of 205

1N	ELECT DIRECTOR: JOE B. WYATT	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo
03	APPROVAL OF THE STOCKHOLDER PROPOSAL SEEKING AN AMENDMENT TO THE BY-LAWS FOR SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Agai
04	APPROVAL OF THE STOCKHOLDER PROPOSAL SEEKING AN AMENDMENT TO THE BY-LAWS ON POLICY-ABANDONING DECISIONS.	Shareholder	Agai

 HILTON HOTELS CORPORATION

HLT

ISSUER: 432848109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: A. STEVEN CROWN	Management	Fo
1B	ELECTION OF DIRECTOR: JOHN H. MYERS	Management	Fo
1C	ELECTION OF DIRECTOR: DONNA F. TUTTLE	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	A STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT CHAIRMAN OF THE BOARD.	Shareholder	Agai

 SUPERVALU INC.

SVU

ISSUER: 868536103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
--------------------	----------	------------------	----------

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

1A	ELECTION OF DIRECTOR: A. GARY AMES	Management	Fo
1B	ELECTION OF DIRECTOR: CHARLES M. LILLIS	Management	Fo
1C	ELECTION OF DIRECTOR: JEFFREY NODDLE	Management	Fo
1D	ELECTION OF DIRECTOR: STEVEN S. ROGERS	Management	Fo
1E	ELECTION OF DIRECTOR: WAYNE C. SALES	Management	Fo
1F	ELECTION OF DIRECTOR: KATHI P. SEIFERT	Management	Fo
02	APPROVAL OF THE SUPERVALU INC. 2007 STOCK PLAN	Management	Agai
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Management	Fo
04	TO CONSIDER AND VOTE ON A STOCKHOLDER PROPOSAL AS DESCRIBED IN THE ATTACHED PROXY STATEMENT	Shareholder	Agai
05	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 173 of 205

 THE BANK OF NEW YORK COMPANY, INC. BK
 ISSUER: 064057102 ISIN:
 SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
03	TO APPROVE THE NUMBER OF AUTHORIZED SHARES OF NEWCO CAPITAL STOCK AS SET FORTH IN NEWCO S CERTIFICATE OF INCORPORATION.	Management	Fo
02	TO APPROVE A PROVISION IN THE CERTIFICATE OF INCORPORATION OF NEWCO REQUIRING THE AFFIRMATIVE VOTE OF THE HOLDERS OF AT LEAST 75 PERCENT OF THE OUTSTANDING VOTING SHARES OF NEWCO FOR DIRECT SHAREHOLDER AMENDMENT OF ARTICLE V OF THE BY-LAWS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
01	TO ADOPT THE AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER, DATED AS OF 12/3/06, AMENDED AND RESTATED AS OF 2/23/07, AND FURTHER AMENDED AND RESTATED AS OF 3/30/07, BY AND BETWEEN MELLON FINANCIAL CORPORATION, THE BANK OF NEW YORK COMPANY, INC. AND THE BANK OF NEW YORK MELLON CORPORATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

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

04 TO ADJOURN THE BANK OF NEW YORK SPECIAL MEETING, Management Fo
 IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT
 ADDITIONAL PROXIES.

 XEROX CORPORATION XRX

ISSUER: 984121103 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	GLENN A. BRITT	Management	Fo
	URSULA M. BURNS	Management	Fo
	WILLIAM CURT HUNTER	Management	Fo
	VERNON E. JORDAN, JR.	Management	Fo
	RICHARD J. HARRINGTON	Management	Fo
	ROBERT A. MCDONALD	Management	Fo
	ANNE M. MULCAHY	Management	Fo
	RALPH S. LARSEN	Management	Fo
	ANN N. REESE	Management	Fo
	MARY AGNES WILDEROTTER	Management	Fo
	N.J. NICHOLAS, JR.	Management	Fo
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo
03	AMENDMENT OF THE 2004 PERFORMANCE INCENTIVE PLAN.	Management	Fo
04	SHAREHOLDER PROPOSAL RELATING TO THE ADOPTION OF A VENDOR CODE OF CONDUCT.	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 174 of 205

 FPL GROUP, INC. FPL

ISSUER: 302571104 ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	SHERRY S. BARRAT	Management	Fo

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

		ROBERT M. BEALL, II	Management	Fo
		J. HYATT BROWN	Management	Fo
		JAMES L. CAMAREN	Management	Fo
		J. BRIAN FERGUSON	Management	Fo
		LEWIS HAY, III	Management	Fo
		TONI JENNINGS	Management	Fo
		OLIVER D. KINGSLEY, JR.	Management	Fo
		RUDY E. SCHUPP	Management	Fo
		MICHAEL H. THAMAN	Management	Fo
		HANSEL E. TOOKES, II	Management	Fo
		PAUL R. TREGURTHA	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2007.		Management	Fo
03	APPROVAL OF THE 2007 NON-EMPLOYEE DIRECTORS STOCK PLAN.		Management	Fo

TEEKAY SHIPPING CORPORATION

TK

ISSUER: Y8564W103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		PETER S. JANSON	Management	Fo
		EILEEN A. MERCIER	Management	Fo
		TOR E. SANDVOLD	Management	Fo
02	APPROVAL OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION. APPROVE AN AMENDMENT TO TEEKAY S AMENDED AND RESTATED ARTICLES OF INCORPORATION CHANGING TEEKAY S NAME TO TEEKAY CORPORATION .		Management	Fo
03	RATIFICATION OF INDEPENDENT AUDITORS. RATIFY THE SELECTION OF ERNST & YOUNG LLP, CHARTERED ACCOUNTANTS, AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.		Management	Fo

EXXON MOBIL CORPORATION

XOM

ISSUER: 30231G102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		M.J. BOSKIN	Management	Fo
		W.W. GEORGE	Management	Fo

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

J.R. HOUGHTON	Management	Fo
W.R. HOWELL	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 175 of 205

R.C. KING	Management	Fo
P.E. LIPPINCOTT	Management	Fo
M.C. NELSON	Management	Fo
S.J. PALMISANO	Management	Fo
S.S. REINEMUND	Management	Fo
W.V. SHIPLEY	Management	Fo
J.S. SIMON	Management	Fo
R.W. TILLERSON	Management	Fo

02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 44)	Management	Fo
03	CUMULATIVE VOTING (PAGE 45)	Shareholder	Agai
04	SPECIAL SHAREHOLDER MEETINGS (PAGE 47)	Shareholder	Agai
05	BOARD CHAIRMAN AND CEO (PAGE 47)	Shareholder	Agai
06	DIVIDEND STRATEGY (PAGE 48)	Shareholder	Agai
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 50)	Shareholder	Agai
08	CEO COMPENSATION DECISIONS (PAGE 51)	Shareholder	Agai
09	EXECUTIVE COMPENSATION REPORT (PAGE 52)	Shareholder	Agai
10	EXECUTIVE COMPENSATION LIMIT (PAGE 53)	Shareholder	Agai
11	INCENTIVE PAY RECOUPMENT (PAGE 54)	Shareholder	Agai
12	POLITICAL CONTRIBUTIONS REPORT (PAGE 55)	Shareholder	Agai
13	AMENDMENT OF EEO POLICY (PAGE 57)	Shareholder	Agai
14	COMMUNITY ENVIRONMENTAL IMPACT (PAGE 58)	Shareholder	Agai
15	GREENHOUSE GAS EMISSIONS GOALS (PAGE 60)	Shareholder	Agai
16	CO2 INFORMATION AT THE PUMP (PAGE 61)	Shareholder	Agai
17	RENEWABLE ENERGY INVESTMENT LEVELS (PAGE 62)	Shareholder	Agai

 NEW YORK COMMUNITY BANCORP, INC.

NYB

ISSUER: 649445103

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	DONALD M. BLAKE	Management	Fo
	MICHAEL J. LEVINE	Management	Fo
	GUY V. MOLINARI	Management	Fo
	JOHN A. PILESKI	Management	Fo
	JOHN M. TSIMBINOS	Management	Fo
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, 2007.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 176 of 205

 WEATHERFORD INTERNATIONAL LTD.

WFT

ISSUER: G95089101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION AS DIRECTOR: NICHOLAS F. BRADY	Management	Fo
1B	ELECTION AS DIRECTOR: WILLIAM E. MACAULAY	Management	Fo
1C	ELECTION AS DIRECTOR: DAVID J. BUTTERS	Management	Fo
1D	ELECTION AS DIRECTOR: ROBERT B. MILLARD	Management	Fo
1E	ELECTION AS DIRECTOR: BERNARD J. DUROC-DANNER	Management	Fo
1F	ELECTION AS DIRECTOR: ROBERT K. MOSES, JR.	Management	Fo
1G	ELECTION AS DIRECTOR: SHELDON B. LUBAR	Management	Fo
1H	ELECTION AS DIRECTOR: ROBERT A. RAYNE	Management	Fo
02	APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2007, AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET ERNST & YOUNG LLP S REMUNERATION.	Management	Fo

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

TRANS-LUX CORPORATION

TLX

ISSUER: 893247106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	With
	GENE JANKOWSKI*	Management	With
	JEAN FIRSTENBERG*	Management	With
	VICTOR LISS*	Management	With
	RICHARD BRANDT**	Management	With
02	RATIFY THE RETENTION OF EISNER LLP AS THE INDEPENDENT AUDITORS FOR THE CORPORATION FOR THE ENSUING YEAR.	Management	Fo

GENERAL MOTORS CORPORATION

GM

ISSUER: 370442105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	P.N. BARNEVIK	Management	Fo
	E.B. BOWLES	Management	Fo
	J.H. BRYAN	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 177 of 205

	A.M. CODINA	Management	Fo
	E.B. DAVIS, JR.	Management	Fo
	G.M.C. FISHER	Management	Fo
	K. KATEN	Management	Fo
	K. KRESA	Management	Fo
	E.J. KULLMAN	Management	Fo
	P.A. LASKAWY	Management	Fo
	K.V. MARINELLO	Management	Fo
	E. PFEIFFER	Management	Fo
	G.R. WAGONER, JR.	Management	Fo
02	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE FOR YEAR 2007	Management	Fo
03	2007 ANNUAL INCENTIVE PLAN	Management	Fo

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

04	2007 LONG-TERM INCENTIVE PLAN	Management	Agai
05	DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shareholder	Agai
06	LIMIT ON DIRECTORSHIPS OF GM BOARD MEMBERS	Shareholder	Agai
07	GREENHOUSE GAS EMISSIONS	Shareholder	Agai
08	CUMULATIVE VOTING	Shareholder	Agai
09	STOCKHOLDER APPROVAL OF A POISON PILL	Shareholder	For
10	SPECIAL STOCKHOLDER MEETINGS	Shareholder	Agai
11	PERFORMANCE-BASED EQUITY COMPENSATION	Shareholder	Agai
12	RECOUPING UNEARNED INCENTIVE BONUSES	Shareholder	Agai
13	OPTIMUM BOARD SIZE	Shareholder	Agai
14	SIMPLE MAJORITY VOTE	Shareholder	Agai

NABORS INDUSTRIES LTD.

NBR

ISSUER: G6359F103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR ALEXANDER M. KNASTER JAMES L. PAYNE HANS W. SCHMIDT	Management Management Management Management	Fo Fo Fo Fo
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET AUDITORS REMUNERATION.	Management	Fo
03	SHAREHOLDER PROPOSAL TO PERMIT SHAREHOLDERS TO VOTE ON AN ADVISORY RESOLUTION TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF THE COMPANY.	Shareholder	Agai
04	SHAREHOLDER PROPOSAL TO ADOPT A PAY FOR SUPERIOR PERFORMANCE STANDARD IN THE COMPANY S EXECUTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVES.	Shareholder	Agai

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 178 of 205

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

 THE DIRECTV GROUP, INC.

DTV

ISSUER: 25459L106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	NEIL R. AUSTRIAN	Management	Fo
	CHARLES R. LEE	Management	Fo
	K. RUPERT MURDOCH	Management	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS.	Management	Fo
03	APPROVAL OF THE AMENDED AND RESTATED 2004 STOCK PLAN.	Management	Fo
04	APPROVAL OF THE AMENDED AND RESTATED EXECUTIVE OFFICER CASH BONUS PLAN.	Management	Fo

 BCE INC.

