# GABELLI DIVIDEND & INCOME TRUST Form N-PX August 23, 2010

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: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: July 1, 2009 - June 30, 2010

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

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

PROXY VOTING RECORD

FOR PERIOD JULY 1, 2009 TO JUNE 30, 2010

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010

The Gabelli Dividend and Income Trust

Investment Company Report

\_\_\_\_\_\_

DATA DOMAIN, INC.

SECURITY 23767P109 MEETING TYPE Annual
TICKER SYMBOL DDUP MEETING DATE 02-Jul-2009
ISIN US23767P1093 AGENDA 933112815 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR  1 RONALD D. BERNAL  2 ANEEL BHUSRI	Management
02	3 JEFFREY A. MILLER TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Management
03	FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.	Management

HELLENIC TELECOMMUNICATIONS ORGANIZATION S A

SECURITY X3258B102 MEETING III 0101 MEETING DATE 10-Jul-2009 702030608 -MEETING TYPE Ordinary General Meeting

AGENDA 702030608 - Management GRS260333000

ITEM PROPOSAL TYPE Management

Amend the terms of the Stock Option Plan for executives of the 1. Company and affiliated Companies, according to the Article 42e of the Codified Law 2190/1920

BT GROUP PLC

SECURITY 05577E101 MEETING TYPE Annual
TICKER SYMBOL BT MEETING DATE 15-Jul-2009
ISIN US05577E1010 AGENDA 933104224 - Management

ITEM PROPOSAL

01	REPORT AND ACCOUNTS	Management
02	REMUNERATION REPORT	Management
03	FINAL DIVIDEND	Management
04	RE-ELECT CLAYTON BRENDISH	Management
05	RE-ELECT PHIL HODKINSON	Management
06	ELECT TONY CHANMUGAM	Management
07	REAPPOINTMENT OF AUDITORS	Management
08	REMUNERATION OF AUDITORS	Management
09	AUTHORITY TO ALLOT SHARES	Management
S10	AUTHORITY TO ALLOT SHARES FOR CASH	Management
S11	AUTHORITY TO PURCHASE OWN SHARES	Management
S12	AMEND AND ADOPT NEW ARTICLES	Management
S13	14 DAYS' NOTICE OF MEETINGS	Management
14	AUTHORITY FOR POLITICAL DONATIONS	Management

THE GREAT ATLANTIC & PACIFIC TEA CO INC.

SECURITY 390064103 MEETING TYPE Annual TICKER SYMBOL GAP MEETING DATE 16-Jul-2009
ISIN US3900641032 AGENDA 933108501 - Management

ITEM	PROPO	SAL	TYPE
01	DIREC	ror	Management
	1	J.D. BARLINE	
	2	J.J. BOECKEL	
	3	B. GAUNT	
	4	A. GULDIN	

D. KOURKOUMELIS 6 E. LEWIS 7 G. MAYS 8 G. MAIS M.B. TART-BEZER

C.W.E. HAUB

SUN MICROSYSTEMS, INC.

SECURITY 866810203 MEETING TYPE Special
TICKER SYMBOL JAVA MEETING DATE 16-Jul-2009
ISIN US8668102036 AGENDA 933112904 - Management

SUBSIDIARY OF ORACLE, AS IT MAY BE AMENDED FROM

ITEM	PROPOSAL	TYPE
01	A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED 4/19/09, BY AND AMONG SUN MICROSYSTEMS INC., A DELAWARE CORPORA- TION "SUN",	Management
	ORACLE CORPORATION, A DELAWARE CORPORATION  "ORACLE", AND SODA ACQUISITION CORPORATION, A  DELAWARE CORPORATION AND WHOLLY-OWNED	

TIME TO TIME, PURSUANT TO WHICH SUN WILL BE ACQUIRED BY ORACLE.

02 A PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL

MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO ADOPT THE

AGREEMENT AND PLAN OF MERGER.

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

WYETH

SECURITY 983024100 MEETING TYPE Annual
TICKER SYMBOL WYE MEETING DATE 20-Jul-2009
ISIN US9830241009 AGENDA 933114869 - Management

ITEM	PROPOSAL	TYPE
01	VOTE TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 25, 2009, AMONG PFIZER INC., WAGNER ACQUISITION CORP. AND WYETH, AS IT MAY BE AMENDED FROM TIME TO TIME	Management
02	VOTE TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT	Management
3A	ELECTION OF DIRECTOR: ROBERT M. AMEN	Management
3B	ELECTION OF DIRECTOR: MICHAEL J. CRITELLI	Management
3C	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Management
3D	ELECTION OF DIRECTOR: VICTOR F. GANZI	Management
3E	ELECTION OF DIRECTOR: ROBERT LANGER	Management
3F	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Management
3G	ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE	Management
3Н	ELECTION OF DIRECTOR: MARY LAKE POLAN	Management
3I	ELECTION OF DIRECTOR: BERNARD POUSSOT	Management
3J	ELECTION OF DIRECTOR: GARY L. ROGERS	Management
3K	ELECTION OF DIRECTOR: JOHN R. TORELL III	Management
04	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS WYETH'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Management
05	STOCKHOLDER PROPOSAL REGARDING REPORTING ON WYETH'S POLITICAL CONTRIBUTIONS AND TRADE ASSOCIATION PAYMENTS	Shareholder
06	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS	Shareholder

\_\_\_\_\_\_

NATIONAL GRID PLC

Management

636274300 SECURITY MEETING TYPE Annual TICKER SYMBOL NGG MEETING DATE 27-Jul-2009

ISIN US6362743006 AGENDA 933116584 - Management

ITEM	PROPOSAL	TYPE
01	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS.	Management
02	TO DECLARE A FINAL DIVIDEND.	Management
03	TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR.	Management
04	TO RE-ELECT STEVE HOLLIDAY AS A DIRECTOR.	Management
05	TO RE-ELECT KEN HARVEY AS A DIRECTOR.	Management
06	TO RE-ELECT STEVE LUCAS AS A DIRECTOR.	Management
07	TO RE-ELECT STEPHEN PETTIT AS A DIRECTOR.	Management
08	TO RE-ELECT NICK WINSER AS A DIRECTOR.	Management
09	TO RE-ELECT GEORGE ROSE AS A DIRECTOR.	Management
10	TO REAPPOINT THE AUDITOR,	Management
	PRICEWATERHOUSECOOPERS LLP.	
11	TO AUTHORISE THE DIRECTORS TO SET THE AUDITOR'S	Management
	REMUNERATION.	
12	TO APPROVE THE DIRECTORS' REMUNERATION REPORT.	Management
13	TO AUTHORISE THE DIRECTORS TO ALLOT ORDINARY	Management
	SHARES.	
14	TO AUTHORISE A SCRIP DIVIDEND.	Management
15	TO AUTHORISE CAPITALISING RESERVES FOR SCRIP	Management
	DIVIDENDS.	
S16	TO DISAPPLY PRE-EMPTION RIGHTS.	Management
S17	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN	Management
	ORDINARY SHARES.	
S18	TO AUTHORISE THE DIRECTORS TO HOLD GENERAL	Management
	MEETINGS ON 14 DAYS NOTICE.	_
S19	TO ADOPT NEW ARTICLES OF ASSOCIATION WITH EFFECT	Management
	FROM THE AGM.	-
S20	TO ADOPT NEW ARTICLES OF ASSOCIATION WITH EFFECT	Management
	FROM 1 OCTOBER 2009.	-

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

REMY COINTREAU SA, COGNAC

SECURITY F7725A100 MEETING TYPE MIX
TICKER SYMBOL
ISIN FR0000130395 MEETING DATE 28-Jul-2009 702026320 - Management

ITEM	PROPOSAL	TYPE

"French Resident Shareowners must complete, sign and forward Non-Voting the Proxy Card di-rectly to the sub custodian. Please contact your

	Edgai Filling. GABELLI DIVIDEND & INCOME TRUST - FUTIL N-FX	
	Client Service Representative-to obtain the necessary card, account details and directions. The following a-pplies 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, plea-se contact your representative."	
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY	Non-Voting
	VALID VOTE OPTIONS ARE "FOR" AN-D "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	
0.1	Approve the unconsolidated accounts for the 2008/2009 FY	Management
0.2	Approve the consolidated accounts for the 2008/2009 FY	Management
0.3	Approve the distribution of profits and distribution of dividends Approve the agreements referred to in Articles L.225-38 of the Commercial Code	Management Management
0.5	Grant discharge to the Board of Directors	Management
0.6	Approve the renewal of Mr. Francois Heriard Dubreuil's mandate as a Board Member	Management
0.7	Approve the renewal of Mr. Jacques-Etienne de T'Serclaes' mandate as a Board Member	Management
0.8	Approve the renewal of Mr. Gabriel Hawawini's mandate as a Board Member	Management
0.9	Approve the renewal of the Orpar Company's mandate as a Board Member	Management
0.10	Approve the attendance allowances	Management
0.11	Approve an amendment to a commitment referred to in Article L.225-42-1 of the Commercial Code to amend the conditions of demand for the deferred compensation by Mr. Jean-Marie Laborde	Management
0.12	Ratify the continuation of the retirement liabilities in the benefit defined referred to in the last paragraph of Article L.225-42-1 of the Commercial Code which benefits Ms. Dominique Dubreuil Heriard, Messrs. Francois and Marc Heriard Dubreuil and Mr. Jean-Marie Laborde, as a regulated agreement and pursuant to Articles L.225-38 and L.225-42 of the Commercial Code	Management
0.13	Authorize the Board of Directors to acquire and sell Company's shares under Articles L.225-209 and sequence of the Commercial Code	Management
0.14	Grant powers for formalities	Management
E.15	Authorize the Board of Directors to reduce the share capital by cancellation of treasury shares held by the Company	Management
E.16	Authorize the Board of Directors to increase the share capital by issue, with maintenance of preferential subscription rights of the shareholders, of the Company' shares and/or warrants giving access to the Company's capital and/or issue of warrants giving right to the allocation of debt securities	Management
E.17	Authorize the Board of Directors to increase the share capital by issue, with cancellation of preferential subscription rights of the shareholders, of Company's shares and/or warrants giving access to the Company's capital and/or issue of warrants giving right to the allocation of debt securities	Management
E.18	Authorize the Board of Directors to fix the issue price of the securities to be issued under the 17th resolution, with cancellation of preferential subscription rights of the shareholders, within the limit of 10% of the capital per year	Management
E.19	Authorize the Board of Directors to increase the number of securities to be issued in case of an issue with or without	Management
E.20	preferential subscription rights of the shareholders Authorize the Board of Directors to increase the Company's capital by incorporation of reserves, profits or premiums	Management

	Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX	
E.21	Authorize the Board of Directors to proceed with the issue of shares or warrants giving access to capital within the limit of 10% of the capital to pay contributions in kind	Managemen
E.22	Authorize the Board of Directors to increase the share capital by issuing shares reserved for Members of a Company Savings Plan	Managemen
E.23	Authorize the Board of Directors in case of a takeover bid for the Company's securities	Managemen
E.24	Authorize the Board of Directors to charge the cost of capital increases carried out on the premiums relating to those transactions	Managemen
E.25	Approve the modification, as a result of a legislative change, of Article 12 of the Company' Statutes relating to the treasury shares	Management
E.26	held by the Board Members Approve the modification, as a result of a legislative change, of Article 23.2, 3rd Paragraph, of the Company's Statutes relative to	Management
E.27	the double voting right in general assembly Grant powers for formalities	Management
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 4	
The Gabel	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 4	
Meeting Da The Gabel	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 4	
Meeting Da The Gabel:  ITO EN,LTI SECURITY TICKER SYN	### Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 Report Date: 07/06	TYPE
Meeting Da The Gabel:  ITO EN,LTI SECURITY TICKER SYN ISIN	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 4  D.  J25027103 MEETING TYPE Annual General Meeting MEETING DATE 28-Jul-2009 JP3143000002 AGENDA 702038298 - Management	TYPE 
Meeting Da The Gabel:  ITO EN,LTI SECURITY TICKER SYN ISIN	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 4  D.  J25027103 MEETING TYPE Annual General Meeting MEETING DATE 28-Jul-2009 JP3143000002 AGENDA 702038298 - Management  PROPOSAL  Approve Appropriation of Profits Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and Regulations, Allow Board to Make Rules Governing Exercise of	
Meeting Da The Gabel:  ITO EN,LTI SECURITY TICKER SYN ISIN  ITEM 1	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 4  D.  J25027103 MEETING TYPE Annual General Meeting MEETING DATE 28-Jul-2009 JP3143000002 AGENDA 702038298 - Management  PROPOSAL  Approve Appropriation of Profits Amend Articles to: Approve Minor Revisions Related to Dematerialization of Shares and the other Updated Laws and	Management

SECURITY 92857W209 MEETING TYPE Annual TICKER SYMBOL VOD MEETING DATE 28-Jul-2009

ISIN US92857W2098 AGENDA 933112790 - Management

ITEM	PROPOSAL	TYPE
01	TO RECEIVE THE COMPANY'S ACCOUNTS AND REPORTS	Management

	OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED	
	31 MARCH 2009	
02	TO RE-ELECT SIR JOHN BOND AS A DIRECTOR (MEMBER	Management
	OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	
03	TO RE-ELECT JOHN BUCHANAN AS A DIRECTOR (MEMBER	Management
	OF THE AUDIT COMMITTEE, MEMBER OF THE	
	NOMINATIONS AND GOVERNANCE COMMITTEE)	
04	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Management
05	TO ELECT MICHEL COMBES AS A DIRECTOR	Management
06	TO RE-ELECT ANDY HALFORD AS A DIRECTOR	Management
07	TO RE-ELECT ALAN JEBSON AS A DIRECTOR (MEMBER OF	Management
<b>0</b> .	THE AUDIT COMMITTEE)	
0.8	TO ELECT SAMUEL JONAH AS A DIRECTOR	Management
09	TO RE-ELECT NICK LAND AS A DIRECTOR (MEMBER OF THE	Management
0.5	AUDIT COMMITTEE)	
10	TO RE-ELECT ANNE LAUVERGEON AS A DIRECTOR	Management
Τ.Ο	(MEMBER OF THE AUDIT COMMITTEE)	Hana y Smort
11	TO RE-ELECT SIMON MURRAY AS A DIRECTOR (MEMBER	Management
11	OF THE REMUNERATION COMMITTEE)	Hanagement
12	TO ELECT STEPHEN PUSEY AS A DIRECTOR	Management
13	TO RE-ELECT LUC VANDEVELDE AS A DIRECTOR (MEMBER	Management Management
ΤЭ	OF THE NOMINATIONS AND GOVERNANCE COMMITTEE,	rianagement
	MEMBER OF THE REMUNERATION COMMITTEE)	
14	TO RE-ELECT ANTHONY WATSON AS A DIRECTOR	Management
14	(MEMBER OF THE REMUNERATION COMMITTEE)	Management
15	TO RE-ELECT PHILIP YEA AS A DIRECTOR (MEMBER OF THE	Management
TO	·	Management
16	REMUNERATION COMMITTEE) TO APPROVE A FINAL DIVIDEND OF 5.20P PER ORDINARY	Managamant
TΘ	SHARE	Management
17		Managamant
17	TO APPROVE THE REMUNERATION REPORT	Management
18	TO RE-APPOINT DELOITTE LLP AS AUDITORS	Management
19	TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE	Management
2.0	THE REMUNERATION OF THE AUDITORS	Maria namant
20	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES UNDER	Management
	ARTICLE 16.2 OF THE COMPANY'S ARTICLES OF	I
2.4	ASSOCIATION	×
21	TO AUTHORISE THE DIRECTORS TO DISAPPLY PRE-	Management
	EMPTION RIGHTS UNDER ARTICLE 16.3 OF THE COMPANY'S	I
	ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	
22	TO AUTHORISE THE COMPANY'S PURCHASE OF ITS OWN	Management
	SHARES (SECTION166, COMPANIES ACT 1985) (SPECIAL	
	RESOLUTION)	
23	TO ADOPT NEW ARTICLES OF ASSOCIATION (SPECIAL	Management
	RESOLUTION)	
24	TO AUTHORISE THE CALLING OF A GENERAL MEETING	Management
	OTHER THAN AN ANNUAL GENERAL MEETING ON NOT LESS	
	THAN 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION)	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_

LEGG MASON, INC.

SECURITY 524901105 MEETING TYPE Annual
TICKER SYMBOL LM MEETING DATE 28-Jul-2009
ISIN US5249011058 AGENDA 933116281 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR  1 ROBERT E. ANGELICA  2 BARRY W. HUFF  3 JOHN E. KOERNER III  4 CHERYL GORDON KRONGARD	Management
02	5 SCOTT C. NUTTALL AMENDMENT OF THE LEGG MASON, INC. 1996 EQUITY INCENTIVE PLAN AND APPROVAL TO ISSUE ADDITIONAL	Management
03	1,000,000 SHARES CURRENTLY COVERED BY THE PLAN. RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT	Management
04	REGISTERED PUBLIC ACCOUNTING FIRM.  STOCKHOLDER PROPOSAL REGARDING THE EXECUTIVE	Shareholde
05	INCENTIVE COMPENSATION PLAN. STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING.	Shareholder
 MERCK & CO.,	INC.	
SECURITY TICKER SYMBO	589331107 MEETING TYPE Special MRK MEETING DATE 07-Aug-2009	
ISIN	US5893311077 AGENDA 933117980 - Management	
ITEM	PROPOSAL	TYPE 
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG MERCK & CO., INC., SCHERING-PLOUGH CORPORATION, SP MERGER SUBSIDIARY ONE, INC. (FORMERLY BLUE, INC.) AND SP MERGER SUBSIDIARY TWO, INC. (FORMERLY PURPLE, INC.), AS IT MAY BE AMENDED.	Management
H.J. HEINZ CO	DMPANY	
SECURITY TICKER SYMBOI ISIN	423074103 MEETING TYPE Annual L HNZ MEETING DATE 12-Aug-2009 US4230741039 AGENDA 933118730 - Management	
ITEM	PROPOSAL	TYPE 
1A 1B 1C	ELECTION OF DIRECTOR: W.R. JOHNSON ELECTION OF DIRECTOR: C.E. BUNCH ELECTION OF DIRECTOR: L.S. COLEMAN, JR.	Management Management Management

1D	ELECTION OF DIRECTOR: J.G. DROSDICK	Management
1E	ELECTION OF DIRECTOR: E.E. HOLIDAY	Management
1F	ELECTION OF DIRECTOR: C. KENDLE	Management
1G	ELECTION OF DIRECTOR: D.R. O'HARE	Management
1H	ELECTION OF DIRECTOR: N. PELTZ	Management
11	ELECTION OF DIRECTOR: D.H. REILLEY	Management
1J	ELECTION OF DIRECTOR: L.C. SWANN	Management
1K	ELECTION OF DIRECTOR: T.J. USHER	Management
1L	ELECTION OF DIRECTOR: M.F. WEINSTEIN	Management
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC	Management
	ACCOUNTING FIRM.	
03	AMENDMENT OF BY-LAWS TO ADD RIGHT OF HOLDERS OF	Management
	25% OF VOTING POWER TO CALL SPECIAL MEETING OF	
	SHAREHOLDERS.	