BCE

ISSUER: 05534B760

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
04	APPROVING THE RESOLUTION, THE FULL TEXT OF WHICH IS REPRODUCED AS SCHEDULE B TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR, TO APPROVE AMENDMENTS TO THE CORPORATION S EQUITY-BASED COMPENSATION PLANS.	Management	Fo
03	APPROVING THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS REPRODUCED AS SCHEDULE A TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR, TO APPROVE THE NAME CHANGE OF THE CORPORATION.	Management	Fo
02	DELOITTE & TOUCHE LLP AS AUDITORS.	Management	Fo
01	DIRECTOR	Management	Fo
	A. B>>RARD	Management	Fo
	R.A. BRENNEMAN	Management	Fo
	R.J. CURRIE	Management	Fo
	A.S. FELL	Management	Fo
	D. SOBLE KAUFMAN	Management	Fo
	B.M. LEVITT	Management	Fo

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

E.C. LUMLEY	Management	Fo
J. MAXWELL	Management	Fo
J.H. MCARTHUR	Management	Fo
T.C. O'NEILL	Management	Fo
J.A. PATTISON	Management	Fo
R.C. POZEN	Management	Fo
M.J. SABIA	Management	Fo
P.M. TELLIER	Management	Fo
V.L. YOUNG	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 179 of 205

 DEVON ENERGY CORPORATION

DVN

ISSUER: 25179M103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		THOMAS F. FERGUSON	Management	Fo
		DAVID M. GAVRIN	Management	Fo
		JOHN RICHELIS	Management	Fo
02	RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT AUDITORS FOR 2007		Management	Fo

 SAKS INCORPORATED

SKS

ISSUER: 79377W108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		STANTON J. BLUESTONE*	Management	Fo
		ROBERT B. CARTER**	Management	Fo
		DONALD E. HESS**	Management	Fo
02	PROPOSAL TO APPROVE THE SAKS INCORPORATED 2007 SENIOR EXECUTIVE BONUS PLAN.		Management	Fo
03	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY.		Management	Fo

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

04 PROPOSAL BY A SHAREHOLDER- CUMULATIVE VOTING
IN THE ELECTION OF DIRECTORS.

Shareholder Agai

TENARIS, S.A.

TS

ISSUER: 88031M109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
A1	CONSIDERATION OF THE BOARD S AND INDEPENDENT AUDITOR S REPORTS. APPROVAL OF THE COMPANY S CONSOLIDATED FINANCIAL STATEMENTS.	Management	Fo
A2	CONSIDERATION OF THE BOARD OF DIRECTORS AND INDEPENDENT AUDITORS REPORTS ON THE COMPANY S ANNUAL ACCOUNTS. APPROVAL OF THE COMPANY S ANNUAL ACCOUNTS AS AT DECEMBER 31, 2006.	Management	Fo
A3	ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT.	Management	Fo
A4	DISCHARGE TO THE MEMBERS OF THE BOARD OF DIRECTORS.	Management	Fo
A5	ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Management	Fo
A6	COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Management	Fo
A7	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CAUSE THE DISTRIBUTION OF ALL SHAREHOLDER COMMUNICATIONS.	Management	Fo
A8	APPOINTMENT OF THE INDEPENDENT AUDITORS AND APPROVAL OF THEIR FEES.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 180 of 205

E1	THE RENEWAL OF THE VALIDITY PERIOD OF THE COMPANY S AUTHORIZED SHARE CAPITAL TO ISSUE SHARES FROM TIME TO TIME WITHIN THE LIMITS. THE WAIVER OF ANY PREFERENTIAL SUBSCRIPTION RIGHTS OF EXISTING SHAREHOLDERS PROVIDED FOR BY LAW AND THE AUTHORIZATION TO THE BOARD TO SUPPRESS ANY PREFERENTIAL SUBSCRIPTION RIGHTS OF EXISTING SHAREHOLDERS.	Management	Fo
----	---	------------	----

LAYNE CHRISTENSEN COMPANY

LAYN

ISSUER: 521050104

ISIN:

SEDOL:

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	J. SAMUEL BUTLER NELSON OBUS	Management Management	Fo Fo
02	DIRECTORS RECOMMEND: A VOTE FOR PROPOSAL 2. PROPOSAL TO APPROVE THE LAYNE ENERGY, INC. 2007 STOCK OPTION PLAN.	Management	Fo
03	DIRECTORS RECOMMEND: A VOTE AGAINST PROPOSAL 3. STOCKHOLDER PROPOSAL TO SPIN OFF THE WATER AND WASTEWATER INFRASTRUCTURE DIVISION OF THE COMPANY TO THE STOCKHOLDERS.	Shareholder	Agai
04	DIRECTORS RECOMMEND: A VOTE FOR PROPOSAL 4. PROPOSAL TO RATIFY THE SELECTION OF THE ACCOUNTING FIRM OF DELOITTE & TOUCHE LLP AS LAYNE CHRISTENSEN S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JANUARY 31, 2008.	Management	Fo

SEMCO ENERGY, INC.		SEN	
ISSUER: 78412D109		ISIN:	
SEDOL:			

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	A PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF SHARE EXCHANGE (THE EXCHANGE AGREEMENT), PURSUANT TO WHICH EACH ISSUED AND OUTSTANDING SHARE OF COMMON STOCK SHALL BE TRANSFERRED BY OPERATION OF LAW TO PARENT IN EXCHANGE FOR THE RIGHT TO RECEIVE \$8.15 IN CASH, WITHOUT INTEREST, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	ANY PROPOSAL TO POSTPONE OR ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE APPROVAL OF THE EXCHANGE AGREEMENT, IF THERE ARE NOT SUFFICIENT VOTES FOR APPROVAL OF THE EXCHANGE AGREEMENT AT THE SPECIAL MEETING.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 181 of 205

CHESAPEAKE ENERGY CORPORATION

CHK

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

ISSUER: 165167107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	FRANK KEATING	Management	Fo
	MERRILL A. MILLER, JR.	Management	Fo
	FREDERICK B. WHITTEMORE	Management	Fo
02	TO APPROVE AN AMENDMENT TO OUR LONG TERM INCENTIVE PLAN.	Management	Fo
03	TO APPROVE AN AMENDMENT TO OUR 2003 STOCK AWARD PLAN FOR NON-EMPLOYEE DIRECTORS.	Management	Fo

KRONOS INCORPORATED

KRON

ISSUER: 501052104

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 22, 2007, BY AND AMONG KRONOS INCORPORATED, SEAHAWK ACQUISITION CORPORATION AND SEAHAWK MERGER SUB CORPORATION, A WHOLLY-OWNED SUBSIDIARY OF SEAHAWK ACQUISITION CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	Fo
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT.	Management	Fo

TRIAD HOSPITALS, INC.

TRI

ISSUER: 89579K109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 19, 2007, BY AND AMONG TRIAD HOSPITALS, INC., COMMUNITY HEALTH SYSTEMS, INC.	Management	Fo

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

02 AND FWCT-1 ACQUISITION CORPORATION.
 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 MEGER AGREEMENT.

Management

Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 182 of 205

 TOMKINS PLC

ISSUER: G89158136

ISIN: GB0008962655

SEDOL: B02S379, 5626906, 0896265

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	RECEIVE THE DIRECTORS REPORT AND FINANCIAL STATEMENTS FOR THE YE 30 DEC 2006 TOGETHER WITH THE INDEPENDENT AUDITORS REPORT	Management	Fo
2.	APPROVE THE REMUNERATION COMMITTEE REPORT FOR THE YE 30 DEC 2006	Management	Fo
3.	DECLARE A FINAL DIVIDEND OF 8.75 PENCE PER ORDINARY SHARE FOR THE YE 30 DEC 2006	Management	Fo
4.	RE-APPOINT MR. DAVID B. NEWLANDS AS A DIRECTOR	Management	Fo
5.	RE-APPOINT DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS	Management	Fo
6.	AUTHORIZE THE DIRECTORS TO DETERMINE THE INDEPENDENT AUDITORS REMUNERATION	Management	Fo
7.	AUTHORIZE THE DIRECTORS, IN ACCORDANCE WITH AND 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 14,265,337	Management	Fo
S.8	AUTHORIZE THE DIRECTORS, IN ACCORDANCE WITH AND SUBJECT TO THE TERMS OF ARTICLE 6 OF THE COMPANY S ARTICLES OF ASSOCIATION, TO ALLOT SHARES FOR CASH FOR THE PURPOSES OF PARAGRAPH (II) OF ARTICLE 6 UP TO AN AGGREGATE NOMINAL AMOUNT OF GBP 2,145,727	Management	Fo
S.9	AUTHORIZE THE COMPANY, IN SUBSTITUTION FOR ANY AUTHORITY TO PURCHASE ORDINARY SHARES OF 5P EACH IN THE CAPITAL OF THE COMPANY PREVIOUSLY CONFERRED SAVE TO THE EXTENT THE SAME HAS BEEN EXERCISED, TO MAKE MARKET PURCHASES SECTION 163(3) OF THE COMPANIES ACT 1985 OF UP TO 85,829,110 SHARES OR, IF LOWER SUCH NUMBER OF SHARES AS IS EQUAL	Management	Fo

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

TO 10% OF THE ISSUED ORDINARY SHARE CAPITAL OF THE COMPANY AT THE CLOSE OF BUSINESS ON 12 JUN 2007 OF 5P EACH IN THE CAPITAL OF THE COMPANY, NOT MORE THAN 105% OF THE AVERAGE OF THE MIDDLE MARKET QUOTATIONS FOR A SHARE DERIVED FROM THE LONDON STOCK EXCHANGE DAILY OFFICIAL LIST, OVER THE PREVIOUS 5 BUSINESS DAYS 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 AGM OF THE COMPANY TO BE HELD IN 2008 OR 30 JUN 2008; THE COMPANY, BEFORE THE EXPIRY, MAY MAKE A CONTRACT TO PURCHASE ORDINARY SHARES WHICH WILL OR MAY BE EXECUTED WHOLLY OR PARTLY AFTER SUCH EXPIRY

10. APPROVE THAT THE COMPANY MAY SERVE ANY NOTICE OR SEND OR SUPPLY ANY OTHER DOCUMENT OR INFORMATION

Management

TO A MEMBER BY MAKING THE NOTICE, DOCUMENT OR INFORMATION AVAILABLE ON A WEBSITE OR BY SENDING OR SUPPLYING IT IN ELECTRONIC FORM WITHIN THE MEANING OF SECTION 1168 OF THE COMPANIES ACT 2006

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 183 of 205

 CABLEVISION SYSTEMS CORPORATION

CVC

ISSUER: 12686C109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2007	Management	Fo
01	DIRECTOR	Management	Fo
	GROVER C. BROWN	Management	Fo
	ZACHARY W. CARTER	Management	Fo
	CHARLES D. FERRIS	Management	Fo
	RICHARD H. HOCHMAN	Management	Fo
	VICTOR ORISTANO	Management	Fo
	THOMAS V. REIFENHEISER	Management	Fo
	JOHN R. RYAN	Management	Fo
	VINCENT TESE	Management	Fo

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

ENERGY EAST CORPORATION

EAS

ISSUER: 29266M109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	JAMES H. BRANDI	Management	Fo
	JOHN T. CARDIS	Management	Fo
	THOMAS B. HOGAN, JR.	Management	Fo
	G. JEAN HOWARD	Management	Fo
	DAVID M. JAGGER	Management	Fo
	SETH A. KAPLAN	Management	Fo
	BEN E. LYNCH	Management	Fo
	PETER J. MOYNIHAN	Management	Fo
	PATRICIA M. NAZEMETZ	Management	Fo
	WALTER G. RICH	Management	Fo
	WESLEY W. VON SCHACK	Management	Fo
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

LONE STAR TECHNOLOGIES, INC.

LSS

ISSUER: 542312103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 28, 2007, BY AND AMONG UNITED STATES STEEL CORPORATION, WP ACQUISITION HOLDING CORP. AND LONE STAR TECHNOLOGIES, INC.	Management	Fo
02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 184 of 205

PAXAR CORPORATION

PXR

ISSUER: 704227107

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED MARCH 22, 2007, BY AND AMONG PAXAR CORPORATION, AVERY DENNISON CORPORATION AND ALPHA ACQUISITION CORP.	Management	Fo
02	DIRECTOR	Management	Fo
	JACK BECKER	Management	Fo
	LEO BENATAR	Management	Fo
	VICTOR HERSHAFT	Management	Fo
	DAVID E. MCKINNEY	Management	Fo
	JAMES R. PAINTER	Management	Fo
	ROGER M. WIDMANN	Management	Fo

LIBERTY GLOBAL, INC.

LBTYA

ISSUER: 530555101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
	JOHN W. DICK	Management	Fo
	J.C. SPARKMAN	Management	Fo
	J. DAVID WARGO	Management	Fo
02	AUDITORS RATIFICATION	Management	Fo

ENDESA SA, MADRID

ISSUER: E41222113

ISIN: ES0130670112

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 21 JUN 2007. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	

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

1.	EXAMINATION AND APPROVAL, AS THE CASE MAY BE, OF THE ANNUAL ACCOUNTS BALANCESHEET, INCOME STATEMENT AND ANNUAL REPORT AND OF THE MANAGEMENT REPORT OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR THE FYE 31 DEC 2006, AS WELL AS OF THE CORPORATE MANAGEMENT DURING SAID FY	Management	Fo
----	--	------------	----

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 185 of 205

2.	APPLICATION OF FY EARNINGS AND DIVIDEND DISTRIBUTION	Management	Fo
3.	APPOINTMENT OF THE AUDITOR FOR THE COMPANY AND ITS CONSOLIDATED GROUP	Management	Fo
4.	AUTHORIZATION FOR THE COMPANY AND ITS SUBSIDIARIES TO BE ABLE TO ACQUIRE TREASURY STOCK IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 75 AND ADDITIONAL PROVISION 1 OF THE SPANISH CORPORATIONS LAW LEY DE SOCIEDADES ANONIMAS	Management	Fo
5.	TO SET AT 10 THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS, IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 37 OF THE CORPORATE BYLAWS	Management	Fo
6.	APPOINTMENT OF A COMPANY DIRECTOR	Management	Fo
7.	APPOINTMENT OF A COMPANY DIRECTOR	Management	Fo
8.	AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE EXECUTION AND IMPLEMENTATION MAY BE, OF THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING, AS WELL AS TO SUBSTITUTE THE AUTHORITIES IT RECEIVES FROM THE GENERAL MEETING, AND GRANTING OF AUTHORITIES FOR PROCESSING THE SAID RESOLUTIONS AS A PUBLIC INSTRUMENT, REGISTRATION THEREOF AND, AS THE CASE MAY BE, CORRECTION THEREOF	Management	Fo
*	PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ENDESA, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: HTTP://WWW.ENDESA.ES/PORTAL/EN/CORPORATE_GOVERNANCE/GENERAL_SHAR	Non-Voting	

 DOLLAR GENERAL CORPORATION

DG

ISSUER: 256669102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER	Management	Fo
02	ADJOURNMENT AND POSTPONEMENT OF THE SPECIAL MEETING	Management	Fo

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

HELLENIC TELECOMMUNICATIONS ORG. S.A

OTE

ISSUER: 423325307

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	SUBMISSION FOR APPROVAL OF THE MANAGEMENT REPORT OF THE BOARD OF DIRECTORS, AND THE AUDIT REPORTS PREPARED BY CERTIFIED AUDITORS.	Management	Fo
02	EXONERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITORS OF ALL LIABILITY FOR FISCAL YEAR 2006.	Management	Fo
03	APPOINTMENT OF CHARTERED AUDITORS FOR THE FISCAL YEAR 2007 AND DETERMINATION OF ITS FEES.	Management	Fo
04	RENEWAL OF AGREEMENT FOR THE COVERING OF CIVIL LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS AND THE COMPANY/S EXECUTIVE DIRECTORS.	Management	Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 06/27/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 186 of 205

05	APPROVAL OF REMUNERATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE AND HR REMUNERATION COMMITTEE.	Management	Fo
06	APPROVAL OF THE REMUNERATION PAID IN 2006 TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND CEO, DETERMINATION OF A SPECIAL PREMIUM BASED ON EFFICIENCY FOR FISCAL YEAR 2006 AND DETERMINATION OF HIS REMUNERATION FOR 2007.	Management	Fo
07	APPROVAL OF THE BASIC TERMS AND CONDITIONS OF A PROJECT TO BE ASSIGNED TO A MEMBER OF THE BOARD.	Management	Fo
08	APPROVAL OF THE SPIN-OFF OF THE BRANCH OF INTERNATIONAL INSTALLATIONS AND INTERNATIONAL CABLE INFRASTRUCTURES AND OF THE LICENSES OF OTE SA FOR THE USE OF THE INTEC-ITU PRICING SYSTEM.	Management	Fo
09	APPROVAL OF A STOCK REPURCHASE PROGRAM, OF OTE S.A., ACCORDING TO PARAGRAPH 5 ARTICLE 16 OF THE LAW 2190/1920.	Management	Fo
10	APPOINTMENT OF FIVE NEW BOARD MEMBERS FOR A THREE-YEAR TERM, FOLLOWING TERMINATION OF OFFICE OF EQUAL NUMBER MEMBERS.	Management	Fo

WHX CORPORATION

WXCP.PK

ANNU

ISSUER: 929248508

ISIN:

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

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	WARREN G. LICHTENSTEIN	Management	Fo
	JACK L. HOWARD	Management	Fo
	GLEN M. KASSAN	Management	Fo
	LOUIS KLEIN, JR.	Management	Fo
	DANIEL P. MURPHY, JR.	Management	Fo
	JOHN J. QUICKE	Management	Fo
	JOSHUA E. SCHECHTER	Management	Fo
	GAREN W. SMITH	Management	Fo
02	PROPOSAL TO AMEND WHX S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE WHX S AUTHORIZED CAPITAL STOCK FROM 45,000,000 SHARES TO A TOTAL OF 55,000,000 SHARES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
03	PROPOSAL TO APPROVE THE ADOPTION OF WHX CORPORATION S 2007 INCENTIVE STOCK PLAN.	Management	Fo
04	RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE INDEPENDENT PUBLIC ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo

WINSTON HOTELS, INC.

WXH

ISSUER: 97563A102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	TO ADOPT AND APPROVE THE MERGER OF WINSTON HOTELS, INC. WITH AND INTO INLAND AMERICAN ACQUISITION (WINSTON), LLC PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 2, 2007, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 187 of 205

02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE	Management	Fo
----	--	------------	----

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

TIME OF THE SPECIAL MEETING TO ADOPT AND APPROVE
THE MERGER, THE MERGER AGREEMENT AND THE OTHER
TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT.

CHINA MENGNIU DAIRY CO LTD

ISSUER: G21096105

ISIN: KYG210961051

SEDOL: B01FW07, B01B1L9, B01VKZ6

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	RECEIVE AND APPROVE THE AUDITED FINANCIAL STATEMENTS AND THE REPORT OF THE DIRECTORS AND THE AUDITORS FOR THE YE 31 DEC 2006	Management	Fo
2.	APPROVE THE FINAL DIVIDEND	Management	Fo
3.a	RE-ELECT MR. JIAO SHUGE ALIAS JIAO ZHEN AS A DIRECTOR AND AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX HIS REMUNERATION	Management	Fo
3.b	RE-ELECT MS. LU JUN AS A DIRECTOR AND AUTHORIZE THE DIRECTORS OF THE COMPANY TO FIX HER REMUNERATION	Management	Fo
3.c	RE-ELECT MR. WANG HUIBAO AS A DIRECTOR AND AUTHORIZE THE DIRECTORS TO FIX HIS REMUNERATION	Management	Fo
4.	RE-APPOINT ERNST & YOUNG AS THE AUDITORS AND AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION	Management	Fo
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	Fo

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

Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 188 of 205

- | | | | |
|----|---|-------------|----|
| 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 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 | Shareholder | Fo |
| 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 7 | Management | Fo |

 PORTUGAL TELECOM SGPS SA, LISBOA

ISSUER: X6769Q104

ISIN: PTPTCOAM0009

BLOCKING

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

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT FOR EVERY 500 SHARES YOU HAVE 1 VOTING RIGHT. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	
1.	AMEND: NO. 2 OF ARTICLE TWO, NO. 3 OF ARTICLE FOUR, NO. 8 OF ARTICLE NINE, ARTICLE TENTH, NO. 1 AND ADDING NO. 3 TO ARTICLE ELEVEN, AMENDING	Management	Take Act

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

THE HEADING AND PARAGRAPHS B) AND D) OF NO. 1 AND ADDING NO. 4 TO ARTICLE TWELVE, NOS. 2, 3 AND 6, ADDING NOS. 7 TO 9, RENUMBERING THE PREVIOUS NOS. 7 AND 8, WHICH SHALL BECOME NOS. 10 AND 11, THE PREVIOUS NO. 9 WHICH SHALL BECOME NO. 12, RENUMBERING THE PREVIOUS NOS. 10 AND 11 WHICH SHALL BECOME NOS. 13 AND 14, ELIMINATING THE PREVIOUS NO. 12, RENUMBERING THE PREVIOUS NO. 13 WHICH SHALL BECOME NO. 15, PARAGRAPH B) OF PREVIOUS NO. 14 WHICH SHALL BECOME NO. 16 AND RENUMBERING THE PREVIOUS NOS. 15 AND 16 WHICH SHALL BECOME NOS. 17 AND 18, ALL OF ARTICLE THIRTEEN, NO. 2 OF ARTICLE FOURTEEN, PARAGRAPHS A) AND B) OF NO. 1 OF ARTICLE FIFTEEN, NO. 3 AND ADDING NO. 4 TO ARTICLE SIXTEEN, ARTICLE SEVENTEEN, NO. 1 OF ARTICLE EIGHTEEN, ADDING NOS. 4 AND

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 189 of 205

7 TO ARTICLE TWENTY, AMENDING THE HEADING, ADDING PARAGRAPH F) OF NO. 1, AMENDMENT THE PREVIOUS PARAGRAPH F) OF NO. 1 WHICH SHALL BECOME PARAGRAPH G) AND ADDING NOS. 2 AND 6 OF ARTICLE TWENTY ONE, NO. 2 OF ARTICLE TWENTY THREE, NOS. 1 AND 2 OF ARTICLE TWENTY FOUR, AMENDING THE HEADING OF SECTION IV TO CHAPTER III, ARTICLES TWENTY SEVEN TO THIRTY, ADDING A NEW SECTION V TO CHAPTER III OF THE ARTICLES OF ASSOCIATION AND ARTICLE THIRTY ONE OF THE ARTICLES OF ASSOCIATION, AS WELL AS RENUMBERING IN ACCORDANCE THE PARAGRAPHS, NUMBERS AND ARTICLES OF THE ARTICLES OF ASSOCIATION AS A CONSEQUENCE OF THE STATUTORY AMENDMENTS RESOLVED IN THE PRESENT GENERAL MEETING

- | | | | |
|----|--|------------|-------------|
| 2. | ELECT THE MEMBERS OF THE AUDIT COMMITTEE AS WELL AS ITS CHAIRMAN, FOR THE 2006-2008 PERIOD | Management | Take
Act |
| 3. | ELECT THE STATUTORY AUDITOR EFFECTIVE AND ALTERNATE, FOR THE 2006-2008 PERIOD | Management | Take
Act |
| 4. | AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, WITH THE CORRESPONDING AMENDMENT TO PARAGRAPH 3 OF ARTICLE FOUR OF THE ARTICLES OF ASSOCIATION | Management | Take
Act |

PORTUGAL TELECOM SGPS SA, LISBOA

ISSUER: X6769Q104

ISIN: PTPTCOAM0009

BLOCKING

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

VOTE GROUP: GLOBAL

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

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 393217 DUE TO ADDITIONAL RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
1.	AMEND: NO. 2 OF ARTICLE TWO, NO. 3 OF ARTICLE FOUR, NO. 8 OF ARTICLE NINE, ARTICLE TENTH, NO. 1 AND ADDING NO. 3 TO ARTICLE ELEVEN, AMENDING THE HEADING AND PARAGRAPHS B) AND D) OF NO. 1 AND ADDING NO. 4 TO ARTICLE TWELVE, NOS. 2, 3 AND 6, ADDING NOS. 7 TO 9, RENUMBERING THE PREVIOUS NOS. 7 AND 8, WHICH SHALL BECOME NOS. 10 AND 11, THE PREVIOUS NO. 9 WHICH SHALL BECOME NO. 12, RENUMBERING THE PREVIOUS NOS. 10 AND 11 WHICH SHALL BECOME NOS. 13 AND 14, ELIMINATING THE PREVIOUS NO. 12, RENUMBERING THE PREVIOUS NO. 13 WHICH SHALL BECOME NO. 15, PARAGRAPH B) OF PREVIOUS NO. 14 WHICH SHALL BECOME NO. 16 AND RENUMBERING THE PREVIOUS NOS. 15 AND 16 WHICH SHALL BECOME NOS. 17 AND 18, ALL OF ARTICLE THIRTEEN, NO. 2 OF ARTICLE FOURTEEN, PARAGRAPHS A) AND B) OF NO. 1 OF ARTICLE FIFTEEN, NO. 3 AND ADDING NO. 4 TO ARTICLE SIXTEEN, ARTICLE SEVENTEEN, NO. 1 OF ARTICLE EIGHTEEN, ADDING NOS. 4 AND 7 TO ARTICLE TWENTY, AMENDING THE HEADING, ADDING PARAGRAPH F) OF NO. 1, AMENDMENT THE PREVIOUS PARAGRAPH F) OF NO. 1 WHICH SHALL BECOME PARAGRAPH	Management	Take Act

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 190 of 205

	G) AND ADDING NOS. 2 AND 6 OF ARTICLE TWENTY ONE, NO. 2 OF ARTICLE TWENTY THREE, NOS. 1 AND 2 OF ARTICLE TWENTY FOUR, AMENDING THE HEADING OF SECTION IV TO CHAPTER III, ARTICLES TWENTY SEVEN TO THIRTY, ADDING A NEW SECTION V TO CHAPTER III OF THE ARTICLES OF ASSOCIATION AND ARTICLE THIRTY ONE OF THE ARTICLES OF ASSOCIATION, AS WELL AS RENUMBERING IN ACCORDANCE THE PARAGRAPHS, NUMBERS AND ARTICLES OF THE ARTICLES OF ASSOCIATION AS A CONSEQUENCE OF THE STATUTORY AMENDMENTS RESOLVED IN THE PRESENT GENERAL MEETING		
2.	APPROVE TO CHANGE IN THE COMPOSITION AND ELECT THE NEW MEMBERS OF THE BOARD OF DIRECTORS	Management	Take Act
3.	ELECT THE MEMBERS OF THE AUDIT COMMITTEE AS WELL AS ITS CHAIRMAN, FOR THE 2006-2008 PERIOD	Management	Take Act

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

- | | | | |
|----|--|------------|-----|
| 4. | ELECT THE STATUTORY AUDITOR EFFECTIVE AND ALTERNATE,
FOR THE 2006-2008 PERIOD | Management | Act |
| 5. | AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE
THE SHARE CAPITAL, WITH THE CORRESPONDING AMENDMENT
TO PARAGRAPH 3 OF ARTICLE 4 OF THE ARTICLES OF
ASSOCIATION | Management | Act |

 PORTUGAL TELECOM, SGPS, S.A.