#### WHX CORPORATION

SECURITY 929248607 MEETING TYPE Annual
TICKER SYMBOL WXCO MEETING DATE 25-Aug-2009
ISIN US9292486076 AGENDA 933126701 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 WARREN G. LICHTENSTEIN	
	2 ROBERT FRANKFURT	
	3 JACK L. HOWARD	
	4 GLEN M. KASSAN	
	5 LOUIS KLEIN, JR.	
	6 JOHN H. MCNAMARA JR.	
	7 JOHN J. QUICKE	
	8 GAREN W. SMITH	
02	RATIFICATION OF THE APPOINTMENT OF GRANT	Management
	THORNTON LLP AS THE INDEPENDENT PUBLIC	
	ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR	
	ENDING DECEMBER 31, 2009.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

CHINA MENGNIU DAIRY CO LTD

SECURITY G21096105 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 27-Aug-2009 ISIN KYG210961051 AGENDA 702064546 - Management

ITEM PROPOSAL TYPE

	PLEASE NOTE THAT THE SHAREHOLDERS ARE ALLOWED		Non-Voting
	TO VOTE 'IN FAVOR' OR 'AGAINST'-FOR ALL RESOLUTION	IS.	Non-Voting
	THANK YOU.		
S.1	Amend the Articles 94 and 115 of the Articles of A specified; and authorize any Director of the Compa further actions as he may in his sole and absolute fit for and on behalf of the Company to implement	any to take such discretion think	Management s
	amendments to the existing Articles by the Company		
2.A	Elect Mr. Ning Gaoning as a Non-Executive Director term of 3 years and authorize the Board of Director Company to fix his remuneration		Management
2.B	Elect Mr. Yu Xubo as a Non-Executive Director for 3 years and authorize the Board of Directors of the his remuneration		Management
2.C	Elect Mr. Ma Jianping as a Non-Executive Director of 3 years and authorize the Board of Directors of		Management
2.D	fix his remuneration Elect Mr. Fang Fenglei as a Non-Executive Director	for a fixed	Management
2.5	term of 3 years and authorize the Board of Directo Company to fix his remuneration		nanagemene
COOPER INDUS	STRIES, LTD.		
CECIID TTV	C2/182100 MEETING TYPE Special		
SECURITY TICKER SYMBO	G24182100 MEETING TYPE Special DL CBE MEETING DATE 31-Aug-2009		
	1	Management	
TICKER SYMBO	DL CBE MEETING DATE 31-Aug-2009	Management	TYPE
TICKER SYMBO ISIN  ITEM	DL CBE MEETING DATE 31-Aug-2009 BMG241821005 AGENDA 933124327 -	Management	TYPE  Management
TICKER SYMBO ISIN  ITEM	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.	Management	Management
TICKER SYMBO	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN	Management	Management
TICKER SYMBO ISIN  ITEM 01	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.	Management	Management
TICKER SYMBO ISIN  ITEM 01	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  IF THE SCHEME OF ARRANGEMENT AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO	Management	Management
TICKER SYMBO ISIN  ITEM 01	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  IF THE SCHEME OF ARRANGEMENT AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES	Management	Management
TICKER SYMBO ISIN  ITEM 01	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  IF THE SCHEME OF ARRANGEMENT AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO	Management	Management
TICKER SYMBO ISIN  ITEM 01	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  IF THE SCHEME OF ARRANGEMENT AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES THAT WAS PREVIOUSLY UNANIMOUSLY APPROVED BY	Management	
TICKER SYMBO ISIN  ITEM 01	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  IF THE SCHEME OF ARRANGEMENT AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES THAT WAS PREVIOUSLY UNANIMOUSLY APPROVED BY COOPER INDUSTRIES, LTD. AND THE OTHER CURRENT	Management	Management
TICKER SYMBO ISIN  ITEM  01 02	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  IF THE SCHEME OF ARRANGEMENT AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES THAT WAS PREVIOUSLY UNANIMOUSLY APPROVED BY COOPER INDUSTRIES, LTD. AND THE OTHER CURRENT	Management	Management
TICKER SYMBO ISIN  ITEM  01 02  FIDELITY NAT	PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A. IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES THAT WAS PREVIOUSLY UNANIMOUSLY APPROVED BY COOPER INDUSTRIES, LTD. AND THE OTHER CURRENT SHAREHOLDERS OF COOPER INDUSTRIES PLC.	Management	Management
TICKER SYMBO ISIN  ITEM  O1 02  FIDELITY NAT SECURITY TICKER SYMBO	DL CBE MEETING DATE 31-Aug-2009 BMG241821005 AGENDA 933124327 -  PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A. IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES THAT WAS PREVIOUSLY UNANIMOUSLY APPROVED BY COOPER INDUSTRIES, LTD. AND THE OTHER CURRENT SHAREHOLDERS OF COOPER INDUSTRIES PLC.  "'L INFORMATION SERVICES INC  31620M106 MEETING TYPE Special MEETING DATE 04-Sep-2009		Management
TICKER SYMBO ISIN  ITEM  01 02  FIDELITY NAT SECURITY	DL CBE MEETING DATE 31-Aug-2009 BMG241821005 AGENDA 933124327 -  PROPOSAL  APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A. IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES THAT WAS PREVIOUSLY UNANIMOUSLY APPROVED BY COOPER INDUSTRIES, LTD. AND THE OTHER CURRENT SHAREHOLDERS OF COOPER INDUSTRIES PLC.		Management

01	TO APPROVE THE ISSUANCE OF SHARES OF FIS COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 31, 2009, BY AND AMONG FIDELITY NATIONAL INFORMATION SERVICES, INC., CARS HOLDINGS, LLC, AND METAVANTE TECHNOLOGIES, INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management
02	TO APPROVE THE ISSUANCE OF 12,861,736 SHARES OF FIS COMMON STOCK TO BE PURCHASED BY AFFILIATES OF THOMAS H. LEE PARTNERS, L.P. AS CONTEMPLATED BY THE INVESTMENT AGREEMENT, DATED AS OF MARCH 31, 2009, BY AND BETWEEN FIS AND THE INVESTORS NAMED THEREIN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management
03	TO APPROVE THE ISSUANCE OF 3,215,434 SHARES OF FIS COMMON STOCK TO BE PURCHASED BY FIDELITY NATIONAL FINANCIAL, INC. AS CONTEMPLATED BY THE INVESTMENT AGREEMENT, DATED AS OF MARCH 31, 2009, BY AND BETWEEN FIS AND THE INVESTORS NAMED THEREIN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management
04	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, INCLUDING, 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 ANY OF THE FOREGOING PROPOSALS.	Management

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

METAVANTE TECHNOLOGIES, INC.

SECURITY 591407101 MEETING TYPE Special
TICKER SYMBOL MV MEETING DATE 04-Sep-2009
ISIN US5914071015 AGENDA 933125785 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 31, 2009, BY AND AMONG FIDELITY NATIONAL INFORMATION SERVICES, INC., CARS HOLDINGS, LLC, AND METAVANTE TECHNOLOGIES, INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME,	Management
02	AND THE TRANSACTIONS IT CONTEMPLATES.  TO APPROVE THE ADJOURNMENT OF THE SPECIAL  MEETING, INCLUDING, IF NECESSARY OR APPROPRIATE,  TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT  THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE  SPECIAL MEETING TO APPROVE THE FOREGOING  PROPOSAL.	Management

TEEKAY CORPORATION

SECURITY Y8564W103 MEETING TYPE Annual
TICKER SYMBOL TK MEETING DATE 09-Sep-2009
ISIN MHY8564W1030 AGENDA 933126725 - Management

ITEM PROPOSAL \_\_\_\_\_

01 DIRECTOR

ITEM

02

Management

TYPE

Management

TYPE

1 DR. IAN D. BLACKBURNE

J. ROD CLARK C. SEAN DAY

FIBERNET TELECOM GROUP, INC.

PROPOSAL

SECURITY 315653402 TICKER SYMBOL FTGX MEETING TYPE Special TICKER SYMBOL FTGX MEETING DATE 09-Sep-2009
ISIN US3156534022 AGENDA 933131459 - Management

TO ADOPT THE AGREEMENT AND PLAN OF MERGER, 0.1 Management AMONG FIBERNET, ZAYO GROUP, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND ZAYO MERGER SUB, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF ZAYO GROUP, LLC, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO

INTO FIBERNET. TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES

> AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL #1, PROPOSAL TO ADOPT THE MERGER

WHICH ZAYO MERGER SUB, INC. WILL MERGE WITH AND

AGREEMENT.

GENERAL MILLS, INC.

SECURITY 370334104 MEETING TYPE Annual
TICKER SYMBOL GIS MEETING DATE 21-Sep-2009
ISIN US3703341046 AGENDA 933128616 - Management

ITEM PROPOSAL

1A	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Management
1B	ELECTION OF DIRECTOR: R. KERRY CLARK	Management
1C	ELECTION OF DIRECTOR: PAUL DANOS	Management
1D	ELECTION OF DIRECTOR: WILLIAM T. ESREY	Management
1E	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management
1F	ELECTION OF DIRECTOR: JUDITH RICHARDS HOPE	Management
1G	ELECTION OF DIRECTOR: HEIDI G. MILLER	Management
1H	ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG	Management
11	ELECTION OF DIRECTOR: STEVE ODLAND	Management
1J	ELECTION OF DIRECTOR: KENDALL J. POWELL	Management
1K	ELECTION OF DIRECTOR: LOIS E. QUAM	Management
1L	ELECTION OF DIRECTOR: MICHAEL D. ROSE	Management
1M	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management
1N	ELECTION OF DIRECTOR: DOROTHY A. TERRELL	Management
02	ADOPT THE 2009 STOCK COMPENSATION PLAN.	Management
03	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL	Management
	MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING	
	FIRM.	
04	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON	Shareholder
	EXECUTIVE COMPENSATION.	

#### ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

#### SKYLINE CORPORATION

SECURITY 830830105 MEETING TYPE Annual
TICKER SYMBOL SKY MEETING DATE 21-Sep-2009
ISIN US8308301055 AGENDA 933131144 - Management

	ITEM	PROPOSAL		TYPE	
01		DIRECTO	R	Management	
		1	ARTHUR J. DECIO		
		2	THOMAS G. DERANEK		
		3	JOHN C. FIRTH		
		4	JERRY HAMMES		

5 WILLIAM ...
6 DAVID T. LINK
ANDREW J. MCKI WILLIAM H. LAWSON ANDREW J. MCKENNA

\_\_\_\_\_

#### GOLDEN OCEAN GROUP LTD BERMUDA

SECURITY G4032A104 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 25-Sep-2009 ISIN BMG4032A1045 AGENDA 702086934 - Management

ITEM	PROPOSAL	TYPE
1.	Approve to set the maximum number of Directors to be not more than $\ensuremath{8}$	Management
2.	Approve to resolve that vacancies in the number of Directors be designated casual vacancies and authorize the Board of Directors to fill such casual vacancies as and when it deems fit	Management
3.	Re-elect John Fredriksen as a Director of the Company	Management
4.	Re-elect Tor Olav Troeim as a Director of the Company	Management
5.	Re-elect Kate Blankenship as a Director of the Company	Management
6.	Re-elect Hans Christian Boerresen as a Director of the Company	Management
7.	Re-elect Cecilie Fredriksen as a Director of the Company	Management
8.	Appoint PricewaterhouseCoopers as the Auditors and authorize the Directors to determine their remuneration	Management
9.	Approve remuneration of the Company's Board of Directors of a total amount of fees not to exceed USD 300,000,00 for the YE 31 DEC 2009	Management
10.	Transact such other business	Non-Voting

#### FRONTLINE LTD.

SECURITY G3682E127 MEETING TYPE Annual
TICKER SYMBOL FRO MEETING DATE 25-Sep-2009
ISIN BMG3682E1277 AGENDA 933130320 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JOHN FREDRIKSEN	Management
1B	ELECTION OF DIRECTOR: KATE BLANKENSHIP	Management
1C	ELECTION OF DIRECTOR: FRIXOS SAVVIDES	Management
1D	ELECTION OF DIRECTOR: KATHRINE FREDRIKSEN	Management
2	PROPOSAL TO SET THE MAXIMUM NUMBER OF DIRECTORS	Management
	TO BE NOT MORE THAN EIGHT.	
3	PROPOSAL TO RESOLVE THAT VACANCIES IN THE NUMBER	Management
	OF DIRECTORS BE DESIGNATED CASUAL VACANCIES.	
4	PROPOSAL TO APPROVE A SHARE OPTION PLAN (THE	Management
	"PLAN") THE RULES OF WHICH WILL OFFER ELIGIBLE	
	PERSONS THE RIGHT (BUT NOT OBLIGATION) TO	
	SUBSCRIBE FOR SHARES IN THE COMPANY (AN "OPTION")	
	AT A PRICE FIXED AT THE DATE OF GRANTING THE OPTION	
	IN ACCORDANCE WITH THE TERMS OF THE PLAN.	
5	PROPOSAL TO APPOINT PRICEWATERHOUSECOOPERS DA	Management
	OF OSLO, NORWAY AS AUDITORS AND TO AUTHORISE THE	
	DIRECTORS TO DETERMINE THEIR REMUNERATION.	
6	PROPOSAL TO APPROVE THE REMUNERATION OF THE	Management
	COMPANY'S BOARD OF DIRECTORS OF A TOTAL AMOUNT	
	OF FEES NOT TO EXCEED US\$400,000 FOR THE YEAR	
	ENDED DECEMBER 31, 2009.	

#### SHIP FINANCE INTERNATIONAL LIMITED

SECURITY G81075106 MEETING TYPE Annual TICKER SYMBOL SFL MEETING DATE 25-Sep-2009

BMG810751062 AGENDA 933130332 - Management ISIN

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: PAUL LEAND JR.	Management
1B	ELECTION OF DIRECTOR: KATE BLANKENSHIP	Management
1C	ELECTION OF DIRECTOR: CRAIG H. STEVENSON, JR.	Management
1D	ELECTION OF DIRECTOR: HANS PETTER AAS	Management
1E	ELECTION OF DIRECTOR: CECILIE FREDRIKSEN	Management
02	PROPOSAL TO SET THE MAXIMUM NUMBER OF DIRECTORS	Management
	TO BE NO MORE THAN EIGHT.	
03	PROPOSAL TO RESOLVE THAT VACANCIES IN THE NUMBER	Management
	OF DIRECTORS BE DESIGNATED CASUAL VACANCIES AND	
	THAT THE BOARD OF DIRECTORS BE AUTHORISED TO FILL	
	SUCH CASUAL VACANCIES AS AND WHEN IT DEEMS FIT.	
04	PROPOSAL TO APPOINT MOORE STEPHENS, P.C. AS	Management
	AUDITORS AND TO AUTHORISE THE DIRECTORS TO	
	DETERMINE THEIR REMUNERATION.	
05	PROPOSAL TO APPROVE THE REMUNERATION OF THE	Management
	COMPANY'S BOARD OF DIRECTORS OF A TOTAL AMOUNT	
	OF FEES NOT TO EXCEED US\$750,000 FOR THE YEAR	
	ENDED DECEMBER 31, 2009.	
06	PROPOSAL TO REDUCE THE SHARE PREMIUM ACCOUNT	Management
	OF THE COMPANY FROM US\$2,194,000.00 TO NIL, AND TO	
	CREDIT THE AMOUNT RESULTING FROM THE REDUCTION	
	TO THE COMPANY'S CONTRIBUTED SURPLUS ACCOUNT,	
	WITH IMMEDIATE EFFECT.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

CONAGRA FOODS, INC.

SECURITY 205887102 MEETING TYPE Annual
TICKER SYMBOL CAG MEETING DATE 25-Sep-2009
ISIN US2058871029 AGENDA 933131132 - Management

ITEM	PROPOSAL			
0.1				
01	DIRECTO	OR Control of the Con	Management	
	1	MOGENS C. BAY		
	2	STEPHEN G. BUTLER		
	3	STEVEN F. GOLDSTONE		
	4	JOIE A. GREGOR		
	5	RAJIVE JOHRI		
	6	W.G. JURGENSEN		
	7	RICHARD H. LENNY		
	8	RUTH ANN MARSHALL		

	9 GARY M. ROI		
	10 ANDREW J. S		
02	11 KENNETH E.  APPROVE THE CONAGRA	STINSON A FOODS 2009 STOCK PLAN	Management
03		A FOODS EXECUTIVE INCENTIVE	Management Management
	PLAN	. 10020 2	-
04	RATIFY THE APPOINTM	MENT OF INDEPENDENT AUDITOR	Management
	ORPORATION OF NEW ZEAL		
	879278208	MEETING TYPE Annual	
TICKER SYM		MEETING DATE 01-Oct-2009 AGENDA 933141599 - Management	
12111	U20137107002	AGENDA 200141022 Hanayemene	
ITEM	PROPOSAL		TYPE
		TRECTORS TO BIY THE	
01	TO AUTHORISE THE DI		Management
02		E BOYD AS A DIRECTOR.	Management
03		SPITHILL AS A DIRECTOR.	Management
04	TO ELECT DR SACHIO	SEMMOTO AS A DIRECTOR.	Management
05	TO ELECT DR TIM ROO	)KE AS A DIRECTOR.	Management
	TRONICS LTD		
SECURITY TICKER SYM	H8912P106 MBOL TEL	MEETING TYPE Special MEETING DATE 08-Oct-2009	
	CH0102993182		
ITEM	PROPOSAL		TYPE
01	TO APPROVE PAYMENT OF A DISTRIBUTION TO SHAREHOLDERS THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN TWO INSTALLMENTS ON OR BEFORE MARCH 26, 2010 (THE		
02		FISCAL QUARTER OF 2010). DURNMENTS OR POSTPONEMENTS RY GENERAL MEETING.	Managemen
TYCO ELECT	TRONICS LTD		
SECURITY TICKER SYM	H8912P106 MBOL TEL	MEETING TYPE Special MEETING DATE 08-Oct-2009	
ISIN	CH0102993182	AGENDA 933148391 - Management	

ITEM	PROPOSAL	TYPE
01	TO APPROVE PAYMENT OF A DISTRIBUTION TO	Management
	SHAREHOLDERS THROUGH A REDUCTION OF THE PAR	
	VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN	
	TWO INSTALLMENTS ON OR BEFORE MARCH 26, 2010 (THE	
	END OF THE SECOND FISCAL QUARTER OF 2010).	
02	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS	Management
	OF THE EXTRAORDINARY GENERAL MEETING.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

MSC.SOFTWARE CORPORATION

SECURITY 553531104 MEETING TYPE Special
TICKER SYMBOL MSCS MEETING DATE 09-Oct-2009
ISIN US5535311048 AGENDA 933138554 - Management

ITEM	PROPOSAL	TYPE
01	A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 7, 2009, BY AND AMONG MSC.SOFTWARE CORPORATION, A DELAWARE CORPORATION, MAXIMUS HOLDINGS INC., A DELAWARE CORPORATION, AND MAXIMUS INC., A DELAWARE CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH MSC.SOFTWARE CORPORATION WILL BE ACQUIRED BY MAXIMUS HOLDINGS INC.	Management
02	A PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO ADOPT THE AGREEMENT AND THE PLAN OF MERGER.	Management

THE PROCTER & GAMBLE COMPANY

SECURITY 742718109 MEETING TYPE Annual
TICKER SYMBOL PG MEETING DATE 13-Oct-2009
ISIN US7427181091 AGENDA 933134241 - Management

ITEM PROPOSAL TYPE

1A	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Management
1B	ELECTION OF DIRECTOR: SCOTT D. COOK	Management
1C	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Management
1D	ELECTION OF DIRECTOR: A.G. LAFLEY	Management
1E	ELECTION OF DIRECTOR: CHARLES R. LEE	Management
1F	ELECTION OF DIRECTOR: LYNN M. MARTIN	Management
1G	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Management
1H	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management
11	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Management
1J	ELECTION OF DIRECTOR: RALPH SNYDERMAN, M.D.	Management
1K	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Management
1L	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Management
1M	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Management
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED	Management
	PUBLIC ACCOUNTING FIRM	
03	AMEND THE COMPANY'S CODE OF REGULATIONS	Management
04	APPROVE THE PROCTER & GAMBLE 2009 STOCK AND	Management
	INCENTIVE COMPENSATION PLAN	
05	SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING	Shareholder
06	SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON	Shareholder
	EXECUTIVE COMPENSATION	

#### HERA SPA, BOLOGNA

SECURITY T5250M106 MEETING TYPE MIX
TICKER SYMBOL MEETING DATE 21-Oct-2009
ISIN IT0001250932 AGENDA 702095010 - Management

ITEM	PROPOSAL	TYPE
	PLEASE NOTE THAT THIS COMMENT HAS BEEN DELETED. THANK YOU.	Non-Voting
E.1	Approve the merger through Incorporation of PRI.GE.A.S. S.R.L. into Hera S.P.A	Management
E.2	Approve the split of Hera Bologna S.R.L., Hera Ferrara S.R.L., Hera Forli-Cesena S.R.L., Hera Imola-Faenza S.R.L. Hera Modena S.R.L., Hera Ravenna S.R.L. and Hera Rimini S.R.L. on behalf of Hera S.P.A. and Hera Comm S.R.L	Management
E.3	Approve the share capital increase with exclusion of the option right Ex Article 2441 Civil Code Paragraph 4 and related amendment to Article 5 of the Company's By-laws	Management
E.4	Amend Article 8 of Association	Management
0.1	Appoint 2 new Board of Directors Members post retirement	Management
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ARTICLE NUMBER IN RESOLU-TION E.3 AND CHANGE IN MEETING DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, P-LEASE DO NOT RETURN THIS PROXY FORM	Non-Voting

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust 11

UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL I-

NSTRUCTIONS. THANK YOU.

SOUTHWEST WATER COMPANY

SECURITY 845331107 MEETING TYPE Annual
TICKER SYMBOL SWWC MEETING DATE 23-Oct-2009
ISIN US8453311073 AGENDA 933146587 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: KIMBERLY ALEXY	Management
1B	ELECTION OF DIRECTOR: BRUCE C. EDWARDS	Management
1C	ELECTION OF DIRECTOR: DONOVAN D. HUENNEKENS	Management
1D	ELECTION OF DIRECTOR: THOMAS IINO	Management
1E	ELECTION OF DIRECTOR: WILLIAM D. JONES	Management
1F	ELECTION OF DIRECTOR: MAUREEN A. KINDEL	Management
1G	ELECTION OF DIRECTOR: RICHARD G. NEWMAN	Management
1H	ELECTION OF DIRECTOR: MARK A. SWATEK	Management
02	RATIFICATION OF PRICEWATERHOUSECOOPERS AS THE	Management
	COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS.	