PT

ISSUER: 737273102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO RESOLVE ON THE FOLLOWING AMENDMENTS TO THE ARTICLES OF ASSOCIATION.	Management	Fo
02	TO RESOLVE ON THE CHANGE IN THE COMPOSITION AND ON THE ELECTION OF NEW MEMBERS OF THE BOARD OF DIRECTORS.	Management	Fo
03	TO RESOLVE ON THE ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE AS WELL AS ITS CHAIRMAN, FOR THE 2006-2008 PERIOD.	Management	Fo
04	TO RESOLVE ON THE ELECTION OF THE STATUTORY AUDITOR EFFECTIVE AND ALTERNATE, FOR THE 2006-2008 PERIOD.	Management	Fo
05	TO RESOLVE ON THE AUTHORIZATION FOR THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, WITH THE CORRESPONDING AMENDMENT TO PARAGRAPH 3 OF ARTICLE FOUR OF THE ARTICLES OF ASSOCIATION.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 191 of 205

 BIOVERIS CORPORATION

BIOV

ISSUER: 090676107

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 4, 2007, BY AND AMONG BIOVERIS, ROCHE HOLDING LTD AND LILI ACQUISITION CORPORATION.	Management	Fo

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

02 PROPOSAL TO APPROVE 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 THE AGREEMENT AND PLAN OF MERGER. Management Fo

EDISON SPA, MILANO

ISSUER: T3552V114 ISIN: IT0003152417 BLOCKING
SEDOL: B06MTB3, 7513578, B1BK8V2, 7519822

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 27 JUN 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	

1.	AMEND THE BY-LAWS, PURSUANT TO ARTICLE 262 OF 2005 OF THE FOLLOWING IN COMPLIANCE WITH THE LEGISLATIVE DECREE NO. 303 OF 2006 OF THE FOLLOWING ARTICLES: 9, 11, 14, 18, 21, 22 AND THE REMUNERATION OF THE FOLLOWING ARTICLES; CONSEQUENT RENUMBERING OF THE ARTICLES	Management	Take Act
----	---	------------	----------

ALTADIS SA

ISSUER: E0432C106 ISIN: ES0177040013
SEDOL: B02T9V8, 5843114, BOYLW13, 5444012, 5860652

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 28 JUN 2007. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	
1.	APPROVE AND ADOPT THE ANNUAL ACCOUNTS, BALANCE SHEET, PROFIT AND LOSS ACCOUNT AND NOTES TO THE ACCOUNT AND MANAGEMENT REPORT OF ALTADIS, SOCIEDAD A NONIMA AND ITS CONSOLIDATED GROUP, AS WELL AS THE PROPOSED APPLICATION OF PROFITS AND DIVIDEND DISTRIBUTION, ALL OF THE FOREGOING WITH REFERENCE TO THE FY 2006	Management	Fo

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

- | | | | |
|----|---|------------|----|
| 2. | RE-APPOINT MR. JEAN PIERRE TIROUFLET AS A DIRECTOR | Management | Fo |
| 3. | RE-APPOINT OR APPOINT THE AUDITORS OF THE COMPANY
AND ITS CONSOLIDATED GROUP FOR THE FY 2007 | Management | Fo |

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 06/27/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Page 192 of 205

- | | | | |
|----|---|------------|----|
| 4. | APPROVE THE CAPITAL REDUCTION THROUGH AMORTIZATION OF OWN SHARES, RESTATING THE ARTICLE CORRESPONDING TO THE CORPORATE CAPITAL OF THE ARTICLES OF ASSOCIATION | Management | Fo |
| 5. | AMEND THE ARTICLES 8, ABOUT CONVENING NOTICES, 14, ABOUT PROXY AND REPRESENTATION AND 22, ABOUT VOTING OF PROPOSALS OF THE GENERAL MEETING REGULATIONS, IN ORDER TO BRING THEM INTO LINE WITH THE UNIFIED CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES APPROVED BY THE SPANISH SECURITIES EXCHANGE COMMISSION, COMISION NACIONAL DEL MERCADO DE VALORES, CNMV, IN 2006 | Management | Fo |
| 7. | AUTHORIZE THE BOARD FOR THE EXECUTION, CONSTRUCTION, RECTIFICATION AND IMPLEMENTATION OF THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING OF SHAREHOLDERS | Management | Fo |
| 6. | GRANT AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT THE DERIVATIVE ACQUISITION OF OWN SHARES, EITHER DIRECTLY OR VIA AFFILIATED COMPANIES, WITHIN THE LEGAL LIMITS AND REQUIREMENTS, FOR AN 18 MONTH PERIOD, AS WELL AS TO DISPOSE OF THE BOUGHT BACK SHARES OR TO APPLY THEM TO THE REMUNERATION PROGRAMS PROVIDED BY SECTION 75 OF THE SPANISH LIMITED COMPANIES ACT, LEY DE SOCIEDADES ANONIMAS | Management | Fo |

COVANSYS CORPORATION

CVNS

ISSUER: 22281W103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

- | Proposal
Number | Proposal | Proposal
Type | Vo
Ca |
|--------------------|--|------------------|----------|
| 01 | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 25, 2007, BY AND AMONG COMPUTER SCIENCES CORPORATION, SURFSIDE ACQUISITION CORP., A WHOLLY OWNED SUBSIDIARY OF COMPUTER SCIENCES CORPORATION, AND COVANSYS, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Management | Fo |
| 02 | TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL | Management | Fo |

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

PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.

SIERRA HEALTH SERVICES, INC.

SIE

ISSUER: 826322109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 11, 2007, BY AND AMONG UNITEDHEALTH GROUP INCORPORATED, SAPPHIRE ACQUISITION, INC. AND SIERRA HEALTH SERVICES, INC.	Management	Fo

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 193 of 205

ALTADIS SA

ISSUER: E0432C106

ISIN: ES0177040013

SEDOL: B02T9V8, 5843114, BOYLRW13, 5444012, 5860652

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ALTADIS, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: HTTP://WWW.ALTADIS.COM/EN/INDEX.PHP	Non-Voting	
*	PLEASE NOTE THAT THE FIRST CALL FOR THE MEETING IS 27 JUN 2007, BUT THE MEETING IS GOING TO BE HELD ON SECOND CONVOCATION DATE I.E. 28 JUN 2007. IF YOU HAVE ALREADY SENT YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	
1.	EXAMINATION AND APPROVAL, IF APPROPRIATE, OF THE ANNUAL ACCOUNTS BALANCE SHEET, PROFIT AND LOSS STATEMENT AND REPORT AND MANAGEMENT REPORT, AS WELL AS THE MANAGEMENT EFFECTED BY THE BOARD OF DIRECTORS OF ALTADIS, S.A. AND ITS CONSOLIDATED GROUP FOR THE 2006 FINANCIAL YEAR, AND THE PROPOSAL FOR ALLOCATION OF PROFITS AND THE DISTRIBUTION	Management	Fo

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

OF DIVIDENDS. TO APPROVE THE ANNUAL ACCOUNTS BALANCE SHEET, PROFIT AND LOSS STATEMENT AND REPORT AND MANAGEMENT REPORT FOR THE FINANCIAL YEAR ENDING ON DECEMBER 31ST, 2006, FOR THE COMPANY AND ITS CONSOLIDATED GROUP, TO APPROVE CORPORATE MANAGEMENT AND PAYMENT TO DIRECTORS, IN ACCORDANCE WITH EPIGRAPH 19 OF THE REPORT, AND TO RESOLVE ON THE ALLOCATION OF PROFITS, CONSISTING OF THE PAYMENT OF A DIVIDEND OF 1,10 EUROS PER SHARE CHARGED TO PROFITS FOR THE YEAR 312.506 THOUSAND EUROS. THE REMAINING AMOUNT SHALL BE ALLOCATED TO THE VOLUNTARY RESERVES OF ALTADIS, S.A. THE RESOLUTION OF THE BOARD OF DIRECTORS DATED FEBRUARY 21ST, 2007, FOR THE PAYMENT OF AN INTERIM DIVIDEND OF 0.50 EUROS PER SHARE IS RATIFIED, AND A COMPLEMENTARY DIVIDEND OF 0.60 EUROS PER SHARE, TO BE PAID ON JULY 9, 2007, IS PROPOSED. TOTAL DIVIDEND PAYMENTS FOR THE FINANCIAL YEAR WILL THEREFORE BE 1,10 EUROS PER SHARE

2. RE-ELECTION OF THE DIRECTOR MR. JEAN-PIERRE TIROUFLET. Management Fo
- AT THE PROPOSAL OF THEBOARD OF DIRECTORS AND SUBJECT TO A FAVORABLE REPORT FROM THE STRATEGY, ETHICS AND GOOD GOVERNANCE COMMITTEE, THE GENERAL MEETING OF SHAREHOLDERS HAS ADOPTED THE AGREEMENT TO RE-ELECT THE DIRECTOR MR. JEAN PIERRE TIROUFLET FOR A MAXIMUM STATUTORY PERIOD OF FIVE YEARS IN ACCORDANCE WITH ARTICLE 126 OF THE CORPORATIONS ACT AND ARTICLE 33 OF THE ARTICLES OF ASSOCIATION. BEING PRESENT IN THE MEETING, THE RE-ELECTED DIRECTOR EXPRESSLY ACCEPTS HIS APPOINTMENT AND DECLARES THAT HE IS NOT INVOLVED IN CURRENT LEGAL PROCEEDINGS THAT WOULD AFFECT HIM HOLDING THE POST, IN ACCORDANCE WITH EXISTING REGULATIONS. MR. TIROUFLET HAS BEEN, AND WILL CONTINUE TO BE, AN INDEPENDENT DIRECTOR. IN ACCORDANCE WITH THE PROVISIONS IN ARTICLE 146 OF THE BUSINESS REGISTER REGULATIONS, IT IS EXPRESSLY STATED THAT, HAVING BEEN RE-ELECTED AS DIRECTOR, HE WILL CONTINUE TO FULFIL THE DUTIES HE WAS PERFORMING BEFOREHAND ON THE BOARD OF DIRECTORS AND ITS COMMITTEES

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 194 of 205

3. APPOINTMENT OR REAPPOINTMENT OF THE ACCOUNTS AUDITOR FOR ALTADIS, S.A. AND ITS CONSOLIDATED GROUP FOR THE 2007 FINANCIAL YEAR. IT IS PROPOSED TO REAPPOINT THE COMPANY DELOITTE, S.L. AS ACCOUNTS AUDITOR FOR THE COMPANY AND ITS CONSOLIDATED GROUP TO UNDERTAKE THE AUDIT WORK FOR THE 2007 FINANCIAL YEAR, EMPOWERING THE BOARD OF DIRECTORS, WHICH TO THIS EFFECT MAY DELEGATE TO THE AUDIT AND CONTROL COMMITTEE, TO ENTER INTO THE RELEVANT SERVICE PROVISION AGREEMENT, BASED ON PAYMENT Management Fo

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

FOR THE PREVIOUS FINANCIAL YEAR, WITH THE CLAUSES AND CONDITIONS IT DEEMS APPROPRIATE, AS WELL AS TO MAKE THE MODIFICATIONS IN SUCH AGREEMENT AS MAY BE RELEVANT PURSUANT TO THE LEGISLATION IN EFFECT AT EACH MOMENT

4. REDUCTION OF COMPANY SHARE CAPITAL THROUGH THE REDEMPTION OF OWN SHARES, THUS AMENDING THE WORDING OF THE ARTICLE OF THE COMPANY BY-LAWS WHICH REFERS TO SHARE CAPITAL. TO REDUCE COMPANY SHARE CAPITAL BY 368,457 EUROS, THROUGH THE REDEMPTION OF 3,684,570 SHARES OF TREASURY STOCK, PREVIOUSLY ACQUIRED PURSUANT TO AUTHORIZATION FROM THE GENERAL SHAREHOLDERS MEETING, WITHIN THE LIMITS ESTABLISHED IN ARTICLES 75 AND SUBSEQUENT AND IN ADDITIONAL PROVISION 1, SECTION 2 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. THUS, THE REFERENCE TO THE SHARE CAPITAL FIGURE SET OUT IN ARTICLE 5 OF THE COMPANY BYLAWS WILL BE AMENDED TO READ AS FOLLOWS: ARTICLE 5. - SHARE CAPITAL SHARE CAPITAL IS 25,243,685 EUROS AND 60 CENTS, REPRESENTED BY 252,436,856 SHARES OF 0.10 EURO NOMINAL VALUE EACH, ALL OF THE SAME TYPE, NUMBERED FROM 1 TO 252,436,856 INCLUSIVE, FULLY SUBSCRIBED AND PAID UP. THE AFOREMENTIONED REDUCTION SHALL BE EXECUTED WITHIN A PERIOD OF SIX MONTHS FROM THE DATE OF THE PRESENT RESOLUTION. THE SHARE CAPITAL REDUCTION SHALL BE CHARGED TO RESERVES, CANCELLING THE UNAVAILABLE RESERVE ENVISAGED IN ARTICLE 79.3 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. SUCH REDUCTION SHALL NOT INVOLVE THE REIMBURSEMENT OF CASH CONTRIBUTIONS, GIVEN THAT THE COMPANY ITSELF IS HOLDER OF THE REDEEMED SHARES. THEREFORE, THE PURPOSE OF THE SAID REDUCTION SHALL BE TO AMORTIZE THE COMPANY'S OWN SHARES. IT IS PROPOSED THAT THE BOARD OF DIRECTORS BE COMMISSIONED TO UNDERTAKE THE ADMINISTRATIVE STEPS AND PROCESSES LEGALLY NECESSARY TO COMPLETE AND, IF APPROPRIATE, CORRECT THE RESOLUTION ADOPTED, AND SPECIFICALLY TO: REQUEST EXCLUSION FROM QUOTATION OF THE AMORTIZED STOCK, DRAW UP AND, IF NECESSARY, PUBLISH ANNOUNCEMENTS ESTABLISHED IN ARTICLE 165 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT; IN THE EVENT OF EXERCISE OF THE RIGHT TO CHALLENGE BY CREDITOR HOLDERS OF THE SAME, IF THE CASE MAY BE, TO COMPLY WITH THE REQUIREMENTS SET OUT IN ARTICLE 166, SECTION 3, OF THE AFOREMENTIONED ACT, AND IN GENERAL, TO ADOPT ANY RESOLUTIONS THAT MAY BE NECESSARY AND UNDERTAKE THE ACTS REQUIRED TO EFFECT THE SHARE CAPITAL REDUCTION AND AMORTIZATION OF THE SHARES, WITH THE EXPRESS POWER TO CORRECT OR SUPPLEMENT THE ABOVE RESOLUTIONS IN THE LIGHT OF COMMENTS OR QUALIFICATIONS FROM THE MERCANTILE REGISTRAR, GRANTING THE RELEVANT PUBLIC DEEDS AND APPOINTING THE PERSON OR PERSONS WHO SHALL ACT IN THE FORMALIZATION OF THE SAME.

Management

Fo

LIKewise, IT IS PROPOSED THAT THE POWERS NECESSARY TO FORMALIZE THE PRESENT RESOLUTION BE DELEGATED TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE SECRETARY TO THE BOARD INDISTINCTLY, ENABLING THEM TO EFFECT ALL PUBLIC AND PRIVATE DOCUMENTS TO THIS EFFECT, AND TO SUPPLEMENT OR CORRECT THE PRESENT RESOLUTION, AND TO PROCEED TO REGISTER THE SAME WITH THE CORRESPONDING MERCANTILE REGISTRY AND ALL OTHER ENTITIES WHERE REQUIRED. REPORT FROM THE BOARD OF DIRECTORS OF ALTADIS, S.A. IN RELATION TO THE PROPOSAL TO REDUCE THE SHARE CAPITAL BY REDEMPTION OF TREASURY STOCK, REDRAFTING THE ARTICLE OF THE COMPANY ARTICLES OF ASSOCIATION RELATING TO THE SHARE CAPITAL. ARTICLE 164 OF THE PUBLIC LIMITED COMPANIES ACT ESTABLISHES THAT THE SHARE CAPITAL REDUCTION MUST BE AGREED BY THE GENERAL MEETING WITH THE REQUIREMENTS OF THE MODIFICATIONS OF THE ARTICLES OF ASSOCIATION; ON THE OTHER HAND ARTICLE 144 OF THE SAME LAW MENTIONS, AMONGST OTHER REQUIREMENTS FOR THE VALID ADOPTION OF THE AGREEMENT TO MODIFY THE ARTICLES OF ASSOCIATION, THAT THE DIRECTORS FORMULATE A WRITTEN REPORT JUSTIFYING THE MODIFICATION PROPOSAL. THE SAID REPORT, TOGETHER WITH THE FULL TEXT OF THE PROPOSAL MODIFICATION, MUST BE MADE AVAILABLE TO THE SHAREHOLDERS AS SET OUT IN THE SAID ARTICLE. THIS REPORT IS PREPARED IN ORDER TO COMPLY WITH THE AFOREMENTIONED LEGAL REQUIREMENT.

A. JUSTIFICATION FOR THE PROPOSAL

THE BOARD OF DIRECTORS CONSIDERS THAT IT IS APPROPRIATE TO REDUCE THE SHARE CAPITAL BY THE AMOUNT THAT CORRESPONDS TO THE NOMINAL VALUE OF CERTAIN SHARES IN THE TREASURY STOCK, BY THEIR REDEMPTION, IN ORDER TO ADAPT TO THE REAL STRUCTURE OF THE COMPANY S SHARE CAPITAL, CONCENTRATE THE CAPITAL IN THE EXTERNAL SHAREHOLDERS AND INCREASE THE PROFIT PER COMPANY SHARE. ON THE BASIS OF THE ABOVE PREMISE, IT IS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS TO REDUCE THE SHARE CAPITAL BY 368,457 EUROS BY REDEEMING 3,684,570 OWNED SHARES IN THE TREASURY STOCK WHICH CORRESPONDS TO APPROXIMATELY 1,43% OF THE COMPANY S CURRENT SHARE CAPITAL.

B. AGREEMENT PROPOSAL TO REDUCE THE SHARE CAPITAL BY REDEMPTION OF TREASURY STOCK, REDRAFTING THE ARTICLE OF THE COMPANY ARTICLES OF ASSOCIATION RELATING TO THE SHARE CAPITAL THE AGREEMENT THAT THE BOARD OF DIRECTORS PROPOSES FOR THE APPROVAL OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS IN RELATION TO THIS ISSUES IS AS FOLLOWS: REDUCE THE COMPANY S SHARE CAPITAL BY THE AMOUNT OF 368,457 EUROS, BY REDEEMING THE 3,684,570 OWNED SHARES IN THE TREASURY STOCK, WHICH WERE PREVIOUSLY ACQUIRED ON THE BASIS OF THE AUTHORIZATION AT THE TIME BY THE GENERAL MEETING OF SHAREHOLDERS, WITHIN THE LIMITS SET OUT IN ARTICLES 75 AND BELOW AND IN THE 1ST ADDITIONAL REGULATION, SECTION 2, OF THE PUBLIC LIMITED COMPANIES ACT. AS A RESULT, ARTICLE 5 OF THE COMPANY ARTICLES OF ASSOCIATION IS MODIFIED IN RELATION TO THE AMOUNT

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

OF THE SHARE CAPITAL, WHICH SHALL BE DRAFTED AS FOLLOWS: ARTICLE 5. - SHARE CAPITAL: SHARE CAPITAL IS 25,243,685 EUROS AND 60 CENTS, REPRESENTED BY 252,436,856 SHARES OF 0.10 EURO NOMINAL VALUE EACH, ALL OF THE SAME TYPE, NUMBERED FROM 1 TO 252,436,856 INCLUSIVE, FULLY SUBSCRIBED AND PAID UP . THE REDUCTION WILL BE EXECUTED IN A MAXIMUM PERIOD OF SIX MONTHS FROM THE DATE OF THIS AGREEMENT. THE CAPITAL REDUCTION IS DONE CHARGED TO THE RESERVES, CANCELLING THE UNAVAILABLE RESERVE

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 196 of 205

REFERRED TO IN ARTICLE 79.3 OF THE PUBLIC LIMITED COMPANIES ACT. THE REDUCTION WILL NOT INVOLVE THE REFUND OF INVESTMENTS AS IT IS THE COMPANY ITSELF THAT OWNS THE REDEEMED SHARES. AS SUCH, THE PURPOSE OF THE REDUCTION SHALL BE TO REDEEM THE TREASURY STOCK. IT IS PROPOSED TO DELEGATE TO THE BOARD OF DIRECTORS THE PERFORMANCE OF ALL STEPS AND ACTIONS THAT ARE NECESSARY IN ACCORDANCE WITH THE ACT IN ORDER TO COMPLETE AND IF APPROPRIATE CORRECT THAT ADOPTED HEREIN AND, IN PARTICULAR, SO THAT IT CAN: REQUEST THE QUOTING OF THE REDEEMED SHARES, IN THE MANNER ESTABLISHED BY THE APPLICABLE REGULATIONS; DRAFT AND PUBLISH, IF APPLICABLE, THE ANNOUNCEMENTS REFERRED TO IN ARTICLE 165 OF THE PUBLIC LIMITED COMPANIES ACT; IN THE CASE OF THE EXERCISE OF THE RIGHT TO OPPOSE BY ANY OF THE CREDITORS HOLDING THE SAME, IF APPLICABLE, TO COMPLY WITH THE REQUIREMENTS ESTABLISHED IN ARTICLE 166, SECTION 3, OF THE SAID ACT, AND IN GENERAL, ADOPT AS MANY AGREEMENTS AS NECESSARY AND DO ALL ACTS THAT ARE NECESSARY FOR THE REDUCTION OF THE CAPITAL AND SHARE REDEMPTION, WITH THE EXPRESS AUTHORIZATION TO CORRECT AND COMPLEMENT THE ABOVE AGREEMENTS IN LIGHT OF THE VERBAL OR WRITTEN CLASSIFICATION FROM THE TRADE REGISTRAR, GRANTING THE CORRESPONDING PUBLIC DEED(S), AND APPOINTING THE PERSON WHO WILL ACT IN THEIR FORMALIZATION. IT IS ALSO PROPOSED TO DELEGATE TO BOTH THE CHAIRMAN AND TO THE SECRETARY OF THE BOARD OF DIRECTORS THE POWERS NECESSARY IN ORDER TO FORMALIZE THIS AGREEMENT, BEING ABLE FOR SUCH PURPOSE TO GRANT ALL KINDS OF PUBLIC OR PRIVATE DOCUMENTS, EVEN THOSE TO COMPLETE OR CORRECT THIS AGREEMENT, AND TO PROCEED TO ENTER IT IN THE CORRESPONDING TRADE REGISTRY AND IN THE OTHER ENTITIES AS APPROPRIATE

5. PARTIAL ALTERATION OF ARTICLES 8 (OFFICIAL CALL), 14 (DELEGATION AND REPRESENTATION) AND 22 (VOTING ON PROPOSED RESOLUTIONS) OF THE REGULATIONS OF THE GENERAL MEETING FOR THEIR ADAPTATION TO THE UNIFIED CODE OF GOOD GOVERNANCE OF LISTED COMPANIES APPROVED BY THE CNMV (SPANISH NATIONAL SECURITIES

Management

Fo

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

MARKET COMMISSION) IN 2006. ALTERATION OF THE FOLLOWING ARTICLES OF THE REGULATIONS OF THE ALTADIS, S.A. GENERAL MEETING HAS BEEN PROPOSED FOR THEIR ADAPTATION TO THE NEW UNIFIED CODE OF GOOD GOVERNANCE OF LISTED COMPANIES APPROVED BY THE COMMISSION NACIONAL DEL MERCADO DE VALORES IN 2006: ARTICLE 8 OFFICIAL CALL, WHICH HAS THE NEW SECTION 8.3 ADDED; ARTICLE 14 (DELEGATION AND REPRESENTATION), WHICH HAS THE NEW SECTION 14.5 ADDED; AND ARTICLE 22 VOTING ON PROPOSED RESOLUTIONS, WHICH HAS ADDED A NEW PARAGRAPH TO SECTION 22.2. THE REST OF THE SECTIONS OF EACH OF THE ARTICLES REMAIN UNALTERED. ALTERATION OF THE ARTICLES STATED IS PREVIOUSLY AGREED THROUGH A WRITTEN REPORT FROM THE DIRECTORS, EXPLAINING THEIR ALTERATION, AND AFTER THE PROPOSAL OF THE STRATEGY, ETHICS AND GOOD GOVERNANCE COMMITTEE. ALTERED ARTICLES WILL BE WORDED LITERALLY ALTERATIONS ARE UNDERLINED: ARTICLE 8. OFFICIAL CALL 8.1. THE GENERAL SHAREHOLDERS MEETINGS, WHETHER ORDINARY OR EXTRAORDINARY, SHALL BE CALLED BY THE BOARD OF DIRECTORS. 8.2. THE BOARD OF DIRECTORS MAY CALL THE GENERAL SHAREHOLDERS MEETING WHENEVER IT DEEMS APPROPRIATE OR NECESSARY FOR THE COMPANY S INTERESTS, BUT IS OBLIGED, NONETHELESS, TO CALL THE ORDINARY GENERAL SHAREHOLDERS MEETING WITHIN THE FIRST SIX MONTHS OF EACH FISCAL YEAR