\_\_\_\_\_\_

SARA LEE CORPORATION

SECURITY 803111103 MEETING TYPE Annual TICKER SYMBOL SLE MEETING DATE 29-Oct-2009 ISIN US8031111037 AGENDA 933144836 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: BRENDA C. BARNES	Management
1B	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Management
1C	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management
1D	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management
1E	ELECTION OF DIRECTOR: JAMES S. CROWN	Management
1F	ELECTION OF DIRECTOR: LAURETTE T. KOELLNER	Management
1G	ELECTION OF DIRECTOR: CORNELIS J.A. VAN LEDE	Management
1H	ELECTION OF DIRECTOR: DR. JOHN MCADAM	Management
1I	ELECTION OF DIRECTOR: SIR IAN PROSSER	Management
1J	ELECTION OF DIRECTOR: NORMAN R. SORENSEN	Management
1K	ELECTION OF DIRECTOR: JEFFREY W. UBBEN	Management
1L	ELECTION OF DIRECTOR: JONATHAN P. WARD	Management
02	RATIFICATION OF THE APPOINTMENT OF	Management
	PRICEWATERHOUSECOOPERS LLP AS SARA LEE'S	
	INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR	
	FISCAL 2010	

NOBLE CORPORATION

SECURITY H5833N103 MEETING TYPE Special

TICKER SYMBOL NE MEETING DATE 29-Oct-2009

ISIN CH0033347318 AGENDA 933145600 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR  1 GORDON T. HALL  2 JON A. MARSHALL	Management
2	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE NOBLE CORPORATION 1991 STOCK OPTION AND RESTRICTED STOCK PLAN EFFECTIVE AS OF OCTOBER 29, 2009	Management

NOBLE CORPORATION

SECURITY H5833N103 MEETING TYPE Special
TICKER SYMBOL NE MEETING DATE 29-Oct-2009
ISIN CH0033347318 AGENDA 933155714 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR	Management
	1 GORDON T. HALL	
	2 JON A. MARSHALL	
2	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF	Management
	THE NOBLE CORPORATION 1991 STOCK OPTION AND	
	RESTRICTED STOCK PLAN EFFECTIVE AS OF OCTOBER 29,	
	2009	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

PERNOD-RICARD, PARIS

SECURITY F72027109 MEETING TYPE MIX
TICKER SYMBOL
ISIN FR0000120693 MEETING DATE 02-Nov-2009
AGENDA 702105986 - Management

ITEM PROPOSAL TYPE

> French Resident Shareowners must complete, sign and forward the Proxy Card dir-ectly to the sub custodian. Please contact your

Non-Voting

	Client Service Representative-to obtain the necessary card, account details and directions. The followin-g applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will-be	
	forwarded to the Global Custodians that have become Registered Intermediar-ies, on the Vote Deadline Date. In capacity as	
	Registered Intermediary, the Gl-obal Custodian will sign the Proxy Card and forward to the local custodian. If-you are unsure whether	
	your Global Custodian acts as Registered Intermediary,-please contact your representative	
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AN-D "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting
0.1	Approve the unconsolidated accounts for the FYE on 30 JUN 2009	Management
0.2	Approve the consolidated accounts for the FYE on 30 JUN 2009	Management
0.3	Approve the distribution of profits for the FYE on 30 JUN 2009 and distribution of dividends	Management
0.4	Approve the regulated agreements referred to in Articles L.225-38 and sequence of the Commercial Code	Management
0.5	Approve the agreements referred to in Articles L.255-38 and	Management
	L.225-42-1 of the Commercial Code and the special report of the Statutory Auditors in relation to Mr. Pierre Pringuet	
0.6	Approve to renew Mme. Daniele Ricard's as Board Member	Management
0.7	Approve to renew Paul Ricard Company's mandate as Board	Management
	Member	_
0.8	Approve to renew Mr. Jean-Dominique Comolli's mandate as Board Member	Management
0.9	Approve to renew Lord Douro's mandate as Board Member	Management
0.10	Appoint Mr. Gerald Frere as a Board Member	Management
0.11	Appoint Mr. Michel Chambaud as a Board Member	Management
0.12	Appoint Mr. Anders Narvinger as a Board Member	Management
0.13	Approve the attendance allowances read aloud to the Board Members	Management
0.14	Authorize the Board of Directors to operate on the Company's shares	Management
E.15	Authorize the Board of Directors to reduce the share capital by cancelation of treasury shares	Management
E.16	Authorize the Board of Directors to increase the share capital, by	Management
	issuing common shares and/or warrants giving access to the Company's capital, with maintenance of preferential subscription	
	rights	
E.17	Authorize the Board of Directors to increase the share capital, by	Management
	issuing common shares and/or warrants giving access to the Company's capital, with cancelation of preferential subscription	
	rights, through a public offer	
E.18	Authorize the Board of Directors to increase the number of	Management
	securities to be issued in case of capital increase with or without	
	cancelation of preferential subscription rights under the	
- 10	Resolutions 16 and 17	
E.19	Authorize the Board of Directors to proceed with the issue of common shares and/or warrants providing access to the	Management
	Company's capital in order to remunerate contributions in kind to	
	the Company within the limit of 10% of the share capital	
E.20	Authorize the Board of Directors to proceed with the issue of	Management
	common shares and/or warrants giving access to the Company's	
	capital in the event of a public offer initiated by the Company	
E.21	Authorize the Board of Directors to issue warrants representing	Management
_ 00	debts giving right to the allocation of debt securities	
E.22	Authorize the Board of Directors to increase the share capital	Management
E.23	increase by incorporation of premiums, reserves, profits or others Authorize the Board of Directors to consent options to Employees	Managomon+
<b>∸.</b> ∠ Э	and Managers of the Company giving right to the subscription of	Management

	Company shares to issue or purchase existing Company's shares	
E.24	Authorize the Board of Directors to issue shares subscription	Management
	warrants in case of public offer bearing on the Company securities	
E.25	Authorize the Board of Directors to increase the capital by issuing	Management
	shares or warrants giving access to capital, reserved for Members	
	of a Company Savings Plan with cancellation of preferential	
	subscription rights for the benefit of the latter	
E.26	Amend the Articles 20 and 24 of Bylaws regarding Age limit for	Management
	Chairman of the Board and for Chief Executive Officer	
E.27	Grant powers for the accomplishment of legal formalities	Management
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT	Non-Voting
	OF ARTICLE NUMBERS IN RESOL-UTION 26. IF YOU HAVE	
	ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN	
	THIS PR-OXY FORM UNLESS YOU DECIDE TO AMEND YOUR	
	ORIGINAL INSTRUCTIONS. THANK YOU.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

GVT HOLDING SA, CURITIBA

SECURITY P5145T104 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 03-Nov-2009
ISIN BRGVTTACNOR8 AGENDA 702121043 - Management

ITEM	PROPOSAL	TYPE
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting
	PLEASE NOTE THAT VOTES 'IN FAVOR' AND 'AGAINST' IN THE SAME AGENDA ITEM ARE NO-T ALLOWED. ONLY VOTES IN FAVOR AND/OR ABSTAIN OR AGAINST AND/ OR	Non-Voting
1.	ABSTAIN ARE A-LLOWED. THANK YOU Approve to decide concerning the non-application of Articles 43 and 44 of the Company's Corporate bylaws, that deal with the protection of the dispersion of the shareholder base, for acquisitions of the Company's shares offer that have the following characteristics: i) financial liquidation will occur by 28 FEB 2010; ii the price to be paid will be a minimum of BRL 48.00 per share; iii) the payment will be in cash; iv) the offeror A must have financial capacity to acquire 100% of the share capital of the Company for a minimum price of BRL 48.00 per share, B must be an operator or provider of fixed mobile or broad band telephone services in Brazil or abroad directly or through subsidiaries controlled or related Companies	Management

CHARTERED SEMICONDUCTOR MFG LTD

SECURITY 16133R205 MEETING TYPE Special
TICKER SYMBOL CHRT MEETING DATE 04-Nov-2009
ISIN US16133R2058 AGENDA 933153811 - Management

ITEM	PROPOSAL	TYPE
C1	TO APPROVE THE SCHEME OF ARRANGEMENT UNDER	Management
	SECTION 210 OF THE COMPANIES ACT, CHAPTER 50 OF	
	SINGAPORE, TO EFFECT THE PROPOSED ACQUISITION OF	
	THE COMPANY BY ATIC INTERNATIONAL INVESTMENT	
	COMPANY LLC.	
E2A	TO APPROVE THE ADOPTION AND INCLUSION OF NEW	Management
	ARTICLE 4B IN THE ARTICLES OF ASSOCIATION OF THE	
	COMPANY.	
E2B	TO APPROVE THE ADOPTION AND INCLUSION OF NEW	Management
	ARTICLE 4A,16(6A) IN THE ARTICLES OF ASSOCIATION OF	-
	THE COMPANY.	

\_\_\_\_\_

#### ARCHER-DANIELS-MIDLAND COMPANY

SECURITY 039483102 MEETING TYPE Annual
TICKER SYMBOL ADM MEETING DATE 05-Nov-2009
ISIN US0394831020 AGENDA 933149797 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: G.W. BUCKLEY	Management
1B	ELECTION OF DIRECTOR: M.H. CARTER	Management
1C	ELECTION OF DIRECTOR: D.E. FELSINGER	Management
1D	ELECTION OF DIRECTOR: V.F. HAYNES	Management
1E	ELECTION OF DIRECTOR: A. MACIEL	Management
1F	ELECTION OF DIRECTOR: P.J. MOORE	Management
1G	ELECTION OF DIRECTOR: T.F. O'NEILL	Management
1H	ELECTION OF DIRECTOR: K.R. WESTBROOK	Management
1I	ELECTION OF DIRECTOR: P.A. WOERTZ	Management
02	ADOPT THE ARCHER-DANIELS-MIDLAND COMPANY 2009	Management
	INCENTIVE COMPENSATION PLAN.	
03	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS	Management
	INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR	
	ENDING JUNE 30, 2010.	
04	ADOPT STOCKHOLDER'S PROPOSAL REGARDING GLOBAL	Shareholder
	HUMAN RIGHTS STANDARDS.	

SCHIFF NUTRITION INTERNATIONAL, INC.

SECURITY 806693107 MEETING TYPE Annual TICKER SYMBOL WNI MEETING DATE 09-Nov-2009

US8066931077 AGENDA 933149951 - Management ISIN

ITEM	PROPO	PROPOSAL	
0.1	DIDEC	OT OR	M
01	DIREC		Management
	1	ERIC WEIDER	
	2	GEORGE F. LENGVARI	
	3	BRUCE J. WOOD	
	4	RONALD L. COREY	
	5	MICHAEL HYATT	
	6	EUGENE B. JONES	
	7	ROGER H. KIMMEL	
	8	BRIAN P. MCDERMOTT	

ProxyEdge

ITEM

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

PROPOSAL

SECURITY G16252101 TICKER SYMBOL BIP MEETING TYPE Special DL BIP MEETING THE SPECIAL MEETING THE SPECIAL MEETING DATE 16-Nov-2009 BMG162521014 AGENDA 933158342 - Management

ISIN

01	THE RESOLUTION IN THE FORM ANNEXED AS APPENDIX A TO THE ACCOMPANYING MANAGEMENT INFORMATION	Management
	CIRCULAR OF THE PARTNERSHIP DATED OCTOBER 21,	
	2009 APPROVING A TRANSACTION PURSUANT TO WHICH	
	BROOKFIELD INFRASTRUCTURE L.P. ("BROOKFIELD	
	INFRASTRUCTURE") WILL ISSUE UP TO \$450 MILLION OF	
	REDEEMABLE PARTNERSHIP UNITS OF BROOKFIELD	
	INFRASTRUCTURE TO BROOKFIELD ASSET MANAGEMENT	
	INC. OR ITS AFFILIATES;	
02	THE RESOLUTION IN THE FORM ANNEXED AS APPENDIX B	Management
	TO THE ACCOMPANYING MANAGEMENT INFORMATION	
	CIRCULAR OF THE PARTNERSHIP DATED OCTOBER 21,	
	2009 AUTHORIZING AND APPROVING AN AMENDMENT TO	
	THE AMENDED AND RESTATED LIMITED PARTNERSHIP	
	AGREEMENT OF THE PARTNERSHIP (THE "LPA") WHICH	
	REDUCES THE OUORUM REQUIREMENT FOR A MEETING	

OF THE LIMITED PARTNERS TO HOLDERS REPRESENTING,

OUTSTANDING LIMITED PARTNERSHIP UNITS, PRESENT IN

IN THE AGGREGATE, 20 PERCENT OF THE TOTAL

PERSON OR BY PROXY.

TYPE

MICROSOFT CORPORATION

SECURITY 594918104 MEETING TYPE Annual
TICKER SYMBOL MSFT MEETING DATE 19-Nov-2009
ISIN US5949181045 AGENDA 933150310 - Management

ITEM	PROPOSAL	TYPE
01	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management
02	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Management
03	ELECTION OF DIRECTOR: DINA DUBLON	Management
04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management
05	ELECTION OF DIRECTOR: REED HASTINGS	Management
06	ELECTION OF DIRECTOR: MARIA KLAWE	Management
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Management
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management
09	ELECTION OF DIRECTOR: HELMUT PANKE	Management
10	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE	Management
	LLP AS THE COMPANY'S INDEPENDENT AUDITOR	
11	TO APPROVE AMENDMENTS TO AMENDED AND RESTATED	Management
	ARTICLES OF INCORPORATION	_
12	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management
13	SHAREHOLDER PROPOSAL - ADOPTION OF HEALTHCARE	Shareholder
	REFORM PRINCIPLES	
14	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE	Shareholder
	CONTRIBUTIONS	

DEUTSCHE TELEKOM AG

ITEM PROPOSAL

SECURITY 251566105 MEETING TYPE Special
TICKER SYMBOL DT MEETING DATE 19-Nov-2009
ISIN US2515661054 AGENDA 933152338 - Management

01	RESOLUTION ON THE APPROVAL OF THE SPIN-OFF AND	Management
	TAKE-OVER AGREEMENT CONCLUDED ON SEPTEMBER 3,	

2009 WITH T-MOBILE DEUTSCHLAND GMBH WITH ITS REGISTERED OFFICES IN BONN.

\_\_\_\_\_

EMULEX CORPORATION

SECURITY 292475209 MEETING TYPE Annual
TICKER SYMBOL ELX MEETING DATE 19-Nov-2009
ISIN US2924752098 AGENDA 933152554 - Management

ITEM PROPOSAL TYPE

TYPE

01	DIREC	CTOR	Management
	1	FRED B. COX	
	2	MICHAEL P. DOWNEY	
	3	BRUCE C. EDWARDS	
	4	PAUL F. FOLINO	
	5	ROBERT H. GOON	
	6	DON M. LYLE	
	7	JAMES M. MCCLUNEY	
	8	DEAN A. YOOST	
02	RATIE	FICATION OF SELECTION OF KPMG LLP AS	Management
	INDEF	PENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

CAMPBELL SOUP COMPANY

SECURITY 134429109 MEETING TYPE Annual TICKER SYMBOL CPB MEETING DATE 19-Nov-2009 ISIN US1344291091 AGENDA 933153152 - Management

ITEM	PROPOSAL	TYPE
1	PIRITOR	Managana
1	DIRECTOR  1 EDMUND M. CARPENTER	Management
	2 PAUL R. CHARRON	
	3 DOUGLAS R. CONANT	
	4 BENNETT DORRANCE	
	5 HARVEY GOLUB	
	6 LAWRENCE C. KARLSON	
	7 RANDALL W. LARRIMORE	
	8 MARY ALICE D. MALONE	
	9 SARA MATHEW	
	10 WILLIAM D. PEREZ	
	11 CHARLES R. PERRIN	
	12 A. BARRY RAND	
	13 NICK SHREIBER	
	14 ARCHBOLD D. VAN BEUREN	
	15 LES C. VINNEY	
	16 CHARLOTTE C. WEBER	
2	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT	Management
	REGISTERED PUBLIC ACCOUNTING FIRM.	
3	RE-APPROVE CAMPBELL SOUP COMPANY ANNUAL	Management
	INCENTIVE PLAN.	

DELTA NATURAL GAS COMPANY, INC.

SECURITY 247748106 MEETING TYPE Annual

TICKER SYMBOL DGAS MEETING DATE 19-Nov-2009
ISIN US2477481061 AGENDA 933154697 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR  1 MICHAEL J. KISTNER  2 MICHAEL R. WHITLEY	Management
02	PROPOSAL RELATING TO APPROVAL OF AN INCENTIVE COMPENSATION PLAN TO BE EFFECTIVE JANUARY 1, 2010.	Management

DIRECTV

SECURITY 25459L106 MEETING TYPE Special
TICKER SYMBOL DTV MEETING DATE 19-Nov-2009
ISIN US25459L1061 AGENDA 933157807 - Management

ITEM	PROPOSAL	TYPE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 3, 2009, AS AMENDED, BY AND AMONG LIBERTY MEDIA CORPORATION, LIBERTY ENTERTAINMENT,	Management
	INC., THE DIRECTV GROUP, INC., DIRECTV, DTVG ONE, INC., AND DTVG TWO, INC.	
02	TO APPROVE THE VOTING AND RIGHT OF FIRST REFUSAL AGREEMENT, DATED AS OF MAY 3, 2009, AS AMENDED, BY	Management
	AND AMONG THE DIRECTV GROUP, INC., LIBERTY	
	ENTERTAINMENT, INC., DIRECTV, JOHN C. MALONE, LESLIE MALONE, THE TRACY L. NEAL TRUST A AND THE EVAN D.	
	MALONE TRUST A.	
03	TO APPROVE AN ADJOURNMENT OF THE SPECIAL	Management
	MEETING, IF NECESSARY OR APPROPRIATE, TO PERMIT	
	FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT	
	SUFFICIENT VOTES AT THE SPECIAL MEETING TO	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

BHP BILLITON LIMITED

 SECURITY
 088606108
 MEETING
 TYPE
 Annual

 TICKER
 SYMBOL
 BHP
 MEETING
 DATE
 26-Nov-2009

 ISIN
 US0886061086
 AGENDA
 933149329 - Management

APPROVE THE PROPOSALS DESCRIBED ABOVE IN ACCORDANCE WITH THE MERGER AGREEMENT.

ITEM	PROPOSAL	TYPE
0.1	TO DECELUE THE 2000 DINANCIAL CHATEMENTS AND	Managananh
01	TO RECEIVE THE 2009 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Management
02	TO RE-ELECT MR CARLOS CORDEIRO AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management
03	TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management
04	TO RE-ELECT THE HON E GAIL DE PLANQUE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management
05	TO RE-ELECT MR MARIUS KLOPPERS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management
06	TO RE-ELECT MR DON ARGUS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management
07	TO ELECT MR WAYNE MURDY AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management
08	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Management
09	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Management
10	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC	Management
11	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Management
12A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 30 APRIL 2010	Management
12B	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 17 JUNE 2010	Management
12C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 15 SEPTEMBER 2010	Management
12D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 11 NOVEMBER 2010	Management
13 14	TO APPROVE THE 2009 REMUNERATION REPORT TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Management Management

COPART, INC.

SECURITY 217204106 MEETING TYPE Annual
TICKER SYMBOL CPRT MEETING DATE 03-Dec-2009
ISIN US2172041061 AGENDA 933156374 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR  1 WILLIS J. JOHNSON	Management

	Edgar Filing: GABELLI DIVIDEND 8	k INCOME TRUST - Form N-PX	
02	2 A. JAYSON ADAIR 3 JAMES E. MEEKS 4 STEVEN D. COHAN 5 DANIEL J. ENGLANDER 6 MATT BLUNT 7 THOMAS W. SMITH RATIFY THE APPOINTMENT OF ERNST REGISTERED PUBLIC ACCOUNTING FI COMPANY FOR THE FISCAL YEAR END	RM FOR THE	Management
 HARMAN INTE	RNATIONAL INDUSTRIES, INC.		
TICKER SYME	OL HAR MEETIN	NG TYPE Annual NG DATE 08-Dec-2009 A 933160222 - Management	
ITEM 	PROPOSAL		TYPE 
01	DIRECTOR  1 DINESH C. PALIWAL  2 EDWARD H. MEYER  3 GARY G. STEEL		Management
The Gabelli	Dividend and Income Trust	Report Date: 07/06/2010 17	
	P5145T104 MEETIN	NG TYPE ExtraOrdinary General Meeting	
TICKER SYMB	OL MEETIN	NG DATE 10-Dec-2009 A 702164699 - Management	
ITEM	PROPOSAL		TYPE 
	IMPORTANT MARKET PROCESSING REQ BENEFICIAL OWNER SIGNED POWER OF IS REQUIRED IN ORDER TO LODGE A VOTING INSTRUCTION-S IN THIS MA POA, MAY CAUSE YOUR INSTRUCTION IF YOU HAVE ANY QUESTIONS, PLEA CLIENT SERVICE REPRESENTATIVE	QUIREMENT: A DF AT-TORNEY (POA) AND EXECUTE YOUR ARKET. ABSENCE OF A NS TO BE REJECTED	Non-Voting
1.		the Board of Directors of the	Managemen
	PLEASE NOTE THAT VOTES 'IN FAVO	DR' AND 'AGAINST' IN	Non-Voting

THE SAME AGENDA ITEM ARE NO-T ALLOWED. ONLY VOTES IN FAVOR AND/OR ABSTAIN OR AGAINST AND/ OR

ABSTAIN ARE A-LLOWED. THANK YOU PLEASE NOTE THAT THIS IS A REVISION DUE TO INCORPORATION OF COMMENT. IF YOU HA-VE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU-DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting

#### WEBSTER FINANCIAL CORPORATION

SECURITY 947890109 MEETING TYPE Special
TICKER SYMBOL WBS MEETING DATE 10-Dec-2009
ISIN US9478901096 AGENDA 933159394 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE THE AMENDMENT OF WEBSTER'S SECOND	Management
	RESTATED CERTIFICATE OF INCORPORATION, AS	
	AMENDED, TO REMOVE SUBSECTION 2 OF ARTICLE 10	
	THEREOF.	
02	TO APPROVE THE ISSUANCE OF SHARES OF COMMON	Management
	STOCK IN CONNECTION WITH THE CONVERSION OF OUR	
	PERPETUAL PARTICIPATING PREFERRED STOCK, SERIES C	
	AND NON-VOTING PERPETUAL PARTICIPATING PREFERRED	
	STOCK, SERIES D, INTO, AND EXERCISE OF WARRANTS	
	FOR, COMMON STOCK, FOR PURPOSES OF SECTION 312.03	
	OF THE NYSE LISTED COMPANY MANUAL.	
03	TO APPROVE THE ADJOURNMENT OF THE SPECIAL	Management
	MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT	
	ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT	
	SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING	
	TO ADOPT THE FOREGOING PROPOSALS.	

GRUPO TELEVISA, S.A.B.

SECURITY 40049J206 MEETING TYPE Special TICKER SYMBOL TV MEETING DATE 10-Dec-2009 ISIN US40049J2069 AGENDA 933171679 - Management

ITEM	PROPOSAL	TYPE
I	PROPOSAL IN CONNECTION WITH A DIVIDEND PAYMENT TO THE SHAREHOLDERS; RESOLUTIONS IN THIS REGARD.	Management
II	APPOINTMENT OF DELEGATES WHO WILL CARRY OUT AND FORMALIZE THE RESOLUTIONS ADOPTED AT THIS MEETING.	Management

\_\_\_\_\_\_

STARENT NETWORKS, CORP

SECURITY 85528P108 MEETING TYPE Special
TICKER SYMBOL STAR MEETING DATE 11-Dec-2009
ISIN US85528P1084 AGENDA 933165018 - Management

ITEM PROPOSAL

ITEM	PROPOSAL		TYPE
01	CISCO SYSTEMS, INC., A CABARCELONA ACQUISITION CONCORPORATION AND WHOLLY-OWN CISCO, AND STARENT NETWORK CORPORATION, AS SUCH AGRE	BER 12, 2009, BY AND AMONG ALIFORNIA CORPORATION, RP., A DELAWARE WNED SUBSIDIARY OF RKS, CORP., A DELAWARE	Management
02	FROM TIME TO TIME. THE PROPOSAL TO ADJOURN TO NECESSARY, TO SOLICIT ADDIEVENT THERE ARE NOT SUFFI ADOPTION OF THE MERGER AND THE SPECIAL MEETING.	DITIONAL PROXIES IN THE ICIENT VOTES IN FAVOR OF	Management
WILLIS GROUP	HOLDINGS LIMITED		
TICKER SYMBO		MEETING TYPE Special MEETING DATE 11-Dec-2009 AGENDA 933165311 - Management	
ITEM	PROPOSAL		TYPE
	SCHEME OF ARRANGEMENT DISTRIBUTABLE RESERVES		Management Management
_	Range: 07/01/2009 to 06/3 Dividend and Income Trust	30/2010 Report Date: 07/06/2010 18	
TRANS-LUX CO	RPORATION		
SECURITY TICKER SYMBOI	893247106 L TLX US8932471068	MEETING TYPE Annual MEETING DATE 11-Dec-2009 AGENDA 933165335 - Management	

TYPE

01	AMEND THE CORPORATION'S CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE AUTOMATIC CONVERSION OF EACH SHARE OF CLASS B STOCK INTO 1.3 SHARES OF COMMON STOCK AS PROVIDED IN A SETTLEMENT AGREEMENT.	Management
02	DIRECTOR	Management
	1 ANGELA D. TOPPI**	
	2 GEORGE W. SCHIELE*	
	3 GLENN J. ANGIOLILLO**	
	4 SALVATORE J. ZIZZA**	
03	AMEND THE 1989 NON-EMPLOYEE DIRECTOR STOCK	Management
	OPTION PLAN TO EXTEND THE PLAN TO 2019.	
04	RATIFY THE RETENTION OF UHY LLP AS THE INDEPENDENT	Management
	REGISTERED ACCOUNTING FIRM FOR THE CORPORATION	
	FOR THE ENSUING YEAR.	

ENDESA SA, MADRID

SECURITY E41222113 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 14-Dec-2009
ISIN ES0130670112 AGENDA 702150690 - Management

ITEM	PROPOSAL	TYPE
1.	Approve to modify the Article 7 of the Company's Bylaws	Management
2.	Approve to modify the Article 9 of the Company's Bylaws	Management
3.	Approve to modify the Article 15 of the Company's Bylaws	Management
4.	Approve to modify the Article 22 of the Company's Bylaws	Management
5.	Approve to modify the Article 27 of the Company's Bylaws	Management
6.	Approve to modify the Article 28 of the Company's Bylaws	Management
7.	Approve to modify the Article 37 of the Company's Bylaws	Management
8.	Approve to modify the Article 43 of the Company's Bylaws	Management
9.	Approve to modify the Article 45 of the Company's Bylaws	Management
10.	Approve to modify the Article 51 of the Company's Bylaws	Management
11.	Approve to modify the Article 52 of the Company's Bylaws	Management
12.	Approve to modify the Article 53 of the Company's Bylaws	Management
13.	Approve to modify the Article 54 of the Company's Bylaws	Management
14.	Approve to modify the premise of the general meeting Bylaws	Management
15.	Approve to modify the Article 6 of the general meeting Bylaws	Management
16.	Approve to modify the Article 8 of the general meeting Bylaws	Management
17.	Approve to modify the Article 10 of the general meeting Bylaws	Management
18.	Approve to modify the Article 11 of the general meeting Bylaws	Management
19.	Approve to modify the Article 20 of the general meeting Bylaws	Management
20.	Approve to modify the Article 20 BIS of the general meeting	Management
	Bylaws	
21.	Approve the placement to the tax regime	Management
22.	Ratify and appoint Mr. Gianluca Comin as a Board Member	Management
23.	Approve the delegation of powers	Management
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE	Non-Voting
	IN RECORD DATE. IF YOU HAVE-ALREADY SENT IN YOUR	
	VOTES, PLEASE DO NOT RETURN THIS PROXY FORM	
	UNLESS YOU DE-CIDE TO AMEND YOUR ORIGINAL	
	INSTRUCTIONS. THANK YOU.	
	QUORUM COMMENT HAS BEEN DELETED. THANK YOU	Non-Voting

THE GREAT ATLANTIC & PACIFIC TEA CO INC.

SECURITY 390064103 MEETING TYPE Special
TICKER SYMBOL GAP MEETING DATE 15-Dec-2009
ISIN US3900641032 AGENDA 933165614 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL AS REQUIRED PURSUANT TO NEW YORK	Managomont
01	~	Management
	STOCK EXCHANGE RULE 312, OF (X) THE SHARES OF OUR	
	CONVERTIBLE PREFERRED STOCK WHEN VOTING	
	TOGETHER WITH THE COMMON STOCK BECOMING	
	ENTITLED TO CAST THE FULL NUMBER OF VOTES ON AN	
	AS-CONVERTED BASIS AND (Y) THE ISSUANCE OF THE	
	FULL AMOUNT OF COMMON STOCK UPON THE EXERCISE	
	OF CONVERSION RIGHTS OF THE CONVERTIBLE	
	PREFERRED STOCK	
02	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF	Management
	THE SPECIAL MEETING	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

COGECO INC.

SECURITY 19238T100 MEETING TYPE Annual
TICKER SYMBOL CGECF MEETING DATE 16-Dec-2009
ISIN CA19238T1003 AGENDA 933167555 - Management

AND AUTHORIZE THE BOARD TO FIX THEIR

REMUNERATION.

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 LOUIS AUDET	Management
	2 MARIO BERTRAND	
	3 ANDRE BROUSSEAU	
	4 PIERRE L. COMTOIS	
	5 PAULE DORE	
	6 CLAUDE A. GARCIA	
	7 GERMAINE GIBARA	
	8 DAVID MCAUSLAND	
	9 JAN PEETERS	
02	APPOINT SAMSON BELAIR / DELOITTE & TOUCHE S.E.N.C.R.L., CHARTERED ACCOUNTANTS, AS AUDITORS	Management

34

SUN MICROSYSTEMS, INC.

SECURITY 866810203 MEETING TYPE Annual
TICKER SYMBOL JAVA MEETING DATE 17-Dec-2009
ISIN US8668102036 AGENDA 933158138 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: SCOTT G. MCNEALY	Management
1B	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Management
1C	ELECTION OF DIRECTOR: STEPHEN M. BENNETT	Management
1D	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Management
1E	ELECTION OF DIRECTOR: ROBERT J. FINOCCHIO, JR.	Management
1F	ELECTION OF DIRECTOR: JAMES H. GREENE, JR.	Management
1G	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Management
1H	ELECTION OF DIRECTOR: RAHUL N. MERCHANT	Management
11	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Management
1J	ELECTION OF DIRECTOR: M. KENNETH OSHMAN	Management
1K	ELECTION OF DIRECTOR: P. ANTHONY RIDDER	Management
1L	ELECTION OF DIRECTOR: JONATHAN I. SCHWARTZ	Management
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG	Management
	LLP AS SUN'S INDEPENDENT REGISTERED PUBLIC	
	ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE	
	30, 2010.	

VIMPEL-COMMUNICATIONS

ITEM PROPOSAL

SECURITY 68370R109 MEETING TYPE Special
TICKER SYMBOL VIP MEETING DATE 17-Dec-2009
ISIN US68370R1095 AGENDA 933166680 - Management

01	ALLOCATION OF PROFITS AND LOSSES RESULTING FROM	Management
	OPERATIONS DURING THE NINE MONTHS ENDING ON	

SEPTEMBER 30, 2009, INCLUDING ADOPTION OF THE DECISION ON PAYMENT OF DIVIDENDS TO HOLDERS OF COMMON REGISTERED SHARES, AND PAYMENT OF DIVIDENDS TO HOLDERS OF PREFERRED REGISTERED SHARES OF TYPE "A" BASED ON THE RESULTS OF THE NINE MONTHS ENDING ON SEPTEMBER 30, 2009.

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

TYPE

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

SECURITY B10414116 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 04-Jan-2010 SIN BE0003810273 AGENDA 702183827 - Management

ITEM	PROPOSAL	TYPE
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVI-DE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED	Non-Voting
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 640428 DUE TO CHANGE IN VO-TING STATUS ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND-YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting
A.1.1	Acknowledgement and discussion of the following documents: the proposal for a-partial demerger by acquisition approved in accordance with Article 677 in con-junction with 728 of the Belgian Companies Code, by the Boards of Directors of-Belgacom SA under Public Law [hereinafter Belgacom SA] and Telindus Group NV,-with its registered office at 3001 Heverlee, Geldenaaksebaan, 355 and with Co-mpany number 0422 674 035 on 22 and 26 OCT 2009, and filled with the Clerk of-the Commercial Courts of Brussels and Leuven on 19 NOV 2009, the report of the-Board of Directors of 30 NOV 2009 in accordance with [i] Article 677 in conju-nction with Article 730 and (ii) 602 of the Belgian Companies Code, the Audito-r's report of 30 NOV 2009 on partial demerger in accordance with Article 602,-Paragraph 3 in conjunction with Article 731 of the Belgian Companies Code	Non-Voting
A.1.2	Pursuant to Article 677 in conjunction with 732 of the Belgian Companies Code, -notification by the Board of Directors of any important change in the assets-or liabilities of the Companies involved that has occurred since the date of t-he proposal for a partial demerger	Non-Voting
A.2.1	Approve the partial demerger of Telilndus with the transfer of part of its corporate assets to Belgacom SA, without dissolution and without ceasing to exist; the transfer of the demerged corporate assets will take place in accordance with Article 740, Section 2 of the Belgian Companies Code, i.e., without the issue of shares by Belgacom SA and without the exchange of Belgacom SA shares for shares of the Telindus Group NV, as from 01 JAN 2010, from the point of view of direct taxes and accounting, all operations made by the Telindus Group will be carried out for the account of Belgacom; as detailed in the proposal for a partial demerger, as a consequence of the proposed partial demerger, Telindus Group	Management

A.2.2	shall transfer to Belgacom the Belgian participations of Telindus Group as well as any supporting activities that are exclusively or mainly at the service of these Belgian companies, the international participations and the activities specifically aimed at supporting these international companies shall remain with Telindus Group Approve, in application of Article 740, Section 2 of the Belgian Companies Code, that Belgacom shall not issue any new shares and/or acquire its own shares in exchange for the shares which it holds in Telindus Group, at the level of Belgacom, the book value of the participation in the Telindus Group [which is part of the	Management
B.1.1	financial fixed assets] as a result of this partial demerger will be partially replaced by (i) the property components transferred by Telindus Group and (ii) goodwill  Acknowledgment and discussion of the following documents the	Non-Voting
	proposal for a pa-rtial demerger by acquisition approved, in accordance with Article 677 in conj-unction with Article 728 of the Belgian Companies Code, by the Boards of Direc-tors of Belgacom SA and of Belgacom Skynet SA, with its registered office at 1-030 Brussels, Boulevard du Roi Albert II, 27, and with Company number 0460.102672 on 22 and 23 OCT 2009 and filed with the Clerk of the Brussels Commercial-Court on 19 NOV 2009; the report of the Board of Directors of 30 NOV 2009 inaccordance with (i) Article 677 in conjunction with Article 730 and (ii) Article 602 of the Belgian Companies Code; the Auditor's report of 30 NOV 2009 on the partial demerger in accordance with Article 602, Paragraph 3 in conjunction-with Article 731 of the Belgian Companies Code	
B.1.2	Pursuant to Article 677 in conjunction with Article 732 of the Belgian Compani-es Code, notification by the Board of Directors of any important change in the-assets or liabilities of the companies involved that has occurred since the d-ate of the proposal for a partial demerger	Non-Voting
B.2.1	Approve the partial demerger of Belgacom Skynet, which involves the transfer of part of its corporate assets to Belgacom SA, without dissolution and without ceasing to exist; the transfer of the demerged corporate assets shall take place in accordance with Article 740, Section 2 of the Belgian Companies Code, i.e., without the issue of shares by Belgacom SA and without the exchange of Belgacom SA shares for shares of Belgacom Skynet; as from 01 JAN 2010, from the point of view of direct taxes and accounting, all operations made by Belgacom Skynet will be carried out for the account of Belgacom; as detailed in the proposal for a partial demerger, as a result of the partial demerger, Belgacom Skynet shall transfer all its operational activities and related assets and liabilities to Belgacom SA with the exception of (i) the financial participation in Skynet iMotion Activities SA, with its registered office at rue Carli 2, 1140 Evere and with company number 0875.092.626 and (ii) the investments placed with Belgacom Group International Services NV, with its	Management
B.2.2	registered office at Geldenaaksebaan 335, 3001 Hevertee and with company number 0466.917.220 Approve, in application of Article 740, Section 2 of the Belgian Companies Code, that Belgacom shall not issue any new shares and/or acquire shares in itself in exchange for the shares which it holds in Belgacom Skynet, at the level of Belgacom, the book value of the participation in Belgacom Skynet [which is part of the financial fixed assets] as a result of this partial demerger will be partially replaced by (i) the property components transferred by Belgacom Skynet and (ii) goodwill	Management

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

C.1	Acknowledgment, discussion and approval of the joint merger proposal equivalen—t to a merger by acquisition, by the Board of Directors of Belgacom SA on the—one hand and by the Boards of Directors of the following companies on the othe—r hand, drawn up in accordance with Article 719 of the Belgian Companies Code—[the "Merger proposal"]: Belgacom Mobile SA, with its registered office at 103—0 Brussels, Boulevard du Roi Albert II, 27, and with company number 0453.918.4—28; Telindus NV, with its registered office at 3001 Heverlee, Geldenaaksebaan,—355, and company number 0442.257.642; Telindus Sourcing SA, with its register—ed office at 7000 Mons, Avenue Thomas Edison,1, and company number 0457.839.80—2; this merger proposal was drawn up on 22, 23 and 28 OCT 2009 and was filed o—n behalf of Belgacom SA and Belgacom Mobile SA with the Clerk of the Brussels—Commercial Court on 19 NOV 2009; it was filed on behalf of Telindus SA with th—e Clerk of the Leuven Commercial Court on 19 November 2009, and filed on behalf of Telindus Sourcing SA with the Clerk of the Mons Commercial Court on 20 NO—V 2009	Non-Voting
C.2	Approve the acquisition by the company Belgacom SA of the Companies Belgacom Mobile SA, Telindus NV and Telindus Sourcing SA, in the form of a transaction equivalent to a merger in the sense of Article 676, section lof the Belgian Companies Code; as from 01 JAN 2010, from the point of view of direct taxes and accounting, all the operations performed by each of the 3 aforementioned Companies will be deemed to have been carried out for the account of Belgacom SA	Management
D.1	Authorize the Board of Directors, with power of substitution, for the implementation of the decisions taken	Management
D.2	Approve to grant special authority for the procedures or the VAT authorities and the Crossroads Bank for Enterprises and publication in the appendixes of the Belgian Official Gazette	Management

-----

ALLION HEALTHCARE, INC.

SECURITY 019615103 MEETING TYPE Special
TICKER SYMBOL ALLI MEETING DATE 11-Jan-2010
ISIN US0196151031 AGENDA 933178394 - Management

ITEM	PROPOSAL	TYPE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER,	Management
	DATED OCTOBER 18, 2009, BY AND AMONG BRICKELL BAY	
	ACQUISITION CORP., BRICKELL BAY MERGER CORP. AND	
	ALLION HEALTHCARE, INC.	
02	TO GRANT DISCRETIONARY AUTHORITY TO ADJOURN THE	Management
	SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL	
	PROXIES IN FAVOR OF ADOPTION OF THE MERGER	
	AGREEMENT.	

WALGREEN CO.

SECURITY 931422109 MEETING TYPE Annual
TICKER SYMBOL WAG MEETING DATE 13-Jan-2010
ISIN US9314221097 AGENDA 933170045 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 STEVEN A. DAVIS	
	2 WILLIAM C. FOOTE	
	3 MARK P. FRISSORA	
	4 ALAN G. MCNALLY	
	5 NANCY M. SCHLICHTING	
	6 DAVID Y. SCHWARTZ	
	7 ALEJANDRO SILVA	
	8 JAMES A. SKINNER	
	9 GREGORY D. WASSON	
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS	Management
	WALGREEN CO.'S INDEPENDENT REGISTERED PUBLIC	
	ACCOUNTING FIRM.	
03	AMEND AND RESTATE THE WALGREEN CO. EXECUTIVE	Management
	STOCK OPTION PLAN.	
04	SHAREHOLDER PROPOSAL ON A POLICY TO CHANGE EACH	Shareholder
	VOTING REQUIREMENT IN WALGREEN CO.'S CHARTER AND	
	BY-LAWS TO SIMPLE MAJORITY VOTE.	
05	SHAREHOLDER PROPOSAL ON A POLICY THAT A	Shareholder
	SIGNIFICANT PORTION OF FUTURE STOCK OPTION	
	GRANTS TO SENIOR EXECUTIVES SHOULD BE	
	PERFORMANCE-BASED.	
06	SHAREHOLDER PROPOSAL ON A WRITTEN REPORT ON	Shareholder
	CHARITABLE DONATIONS.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_

SALLY BEAUTY HOLDINGS, INC.

SECURITY 79546E104 MEETING TYPE Annual
TICKER SYMBOL SBH MEETING DATE 27-Jan-2010
ISIN US79546E1047 AGENDA 933173762 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management

-	agai i iiiig. a/tbeeei bivib	LIND WINGS.	/IL 111001 .	OIII IV 1 7.	
	1 JAMES G. BERGES				
	2 MARSHALL E. EISEN	NBERG			
	3 JOHN A. MILLER				
	4 RICHARD J. SCHNAI RATIFICATION OF THE SELEC		TID NO TUE		Maragamant
	RATIFICATION OF THE SELECT CORPORATION'S INDEPENDENT				Management
	ACCOUNTING FIRM FOR THE E				
	APPROVAL OF THE SALLY BEA				Management
	OMNIBUS INCENTIVE PLAN.				
ASHLAND INC.					
AUIIIAND INC.					
	044209104				
TICKER SYMBOL	ASH	MEETING DATE	28-Jan-2010		
ISIN	US0442091049	AGENDA	933173724 -	Management	
ITEM	PROPOSAL				TYPE
	ELECTION OF CLASS III DIF				Management
	ELECTION OF CLASS III DIF				Management
	ELECTION OF CLASS III DIF				Management
	RATIFICATION OF PRICEWATE INDEPENDENT REGISTERED PU				Management
	FISCAL 2010.	JBLIC ACCOUNT	MID FOR		
	TV0				
THE LACLEDE G	ROUP, INC.				
SECURITY	505597104	MEETING TYPE	Annual		
TICKER SYMBOL	LG	MEETING DATE	28-Jan-2010		
ISIN	US5055971049	MEETING DATE AGENDA	933175716 -	Management	
ITEM	PROPOSAL				TYPE
01	DIRECTOR				Management
	1 BRENDA D. NEWBERF	RY			Management
	2 MARYANN VANLOKERE				
	3 DOUGLAS H. YAEGEF				
	TO RATIFY THE APPOINTMENT		& TOUCHE LLF		Management
	AS INDEPENDENT REGISTERED	D PUBLIC ACCOU	JNTANT FOR		
	FISCAL YEAR 2010.				
ALBERTO-CULVE	R COMPANY				
SECURITY	013078100	MEETING TYPE	Annual		
TICKER SYMBOL		MEETING DATE			
ISIN	US0130781000	AGENDA	933176364 -	Management	
				-	ļ

ITEM	PROPOSAL		TYPE
01	DIRECTOR  1 JAMES G. BROCKSMITH, JR  2 LEONARD H. LAVIN  3 ROBERT H. ROCK, D.B.A.		Management
ZON MULTIMED	A - SERVICOS DE TELECOMUNICACOES E	 MU	
TICKER SYMBO	MEETING D	YPE Annual General Meeting ATE 29-Jan-2010 702185249 - Management	
ITEM	PROPOSAL		TYPE
1	Approve to resolve on the disposal PLEASE NOTE THAT THE CONDITION FOR MINIMUM SHARES/VOTING RIGHT-: 400/PLEASE NOTE THAT THIS IS A REVISIO OF AN ADDITIONAL COMMENT. I-F YOU SENT IN YOUR VOTES, PLEASE DO NOT PROXY FORM UN-LESS YOU DECIDE TO A ORIGINAL INSTRUCTIONS. THANK YOU.	THE MEETING IS:  1.  N DUE TO RECEIPT  HAVE ALREADY  RETURN THIS	Management Non-Voting Non-Voting
ROCKWELL AUT	DMATION, INC.		
TICKER SYMBO	773903109 MEETING T ROK MEETING D US7739031091 AGENDA	YPE Annual ATE 02-Feb-2010 933175653 - Management	
ITEM	PROPOSAL		TYPE
A	DIRECTOR  1 BARRY C. JOHNSON  2 W.T. MCCORMICK, JR.  3 KEITH D. NOSBUSCH		Management
В	TO APPROVE THE SELECTION OF DELOIT AS THE CORPORATION'S INDEPENDENT R PUBLIC ACCOUNTING FIRM.		Management
С	TO APPROVE AMENDMENTS TO THE CORPOLONG-TERM INCENTIVES PLAN DESCRIBE		Management

STATEMENT.

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

TANDBERG ASA

SECURITY R88391108 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 03-Feb-2010 ISIN NO0005620856 AGENDA 702193032 - Management

ITEM	PROPOSAL	TYPE
_	IMPORTANT MARKET PROCESSING REQUIREMENT: A	Non-Voting
	BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA)	
	IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR	
	VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A	
	POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED.	
	IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR	
	CLIENT SERVICE-REPRESENTATIVE	
_	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL	Non-Voting
	OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN	
	ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL	
	NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL	
	OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR	
	CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS	
	REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED	
1	Opening of the meeting by the Chairman of the Board and	Management
	summary of the shareholders present	
2	Elect a Chairman for the meeting and 2 persons to countersign	Management
	the minutes	
3	Approve the notice and agenda	Management
4	Amend the Articles of Association	Management

ATMOS ENERGY CORPORATION

SECURITY 049560105 MEETING TYPE Annual
TICKER SYMBOL ATO MEETING DATE 03-Feb-2010
ISIN US0495601058 AGENDA 933169496 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 KIM R. COCKLIN*	
	2 ROBERT W. BEST**	
	3 ROBERT C. GRABLE**	
	4 PHILLIP E. NICHOL**	
	5 CHARLES K. VAUGHAN**	
02	PROPOSAL TO AMEND ARTICLES OF INCORPORATION TO	Management
	ELIMINATE THE CLASSIFICATION OF THE BOARD OF	
	DIRECTORS.	
03	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST &	Management

YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2010.

\_\_\_\_\_\_

XEROX CORPORATION

SECURITY 984121103 MEETING TYPE Special
TICKER SYMBOL XRX MEETING DATE 05-Feb-2010
ISIN US9841211033 AGENDA 933178433 - Management

ITEM	PROPOSAL	TYPE
01	TO APPROVE THE ISSUANCE OF SHARES OF COMMON STOCK REQUIRED TO BE ISSUED TO AFFILIATED COMPUTER SERVICES, INC.("ACS") STOCKHOLDERS	Management
	PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 27, 2009, AS AMENDED BY	
	AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 13, 2009, AMONG XEROX CORPORATION, BOULDER ACQUISITION CORP. AND	
0.2	ACS. TO APPROVE THE ADJOURNMENT OF THE SPECIAL	Management
02	MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES.	Pariagement

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

IMS HEALTH INCORPORATED

SECURITY 449934108 MEETING TYPE Special
TICKER SYMBOL RX MEETING DATE 08-Feb-2010
ISIN US4499341083 AGENDA 933180820 - Management

ITEM	PROPOSAL	TYPE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER,	Management
	DATED AS OF NOVEMBER 5, 2009, AS IT MAY BE AMENDED	
	FROM TIME TO TIME, BY AND AMONG IMS HEALTH	
	INCORPORATED, HEALTHCARE TECHNOLOGY HOLDINGS,	
	INC. AND HEALTHCARE TECHNOLOGY ACQUISITION, INC.	
02	TO APPROVE AN ADJOURNMENT OF THE SPECIAL	Management
	MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT	
	ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES	
	AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE	
	AGREEMENT AND PLAN OF MERGER.	