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 197 of 205

AND TO CALL THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING WHEN SO REQUESTED IN WRITING BY SHAREHOLDERS HOLDING A MINIMUM OF FIVE PERCENT OF THE COMPANY SHARE CAPITAL. SUCH REQUEST SHALL INCLUDE THE MATTERS TO BE DELIBERATED AT THE MEETING TO BE CALLED. IN THIS CASE, THE GENERAL SHAREHOLDERS MEETING SHALL BE HELD WITHIN THE THIRTY DAYS FOLLOWING THE DATE ON WHICH NOTIFICATION BY NOTARY OF THE CALL IS RECEIVED, INCLUDING NECESSARILY THE PROPOSED AGENDA, OR THE MATTERS THAT GAVE RISE TO SUCH REQUEST. 8.3.THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE INCLUDED SEPARATELY ON THE AGENDA AND VOTED ON INDIVIDUALLY. ARTICLE 14. DELEGATION AND REPRESENTATION 14.1 ALL SHAREHOLDERS SHALL BE ENTITLED TO BE REPRESENTED AT THE GENERAL SHAREHOLDERS MEETING BY ANOTHER SHAREHOLDER WITH THE RIGHT TO ATTEND. SUCH REPRESENTATION SHALL BE SPECIFIC FOR EACH MEETING, EXPRESSED THROUGH THE DELEGATION FORM PRINTED ON THE ATTENDANCE CARD OR THROUGH ANY OTHER MEANS ACCEPTED BY LAW, WITHOUT PREJUDICE TO THE PROVISIONS OF ARTICLE

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

108 OF THE JOINT STOCK COMPANIES ACT WITH RESPECT TO FAMILY REPRESENTATION AND THE CONFERRING OF GENERAL POWERS. SUCH DOCUMENTS OF DELEGATION OR REPRESENTATION FOR THE GENERAL SHAREHOLDERS MEETING SHALL REFLECT THE RELEVANT INSTRUCTIONS WITH REGARDS TO THE VOTE TO BE ISSUED. SHOULD NO EXPRESS INSTRUCTIONS BE GIVEN, IT SHALL BE UNDERSTOOD THAT THE REPRESENTATIVE SHALL VOTE IN FAVOUR OF THE PROPOSALS SUBMITTED BY THE BOARD OF DIRECTORS WITH RESPECT TO THE MATTERS INCLUDED ON THE AGENDA. SHOULD NO INSTRUCTIONS HAVE BEEN ISSUED BECAUSE THE GENERAL SHAREHOLDERS MEETING RESOLVES MATTERS THAT ARE NOT INCLUDED ON THE AGENDA AND ARE THEREFORE UNKNOWN AT THE DATE OF DELEGATION, AND SHOULD SUCH MATTERS BE PUT TO A VOTE, THE REPRESENTATIVE SHALL VOTE AS HE/SHE DEEMS APPROPRIATE, TAKING INTO ACCOUNT THE INTERESTS OF THE COMPANY AND THE REPRESENTED PARTY. THE SAME PRINCIPLE SHALL APPLY WHEN THE RELEVANT PROPOSAL OR PROPOSALS SUBMITTED FOR DECISION BY THE MEETING HAVE NOT BEEN PRESENTED BY THE BOARD OF DIRECTORS. IN THE EVENT THE REPRESENTATION OR DELEGATION DOCUMENT DOES NOT INDICATE THE SPECIFIC INDIVIDUAL TO WHOM THE SHAREHOLDER CONFERS REPRESENTATION, SUCH REPRESENTATION SHALL BE CONSIDERED TO HAVE BEEN GRANTED IN FAVOUR OF THE CHAIRMAN OF THE COMPANY BOARD OF DIRECTORS OR WHOMEVER SUBSTITUTES THE CHAIRMAN IN PRESIDING THE GENERAL SHAREHOLDERS MEETING. IN THE CASES OF PUBLIC REQUESTS FOR REPRESENTATION, IN CASES OF CONFLICT OF INTEREST THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION IS GRANTED SHALL BE LIMITED BY THE RESTRICTIONS ON THE EXERCISE OF VOTING RIGHTS ESTABLISHED IN ARTICLE 114 OF THE SECURITIES MARKET ACT. IN THESE CASES, THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION WERE GRANTED MAY APPOINT ANOTHER ADMINISTRATOR OR A THIRD PARTY IN WHICH NO CONFLICT OF INTEREST OCCUR TO THE EFFECT THAT SUCH PERSONS EXERCISE LAWFULLY THE AFORESAID REPRESENTATION. THE APPOINTMENT, UNLESS ANYTHING IS EXPRESSED TO THE CONTRARY, SHALL EXTEND TO THOSE MATTERS THAT EVEN IF NOT INDICATED IN THE AGENDA OF CALL MAY BE, BY MINISTRY OF LAW, RESOLVED BY THE GENERAL MEETING OF SHAREHOLDERS;

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 198 of 205

IN THESE CASES SHALL ALSO APPLY THE AFOREMENTIONED DISPOSITIONS REGARDING THE CONFLICT OF INTEREST. REPRESENTATION IS ALWAYS REVOCABLE. PERSONAL ATTENDANCE BY THE REPRESENTED PARTY AT THE GENERAL SHAREHOLDERS MEETING SHALL BE CONSIDERED AS REVOCATION OF SUCH REPRESENTATION. 14.2. INDIVIDUAL SHAREHOLDERS WHO ARE NOT FULLY ABLE TO ACT AND LEGAL ENTITY SHAREHOLDERS SHALL BE REPRESENTED BY THOSE EXERCISING

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

THEIR REPRESENTATION IN ACCORDANCE WITH THE LAW, WITH DUE ACCREDITATION. 14.3. IN THE CASES OF BOTH VOLUNTARY REPRESENTATION AND LEGAL REPRESENTATION, SHAREHOLDERS ARE ENTITLED TO ONLY ONE REPRESENTATIVE AT THE MEETING. 14.4. THE CHAIRMAN OF THE GENERAL SHAREHOLDERS MEETING OR, IF SO DELEGATED, THE SECRETARY OF THE SAME, SHALL RESOLVE ALL DOUBTS WHICH MAY ARISE WITH RESPECT TO THE VALIDITY AND EFFECTIVENESS OF THE DOCUMENTS GRANTING THE RIGHT TO ATTEND PRESENTED BY ALL SHAREHOLDERS, WHETHER INDIVIDUALLY OR GROUPING THEIR SHARES WITH OTHER SHAREHOLDERS, AS WELL AS THE DELEGATION OR REPRESENTATION IN FAVOUR OF ANOTHER PARTY, ENDEAVOURING TO CONSIDER INVALID OR INEFFECTIVE ONLY THOSE DOCUMENTS THAT DO NOT MEET THE MINIMUM ESSENTIAL REQUIREMENTS, AND PROVIDED THAT SUCH NON-FULFILMENT HAS NOT BEEN REMEDIED. 14.5. IN PARTICULAR, FINANCIAL INTERMEDIARIES, WHO HAVE BEEN DULY ACCREDITED TO THE COMPANY, AND WHO ARE LEGITIMIZED AS SHAREHOLDERS IN ORDER TO ACT ON BEHALF OF DIFFERENT CLIENTS, SHALL BE PERMITTED TO EXERCISE SPLIT VOTES, IN ACCORDANCE WITH THE INSTRUCTIONS OF THEIR CLIENTS. ARTICLE 22. VOTING ON PROPOSED RESOLUTIONS. 22.1. AFTER THE SHAREHOLDERS INTERVENTIONS AND WHEN THE REQUESTED RESPONSES HAVE BEEN DULY PROVIDED, VOTING SHALL TAKE PLACE ON THE RELEVANT PROPOSED RESOLUTIONS IN ACCORDANCE WITH THE PROVISIONS OF THE PRESENT REGULATIONS. VOTING ON EACH OF THE PROPOSED RESOLUTIONS SHALL OCCUR FOLLOWING THE AGENDA INDICATED ON THE CALL. SHOULD PROPOSALS NOT INCLUDED ON THE AGENDA BE SUBMITTED FOR A VOTE, SUCH PROPOSALS SHALL BE PUT TO VOTE AFTER THE PROPOSALS ON THE AGENDA, UNLESS OTHERWISE INDICATED BY THE CHAIRMAN. 22.2. AFTER A COMPLETE OR SUMMARISED READING BY THE SECRETARY, A PROCEDURE WHICH MAY BE OMITTED WHEN THE TEXT OF THE RELEVANT PROPOSED RESOLUTION REGARDING THE MATTER ON THE AGENDA HAS BEEN FURNISHED TO THE SHAREHOLDERS AT THE OPENING OF THE MEETING, THE FIRST RESOLUTIONS PUT TO VOTE SHALL BE THOSE PROPOSED BY THE BOARD OF DIRECTORS AND, IN THE ABSENCE OF SUCH PROPOSALS, PROPOSALS SUBMITTED BY OTHER BODIES WILL BE SUBMITTED TO A VOTE, IN THE ORDER DETERMINED TO THIS EFFECT BY THE CHAIRMAN. CONTD..

* CONTD.. WHEN A RESOLUTION HAS BEEN APPROVE RELATED TO AND INCOMPATIBLE WITH THE SAME SHALL AUTOMATICALLY BE REJECTED WITHOUT THEIR SUBMISSION TO A VOTE, AND SHALL BE SO DECLARED BY THE CHAIRMAN OF THE MEETING. THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE VOTED ON SEPARATELY. 22.3. VOTING ON THE PROPOSED RESOLUTIONS SHALL BE DETERMINED ACCORDING TO THE FOLLOWING SYSTEM: WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, FAVOURABLE VOTES SHALL BE CONSIDERED TO BE THOSE CORRESPONDING

Non-Voting

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

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007

Page 199 of 205

TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR UNFAVOURABLE VOTE, BLANK VOTE OR ABSTENTION KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF THE CASE MAY BE, TO THE NOTARY PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS NOT INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, UNFAVOURABLE VOTES SHALL BE CONSIDERED ALL THOSE CORRESPONDING TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR FAVOURABLE VOTE, BLANK VOTE OR ABSTENTION KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF THE CASE MAY BE, TO THE NOTARY PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. TO THE EFFECTS OF THE PROVISIONS SET OUT IN PARAGRAPHS A) AND B) ABOVE, FOR EACH OF THE PROPOSALS SUBMITTED TO A VOTE, THE SHARES PRESENT OR REPRESENTED AT THE MEETING SHALL BE CONSIDERED THOSE THAT APPEAR ON THE ATTENDANCE LIST AFTER DEDUCTING THOSE SHARES THAT, AS STIPULATED BY THE LEGISLATION IN EFFECT AND IN FUNCTION OF THE PROPOSED RESOLUTION TO BE SUBMITTED TO A VOTE, CANNOT EXERCISE THE RELEVANT RIGHT TO VOTE. 22.4. WHATEVER THE SYSTEM USED TO DETERMINE THE VOTE, THE GENERAL SHAREHOLDERS MEETING PANEL OR, IN THE EVENT SUCH PANEL HAS NOT BEEN CONSTITUTED, THE SECRETARY OF THE MEETING SHALL VERIFY THE EXISTENCE OF A SUFFICIENT NUMBER OF FAVOURABLE VOTES TO REACH THE NECESSARY MAJORITY IN EACH CASE, THEREBY ALLOWING THE CHAIRMAN TO DECLARE THE CORRESPONDING RESOLUTION APPROVED; REPORT FROM THE BOARD OF DIRECTORS OF ALTADIS, S.A. IN RELATION TO THE PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS TO PARTIALLY MODIFY ARTICLES 8 (OFFICIAL CALL), 14 (DELEGATION AND REPRESENTATION) AND 22 (VOTING ON PROPOSED RESOLUTIONS) OF THE REGULATIONS OF THE GENERAL MEETING, IN ORDER TO ADAPT THEM TO THE UNIFIED CODE OF GOOD GOVERNANCE FOR LISTED COMPANIES APPROVED BY THE NATIONAL STOCK MARKET COMMISSION IN 2006 1. PURPOSE OF THE REPORT IN COMPLIANCE WITH THAT STATED IN ARTICLE 3 OF THE REGULATIONS OF THE GENERAL MEETING, THE BOARD OF DIRECTORS OF ALTADIS, S.A. (HEREINAFTER THE COMPANY) FORMULATES THIS REPORT TO JUSTIFY THE PROPOSAL TO MODIFY THE ARTICLES OF THE REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS WHICH IS SUBMITTED TO THE APPROVAL OF THE GENERAL MEETING. 2. GENERAL JUSTIFICATION FOR THE PROPOSAL ALL OF THE MODIFICATIONS THAT ARE SUBMITTED FOR THE