TINGTED LIWIVE	TS, INCORPORATED		
	,		
		MEETING TYPE Annual	
TICKER SYMBO	US4570301048	MEETING DATE 09-Feb-2010 AGENDA 933178584 - Management	
ITEM	PROPOSAL		TYPE 
01	DIRECTOR 1 FRED D. AYERS		Management
02	OUR INDEPENDENT REGIS	ARD MENT OF ERNST & YOUNG LLP AS STERED PUBLIC ACCOUNTING YEAR ENDING SEPTEMBER 25, 2010.	Management
BURLINGTON N	ORTHERN SANTA FE CORPC	PATION	
SECURITY	12189T104	MEETING TYPE Special	
TICKER SYMBO	L BNI	MEETING TYPE Special MEETING DATE 11-Feb-2010	
ISIN	US12189T1043	AGENDA 933179106 - Management	
ITEM	PROPOSAL		TYPE 
01	AS OF NOVEMBER 2, 200 HATHWAY INC., R ACQUI BURLINGTON NORTHERN S	AND PLAN OF MERGER, DATED OP, BY AND AMONG BERKSHIRE ESITION COMPANY, LLC AND SANTA FE CORPORATION, AS IT TIME TO TIME (THE "MERGER	Management
02	ADOPT A MOTION TO ADJ SPECIAL MEETING TO AN	JOURN OR POSTPONE THE JOTHER TIME AND/OR PLACE FOR TING ADDITIONAL PROXIES IN	Management
	FAVOR OF THE PROPOSAL AGREEMENT, IF NECESSA	TO ADOPT THE MERGER	
	FAVOR OF THE PROPOSAL	TO ADOPT THE MERGER	
 NAVISTAR INT	FAVOR OF THE PROPOSAL AGREEMENT, IF NECESSA	TO ADOPT THE MERGER	
 NAVISTAR INT SECURITY TICKER SYMBO	FAVOR OF THE PROPOSAL AGREEMENT, IF NECESSA ERNATIONAL CORPORATION 63934E108 L NAV	TO ADOPT THE MERGER ARY.  MEETING TYPE Annual MEETING DATE 16-Feb-2010	
	FAVOR OF THE PROPOSAL AGREEMENT, IF NECESSAL FACE OF THE PROPOSAL AGREEMENT, IF NECESSAL FACE OF THE PROPOSAL FACE	TO ADOPT THE MERGER ARY.  MEETING TYPE Annual	

01 DIRECTOR

Management

	1 EUGENIO CLARIOND	
	2 DIANE H. GULYAS	
	3 WILLIAM H. OSBORNE	
02	VOTE TO RATIFY THE SELECTION OF KPMG LLP AS OUR	Management
	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	
03	VOTE TO APPROVE AN AMENDMENT TO OUR 2004	Management
	PERFORMANCE INCENTIVE PLAN TO INCREASE THE	
	NUMBER OF SHARES AVAILABLE FOR ISSUANCE	
	THEREUNDER FROM 3,250,000 TO 5,750,000.	
04	VOTE TO APPROVE AN AMENDMENT TO OUR 2004	Management
	PERFORMANCE INCENTIVE PLAN TO MODIFY THE	
	PERFORMANCE MEASURES.	

PEPSIAMERICAS, INC.

SECURITY 71343P200 MEETING TYPE Special
TICKER SYMBOL PAS MEETING DATE 17-Feb-2010
ISIN US71343P2002 AGENDA 933182951 - Management

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

0.1 TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AUGUST 3, 2009, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG PEPSIAMERICAS, INC., A DELAWARE CORPORATION, PEPSICO, INC., A NORTH CAROLINA CORPORATION, AND PEPSI-COLA METROPOLITAN BOTTLING COMPANY, INC., A NEW JERSEY CORPORATION

AND A WHOLLY OWNED SUBSIDIARY OF PEPSICO, INC.

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

GVT HOLDING SA, CURITIBA

SECURITY P5145T104 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 22-Feb-2010

ISIN BRGVTTACNOR8 AGENDA 702235448 - Management

TTEM PROPOSAL TYPE

> IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED-. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR

Non-Voting

CLIENT SERVICE REPRESENTATIVE

Approve the selection of an Appraiser to prepare a valuation report for the shares of the Company, for the joint purpose of a mandatory public tender offer, resulting from the acquisition of control, increase of share ownership interest, delisting from the Novo Mercado of the BM and F Bovespa and cancellation of the registration of the Company as a publicly traded Company, by Vivend I S.A. whose public tender offer is still subject to approval by the securities commission CVM, in accordance with the notices of material F act released on 13 Nov 2009, and 08 Jan 2010, and in accordance with the terms of Paragraph 1 of Article 51 of the Corporate Bylaws of the Company; the Appraiser must be selected from among a list of three specialized Companies as decided by the Board of Directors at a meeting on 03 Feb 2010; I) BNP Paribas, Sao Paulo, Brazil, recommended by the Board of Directors of the Company, considering the current valuation report prepared for the registration, on 13 Nov 2009, of the

#### BANK OF AMERICA CORPORATION

announcement of the

1.

SECURITY 060505104 MEETING TYPE Special TICKER SYMBOL BAC MEETING DATE 23-Feb-2010
ISIN US0605051046 AGENDA 933183218 - Management

ITEM	PROPOSAL	TYPE
01	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF	Management
	AMERICA CORPORATION AMENDED AND RESTATED	
	CERTIFICATE OF INCORPORATION TO INCREASE THE	
	NUMBER OF AUTHORIZED SHARES OF COMMON STOCK	
	FROM 10 BILLION TO 11.3 BILLION.	
02	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE	Management
	SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO	
	SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE	
	ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL	
	MEETING TO APPROVE THE PROPOSAL SET FORTH IN ITEM	

\_\_\_\_\_\_

### DEERE & COMPANY

1.

SECURITY 244199105 MEETING TYPE Annual TICKER SYMBOL DE MEETING DATE 24-Feb-2010 SIN US2441991054 AGENDA 933182824 Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Management
1B	ELECTION OF DIRECTOR: AULANA L. PETERS	Management
1C	ELECTION OF DIRECTOR: DAVID B. SPEER	Management

Management

02	COMPANY PROPOSAL #1 - AMEND RESTATED CERTIFICATE	Management
	OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION	
	OF ALL DIRECTORS	
03	COMPANY PROPOSAL #2 - AMEND THE JOHN DEERE	Management
	OMNIBUS EQUITY AND INCENTIVE PLAN	
04	COMPANY PROPOSAL #3 - RE-APPROVE THE JOHN DEERE	Management
	SHORT-TERM INCENTIVE BONUS PLAN	
05	RATIFICATION OF THE APPOINTMENT OF DELOITTE &	Management
	TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC	
	ACCOUNTING FIRM FOR FISCAL 2010	
06	STOCKHOLDER PROPOSAL #1 - CEO PAY DISPARITY	Shareholder
07	STOCKHOLDER PROPOSAL #2 - ADVISORY VOTE ON	Shareholder
	EXECUTIVE COMPENSATION	
08	STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND	Shareholder
	CHAIRMAN RESPONSIBILITIES	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

GVT HOLDING SA, CURITIBA

SECURITY P5145T104 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 04-Mar-2010 ISIN BRGVTTACNOR8 AGENDA 702264982 - Management

ITEM	PROPOSAL	TYPE
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR	Non-Voting
1.	CLIENT SERVICE REPRESENTATIVE  Approve the selection of an Appraiser to prepare a valuation report for the shares of the Company, for the joint purpose of a mandatory public tender offer, resulting from the acquisition of control, increase of share ownership interest, delisting from the Novo Mercado of the BM and F Bovespa and cancellation of the registration of the Company as a publicly traded Company, by Vivend I S.A. whose public tender offer is still subject to approval by the securities commission CVM, in accordance with the notices of material F act released on 13 Nov 2009, and 08 Jan 2010, and in accordance with the terms of Paragraph 1 of Article 51 of the Corporate Bylaws of the Company; the Appraiser must be selected from among a list of three specialized Companies as decided by the Board of Directors at a meeting on 03 Feb 2010; I)	Management
	BNP Paribas, Sao Paulo, Brazil, recommended by the Board of Directors of the Company, considering the current valuation report prepared for the registration, on 13 Nov 2009, of the announcement of the PLEASE NOTE THAT VOTES 'IN FAVOR' AND 'AGAINST' IN	Non-Voting

THE SAME AGENDA ITEM ARE NO-T ALLOWED. ONLY VOTES IN FAVOR AND/OR ABSTAIN OR AGAINST AND/ OR ABSTAIN ARE A-LLOWED. THANK YOU

\_\_\_\_\_\_

GVT HOLDING SA, CURITIBA

SECURITY P5145T104 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 08-Mar-2010 ISIN BRGVTTACNOR8 AGENDA 702235400 - Management

ITEM	PROPOSAL	TYPE
-	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting
-	PLEASE NOTE THAT VOTES 'IN FAVOR' AND 'AGAINST' IN THE SAME AGENDA ITEM ARE-NOT ALLOWED. ONLY VOTES IN FAVOR AND/OR ABSTAIN OR AGAINST AND/ OR ABSTAIN- ARE ALLOWED. THANK YOU	Non-Voting
1	Approve the cancellation of the registration of the Company as a Publicly Traded Company and the delisting of its shares from the Novo Mercado Listing Segment, CONTD	Management
-	CONTD in accordance with the decision of its Board of Directors in a meeting h-eld on 03 FEB 2010, in accordance with the terms of Article 10, Paragraph 2, o-f the Bylaws of the Company	Non-Voting
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF THE RESOLUTION. I-F YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UN-LESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting

WHOLE FOODS MARKET, INC.

SECURITY 966837106 MEETING TYPE Annual
TICKER SYMBOL WFMI MEETING DATE 08-Mar-2010
ISIN US9668371068 AGENDA 933184501 - Management

ITEM	PROPOSA	AL	TYPE
01	DIRECT(1 2 3 4 5 6	DR DR. JOHN B. ELSTROTT GABRIELLE E. GREENE HASS HASSAN STEPHANIE KUGELMAN JOHN P. MACKEY JONATHAN A. SEIFFER	Management

	Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX	
02	MORRIS J. SIEGEL  JONATHAN D. SOKOLOFF  DR. RALPH Z. SORENSON  W.A. (KIP) TINDELL, III  RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG,  LLP AS INDEPENDENT AUDITOR FOR THE COMPANY FOR  FISCAL YEAR 2010.	Management
_	ge Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2	2010 27
03	SHAREHOLDER PROPOSAL REGARDING EXPANDING THE REQUIREMENT FOR MAJORITY VOTING STANDARDS FOR	Shareholder

	REQUIREMENT FOR MAJORITY VOTING STANDARDS FOR ALL MATTERS REQUIRING A VOTE OF SHAREHOLDERS IN	
	COMPANY'S ARTICLES OF INCORPORATION & BYLAWS.	
04	SHAREHOLDER PROPOSAL REGARDING AMENDMENT OF	Shareholder
	THE COMPANY'S BYLAWS TO PERMIT REMOVAL OF A	
	DIRECTOR WITH OR WITHOUT CAUSE.	
05	SHAREHOLDER PROPOSAL REGARDING ESTABLISHING A	Shareholder
	BOARD OF DIRECTORS POLICY CONCERNING AN	
	ENGAGEMENT PROCESS WITH PROPONENTS OF	
	SHAREHOLDER PROPOSALS THAT ARE SUPPORTED BY A	
	MAJORITY OF THE VOTES CAST.	
06	SHAREHOLDER PROPOSAL REGARDING REQUESTING	Shareholder
	THAT THE BOARD OF DIRECTORS AMEND THE COMPANY'S	
	CORPORATE GOVERNANCE PRINCIPLES TO ADOPT AND	
	DISCLOSE A WRITTEN AND DETAILED CEO SUCCESSION	

TYCO INTERNATIONAL LTD.

PLANNING POLICY.

SECURITY H89128104 MEETING TYPE Annual TICKER SYMBOL TYC MEETING DATE 10-Mar-2010 ISIN CH0100383485 AGENDA 933185298 -AGENDA 933185298 - Management

ITEM PROPOSAL TYPE \_\_\_\_\_ TO APPROVE THE ANNUAL REPORT, THE PARENT Management COMPANY FINANCIAL STATEMENTS OF TYCO INTERNATIONAL LTD AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED SEPTEMBER 25, 02 TO DISCHARGE THE BOARD OF DIRECTORS FROM Management LIABILITY FOR THE FINANCIAL YEAR ENDED SEPTEMBER 25, 2009. 03 DIRECTOR Management 1 EDWARD D. BREEN 2 MICHAEL E. DANIELS 3 TIMOTHY M. DONAHUE

	4 BRIAN DUPERREAULT	
	5 BRUCE S. GORDON	
	6 RAJIV L. GUPTA	
	7 JOHN A. KROL	
	8 BRENDAN R. O'NEILL	
	9 WILLIAM S. STAVROPOULOS	
	10 SANDRA S. WIJNBERG	
	11 R. DAVID YOST	
4A	TO ELECT DELOITTE AG (ZURICH) AS STATUTORY	Management
	AUDITORS UNTIL OUR NEXT ANNUAL GENERAL MEETING.	
4B	TO RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS	Management
	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	
	FOR PURPOSES OF UNITED STATES SECURITIES LAW	
	REPORTING FOR THE YEAR ENDING SEPTEMBER 24, 2010.	
4C	TO ELECT PRICEWATERHOUSECOOPERS AG (ZURICH) AS	Management
	SPECIAL AUDITORS UNTIL OUR NEXT ANNUAL GENERAL	
_	MEETING.	
5A	TO APPROVE THE ALLOCATION OF FISCAL YEAR 2009	Management
	RESULTS.	
5B	TO APPROVE THE PAYMENT OF A DIVIDEND IN THE FORM	Management
	OF A CAPITAL REDUCTION, SUCH PAYMENT TO BE MADE IN	
	FOUR QUARTERLY INSTALLMENTS AT SUCH TIMES DURING	
	THE PERIOD THROUGH THE NEXT ANNUAL GENERAL	
0.6	MEETING AS SHALL BE DETERMINED BY THE BOARD.	
06	AMENDMENT TO OUR ARTICLES OF ASSOCIATION TO	Management
	PROVIDE FOR PLURALITY VOTING IN THE EVENT THAT NUMBER OF CANDIDATES THAT ARE NOMINATED FOR	
	NUMBER OF CANDIDATES THAT ARE NOMINATED FOR ELECTION EXCEEDS NUMBER OF POSITIONS AVAILABLE.	
07	TO CONSIDER AND ACT ON SUCH OTHER BUSINESS AS	Management
0 /	MAY PROPERLY COME BEFORE THE MEETING OR ANY	Management
	ADJOURNMENT THEREOF.	
	ADOUGNITENT THEREOF.	

\_\_\_\_\_

#### TYCO ELECTRONICS LTD

SECURITY H8912P106 MEETING TYPE Annual
TICKER SYMBOL TEL MEETING DATE 10-Mar-2010
ISIN CH0102993182 AGENDA 933187672 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF PIERRE R. BRONDEAU	Management
1B	ELECTION OF RAM CHARAN	Management
1C	ELECTION OF JUERGEN W. GROMER	Management
1D	ELECTION OF ROBERT M. HERNANDEZ	Management
1E	ELECTION OF THOMAS J. LYNCH	Management
1F	ELECTION OF DANIEL J. PHELAN	Management

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010

The Gabelli Dividend and Income Trust

1G 1H 1I 1J 1K 2A	ELECTION OF FREDERIC M. POSES ELECTION OF LAWRENCE S. SMITH ELECTION OF PAULA A. SNEED ELECTION OF DAVID P. STEINER ELECTION OF JOHN C. VAN SCOTER TO APPROVE THE 2009 ANNUAL REPORT OF TYCO ELECTRONICS LTD. (EXCLUDING THE STATUTORY FINANCIAL STATEMENTS FOR THE PERIOD ENDED SEPTEMBER 25, 2009 AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 25, 2009)	Management Management Management Management Management Management
2B	TO APPROVE THE STATUTORY FINANCIAL STATEMENTS OF TYCO ELECTRONICS LTD. FOR THE PERIOD ENDED SEPTEMBER 25, 2009	Management
2C	TO APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS OF TYCO ELECTRONICS LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 25, 2009	Management
03	TO APPROVE THE EQUIVALENT OF A DIVIDEND PAYMENT IN THE FORM OF A DISTRIBUTION TO SHAREHOLDERS THROUGH A REDUCTION OF THE PAR VALUE OF TYCO ELECTRONICS SHARES, SUCH PAYMENT TO BE MADE IN FOUR EQUAL QUARTERLY INSTALLMENTS ON OR BEFORE MARCH 25, 2011 (THE END OF THE SECOND FISCAL OUARTER OF 2011)	Management
04	TO RELEASE THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS OF TYCO ELECTRONICS FOR ACTIVITIES DURING FISCAL YEAR 2009	Management
05	TO APPROVE AN INCREASE IN THE NUMBER OF SHARES AVAILABLE FOR AWARDS UNDER THE TYCO ELECTRONICS LTD. 2007 STOCK AND INCENTIVE PLAN	Management
6A	TO ELECT DELOITTE & TOUCHE LLP AS TYCO ELECTRONICS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010	Management
6B	TO ELECT DELOITTE AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SWISS REGISTERED AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TYCO ELECTRONICS	Management
6C	TO ELECT PRICEWATERHOUSECOOPERS AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SPECIAL AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TYCO ELECTRONICS	Management
07	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE ANNUAL GENERAL MEETING	Management

-----

## TYCO ELECTRONICS LTD

SECURITY H8912P106 MEETING TYPE Annual
TICKER SYMBOL TEL MEETING DATE 10-Mar-2010
ISIN CH0102993182 AGENDA 933194932 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF PIERRE R. BRONDEAU	Management
1B	ELECTION OF RAM CHARAN	Management
1C	ELECTION OF JUERGEN W. GROMER	Management
1D	ELECTION OF ROBERT M. HERNANDEZ	Management

1E	ELECTION OF THOMAS J. LYNCH	Management
1F	ELECTION OF DANIEL J. PHELAN	Management
1G	ELECTION OF FREDERIC M. POSES	Management
1H	ELECTION OF LAWRENCE S. SMITH	Management
1I	ELECTION OF PAULA A. SNEED	Management
1J	ELECTION OF DAVID P. STEINER	Management
1K	ELECTION OF JOHN C. VAN SCOTER	Management
2A	TO APPROVE THE 2009 ANNUAL REPORT OF TYCO	Management
	ELECTRONICS LTD. (EXCLUDING THE STATUTORY	
	FINANCIAL STATEMENTS FOR THE PERIOD ENDED	
	SEPTEMBER 25, 2009 AND THE CONSOLIDATED FINANCIAL	
	STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER	
	25, 2009)	
2B	TO APPROVE THE STATUTORY FINANCIAL STATEMENTS OF	Management
	TYCO ELECTRONICS LTD. FOR THE PERIOD ENDED	
	SEPTEMBER 25, 2009	
2C	TO APPROVE THE CONSOLIDATED FINANCIAL	Management
	STATEMENTS OF TYCO ELECTRONICS LTD. FOR THE	
	FISCAL YEAR ENDED SEPTEMBER 25, 2009	
03	TO APPROVE THE EQUIVALENT OF A DIVIDEND PAYMENT	Management
	IN THE FORM OF A DISTRIBUTION TO SHAREHOLDERS	
	THROUGH A REDUCTION OF THE PAR VALUE OF TYCO	
	ELECTRONICS SHARES, SUCH PAYMENT TO BE MADE IN	
	FOUR EQUAL QUARTERLY INSTALLMENTS ON OR BEFORE	
	MARCH 25, 2011 (THE END OF THE SECOND FISCAL	
	QUARTER OF 2011)	
0 4	TO RELEASE THE MEMBERS OF THE BOARD OF	Management
	DIRECTORS AND EXECUTIVE OFFICERS OF TYCO	
	ELECTRONICS FOR ACTIVITIES DURING FISCAL YEAR 2009	

### ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

05	TO APPROVE AN INCREASE IN THE NUMBER OF SHARES AVAILABLE FOR AWARDS UNDER THE TYCO ELECTRONICS	Management
6A	LTD. 2007 STOCK AND INCENTIVE PLAN TO ELECT DELOITTE & TOUCHE LLP AS TYCO ELECTRONICS' INDEPENDENT REGISTERED PUBLIC	Management
6В	ACCOUNTING FIRM FOR FISCAL YEAR 2010 TO ELECT DELOITTE AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SWISS REGISTERED AUDITOR UNTIL THE	Management
6C	NEXT ANNUAL GENERAL MEETING OF TYCO ELECTRONICS TO ELECT PRICEWATERHOUSECOOPERS AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SPECIAL AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TYCO	Management
07	ELECTRONICS TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE ANNUAL GENERAL MEETING	Management

NATIONAL FUEL GAS COMPANY

SECURITY 636180101 MEETING TYPE Annual TICKER SYMBOL NFG MEETING DATE 11-Mar-2010

US6361801011 AGENDA 933188434 - Management ISIN

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 PHILIP C. ACKERMAN	
	2 CRAIG G. MATTHEWS	
	3 RICHARD G. REITEN	
	4 DAVID F. SMITH	
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS	Management
	OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING	
	FIRM	
03	VOTE TO APPROVE THE 2010 EQUITY COMPENSATION	Management
	PLAN	

#### COVIDIEN PLC

SECURITY G2554F105 MEETING TYPE Annual
TICKER SYMBOL COV MEETING DATE 16-Mar-2010
ISIN IE00B3QN1M21 AGENDA 933185337 - Management

ITEM	PROPOSAL	TYPE
01	TO RECEIVE AND CONSIDER THE COMPANY'S IRISH	Management
	STATUTORY ACCOUNTS AND THE REPORTS OF THE	
	DIRECTORS AND AUDITORS THEREON.	
2A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Management
2B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Management
2C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Management
2D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Management
2E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Management
2F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Management
2G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Management
2H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Management
2I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management
2J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Management
2K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Management
03	TO APPOINT INDEPENDENT AUDITORS AND AUTHORIZE	Management
	THE AUDIT COMMITTEE TO SET THE AUDITORS'	
	REMUNERATION.	
04	TO AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY	Management
	OF THE COMPANY TO MAKE MARKET PURCHASES OF	
	COMPANY SHARES.	
S5	TO AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY	Management
	SHARES. (SPECIAL RESOLUTION)	

\_\_\_\_\_\_

EDISON SPA, MILANO

SECURITY T3552V114 MEETING TYPE Ordinary General Meeting TICKER SYMBOL MEETING DATE 23-Mar-2010

IT0003152417 AGENDA 702251985 - Management ISIN

ITEM	PROPOSAL	TYPE
-	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 24 MAR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL-REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA	Non-Voting
	IS AMENDED. PLEASE BE ALSO-ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE-MEETING IS CANCELLED. THANK YOU.	
1	Approve to re-determine the Directors emolument	Management
2	Appointment of the Directors	Management
3	Approve the financial statement at 31 DEC 2009, destination of profits, reserves classification, any adjournment thereof	Management
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL INFORMATIONIF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM U-NLESS YOU DECIDE TO AMEND YOUR OBJECTIVAL INSTRUCTIONS. THANK YOU	Non-Voting
	ORIGINAL INSTRUCTIONS. THANK YOU. PLEASE NOTE THAT SHAREHOLDERS WHO ALONE OR TOGETHER WITH OTHER SHAREHOLDERS, H-OLD AT LEAST ONE FOURTIETH OF CORPORATE CAPITAL WITH VOTING RIGHT CAN REQUEST, -WITHIN 5 DAYS FROM THE ISSUER S NOTIFICATION OF THIS MEETING, AN INTEGRATION-TO THE ITEMS OF THIS AGENDA, QUOTING IN THEIR REQUEST THE ADDITIONAL SUBJECTS-PROPOSED. THE INTEGRATION IS NOT ALLOWED FOR SUBJECTS ON WHICH THE MEETING DEL-IBERATES, ACCORDING TO THE LAW, ON PROPOSAL OF DIRECTORS OR ON THE BASIS OF A-PROJECT OR A REPORT DRAWN UP BY THE DIRECTORS. WITH RE TO ITEM 2 OF THE AGENDA-AND AS PER CORPORATE BYLAWS, DIRECTORS ARE APPOINTED WITH NO SLATE CONSTRAINT THANK YOU	Non-Voting

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

IBERDROLA SA, BILBAO

SECURITY E6165F166 MEETING TYPE Ordinary General Meeting TICKER SYMBOL MEETING DATE 26-Mar-2010 ISIN ES0144580Y14 AGENDA 702295444 - Management

ITEM PROPOSAL TYPE

> PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 662153 DUE TO ADDITION OF-RESOLUTION. ALL VOTES

Non-Voting

	RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND-YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 27 MAR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN V-ALID FOR ALL CALLS UNLESS THE AGENDA	Non-Voting
	IS AMENDED. THANK YOU. PLEASE NOTE THAT AN INCENTIVE FEE OF EUR 0.005 PER SHARE. THANK YOU	Non-Voting
1.	Approval of the individual annual financial statements of IBERDROLA, S.A. (balance sheet, profit and loss statement, statement of changes in shareholders' equity, statement of cash flows, and notes) and of the consolidated financial statements of IBERDROLA, S.A. and its subsidiaries (balance sheet, profit and loss statement, statement of changes in shareholders' equity, statement of cash flows, and notes) for the FY ended on 31 DEC 2009.	Management
2.	Approval of the individual management report of IBERDROLA, S.A. and of the consolidated management report of IBERDROLA, S.A. and its subsidiaries for the FYE on 31 DEC 2009.	Management
3.	Approval of the management and actions of the Board of Directors during the FYE 31 DEC 2009.	Management
4.	Re-election of the Auditor of the Company and of its Consolidated Group for FY 2010.	Management
5.	Approval of the proposal for the allocation of profits/losses and the distribution of dividends for the FYE on 31 DEC 2009.	Management
6.	Approval, for the free-of-charge allocation of the ordinary shares issued to the shareholders of the Company, of an increase in share capital by means of a scrip issue at a maximum reference market value of 1,866 million euros. The shareholders will be offered the acquisition of their free-of-charge allocation rights at a guaranteed price. Express provision for the possibility of an incomplete allocation. Application for admission of the resulting shares to listing on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Automated Quotation System (Sistema de Interconexion Bursatil). Delegation of powers to the Board of Directors, with the express power of substitution, including the power to implement the capital increase by means of a scrip issue on 1 or, at most, 2 occasions (provided always that the reference market value shall not exceed 1,048 million euros in the first installment of the implementation or 818 million euros in the second installment, if any) and the power to amend Article 5 of the By-Laws in each of the installments.	Management
7.1.A	Appointment of Ms. Maria Helena Antolin Raybaud as Director, with the status of External Independent Director.	Management
7.1.B	Appointment of Mr. Santiago Martinez Lage as Director, with the status of External Independent Director.	Management
7.2.A	Re-election of Mr. Victor de Urrutia Vallejo as Director, with the status of External Independent Director.	Management
7.2.B	Re-election of Mr. Ricardo Alvarez Isasi as Director, with the status of External Independent Director.	Management
7.2.C	Re-election of Mr. Jose Ignacio Berroeta Echevarria as Director, with the status of External Independent Director.	Shareholder
7.2.D	Re-election of Mr. Juan Luis Arregui Ciarsolo as Director, with the status of External Independent Director.	Shareholder
7.2.E	Re-election of Mr. Jose Ignacio Sanchez Galan as Director, with the status of Executive Director.	Management
7.2.F	Re-election of Mr. Julio de Miguel Aynat as Director, with the status of External Independent Director.	Management

ProxyEdge

Meeting Date Range	: 07/01/2009 to 06/30/2010	Report Date: 07/06/2010
The Gabelli Divide	nd and Income Trust	31

status of External Independent Director.

7.3 Establishment of the number of Directors.

7.2.G Re-election of Mr. Sebastian Battaner Arias as Director, with the Management

8.	Authorization to the Board of Directors, with the express power of delegation, for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, upon the terms provided by applicable law, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount.	Management
9.	Delegation to the Board of Directors, with the express power of substitution, for a term of 5 years, of the power to issue: a) bonds or simple debentures and other fixed-income securities of a like nature (other than notes), as well as preferred stock, up to a maximum amount of 20 billion euros, and b) notes up to a maximum amount at any given time, independently of the foregoing, of 6 billion euros; and authorization for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries, for which purpose the delegation approved by the shareholders at the General Shareholders' Meeting held on 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount.	Management
10.	Authorization to the Board of Directors, with the express power of delegation, to apply for the listing on and delisting from Spanish or foreign, official or unofficial, organized or other secondary markets of the shares, debentures, bonds, notes, preferred stock or any other securities issued or to be issued, and to adopt such resolutions as may be necessary to ensure the continued listing of the shares, debentures or other securities of the Company that may then be outstanding, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect.	Management
11.	Authorization to the Board of Directors, with the express power of delegation, to create and fund associations and foundations, pursuant to applicable legal provisions, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount.	Management
12.	Amendment of Articles 11 and 62 of the By-Laws.  Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders'  Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made.	Management Management
	PLEASE BE ADVISED THAT THE RECOMMENDATIONS FOR RESOLUTIONS 7.2.C AND 7.2.D ARE-INCORRECTLY DISPLAYED. THESE ITEMS ARE MANAGEMENT PROPOSALS AND RECOMMENDATI-ONS ARE TO VOTE FOR THESE ITEMS.	Non-Voting

56

Management

### IBERDROLA SA

SECURITY	450737101	MEETING	TYPE	Annual
TICKER SYMBOL	IBDRY	MEETING	DATE	26-Mar-2010

ISIN US4507371015 AGENDA 933199968 - Management

ITEM	PROPOSAL	TYPE
01	APPROVAL OF THE INDIVIDUAL ANNUAL FINANCIAL	Management
	STATEMENTS OF IBERDROLA, S.A. (BALANCE SHEET,	
	PROFIT AND LOSS STATEMENT, STATEMENT OF CHANGES	
	IN SHAREHOLDERS' EQUITY, STATEMENT OF CASH FLOWS, AND NOTES) AND OF THE CONSOLIDATED FINANCIAL	
	STATEMENTS OF IBERDROLA, S.A. AND ITS SUBSIDIARIES	
	(BALANCE SHEET, PROFIT AND LOSS STATEMENT,	
	STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY,	
	STATEMENT OF CASH FLOWS, AND NOTES) FOR THE	
	FISCAL YEAR ENDED ON DECEMBER 31, 2009.	
02	APPROVAL OF THE INDIVIDUAL MANAGEMENT REPORT OF	Management
	IBERDROLA, S.A. AND OF THE CONSOLIDATED	
	MANAGEMENT REPORT OF IBERDROLA, S.A. AND ITS	
	SUBSIDIARIES FOR THE FISCAL YEAR ENDED ON	
	DECEMBER 31, 2009.	
03	APPROVAL OF THE MANAGEMENT AND ACTIONS OF THE	Management
	BOARD OF DIRECTORS DURING THE FISCAL YEAR ENDED ON DECEMBER 31, 2009.	
0.4	RE-ELECTION OF THE AUDITOR OF THE COMPANY AND OF	Management
04	ITS CONSOLIDATED GROUP FOR FISCAL YEAR 2010.	Management
05	APPROVAL OF THE PROPOSAL FOR THE ALLOCATION OF	Management
	PROFITS/LOSSES AND THE DISTRIBUTION OF DIVIDENDS	
	FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2009.	

#### ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

06	APPROVAL, FOR THE FREE-OF-CHARGE ALLOCATION OF THE ORDINARY SHARES ISSUED TO THE SHAREHOLDERS OF THE COMPANY, OF AN INCREASE IN SHARE CAPITAL BY MEANS OF A SCRIP ISSUE AT A MAXIMUM REFERENCE MARKET VALUE OF ONE THOUSAND EIGHT HUNDRED SIXTY-SIX (1,866) MILLION EUROS. THE SHAREHOLDERS WILL BE OFFERED THE ACQUISITION OF THEIR FREE-OF- CHARGE ALLOCATION RIGHTS AT A GUARANTEED PRICE. EXPRESS PROVISION FOR THE POSSIBILITY OF AN INCOMPLETE ALLOCATION, ALL AS MORE FULLY	Management
7AA	DESCRIBED IN THE PROXY STATEMENT.  APPOINTMENT OF MS. MARIA HELENA ANTOLIN RAYBAUD	Management
7AB	AS DIRECTOR, WITH THE STATUS OF EXTERNAL INDEPENDENT DIRECTOR.  APPOINTMENT OF MR. SANTIAGO MARTINEZ LAGE AS DIRECTOR, WITH THE STATUS OF EXTERNAL	Management

	Edgar Filling. CADELEI DIVIDEND & INCOME TITOOT TOITH NTA	
	INDEPENDENT DIRECTOR.	
7BA	RE-ELECTION OF MR. VICTOR DE URRUTIA VALLEJO AS	Management
	DIRECTOR, WITH THE STATUS OF EXTERNAL	
700	INDEPENDENT DIRECTOR.	Managanant
7BB	RE-ELECTION OF MR. RICARDO ALVAREZ ISASI AS DIRECTOR, WITH THE STATUS OF EXTERNAL	Management
	INDEPENDENT DIRECTOR.	
7BC	RE-ELECTION OF MR. JOSE IGNACIO BERROETA	Management
	ECHEVARRIA AS DIRECTOR, WITH THE STATUS OF	-
	EXTERNAL INDEPENDENT DIRECTOR.	
7BD	RE-ELECTION OF MR. JUAN LUIS ARREGUI CIARSOLO AS	Management
	DIRECTOR, WITH THE STATUS OF EXTERNAL	
705	INDEPENDENT DIRECTOR.	Managanant
7BE	RE-ELECTION OF MR. JOSE IGNACIO SANCHEZ GALAN AS DIRECTOR, WITH THE STATUS OF EXECUTIVE DIRECTOR.	Management
7BF	RE-ELECTION OF MR. JULIO DE MIGUEL AYNAT AS	Management
7.51	DIRECTOR, WITH THE STATUS OF EXTERNAL	riariagemerre
	INDEPENDENT DIRECTOR.	
7BG	RE-ELECTION OF MR. SEBASTIAN BATTANER ARIAS AS	Management
	DIRECTOR, WITH THE STATUS OF EXTERNAL	
_	INDEPENDENT DIRECTOR.	
7C	ESTABLISHMENT OF THE NUMBER OF DIRECTORS.	Management
08	AUTHORIZATION TO THE BOARD OF DIRECTORS, WITH THE	Management
	EXPRESS POWER OF DELEGATION, FOR THE DERIVATIVE ACQUISITION OF THE COMPANY'S OWN SHARES BY THE	
	COMPANY ITSELF AND/OR BY ITS SUBSIDIARIES, UPON THE	
	TERMS PROVIDED BY APPLICABLE LAW, FOR WHICH	
	PURPOSE THE AUTHORIZATION GRANTED BY THE	
	SHAREHOLDERS AT THE GENERAL SHAREHOLDERS'	
	MEETING OF MARCH 20, 2009 IS HEREBY DEPRIVED OF	
0.0	EFFECT TO THE EXTENT OF THE UNUSED AMOUNT.	
09	DELEGATION TO THE BOARD OF DIRECTORS, WITH THE	Management
	EXPRESS POWER OF SUBSTITUTION, FOR A TERM OF FIVE (5) YEARS, OF THE POWER TO ISSUE: A) BONDS OR SIMPLE	
	DEBENTURES AND OTHER FIXED-INCOME SECURITIES OF	
	A LIKE NATURE (OTHER THAN NOTES), AS WELL AS	
	PREFERRED STOCK, UP TO A MAXIMUM AMOUNT OF	
	TWENTY (20) BILLION EUROS, AND B) NOTES UP TO A	
	MAXIMUM AMOUNT AT ANY GIVEN TIME, INDEPENDENTLY	
	OF THE FOREGOING, OF SIX (6) BILLION EUROS; AND	
	AUTHORIZATION FOR THE COMPANY TO GUARANTEE,	
	WITHIN THE LIMITS SET FORTH ABOVE, NEW ISSUANCES OF SECURITIES BY SUBSIDIARIES.	
10	AUTHORIZATION TO THE BOARD OF DIRECTORS, WITH THE	Management
10	EXPRESS POWER OF DELEGATION, TO APPLY FOR THE	riariagemerre
	LISTING ON AND DELISTING FROM SPANISH OR FOREIGN,	
	OFFICIAL OR UNOFFICIAL, ORGANIZED OR OTHER	
	SECONDARY MARKETS OF THE SHARES, DEBENTURES,	
	BONDS, NOTES, PREFERRED STOCK OR ANY OTHER	
	SECURITIES ISSUED OR TO BE ISSUED, AND TO ADOPT	
	SUCH RESOLUTIONS AS MAY BE NECESSARY TO ENSURE	
	THE CONTINUED LISTING OF THE SHARES, DEBENTURES OR OTHER SECURITIES OF THE COMPANY THAT MAY THEN	
	BE OUTSTANDING, ALL AS MORE FULLY DESCRIBED IN THE	
	PROXY STATEMENT.	
11	AUTHORIZATION TO THE BOARD OF DIRECTORS, WITH THE	Management
	EXPRESS POWER OF DELEGATION, TO CREATE AND FUND	
	ASSOCIATIONS AND FOUNDATIONS, PURSUANT TO	
	APPLICABLE LEGAL PROVISIONS, FOR WHICH PURPOSE	
	THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS	
	AT THE GENERAL SHAREHOLDERS' MEETING OF MARCH 20, 2009 IS HEREBY DEPRIVED OF EFFECT TO THE EXTENT	
	20, 2000 TO HENDEL DELICTION OF BILLOT TO THE EVIEWI	

OF THE UNUSED AMOUNT. AMENDMENT OF ARTICLES 11 AND 62 OF THE BY-LAWS. 12 Management 13 DELEGATION OF POWERS TO FORMALIZE AND EXECUTE Management ALL RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS' MEETING, FOR CONVERSION THEREOF INTO A PUBLIC INSTRUMENT, AND FOR THE INTERPRETATION, CORRECTION AND SUPPLEMENTATION THEREOF OR FURTHER ELABORATION THEREON UNTIL THE REQUIRED REGISTRATIONS ARE MADE. ProxyEdge Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust PARMALAT SPA, COLLECCHIO SECURITY T7S73M107 MEETING TYPE Ordinary General Meeting TICKER SYMBOL MEETING DATE 31-Mar-2010
ISIN IT0003826473 AGENDA 702270199 - Management PROPOSAL \_\_\_\_\_ PLEASE NOTE IN THE EVENT THE MEETING DOES NOT Non-Voting REACH QUORUM, THERE WILL BE A-SECOND CALL ON 01 APR 2010. 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. Approve the financial statement at 31 DEC 2009, the report of the Management Board of Directors and the Auditors and destination of profits; any adjournment thereof 2 Appointment of the Auditor and Independent Auditor and any Management adjournment \_\_\_\_\_ PARMALAT SPA, COLLECCHIO SECURITY 70175R102 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 31-Mar-2010 ISIN US70175R1023 AGENDA 702311630 - Management TTEM PROPOSAL TYPE

\_\_\_\_\_

PLEASE NOTE IN THE EVENT THE MEETING DOES NOT

REACH QUORUM, THERE WILL BE A SE-COND CALL ON 01 APR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS

59

Non-Voting

1	IS AMENDED. THANK YOU.	ALL CALLS UNLESS THE AGENDA eet, income statement and accompanying	Management
_	notes as at 31 DEC 200 for the same year with	9, together with the report on operations the relevant proposal of distribution of	-
2		report of the Statutory Auditors ory Auditors and of an alternate; consequent	Management
	D FINANCIAL, INC.		
SECURITY TICKER SYMBOI		MEETING TYPE Annual MEETING DATE 07-Apr-2010	
ISIN		AGENDA 933198562 - Management	
ITEM	PROPOSAL		TYPE
01	DIRECTOR  HENRY J. HERRM  JAMES M. RAINE  WILLIAM L. ROG	S	Management
	RATIFICATION OF THE AP	POINTMENT OF KPMG LLP AS THE PUBLIC ACCOUNTING FIRM	Management
03	STOCKHOLDER PROPOSAL T	O RECOMMEND THAT THE PT A POLICY REQUIRING AN	Shareholde
SCHLUMBERGER	LIMITED (SCHLUMBERGER	N.V.)	
SECURITY TICKER SYMBOI		MEETING TYPE Annual MEETING DATE 07-Apr-2010	
ISIN	AN8068571086	AGENDA 933201395 - Management	
ITEM	PROPOSAL		TYPE 
01	DIRECTOR		Management
	1 P. CAMUS		
	2 J.S. GORELICK 3 A. GOULD		
	4 T. ISAAC		
	5 N. KUDRYAVTSEV		
	6 A. LAJOUS		
	7 M.E. MARKS		
	8 L.R. REIF 9 T.I. SANDVOLD		
	10 H. SEYDOUX		
	11 P. CURRIE		
	12 K.V. KAMATH		
(12)	DDODOGNI TO NOODT NND	ADDDOME ETMANCTATE AND	

PROPOSAL TO ADOPT AND APPROVE FINANCIALS AND

02

Management

	DIVIDENDS.	
03	PROPOSAL TO APPROVE THE ADOPTION OF THE	Management
	SCHLUMBERGER 2010 STOCK INCENTIVE PLAN.	
04	PROPOSAL TO APPROVE THE ADOPTION OF AN	Management
	AMENDMENT TO THE SCHLUMBERGER DISCOUNTED	
	STOCK PURCHASE PLAN.	
05	PROPOSAL TO APPROVE INDEPENDENT REGISTERED	Management
	PUBLIC ACCOUNTING FIRM.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

DISCOVER FINANCIAL SERVICES

SECURITY 254709108 MEETING TYPE Annual TICKER SYMBOL DFS MEETING DATE 08-Apr-2010 ISIN US2547091080 AGENDA 933193663 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Management
1B	ELECTION OF DIRECTOR: MARY K. BUSH	Management
1C	ELECTION OF DIRECTOR: GREGORY C. CASE	Management
1D	ELECTION OF DIRECTOR: ROBERT M. DEVLIN	Management
1E	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Management
1F	ELECTION OF DIRECTOR: RICHARD H. LENNY	Management
1G	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Management
1H	ELECTION OF DIRECTOR: MICHAEL H. MOSKOW	Management
11	ELECTION OF DIRECTOR: DAVID W. NELMS	Management
1J	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Management
1K	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Management
02	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE	Management
	OFFICER COMPENSATION.	
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP	Management
	AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING	
	FIRM.	

BANK OF NEW YORK MELLON CORP.