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

APPROVAL OF THE MEETING ARE AIMED AT ADAPTING THE REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS TO THE UNIFIED CODE FOR GOOD GOVERNANCE PUBLISHED BY THE NATIONAL STOCK MARKET COMMISSION AS APPENDIX I TO THE REPORT FROM THE SPECIAL WORKING GROUP IN GOOD GOVERNANCE FOR LISTED COMPANIES OF 19TH MAY 2006 AND APPROVED BY AGREEMENT OF THE BOARD OF THE NATIONAL STOCK MARKET COMMISSION ON 22ND MAY 2006. 3. DETAILED JUSTIFICATION FOR THE PROPOSAL THE MODIFICATIONS THAT ARE PROPOSED TO ARTICLES 8 AND 22 OF THE REGULATIONS OF THE MEETING HAVE THE SAME OBJECTIVE, WHICH IS THAT IN THE SETTING OF THE AGENDA AND IN THE VOTING ON THE AGREEMENT PROPOSALS, SUBSTANTIALLY INDEPENDENT ISSUES SHALL BE INCLUDED SEPARATELY AND VOTED INDEPENDENTLY, LIKE THE APPOINTMENT, RE-ELECTION OR RATIFICATION

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 200 of 205

OF EACH DIRECTOR OR, IN THE CASE OF MODIFICATION OF THE ARTICLES OF ASSOCIATION, EACH ARTICLES OF GROUP OF ARTICLES INDEPENDENTLY. THE AIM IS THAT THE SHAREHOLDERS KNOW, ASSESS AND VOTE SEPARATELY, WITHOUT BEING PUT IN CLOSED LISTS, IN PARTICULAR THE APPOINTMENT OF DIRECTORS AND THE MODIFICATION OF THE ARTICLES OF ASSOCIATION, WHERE IT SEEMS APPROPRIATE THAT DECISIONS CAN BE MADE INDIVIDUALLY ON EACH DIRECTORS AND OPENLY ON THE VARIOUS ARTICLES OF ASSOCIATION SUBMITTED FOR THEIR CONSIDERATION. AS REGARDS FINANCIAL INTERMEDIARIES EXERCISING THEIR VOTING RIGHTS (ARTICLE 14 OF THE REGULATIONS OF THE BOARD) AND THE POSSIBILITY OF THEM DOING SO IN A FRAGMENTED MANNER, ACCORDING TO THE INSTRUCTIONS FROM THEIR CLIENTS, THE REASON FOR THE PROPOSAL LIES IN THE FACT THAT MOST OF THE FOREIGN SHAREHOLDERS INVEST IN THE SPANISH MARKET THROUGH A CHAIN OF BROKERS WHO ACT AS BENEFICIAL OWNERS ON BEHALF OF THE INVESTOR. IF THE VOTING RIGHT OF THE ULTIMATE OWNER IS TO BE RESPECTED IT MUST BE ALLOWED THAT THE FINANCIAL INTERMEDIARIES WHO ACT AS TRUSTEES CAN VOTE IN ACCORDANCE WITH THE INSTRUCTIONS FROM EACH OF THEIR CLIENTS; THIS WOULD OFTEN INVOLVE THE SAME BENEFICIAL OWNER ISSUING DIFFERENT VOTES. THIS IS A POSSIBILITY WHICH IS IN PRACTICE ALREADY ACCEPTED ALTHOUGH NOT EXPRESSLY COVERED EITHER IN THE ACT OR IN THE CORPORATE GOVERNANCE RULES, UNTIL ITS INCORPORATION IN THE RECOMMENDATIONS OF THE UNIFIED CODE. 4. FULL TEXT OF THE PROPOSAL THE PROPOSAL THAT THE BOARD OF DIRECTORS SUBMITS TO THE GENERAL MEETING OF SHAREHOLDERS IS AS FOLLOWS: GOVERNANCE OF LISTED COMPANIES APPROVED BY THE COMMISSION NACIONAL DEL MERCADO DE VALORES IN 2006: ARTICLE 8 (OFFICIAL CALL), WHICH HAS THE NEW SECTION 8.3 ADDED; ARTICLE 14 (DELEGATION AND REPRESENTATION), WHICH HAS THE NEW SECTION

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

14.5 ADDED; AND ARTICLE 22 (VOTING ON PROPOSED RESOLUTIONS), WHICH HAS ADDED A NEW PARAGRAPH TO SECTION 22.2. THE REST OF THE SECTIONS OF EACH OF THE ARTICLES REMAIN UNALTERED. ALTERATION OF THE ARTICLES STATED IS PREVIOUSLY AGREED THROUGH A WRITTEN REPORT FROM THE DIRECTORS, EXPLAINING THEIR ALTERATION, AND AFTER THE PROPOSAL OF THE STRATEGY, ETHICS AND GOOD GOVERNANCE COMMITTEE. ALTERED ARTICLES WILL BE WORDED LITERALLY (ALTERATIONS ARE UNDERLINED): ARTICLE 8. OFFICIAL CALL. 8.1. THE GENERAL SHAREHOLDERS MEETINGS, WHETHER ORDINARY OR EXTRAORDINARY, SHALL BE CALLED BY THE BOARD OF DIRECTORS. 8.2. THE BOARD OF DIRECTORS MAY CALL THE GENERAL SHAREHOLDERS MEETING WHENEVER IT DEEMS APPROPRIATE OR NECESSARY FOR THE COMPANY S INTERESTS, BUT IS OBLIGED, NONETHELESS, TO CALL THE ORDINARY GENERAL SHAREHOLDERS MEETING WITHIN THE FIRST SIX MONTHS OF EACH FISCAL YEAR AND TO CALL THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING WHEN SO REQUESTED IN WRITING BY SHAREHOLDERS HOLDING A MINIMUM OF FIVE PERCENT OF THE COMPANY SHARE CAPITAL. SUCH REQUEST SHALL INCLUDE THE MATTERS TO BE DELIBERATED AT THE MEETING TO BE CALLED. IN THIS CASE, THE GENERAL SHAREHOLDERS MEETING SHALL BE HELD WITHIN THE THIRTY DAYS FOLLOWING THE DATE ON WHICH NOTIFICATION BY NOTARY OF THE CALL IS RECEIVED, INCLUDING NECESSARILY THE PROPOSED AGENDA, OR THE MATTERS THAT GAVE RISE TO SUCH REQUEST. CONTD..

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 201 of 205

* CONTD.. 8.3. THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE INCLUDED SEPARATELY ON THE AGENDA AND VOTED ON INDIVIDUALLY. ARTICLE 14. DELEGATION AND REPRESENTATION. 14.1 ALL SHAREHOLDERS SHALL BE ENTITLED TO BE REPRESENTED AT THE GENERAL SHAREHOLDERS MEETING BY ANOTHER SHAREHOLDER WITH THE RIGHT TO ATTEND. SUCH REPRESENTATION SHALL BE SPECIFIC FOR EACH MEETING, EXPRESSED THROUGH THE DELEGATION FORM PRINTED ON THE ATTENDANCE CARD OR THROUGH ANY OTHER MEANS ACCEPTED BY LAW, WITHOUT PREJUDICE TO THE PROVISIONS OF ARTICLE 108 OF THE JOINT STOCK COMPANIES ACT WITH RESPECT TO FAMILY REPRESENTATION AND THE CONFERRING OF GENERAL POWERS. SUCH DOCUMENTS OF DELEGATION OR REPRESENTATION FOR THE GENERAL SHAREHOLDERS MEETING SHALL REFLECT THE RELEVANT INSTRUCTIONS WITH REGARDS TO THE VOTE TO BE ISSUED. SHOULD NO EXPRESS INSTRUCTIONS BE GIVEN, IT SHALL BE UNDERSTOOD THAT THE REPRESENTATIVE SHALL VOTE IN FAVOUR OF THE PROPOSALS SUBMITTED BY THE BOARD

Non-Voting

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

OF DIRECTORS WITH RESPECT TO THE MATTERS INCLUDED ON THE AGENDA. SHOULD NO INSTRUCTIONS HAVE BEEN ISSUED BECAUSE THE GENERAL SHAREHOLDERS MEETING RESOLVES MATTERS THAT ARE NOT INCLUDED ON THE AGENDA AND ARE THEREFORE UNKNOWN AT THE DATE OF DELEGATION, AND SHOULD SUCH MATTERS BE PUT TO A VOTE, THE REPRESENTATIVE SHALL VOTE AS HE/SHE DEEMS APPROPRIATE, TAKING INTO ACCOUNT THE INTERESTS OF THE COMPANY AND THE REPRESENTED PARTY. THE SAME PRINCIPLE SHALL APPLY WHEN THE RELEVANT PROPOSAL OR PROPOSALS SUBMITTED FOR DECISION BY THE MEETING HAVE NOT BEEN PRESENTED BY THE BOARD OF DIRECTORS. IN THE EVENT THE REPRESENTATION OR DELEGATION DOCUMENT DOES NOT INDICATE THE SPECIFIC INDIVIDUAL TO WHOM THE SHAREHOLDER CONFERS REPRESENTATION, SUCH REPRESENTATION SHALL BE CONSIDERED TO HAVE BEEN GRANTED IN FAVOUR OF THE CHAIRMAN OF THE COMPANY BOARD OF DIRECTORS OR WHOMEVER SUBSTITUTES THE CHAIRMAN IN PRESIDING THE GENERAL SHAREHOLDERS MEETING. IN THE CASES OF PUBLIC REQUESTS FOR REPRESENTATION, IN CASES OF CONFLICT OF INTEREST THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION IS GRANTED SHALL BE LIMITED BY THE RESTRICTIONS ON THE EXERCISE OF VOTING RIGHTS ESTABLISHED IN ARTICLE 114 OF THE SECURITIES MARKET ACT. IN THESE CASES, THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION WERE GRANTED MAY APPOINT ANOTHER ADMINISTRATOR OR A THIRD PARTY IN WHICH NO CONFLICT OF INTEREST OCCUR TO THE EFFECT THAT SUCH PERSONS EXERCISE LAWFULLY THE AFORESAID REPRESENTATION. THE APPOINTMENT, UNLESS ANYTHING IS EXPRESSED TO THE CONTRARY, SHALL EXTEND TO THOSE MATTERS THAT EVEN IF NOT INDICATED IN THE AGENDA OF CALL MAY BE, BY MINISTRY OF LAW, RESOLVED BY THE GENERAL MEETING OF SHAREHOLDERS; IN THESE CASES SHALL ALSO APPLY THE AFOREMENTIONED DISPOSITIONS REGARDING THE CONFLICT OF INTEREST. REPRESENTATION IS ALWAYS REVOCABLE. PERSONAL ATTENDANCE BY THE REPRESENTED PARTY AT THE GENERAL SHAREHOLDERS MEETING SHALL BE CONSIDERED AS REVOCATION OF SUCH REPRESENTATION. 14.2. INDIVIDUAL SHAREHOLDERS WHO ARE NOT FULLY ABLE TO ACT AND LEGAL ENTITY SHAREHOLDERS SHALL BE REPRESENTED BY THOSE EXERCISING THEIR REPRESENTATION IN ACCORDANCE WITH THE LAW, WITH DUE ACCREDITATION. 14.3. IN THE CASES OF BOTH VOLUNTARY REPRESENTATION AND LEGAL REPRESENTATION, SHAREHOLDERS ARE ENTITLED TO ONLY ONE REPRESENTATIVE AT THE MEETING. 14.4. THE CHAIRMAN OF THE GENERAL SHAREHOLDERS MEETING OR, IF SO DELEGATED, THE

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 202 of 205

SECRETARY OF THE SAME, SHALL RESOLVE ALL DOUBTS WHICH MAY ARISE WITH RESPECT TO THE VALIDITY AND EFFECTIVENESS OF THE DOCUMENTS GRANTING THE