SECURITY 064058100 MEETING TYPE Annual
TICKER SYMBOL BK MEETING DATE 13-Apr-2010
ISIN US0640581007 AGENDA 933207436 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management

	1 RUTH E. BRUCH	
	2 NICHOLAS M. DONOFRIO	
	3 GERALD L. HASSELL	
	4 EDMUND F. KELLY	
	5 ROBERT P. KELLY	
	6 RICHARD J. KOGAN	
	7 MICHAEL J. KOWALSKI	
	8 JOHN A. LUKE, JR.	
	9 ROBERT MEHRABIAN	
	10 MARK A. NORDENBERG	
	11 CATHERINE A. REIN	
	12 WILLIAM C. RICHARDSON	
	13 SAMUEL C. SCOTT III	
	14 JOHN P. SURMA	
	15 WESLEY W. VON SCHACK	
02	PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING)	Management
	RESOLUTION RELATING TO 2009 EXECUTIVE	
	COMPENSATION.	
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS	Management
	INDEPENDENT REGISTERED PUBLIC ACCOUNTANT.	
04	STOCKHOLDER PROPOSAL WITH RESPECT TO	Shareholder
	CUMULATIVE VOTING.	
05	STOCKHOLDER PROPOSAL REQUESTING ADOPTION OF	Shareholder
	POLICY REQUIRING FIVE-YEAR LOCK-UP PERIOD FOR	
	SENIOR EXECUTIVES' EQUITY INCENTIVE AWARDS.	
06	STOCKHOLDER PROPOSAL REQUESTING STOCKHOLDER	Shareholder
	APPROVAL OF CERTAIN FUTURE SEVERANCE	
	AGREEMENTS WITH SENIOR EXECUTIVES.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

SECURITY B10414116 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 14-Apr-2010
ISIN BE0003810273 AGENDA 702303215 - Management

ITEM PROPOSAL TYPE

MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVI-DE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A

Non-Voting

Non-Voting

POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED -. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE 1 Examination of the annual reports of the Board of Directors of Non-Voting Belgacom SA of-Public Law with regard to the annual accounts and consolidated annual accounts-at 31 DEC 2009 2 Examination of the reports of the Board of Auditors of Belgacom Non-Voting SA of Public L-aw with regard to the annual accounts and of the Auditor with regard to the co-nsolidated annual accounts at 31 DEC 2009 3 Examination of the information provided by the Joint Committee Non-Voting 4 Examination of the consolidated annual accounts at 31 DEC 2009 Non-Voting 5 Examination of the annual reports of the Board of Directors of Non-Voting Belgacom Mobile-SA, Telindus NV and Telindus Sorucing SA with regard to the annual accounts a-t 31 DEC 2009 Examination of the reports of the Auditors of Belgacom Mobile SA, 6 Non-Voting Telindus NV-and Telindus Sourcing SA with regard to the annual accounts at 31 DEC 2009 7 Approve the annual accounts of Belgacom SA of Public Law at 31 Management DEC 2009 and the annual accounts with regard to the FY closed on 31 DEC 2009, as specified 8 Grant discharge to the Members of the Board of Directors to the Management Members of the Board of Directors for the exercise of their mandate during the FY closed on 31 DEC 2009 9 Grant a special discharge to Mr. Robert Tollet for the exercise of Management his mandate until 30 SEP 2009 Grant discharge to the Members of the Board of Auditors to the 10 Management Auditors for the exercise of their mandate during the FY closed on 31 DEC 2009 11 Grant discharge to the Ernst & Young Bedrijfsrevisoren/Reviseurs Management D'Enterprises BCV/SCC, represented by Mr. Marnix Van Dooren, for the exercise of his mandate during the FYE on 31 DEC 2009 12 Appointment of Mrs. Lutgart Van Den Berghe as the Board Management Member, in accordance with the recommendation of the Nomination an Remuneration Committee, for a period which will expire at the AGM of 2016 13 Appointment of Mr. Pierre-Alain De Smedt as the Board Member, Management in accordance with the recommendation of the Nomination and Remuneration Committee, for a period which expire at the AGM of 2016 14 Approve the remuneration of Mrs. L. Van Den Berghe and Mr. P-Management A. De Smedt as follows: fixed annual remuneration of EUR 25,000, attendance fee of EUR 5000 per Board meeting attended, attendance fee of EUR 2,500 per Board advisory Committee meeting attended, EUR 2,000 per year to cover communication costs 15 Appointment of Deloitte Bedrijfsrevisoren/Reviseurs D'Enterprises Management SC Sfd Scrl, represented by Mr. Geert Verstraeten and Luc Callaert Sc Sfd Sprlu, represented by Luc Callaert for the statutory audit of Belgacom SA of Public Law for a period of 6 years for an annual audit fee of EUR 240,000 [to be indexed annually] 16 Approve the Auditor in charge of certifying the consolidated Management accounts for the Belgacom Group, granted to Ernst & Young Bedrijfsrevisoren/Reviseurs D'Enterprises BCV/SCC, represented by Mr. Marnix Van Dooren 17 Appointment of Deloitte Bedrijfsrevisoren/Reviseurs D'Enterprises Management SC Sfd Scrl, represented by Mr. Geert Verstraeten and Mr. Luc Van Coppenolle, for a period of 3 years for an annual audit fee of EUR 280,000 [ to be indexed annually] 18 Acknowledgement appointment of a Member of the Board of Management Auditors of Belgacom SA Public Law, the AGM takes note of the decision of the Cour des comptes taken as 10 FEB 2010,

	regarding the nomination of Mr. Pierre Rion for a new term of 6	
	years	
19	Approve the annual accounts at 31 DEC 2009 of Belgacom Mobile	Management
	SA with regard to the FY closed on 31 DEC 2009	
20	Grant discharge to the Members of the Board of Directors of	Management
	Belgacom Mobile SA for the exercise of their mandate during the	
	FY closed on 31 DEC 2009	
21	Grant discharge to the Auditor of Belgacom Mobile SA for the	Management
	exercise of his mandate during the FY closed on 31 DEC 2009	
22	Approve the annual accounts of Telindus NV with regard to the FY	Management
	closed on 31 DEC 2009	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

23	Grant discharge of the Members of the Board of Directors of Telindus NV for the exercise of their mandate during the FY closed on 31 DEC 2009	Management
24	Grant discharge to the Auditor of Telindus NV for the exercise of his mandate during the FY closed on 31 DEC 2009	Management
25	Approve the annual accounts of Telindus Sourcing SA with regard to the FY closed on 31 DEC 2009	Management
26	Grant discharge to the Members of the Board of Directors of Telindus Sourcing SA for the exercise of their mandate during the FY closed on 31 DEC 2009	Management
27	Grant discharge to the Auditor of Telindus Sourcing SA for the exercise of his mandate during the FY closed on 31 DEC 2009	Management
28	Miscellaneous	Non-Voting

-----

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

SECURITY B10414116 MEETING TYPE ExtraOrdinary General Meeting TICKER SYMBOL MEETING DATE 14-Apr-2010 1SIN BE0003810273 AGENDA 702305586 - Management

PROPOSAL	TYPE
MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN	Non-Voting
ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR	
CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED IMPORTANT MARKET PROCESSING REOUIREMENT: A	Non-Voting
BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A	
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE Authorize the Board of Directors to acquire the maximum number 1 Management of shares permitted by law in case this acquisition is necessary for preventing any imminent and serious prejudice to the Company, this mandate is granted for a new period of 3 years starting on the day of disclosure of this amendment to the Articles of Association by the General Meeting of 14 APR 2010, the price paid for such shares may not be more than 5% above the highest closing price in the 30 day trading period preceding the transaction, and no.CONTD CONTD.more than 10% below the lowest closing price in that Non-Voting same 30 day-trading period; pursuant to this decision, approve to modify Article 13, -Section 4 of the Articles of Association as: replace 11 APR 2007 by 14 APR-2010 in Article 13, Section 4 of the Articles of Association 2 Authorize the Board of Directors, for a new period of 3 years Management starting from the day of this amendment to the Articles of Association by the general meeting of 14 APR 2010, to increase capital, in any and all forms, including a capital increase where the pre-emptive rights of shareholders are restricted or withdrawn, even after receipt by the Company of a notification from the Belgian Banking, Finance and Insurance Commission of a takeover bid for the Company's shares, where this is the case, however, the . CONTD CONTD.capital increase must comply with the additional terms Non-Voting and conditions-laid down in Article 607 of the Commercial Companies Code, pursuant to this-decision, approve to modify Article 5, Section 3, Sub-section 2 of the-Articles of Association as: replace 11 APR 2007 by 14 APR 2010 in Article 5,-Section 3, Sub-section 2 of the Articles of Association 3 Authorize the Secretary General, including that of replacement, for Management the purpose of coordinating the Articles of Association to reflect the resolutions ProxyEdge Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust IL SOLE 24 ORE SPA, MILANO SECURITY T52689105 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 14-Apr-2010 ISIN IT0004269723 AGENDA 702333395 - Management

ITEM	PROPOSAL	TYPE
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 670294 DUE TO RECEIPT OF D-IRECTORS NAMES. ALL	Non-Voting
	VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE	
	DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON	
	THIS MEETING NOTICE. THANK YOU.	
	IN COMPLIANCE WITH ART.126 BIS OF THE LAW DECREE 58	Non-Voting

98, SHAREHOLDERS WHO ALONE-OR TOGETHER WITH OTHER SHAREHOLDERS, HOLD AT LEAST ONE FOURTIETH OF CORPORATE-CAPITAL REPRESENTED BY IL SOLE 24 ORE SHARES (IT0004269723) CAN REQUEST, WITH-IN 5 DAYS FROM THE ISSUER S NOTIFICATION OF THIS MEETING DATED 12 MARCH 2010, -AN INTEGRATION TO THE ITEMS OF THIS AGENDA, QUOTING IN THEIR REQUEST THE ADDIT-IONAL SUBJECTS PROPOSED. THE INTEGRATION IS NOT ALLOWED FOR SUBJECTS ON WHICH-THE MEETING DELIBERATES, ACCORDING TO THE LAW, ON PROPOSAL OF DIRECTORS OR ON-THE BASIS OF A PROJECT OR A REPORT DRAWN UP BY THE DIRECTORS. AS PER ART 22 AN-D 34 OF THE CORPORATE BYLAWS BOARD OF DIRECTORS AND BOARD OF AUDITORS ARE APPO-INTED ON THE BASIS OF SLATES, PRESENTED BY SHAREHOLDERS WHO, ALONE OR JOINTLY, -HOLD AT LEAST ONE FIFTIETH OF THE CORPORATE CAPITAL WITH VOTING RIGHT AT THE-AGM

1. Approve the balance sheet as of 31 DEC 2009, Board of Directors, Board of Auditors and Auditing Company's reportings, related and consequential resolutions PLEASE NOTE THAT RESOLUTION 2.1 IS PRESENTED BY CONFINDUSTRIA. THANK YOU.

2.1 PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Messrs. Cerutti Giancarlo, Caio Francesco, Tani Marco, Treu Donatella, Abete Luigi, Favrin Antonio, Vago Marino, Bracco Diana, Galli Gianpaolo, Ceccardi Pierluigi, Meomartini Alberto, Montante Antonello, Gnudi Piero, Regina Aurelio, Miroglio Nicoletta as the Chairman and of the Board of Directors for the Triennium 2010, 2011, 2012 and approve to determine the related emoluments, related and consequential resolutions
PLEASE NOTE THAT RESOLUTION 2.2 IS PRESENTED BY MINORITY SHAREHOLDERS. THANK Y-OU.

2.2 PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Messrs. D'Urso Mario, Dubini Nicolo' as the Chairman and of the Board of Directors for the Triennium 2010, 2011, 2012 and approve to determine the related emoluments, related and consequential resolutions PLEASE NOTE THAT RESOLUTION 2.3 IS PRESENTED BY EDIZIONE S.R.L. THANK YOU.

2.3 PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER
PROPOSAL: appointment Messrs. Stefano Orlando, Mauro
Ercolani as the Chairman and of the Board of Directors for the
Triennium 2010, 2011, 2012 and approve to determine the related
emoluments, related and consequential resolutions

3. Appointment of the members and the Chairman of the Board of Auditors and approve to determine the emoluments for the statutory members of Board of Auditors, related and consequential resolutions

\_\_\_\_\_

T. ROWE PRICE GROUP, INC.

SECURITY 74144T108 MEETING TYPE Annual
TICKER SYMBOL TROW MEETING DATE 14-Apr-2010
ISIN US74144T1088 AGENDA 933196481 - Management

66

Management

Non-Voting

Shareholder

Non-Voting

Shareholder

Non-Voting

Shareholder

Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: EDWARD C. BERNARD	Management
1B	ELECTION OF DIRECTOR: JAMES T. BRADY	Management
1C	ELECTION OF DIRECTOR: J. ALFRED BROADDUS, JR.	Management
1D	ELECTION OF DIRECTOR: DONALD B. HEBB, JR.	Management
1E	ELECTION OF DIRECTOR: JAMES A.C. KENNEDY	Management
1F	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Management
1G	ELECTION OF DIRECTOR: DR. ALFRED SOMMER	Management
1H	ELECTION OF DIRECTOR: DWIGHT S. TAYLOR	Management
11	ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE	Management
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS	Management
	OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING	
	FIRM FOR 2010.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

SULZER AG, WINTERTHUR

SECURITY H83580284 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 15-Apr-2010 AGENDA 702298818 - Management

TTEM	PROPOSAL	TYPE
	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL	Non-Voting
	REQUIREMENT IN THE SWISS MARKET, - SPECIFIC POLICIES	
	AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON	
	RECEIPT OF T-HE VOTING INSTRUCTION, IT IS POSSIBLE	
	THAT A MARKER MAY BE PLACED ON YOUR SHAR-ES TO	
	ALLOW FOR RECONCILIATION AND RE-REGISTRATION	
	FOLLOWING A TRADE. IF YOU H-AVE CONCERNS	
	REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR	
	CLIENT SERVICE REPRE-SENTATIVE.	
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING	Non-Voting
	NOTICE SENT UNDER MEETING-613944, INCLUDING THE	
	AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR	
	NAME MUST-BE NOTIFIED TO THE COMPANY REGISTRAR	
	AS BENEFICIAL OWNER BEFORE THE RE-REGISTR-ATION	
	DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS	
	THAT ARE SUBMITTED AFTER T-HE CUTOFF DATE WILL BE	
	PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	
1.	Approve the annual report, annual accounts and consolidated	Management
	financial statements 2009 report of the Company's Auditors and	
	the Group's Auditors	
2.	Approve to distribute the total balance of CHF 307,439,040,	Management
	comprising the net profits for the year 2009 of CHF 302,200,000	
	and retained profits of CHF 5,239,040, as follows: dividend	
	payment CHF 95,934,636; allocation to free reserves CHF	
	205,000,000; carried forward to new account CHF 6,504,404; if	

	this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 2.80 per share; dividends will be paid out on 22 APR 2010 any shares held by Sulzer Ltd and its subsidiaries on the dividend payment date shall not be eligible to dividends	
3.	Grant discharge to the Members and the Corporate Executive Management for the business year 2009	Management
4.	Re-elect PricewaterhouseCoopers Ltd for a one-year term as the Auditors for the designated legal duties	Management
5.1.1	Amend the Articles of Association according to 5.1.3, due to the Swiss Federal Act on Intermediated Securities (FISA)	Management
5.1.2	Amend the Articles of Association to comply with the FISA which has entered into force on January 1, 2010; with the new Law, securities trading is now based on a new legal framework and legal certainty, especially in an international context, is expected to be increased; as a key element, the new Law is assigning constitutive effect to the recording of book-entries	Management
5.1.3	Amend the Article 4 of Association, due to the Swiss Federal Act on Intermediated Securities (FISA)	Management
5.2.1	Amend the Articles of Association according to 5.2.3	Management
5.2.2	Approve to reduce the term of office for its Members from three to one year	Management
5.2.3	Amend Article 20 of the Articles of Association	Management
6.1	Re-elect Messrs. Hans Hubert Lienhard and Luciano Respini to the Board of Directors, for a further one-year term of office	Management
6.2	Election of Timothy David Summers as a new Member to the Board of Director	Management

\_\_\_\_\_\_

TAKE-TWO INTERACTIVE SOFTWARE, INC.

SECURITY 874054109 MEETING TYPE Annual
TICKER SYMBOL TTWO MEETING DATE 15-Apr-2010
ISIN US8740541094 AGENDA 933195960 - Management

ITEM	PROPOSAL		
1	DIREC'	TOR	Management
	1	STRAUSS ZELNICK	
	2	ROBERT A. BOWMAN	
	3	SUNG HWAN CHO	
	4	MICHAEL DORNEMANN	
	5	BRETT ICAHN	
	6	J. MOSES	
	7	JAMES L. NELSON	
	8	MICHAEL SHERESKY	
2	APPRO'	VAL OF THE AMENDMENT TO THE TAKE-TWO	Management
	INTER	ACTIVE SOFTWARE, INC. 2009 STOCK INCENTIVE	
	PLAN.		
3	RATIF	ICATION OF THE APPOINTMENT OF ERNST & YOUNG	Management
	LLP A	S OUR INDEPENDENT REGISTERED PUBLIC	
	ACCOU	NTING FIRM FOR THE FISCAL YEAR ENDING	
	OCTOB	ER 31, 2010.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

BP P.L.C.

SECURITY 055622104 MEETING TYPE Annual
TICKER SYMBOL BP MEETING DATE 15-Apr-2010
ISIN US0556221044 AGENDA 933199716 - Management

ITEM	PROPOSAL	TYPE
01	TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS	Management
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT	Management
03	TO ELECT MR P ANDERSON AS A DIRECTOR	Management
04	TO RE-ELECT MR A BURGMANS AS A DIRECTOR	Management
05	TO RE-ELECT MRS C B CARROLL AS A DIRECTOR	Management
06	TO RE-ELECT SIR WILLIAM CASTELL AS A DIRECTOR	Management
07	TO RE-ELECT MR I C CONN AS A DIRECTOR	Management
08	TO RE-ELECT MR G DAVID AS A DIRECTOR	Management
09	TO ELECT MR I E L DAVIS AS A DIRECTOR	Management
10	TO RE-ELECT MR R DUDLEY AS A DIRECTOR	Management
11	TO RE-ELECT MR D J FLINT AS A DIRECTOR	Management
12	TO RE-ELECT DR B E GROTE AS A DIRECTOR	Management
13	TO RE-ELECT DR A B HAYWARD AS A DIRECTOR	Management
14	TO RE-ELECT MR A G INGLIS AS A DIRECTOR	Management
15	TO RE-ELECT DR D S JULIUS AS A DIRECTOR	Management
16	TO ELECT MR C-H SVANBERG AS A DIRECTOR	Management
17	TO REAPPOINT ERNST & YOUNG LLP AS AUDITORS AND	Management
	AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION	
S18	SPECIAL RESOLUTION: TO ADOPT NEW ARTICLES OF	Management
	ASSOCIATION	
S19	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR	Management
	THE PURCHASE OF ITS OWN SHARES BY THE COMPANY	-
20	TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A	Management
	SPECIFIED AMOUNT	-
S21	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A	Management
	LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-	
	EMPTION RIGHTS	
S22	SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF	Management
	GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL	-
	MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS	
23	TO APPROVE THE RENEWAL OF THE EXECUTIVE	Management
	DIRECTORS INCENTIVE PLAN	<u> </u>
24	TO APPROVE THE SCRIP DIVIDEND PROGRAMME	Management
S25	SPECIAL RESOLUTION: TO INSTRUCT A COMMITTEE OF	Shareholde
	THE BOARD TO REVIEW THE ASSUMPTIONS BEHIND THE	
	SUNRISE SAGD PROJECT	

PORTUGAL TELECOM SGPS SA, LISBOA

SECURITY X6769Q104 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 16-Apr-2010

ISIN PTPTC0AM0009 AGENDA 702296232 - Management

ITEM	PROPOSAL	TYPE
1	Receive the management report, balance sheet and accounts for the year 2009	Management
2	Receive the consolidated management report, balance sheet and accounts for the year 2009	Management
3	Approve the proposal for application of profits	Management
4	Approve the general appraisal of the Company's management and supervision	Management
5	Approve the acquisition and disposal of own shares	Management
6	Approve, pursuant to Number 4 of Article 8 of the Articles of Association, on the parameters applicable in the event of any issuance of bonds convertible into shares that may be resolved upon by the Board of Directors	Management
7	Approve the suppression of the pre-emptive right of shareholders in the subscription of any issuance of convertible bonds as referred to under Item 6 hereof as may be resolved upon by the Board of Directors	Management
8	Approve the issuance of bonds and other securities, of whatever nature, by the Board of Directors, and notably on the fixing of the value of such securities in accordance with Number 3 of Article 8 and paragraph e) of Number 1 of Article 15 of the Articles of Association	Management
9	Approve the acquisition and disposal of own bonds and other own securities	Management
10	Approve the creation of an ADHOC committee to decide on the remuneration of the members of the compensation Committee	Management
11	Approve the declaration in respect of the remuneration policy of the members of the management and supervisory bodies of the Company	Management
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 03 MAY 2010 AT 16:00 HRS. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS-WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO A- DVISED 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 SECOND CALL DATE. IF YO-U 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

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_

ZON MULTIMEDIA - SERVICOS DE TELECOMUNICACOES E MU

SECURITY X9819B101 MEETING TYPE Annual General Meeting

TICKER SYMBOL MEETING DATE 19-Apr-2010

ISIN PTZONOAM0006 AGENDA 702305182 - Management

ITEM	PROPOSAL	TYPE
1	Receive the annual report, balance and accounts, individual and	Management
	Consolidated Companies Corporate governance report for the	
	year 2009	
2	Approve the profit's appropriation	Management
3	Approve the general appreciation of the Companys Management and auditing	Management
4	Election of the governing bodies for the triennial 2010/2012	Management
5	Election of the Auditor and also of the alternate for the triennium $2010/2012$	Management
6	Approve the statement from the remuneration committee on the remuneration policies of the management and audit bodies	Management
7	Election of the Remuneration Committee	Management
8	Approve the Board of Directors proposal for the renewal of	Management
	attribution of Shares Plan and the approval of its regulation	
9	Approve to discuss the acquisition and sale of own shares	Management
-	PLEASE NOTE THAT THE CONDITIONS FOR THE MEETING:	Non-Voting
	MINIMUM SHARES/VOTING RIGHT:-400/1. THANK YOU.	

### GENUINE PARTS COMPANY

SECURITY 372460105 MEETING TYPE Annual
TICKER SYMBOL GPC MEETING DATE 19-Apr-2010
ISIN US3724601055 AGENDA 933196506 - Management

ITEM	PROPOSAL		
01	DIREC	CTOR	Management
	1	DR. MARY B. BULLOCK	
	2	JEAN DOUVILLE	
	3	THOMAS C. GALLAGHER	
	4	GEORGE C. "JACK" GUYNN	
	5	JOHN D. JOHNS	
	6	MICHAEL M.E. JOHNS, MD	
	7	J. HICKS LANIER	
	8	WENDY B. NEEDHAM	
	9	JERRY W. NIX	
	10	LARRY L. PRINCE	
	11	GARY W. ROLLINS	
02	RATIF	CICATION OF THE SELECTION OF ERNST & YOUNG LLP	Management
	AS TH	HE COMPANY'S INDEPENDENT AUDITORS FOR THE	
	FISCA	AL YEAR ENDING DECEMBER 31, 2010.	