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

RIGHT TO ATTEND PRESENTED BY ALL SHAREHOLDERS, WHETHER INDIVIDUALLY OR GROUPING THEIR SHARES WITH OTHER SHAREHOLDERS, AS WELL AS THE DELEGATION OR REPRESENTATION IN FAVOUR OF ANOTHER PARTY, ENDEAVOURING TO CONSIDER INVALID OR INEFFECTIVE ONLY THOSE DOCUMENTS THAT DO NOT MEET THE MINIMUM ESSENTIAL REQUIREMENTS, AND PROVIDED THAT SUCH NON-FULFILMENT HAS NOT BEEN REMEDIED. 14.5. IN PARTICULAR, FINANCIAL INTERMEDIARIES, WHO HAVE BEEN DULY ACCREDITED TO THE COMPANY, AND WHO ARE LEGITIMIZED AS SHAREHOLDERS IN ORDER TO ACT ON BEHALF OF DIFFERENT CLIENTS, SHALL BE PERMITTED TO EXERCISE SPLIT VOTES, IN ACCORDANCE WITH THE INSTRUCTIONS OF THEIR CLIENTS. ARTICLE 22. VOTING ON PROPOSED RESOLUTIONS 22.1. AFTER THE SHAREHOLDERS INTERVENTIONS AND WHEN THE REQUESTED RESPONSES HAVE BEEN DULY PROVIDED, VOTING SHALL TAKE PLACE ON THE RELEVANT PROPOSED RESOLUTIONS IN ACCORDANCE WITH THE PROVISIONS OF THE PRESENT REGULATIONS. VOTING ON EACH OF THE PROPOSED RESOLUTIONS SHALL OCCUR FOLLOWING THE AGENDA INDICATED ON THE CALL. SHOULD PROPOSALS NOT INCLUDED ON THE AGENDA BE SUBMITTED FOR A VOTE, SUCH PROPOSALS SHALL BE PUT TO VOTE AFTER THE PROPOSALS ON THE AGENDA, UNLESS OTHERWISE INDICATED BY THE CHAIRMAN. 22.2. AFTER A COMPLETE OR SUMMARISED READING BY THE SECRETARY, A PROCEDURE WHICH MAY BE OMITTED WHEN THE TEXT OF THE RELEVANT PROPOSED RESOLUTION REGARDING THE MATTER ON THE AGENDA HAS BEEN FURNISHED TO THE SHAREHOLDERS AT THE OPENING OF THE MEETING, THE FIRST RESOLUTIONS PUT TO VOTE SHALL BE THOSE PROPOSED BY THE BOARD OF DIRECTORS AND, IN THE ABSENCE OF SUCH PROPOSALS, PROPOSALS SUBMITTED BY OTHER BODIES WILL BE SUBMITTED TO A VOTE, IN THE ORDER DETERMINED TO THIS EFFECT BY THE CHAIRMAN. WHEN A RESOLUTION HAS BEEN APPROVED, ALL OTHER PROPOSALS RELATED TO AND INCOMPATIBLE WITH THE SAME SHALL AUTOMATICALLY BE REJECTED WITHOUT THEIR SUBMISSION TO A VOTE, AND SHALL BE SO DECLARED BY THE CHAIRMAN OF THE MEETING. THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE VOTED ON SEPARATELY. 22.3. VOTING ON THE PROPOSED RESOLUTIONS SHALL BE DETERMINED ACCORDING TO THE FOLLOWING SYSTEM: WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, FAVOURABLE VOTES SHALL BE CONSIDERED TO BE THOSE CORRESPONDING TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR UNFAVOURABLE VOTE, BLANK VOTE OR ABSTENTION

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

KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF THE CASE MAY BE, TO THE NOTARY PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS NOT INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, UNFAVOURABLE VOTES SHALL BE CONSIDERED ALL THOSE CORRESPONDING TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR FAVOURABLE VOTE, BLANK VOTE OR ABSTENTION KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF THE CASE MAY BE, TO THE NOTARY PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. TO THE EFFECTS OF THE PROVISIONS SET OUT IN PARAGRAPHS A) AND B) ABOVE, FOR EACH OF THE PROPOSALS SUBMITTED TO A VOTE, THE SHARES PRESENT OR REPRESENTED AT THE MEETING SHALL BE CONSIDERED THOSE THAT APPEAR ON THE ATTENDANCE LIST AFTER DEDUCTING THOSE SHARES THAT, AS STIPULATED BY THE LEGISLATION IN EFFECT AND IN FUNCTION OF THE PROPOSED RESOLUTION TO BE SUBMITTED TO A VOTE, CANNOT EXERCISE THE RELEVANT RIGHT TO VOTE. CONTD..

- * CONTD..22.4. WHATEVER THE SYSTEM USED TO DETERMINE THE VOTE, THE GENERAL SHAREHOLDERS MEETING PANEL OR, IN THE EVENT SUCH PANEL HAS NOT BEEN CONSTITUTED, THE SECRETARY OF THE MEETING SHALL VERIFY THE EXISTENCE OF A SUFFICIENT NUMBER OF FAVOURABLE VOTES TO REACH THE NECESSARY MAJORITY IN EACH CASE, THEREBY ALLOWING THE CHAIRMAN TO DECLARE THE CORRESPONDING RESOLUTION APPROVED. Non-Voting
6. AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF OWNSHARES, EITHER DIRECTLY OR THROUGH GROUP AFFILIATES, WITHIN THE LEGAL LIMITS AND REQUIREMENTS, FOR A MAXIMUM TERM OF EIGHTEEN MONTHS, AS WELL AS AUTHORISATION FOR THEIR TRANSFER AND/OR THE APPLICATION OF THE REMUNERATION SYSTEMS ENVISAGED IN ARTICLE 75 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. IT IS PROPOSED TO EXPRESSLY AUTHORISE THE BOARD OF DIRECTORS, IN ACCORDANCE WITH THE PROVISIONS ESTABLISHED IN ARTICLE 75 OF THE REVISED TEXT OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT CURRENTLY IN EFFECT, TO EFFECT THE DERIVATIVE ACQUISITION OF ALTADIS, S.A. SHARES, EITHER DIRECTLY BY THE COMPANY OR INDIRECTLY THROUGH AFFILIATE COMPANIES, UP TO A SHARE CEILING THAT REPRESENTS 5% OF THE COMPANY SHARE CAPITAL, AT A PRICE AND COMPENSATION VALUE THAT SHALL NOT BE LESS THAN THE PAR VALUE OF THE SHARES, NOR EXCEED THE LISTED SHARE PRICE. THE ACQUISITION FOR WHICH AUTHORISATION IS REQUESTED MAY BE EFFECTED BY MEANS OF SALE-PURCHASE, SWAP, DONATION OR AWARD OR AS APPROPRIATION FOR PAYMENT, AND IN GENERAL BY ANY OTHER MEANS OF ACQUISITION FOR PAYMENT OF SHARES THAT HAVE BEEN ISSUED AND FULLY PAID-UP, INCLUDING THE USE OF FINANCIAL DERIVATIVE INSTRUMENTS, AND PARTICULARLY Management Fo

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

TRANSACTIONS INVOLVING ALL TYPES OF OPTIONS (PUT AND CALL), FOR A MAXIMUM TERM OF EIGHTEEN MONTHS FROM THE DATE OF ADOPTION OF THE PRESENT RESOLUTION. THE SHARES SO ACQUIRED SHALL NOT BEAR ANY RIGHTS WHATSOEVER, INCLUDING THE RIGHT TO VOTE. THE RELEVANT ECONOMIC RIGHTS SHALL BE PROPORTIONALLY ATTRIBUTED TO THE REMAINING SHARES IN ACCORDANCE WITH THE PROVISIONS ESTABLISHED IN ARTICLE 70 OF THE AFOREMENTIONED ACT. THE BOARD IS HEREBY AUTHORISED TO CREATE A SPECIAL RESERVE ENTERED AS A LIABILITY ON THE BALANCE SHEET TO BE CHARGED TO THE FREELY DISPOSABLE RESERVE, IN THE AMOUNT EQUALLING THE ACQUISITION PRICE OF THE SAID SHARES. THE PRESENT AUTHORISATION RENDERS NULL AND VOID THE RESOLUTION OF THE GENERAL SHAREHOLDERS MEETING OF JUNE 7TH, 2006. LIKewise, AND TO THE EFFECTS ENVISAGED IN PARAGRAPH TWO OF NUMBER 1 IN ARTICLE 75 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT, EXPRESS AUTHORISATION IS HEREBY GRANTED FOR THE ACQUISITION OF COMPANY SHARES BY ANY OF THE AFFILIATE COMPANIES, IN THE SAME TERMS

ProxyEdge - Investment Company Report
Meeting Date Range: 07/01/2006 to 06/30/2007
Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
Page 204 of 205

AS THOSE SET OUT HERE IN. IT IS EXPRESSLY STATED THAT THE SHARES ACQUIRED SUBSEQUENT TO THE PRESENT AUTHORISATION MAY BE ALLOCATED TO SALE OR TO THE APPLICATION OF THE REMUNERATION SYSTEMS CONTEMPLATED IN PARAGRAPH THREE, SECTION 1 OF ARTICLE 75 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. THE BOARD SHALL DECIDE WHETHER TO SELL, MAINTAIN OR REDEEM THE SHARES SO ACQUIRED IN DUE TIME

7. DELEGATIONS OF POWERS TO FORMALISE, INTERPRET, CORRECT, REGISTER AND EXECUTE THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS MEETING. TO DELEGATE TO THE BOARD OF DIRECTORS THE BROADEST POWERS ENVISAGED BY LAW TO SUPPLEMENT, DEVELOP, EXECUTE AND CORRECT THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS MEETING, INCLUDING THE POWER TO TOTALLY OR PARTIALLY DELEGATE THE AFOREMENTIONED POWERS TO THE EXECUTIVE COMMITTEE. THE POWER TO CORRECT SHALL ENCOMPASS THE POWER TO MAKE THE MODIFICATIONS, AMENDMENTS AND ADDITIONS THAT MAY BE NECESSARY OR APPROPRIATE SUBSEQUENT TO OBJECTIONS OR COMMENTS ARISING FROM THE SECURITIES MARKET REGULATORY BODIES, THE STOCK EXCHANGE, THE MERCANTILE REGISTRY AND ALL OTHER PUBLIC AUTHORITIES COMPETENT IN RELATION TO THE RESOLUTIONS ADOPTED. LIKewise, TO DELEGATE TO THE CHAIRMAN OF THE BOARD, THE CHAIRMAN OF THE EXECUTIVE COMMITTEE AND THE SECRETARY TO THE BOARD INDISTINCTLY, THE POWERS NECESSARY TO FORMALISE THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS MEETING AND TO REGISTER THOSE SUBJECT TO SUCH REQUIREMENT,

Management

Fo

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

TOTALLY OR PARTIALLY, AND TO THIS EFFECT, TO GRANT ALL TYPES OF PUBLIC AND PRIVATE DOCUMENTS, INCLUDING THOSE REQUIRED TO SUPPLEMENT OR CORRECT SUCH RESOLUTIONS

 OPEN JOINT STOCK CO VIMPEL-COMMUNICA

VIP

CONTEST

ISSUER: 68370R109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE 2006 VIMPELCOM ANNUAL REPORT PREPARED IN ACCORDANCE WITH RUSSIAN LAW.	Management	Fo
02	TO APPROVE VIMPELCOM S 2006 UNCONSOLIDATED ACCOUNTING STATEMENTS, INCLUDING PROFIT AND LOSS STATEMENT (PREPARED IN ACCORDANCE WITH RUSSIAN STATUTORY ACCOUNTING PRINCIPLES) AUDITED BY ROSEXPERTIZA, LLC.	Management	Fo
03	TO PAY IN CASH ANNUAL DIVIDENDS TO HOLDERS OF COMMON REGISTERED SHARES BASED ON 2006 RESULTS IN THE AMOUNT OF 166.88 RUBLES PER SHARE (FOR A TOTAL OF 8,557,776,951.36 RUBLES FOR ALL COMMON REGISTERED SHARES IN THE AGGREGATE) WITHIN 60 DAYS FROM THE DATE OF ADOPTION OF THE RELEVANT DECISION, AND TO PAY IN CASH ANNUAL DIVIDENDS TO HOLDERS OF PREFERRED REGISTERED SHARES OF TYPE A BASED ON 2006 RESULTS IN THE AMOUNT OF 0.1 KOPECK PER PREFERRED SHARE WITHIN 60 DAYS FROM THE DATE OF THE ADOPTION OF THIS DECISION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

ProxyEdge - Investment Company Report
 Meeting Date Range: 07/01/2006 to 06/30/2007
 Selected Accounts: NPX GABELLI DIV INC TRUST

Report Date: 06/27/2007
 Page 205 of 205

05	TO ELECT THE FOLLOWING INDIVIDUALS TO THE AUDIT COMMISSION: ALEXANDER GERSH, HALVOR BRU AND NIGEL ROBINSON.	Management	Fo
06	TO APPROVE THE FIRM ERNST & YOUNG (CIS) LTD. AS THE AUDITOR OF THE COMPANY S U.S. GAAP ACCOUNTS AND THE FIRM ROSEXPERTIZA, LLC AS THE AUDITOR OF THE COMPANY S ACCOUNTS PREPARED IN ACCORDANCE WITH RUSSIAN STATUTORY ACCOUNTING PRINCIPLES FOR THE TERM UNTIL THE ANNUAL GENERAL MEETING OF SHAREHOLDERS BASED ON 2007 RESULTS.	Management	Fo
07	TO APPROVE THE AMENDED CHARTER OF OPEN JOINT STOCK COMPANY VIMPEL-COMMUNICATIONS.	Management	Fo

 OPEN JOINT STOCK CO VIMPEL-COMMUNICA

VIP

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

ISSUER: 68370R109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
4J	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: FRIDTJOF RUSTEN	Management	
4I	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: ALEXEY M. REZNIKOVICH	Management	
4H	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: LEONID R. NOVOSELSKY	Management	
4G	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: OLEG A. MALIS	Management	
4F	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: JO O. LUNDER	Management	Fo
4E	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: STIG HERBERN	Management	Fo
4D	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: KLELL MORTEN JOHNSEN	Management	
4C	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: ARVE JOHANSEN	Management	
4B	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: MIKHAIL M. FRIDMAN	Management	
4A	TO ELECT THE FOLLOWING MEMBER TO THE BOARD OF DIRECTORS: DAVID J. HAINES	Management	

SIGNATURES

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

Registrant _____ The Gabelli Dividend & Income Trust

By (Signature and Title)* /s/ Bruce N. Alpert

 Bruce N. Alpert, Principal Executive Officer

Date August 22, 2007

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