ELI LILLY AND COMPANY

SECURITY 532457108 MEETING TYPE Annual

TICKER SYMBOL LLY MEETING DATE 19-Apr-2010

ISIN US5324571083 AGENDA 933197128 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR : R. ALVAREZ	Management
1B	ELECTION OF DIRECTOR : W. BISCHOFF	Management
1C	ELECTION OF DIRECTOR : R.D. HOOVER	Management
1D	ELECTION OF DIRECTOR : F.G. PRENDERGAST	Management
1E	ELECTION OF DIRECTOR : K.P. SEIFERT	Management
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT	Management
	COMMITTEE OF BOARD OF ERNST & YOUNG LLP AS	
	PRINCIPAL INDEPENDENT AUDITORS FOR 2010.	
03	APPROVE AMENDMENTS TO THE ARTICLES OF	Management
	INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF	
	ALL DIRECTORS.	
04	APPROVE AMENDMENTS TO THE ARTICLES OF	Management
	INCORPORATION TO ELIMINATE ALL SUPERMAJORITY	
	VOTING PROVISIONS.	
05	SHAREHOLDER PROPOSAL ON ALLOWING SHAREHOLDERS	Shareholder
	TO CALL SPECIAL SHAREHOLDERS' MEETINGS.	
06	SHAREHOLDER PROPOSAL ON PROHIBITING CEO'S FROM	Shareholder
	SERVING ON THE COMPENSATION COMMITTEE.	
07	SHAREHOLDER PROPOSAL ON RATIFICATION OF	Shareholder
	EXECUTIVE COMPENSATION.	
08	SHAREHOLDER PROPOSAL REQUIRING EXECUTIVES TO	Shareholder
	HOLD EQUITY AWARDS INTO RETIREMENT.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

GOODRICH CORPORATION

SECURITY 382388106 MEETING TYPE Annual
TICKER SYMBOL GR MEETING DATE 20-Apr-2010
ISIN US3823881061 AGENDA 933197154 - Management

ITEM	PROPOS.	AL	TYPE
01	DIRECT	OR CAROLYN CORVI DIANE C. CREEL	Management
	3 4 5 6 7 8	GEORGE A. DAVIDSON, JR. HARRIS E. DELOACH, JR. JAMES W. GRIFFITH WILLIAM R. HOLLAND JOHN P. JUMPER MARSHALL O. LARSEN	

9 LLOYD W. NEWTON 10 DOUGLAS E. OLESEN 11 ALFRED M. RANKIN, JR.	Management
	Management
02 RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2010.	_
03 APPROVE AN AMENDMENT AND RESTATEMENT OF THE SENIOR EXECUTIVE MANAGEMENT INCENTIVE PLAN.	Management
M&T BANK CORPORATION	
SECURITY 55261F104 MEETING TYPE Annual	
TICKER SYMBOL MTB MEETING DATE 20-Apr-2010 ISIN US55261F1049 AGENDA 933198839 - Management	
ISIN US55261F1049 AGENDA 933198839 - Management	
ITEM PROPOSAL	TYPE
01 DIRECTOR	Management
1 BRENT D. BAIRD 2 ROBERT J. BENNETT	
C. ANGELA BONTEMPO ROBERT T. BRADY	
5 MICHAEL D. BUCKLEY	
6 T.J. CUNNINGHAM III	
7 MARK J. CZARNECKI 8 COLM E. DOHERTY	
9 GARY N. GEISEL	
10 PATRICK W.E. HODGSON	
11 RICHARD G. KING	
JORGE G. PEREIRA	
13 MICHAEL P. PINTO	
14 MELINDA R. RICH 15 ROBERT E. SADLER, JR.	
16 HERBERT L. WASHINGTON	
17 ROBERT G. WILMERS	
02 TO APPROVE THE COMPENSATION OF M&T BANK	Management
CORPORATION'S NAMED EXECUTIVE OFFICERS.	
TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT	Management
REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK	
CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2010.	
MOODY'S CORPORATION	
SECURITY 615369105 MEETING TYPE Annual	
TICKER SYMBOL MCO MEETING DATE 20-Apr-2010 ISIN US6153691059 AGENDA 933198865 - Management	
ITEM PROPOSAL	TYPE

1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Management
1B	ELECTION OF DIRECTOR: DARRELL DUFFIE, PH.D.	Management
1C	ELECTION OF DIRECTOR: RAYMOND W. MCDANIEL, JR	Management
02	APPROVAL OF THE AMENDED AND RESTATED 2001	Management
	MOODY'S CORPORATION KEY EMPLOYEES' STOCK	
	INCENTIVE PLAN	
03	APPROVAL OF THE 2004 MOODY'S CORPORATION	Management
	COVERED EMPLOYEE CASH INCENTIVE PLAN, AS	
	AMENDED	
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT	Management
	REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY	
	FOR 2010	
05	STOCKHOLDER PROPOSAL TO ADOPT A POLICY THAT THE	Shareholder
	CHAIRMAN OF THE COMPANY'S BOARD OF DIRECTORS BE	
	AN INDEPENDENT DIRECTOR	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

\_\_\_\_\_\_

PUBLIC SERVICE ENTERPRISE GROUP INC.

SECURITY 744573106 MEETING TYPE Annual
TICKER SYMBOL PEG MEETING DATE 20-Apr-2010
ISIN US7445731067 AGENDA 933199398 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.	Management
1B	ELECTION OF DIRECTOR: CONRAD K.HARPER	Management
1C	ELECTION OF DIRECTOR: WILLIAM V. HICKEY	Management
1D	ELECTION OF DIRECTOR: RALPH IZZO	Management
1E	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Management
1F	ELECTION OF DIRECTOR: DAVID LILLEY	Management
1G	ELECTION OF DIRECTOR: THOMAS A. RENYI	Management
1H	ELECTION OF DIRECTOR: HAK CHEOL SHIN	Management
1I	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE &	Management
	TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR	
	2010.	

\_\_\_\_\_\_

NEWALLIANCE BANCSHARES, INC.

SECURITY 650203102 MEETING TYPE Annual
TICKER SYMBOL NAL MEETING DATE 20-Apr-2010
ISIN US6502031023 AGENDA 933202474 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR  1 CARLTON L. HIGHSMITH	Management
	2 JOSEPH H. ROSSI 3 NATHANIEL D. WOODSON 4 JOSEPH A. ZACCAGNINO	
02	TO RATIFY THE APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS, LLP AS INDEPENDENT AUDITORS	Management
CITIGROU		

SECURITY 172967101 MEETING TYPE Annual
TICKER SYMBOL C MEETING DATE 20-Apr-2010
ISIN US1729671016 AGENDA 933203503 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Management
1A 1B	ELECTION OF DIRECTOR: ALAIN J.P. BELDA ELECTION OF DIRECTOR: TIMOTHY C. COLLINS	Management Management
1C	ELECTION OF DIRECTOR: ITMOTHIC. COLLINS ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Management
1D	ELECTION OF DIRECTOR: ROBERT L. JOSS	Management
1E	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Management
1E 1F	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Management
1G	ELECTION OF DIRECTOR: VIKRAM S. PANDIT	Management
1G 1H	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Management
1 T	ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI	Management
1.J	ELECTION OF DIRECTOR: JUDITH RODIN	Management
16 1K	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management
1L	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Management
1M	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Management
1N	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Management
10	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Management
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS	Management
<del>-</del> –	CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING	- 2
	FIRM FOR 2010.	
03	PROPOSAL TO APPROVE AMENDMENTS TO THE	Management
	CITIGROUP 2009 STOCK INCENTIVE PLAN.	-
04	PROPOSAL TO APPROVE THE TARP REPAYMENT SHARES.	Management
05	PROPOSAL TO APPROVE CITI'S 2009 EXECUTIVE	Management
	COMPENSATION.	-
06	PROPOSAL TO RATIFY THE TAX BENEFITS PRESERVATION	Management
	PLAN.	-
07	PROPOSAL TO APPROVE THE REVERSE STOCK SPLIT	Management
	EXTENSION.	-
08	STOCKHOLDER PROPOSAL REGARDING POLITICAL NON-	Shareholder
	PARTISANSHIP.	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust 43

09	STOCKHOLDER PROPOS <i>A</i>	L REQUESTING A REPORT ON	Shareho
	POLITICAL CONTRIBUT	_	
10	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON COLLATERAL FOR OVER-THE-COUNTER DERIVATIVES TRADES.		Shareho
11	STOCKHOLDER PROPOSA STOCKHOLDERS HOLDIN	STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 10% OR ABOVE HAVE THE	
12	STOCKHOLDER PROPOSA	RIGHT TO CALL SPECIAL STOCKHOLDER MEETINGS. STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVE OFFICERS RETAIN 75% OF THE SHARES ACQUIRED	
	FOLLOWING TERMINATI		
13		L REQUESTING REIMBURSEMENT	Shareho
	OF EXPENSES INCURRE CONTESTED ELECTION	D BY A STOCKHOLDER IN A	
KAMAN CORP	PORATION		
SECURITY	483548103	MEETING TYPE Annual	
TICKER SYM	MBOL KAMN	MEETING DATE 21-Apr-20	
TICKER SYM			
TICKER SYM ISIN	MBOL KAMN US4835481031	MEETING DATE 21-Apr-20	- Management
TICKER SYM ISIN	MBOL KAMN	MEETING DATE 21-Apr-20	
TICKER SYMISIN	MBOL KAMN US4835481031 PROPOSAL	MEETING DATE 21-Apr-20	- Management  TYPE
TICKER SYM ISIN	MBOL KAMN US4835481031  PROPOSAL  DIRECTOR 1 EILEEN S. K	MEETING DATE 21-Apr-20: AGENDA 933195059	- Management
TICKER SYMISIN	MBOL KAMN US4835481031  PROPOSAL  DIRECTOR 1 EILEEN S. K 2 RICHARD J.	MEETING DATE 21-Apr-20: AGENDA 933195059  RAUS SWIFT	- Management  TYPE
TICKER SYMISIN	MBOL KAMN US4835481031  PROPOSAL  DIRECTOR 1 EILEEN S. K 2 RICHARD J. 3 NEAL J. KEA	MEETING DATE 21-Apr-20: AGENDA 933195059  RAUS SWIFT TING	- Management  TYPE
TICKER SYMISIN  ITEM  1	PROPOSAL  DIRECTOR  1 EILEEN S. K 2 RICHARD J. 3 NEAL J. KEA 4 GEORGE E. M	MEETING DATE 21-Apr-20: AGENDA 933195059  RAUS SWIFT TING INNICH	- Management  TYPE   Managem
TICKER SYMISIN  ITEM  1	PROPOSAL  DIRECTOR  1 EILEEN S. K 2 RICHARD J. 3 NEAL J. KEA 4 GEORGE E. M TO APPROVE THE COMP	MEETING DATE 21-Apr-20: AGENDA 933195059  RAUS SWIFT TING	- Management  TYPE
TICKER SYMISIN  ITEM  1	PROPOSAL  DIRECTOR  1 EILEEN S. K  2 RICHARD J.  3 NEAL J. KEA  4 GEORGE E. M  TO APPROVE THE COMP PLAN (AS AMENDED TH  TO APPROVE THE COMP	MEETING DATE 21-Apr-20 AGENDA 933195059  RAUS SWIFT TING INNICH ANY'S 2003 STOCK INCENTIVE ROUGH FEBRUARY 23, 2010) ANY'S EMPLOYEES STOCK	- Management  TYPE   Managem
TICKER SYMISIN  ITEM  1	PROPOSAL  DIRECTOR  1 EILEEN S. K  2 RICHARD J.  3 NEAL J. KEA  4 GEORGE E. M  TO APPROVE THE COMP PLAN (AS AMENDED TH TO APPROVE THE COMP PURCHASE PLAN (AS A	MEETING DATE 21-Apr-20 AGENDA 933195059  RAUS SWIFT TING INNICH ANY'S 2003 STOCK INCENTIVE ROUGH FEBRUARY 23, 2010)	- Management  TYPE   Managem  Managem
TICKER SYMISIN  ITEM  1	PROPOSAL  DIRECTOR  1 EILEEN S. K 2 RICHARD J. 3 NEAL J. KEA 4 GEORGE E. M TO APPROVE THE COMP PLAN (AS AMENDED TH TO APPROVE THE COMP PURCHASE PLAN (AS AMENDED TH 2009)	MEETING DATE 21-Apr-20 AGENDA 933195059  RAUS SWIFT TING INNICH ANY'S 2003 STOCK INCENTIVE ROUGH FEBRUARY 23, 2010) ANY'S EMPLOYEES STOCK	- Management  TYPE   Managem  Managem  Managem
TICKER SYMISIN  ITEM   1	PROPOSAL  DIRECTOR  1 EILEEN S. K 2 RICHARD J. 3 NEAL J. KEA 4 GEORGE E. M TO APPROVE THE COMP PLAN (AS AMENDED TH TO APPROVE THE COMP PURCHASE PLAN (AS A 2009) TO RATIFY THE APPOI	MEETING DATE 21-Apr-20 AGENDA 933195059  RAUS SWIFT TING RINNICH ANY'S 2003 STOCK INCENTIVE ROUGH FEBRUARY 23, 2010) ANY'S EMPLOYEES STOCK MENDED THROUGH OCTOBER 13,	- Management  TYPE   Managem  Managem

THE COCA-COLA COMPANY

SECURITY 191216100 MEETING TYPE Annual
TICKER SYMBOL KO MEETING DATE 21-Apr-2010
ISIN US1912161007 AGENDA 933196758 - Management

ITEM PROPOSAL TYPE

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

\_\_\_\_\_\_

### WILLIS GROUP HOLDINGS PLC

SECURITY G96666105 MEETING TYPE Annual
TICKER SYMBOL WSH MEETING DATE 21-Apr-2010
ISIN IE00B4XGY116 AGENDA 933199665 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: WILLIAM W. BRADLEY	Management
1B	ELECTION OF DIRECTOR: JOSEPH A. CALIFANO	Management
1C	ELECTION OF DIRECTOR: ANNA C. CATALANO	Management
1D	ELECTION OF DIRECTOR: SIR ROY GARDNER	Management
1E	ELECTION OF DIRECTOR: SIR JEREMY HANLEY	Management

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

1F	ELECTION OF DIRECTOR: ROBYN S. KRAVIT	Management
1G	ELECTION OF DIRECTOR: JEFFREY B. LANE	Management
1H	ELECTION OF DIRECTOR: WENDY E. LANE	Management
11	ELECTION OF DIRECTOR: JAMES F. MCCANN	Management
1J	ELECTION OF DIRECTOR: JOSEPH J. PLUMERI	Management
1K	ELECTION OF DIRECTOR: DOUGLAS B. ROBERTS	Management
02	RATIFY REAPPOINTMENT OF DELOITTE LLP AS AUDITORS	Management

UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL

MEETING OF SHAREHOLDERS.

03 APPROVE OF THE WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY 2010 NORTH AMERICAN EMPLOYEE

STOCK PURCHASE PLAN.

\_\_\_\_\_\_

#### WILMINGTON TRUST CORPORATION

SECURITY 971807102 MEETING TYPE Annual
TICKER SYMBOL WL MEETING DATE 21-Apr-2010
ISIN US9718071023 AGENDA 933213934 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
01	1 R. KEITH ELLIOTT 2 GAILEN KRUG 3 MICHELE M. ROLLINS	Management
02	ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION	Management
03	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management

HUDSON CITY BANCORP, INC.

SECURITY 443683107 MEETING TYPE Annual
TICKER SYMBOL HCBK MEETING DATE 21-Apr-2010
ISIN US4436831071 AGENDA 933215394 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: DONALD O. QUEST, M.D.	Management
1B	ELECTION OF DIRECTOR: JOSEPH G. SPONHOLZ	Management
02	ADOPTION OF THE EXECUTIVE OFFICER ANNUAL	Management
	INCENTIVE PLAN OF HUDSON CITY BANCORP.	
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS HUDSON CITY BANCORP, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Management

DANONE, PARIS

SECURITY F12033134 MEETING TYPE MIX
TICKER SYMBOL
ISIN FR0000120644 MEETING DATE 22-Apr-2010
AGENDA 702273145 - Management

Management

ITEM	PROPOSAL	TYPE
-	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions.—The following applies to Non-Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as-Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please	Non-Voting
-	contact your representative PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE	Non-Voting
-	OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL-LINK-https://balo.journal-	Non-Voting
0.1	officiel.gouv.fr/pdf/2010/0301/201003011000503.pdf Approve the Company's financial statements for the FYE on 31 DEC 2009	Management
0.2	Approve the consolidated financial statements for the FYE on 31 DEC 2009	Management
0.3	Approve the allocation of income for the FYE on 31 DEC 2009 and setting of the dividend at EUR 1.20 per share	Management
0.4	Approve the renewal of Mr. Franck RIBOUD's term as a Board member	Management
0.5	Approve the renewal of Mr. Emmanuel FABER's term as a Board member	Management
0.6	Approve the renewal of the Company PricewaterhouseCoopers Audit as a permanent Statutory Auditor	Management
0.7	Appointment of the Cabinet Ernst & Young et Autres as a permanent Statutory	Management

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

0.8	Appointment of Mr. Yves NICOLAS as a substitute Statutory Auditor	Management
0.9	Appointment of the Company Auditex as a substitute Statutory Auditor	Management
0.10	Approve the agreements under the Statutory Auditors' special report	Management
0.11	Approve the agreements and Undertakings pursuant to Articles L. 225-38 and L. 225-42-1 of the Commercial Code relating to Mr. Franck RIBOUD	Management
0.12	Approve the agreements and Undertakings pursuant to Articles L. $225-38$ and L. $225-42-1$ of the Commercial Code relating to Mr. Emmanuel FABER	Management
0.13	Approve the agreements and Undertakings pursuant to Articles L. $225-38$ and L. $225-42-1$ of the Commercial Code relating to Mr. Bernard HOURS	Management

0.14	Authorize the Board of Directors to purchase, hold or transfer	Management
	Company's shares	
E.15	Authorize the Board of Directors to carry out allocations of	Management
	Company's existing shares or to be issued	
E.16	Amend Article 26 II of the Statutes relating to the limitation of the	Management
	voting rights	
E.17	Grant powers for the formalities	Management

### EDISON INTERNATIONAL

SECURITY 281020107 MEETING TYPE Annual
TICKER SYMBOL EIX MEETING DATE 22-Apr-2010
ISIN US2810201077 AGENDA 933197964 - Management

ITEM	PROPC	DSAL	TYPE
01	DIREC	CTOR	Management
	1	JAGJEET S. BINDRA	
	2	VANESSA C.L CHANG	
	3	FRANCE A. CORDOVA	
	4	THEODORE F. CRAVER, JR.	
	5	CHARLES B. CURTIS	
	6	BRADFORD M. FREEMAN	
	7	LUIS G. NOGALES	
	8	RONALD L. OLSON	
	9	JAMES M. ROSSER	
	10	RICHARD T. SCHLOSBERG	
	11	THOMAS C. SUTTON	
	12	BRETT WHITE	
02	RATIF	CICATION OF THE APPOINTMENT OF THE	Management
	INDEP	PENDENT REGISTERED PUBLIC ACCOUNTING FIRM	
03	ADVIS	SORY VOTE ON EXECUTIVE COMPENSATION	Management
04	SHARE	CHOLDER PROPOSAL ENTITLED "SHAREHOLDERS	Shareholder
	SAY C	ON EXECUTIVE PAY"	

### NICOR INC.

SECURITY 654086107 MEETING TYPE Annual
TICKER SYMBOL GAS MEETING DATE 22-Apr-2010
ISIN US6540861076 AGENDA 933198524 - Management

ITEM	PROPOSA	JL	TYPE
01	DIRECTO 1 2 3 4 5	R.M. BEAVERS, JR. B.P. BICKNER J.H. BIRDSALL, III N.R BOBINS B.J. GAINES R.A. JEAN	Management

7	D.J.	KELLER
8	R.E.	MARTIN
9	G.R.	NELSON
10	A.J.	OLIVERA
11	J. RA	AU
12	J.C.	STALEY
13	R.M.	STROBEL
RATIFICA	NOITA	OF APPOINTMENT OF DELOITTE & TOUCHE
LLP AS 1	NICOR'	S INDEPENDENT REGISTERED PUBLIC

ACCOUNTING FIRM FOR 2010.

Management

ProxyEdge

02

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

OLIN CORPORATION

SECURITY 680665205 MEETING TYPE Annual
TICKER SYMBOL OLN MEETING DATE 22-Apr-2010
ISIN US6806652052 AGENDA 933201509 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 C. ROBERT BUNCH	
	2 RANDALL W. LARRIMORE	
	3 JOHN M.B. O'CONNOR	
02	APPROVAL OF THE AMENDED AND RESTATED 1997 STOCK	Management
	PLAN FOR NON-EMPLOYEE DIRECTORS.	
03	APPROVAL OF THE AMENDED AND RESTATED OLIN SENIOR	Management
	MANAGEMENT INCENTIVE COMPENSATION PLAN.	
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT	Management
	REGISTERED PUBLIC ACCOUNTING FIRM.	

JOHNSON & JOHNSON

SECURITY 478160104 MEETING TYPE Annual
TICKER SYMBOL JNJ MEETING DATE 22-Apr-2010
ISIN US4781601046 AGENDA 933205963 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Management
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Management
1C	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Management
1D	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Management
1E	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Management

1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Management
1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Management
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Management
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Management
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management
02	RATIFICATION OF APPOINTMENT OF	Management
	PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT	
	REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010	
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder
04	SPECIAL SHAREOWNER MEETINGS	Shareholder

SOUTH JERSEY INDUSTRIES, INC.

SECURITY 838518108 MEETING TYPE Annual
TICKER SYMBOL SJI MEETING DATE 22-Apr-2010
ISIN US8385181081 AGENDA 933209226 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR  1 HELEN R. BOSLEY, CFA	Management
	2 EDWARD J. GRAHAM 3 AMBASSADOR W.J. HUGHES 4 HERMAN D. JAMES, PH.D.	
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Management

\_\_\_\_\_\_

PFIZER INC.

SECURITY 717081103 MEETING TYPE Annual
TICKER SYMBOL PFE MEETING DATE 22-Apr-2010
ISIN US7170811035 AGENDA 933210243 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Management
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Management
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Management
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Management
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Management
1F	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Management
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Management
1H	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Management
1I	ELECTION OF DIRECTOR: JAMES M. KILTS	Management
1J	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Management
1K	ELECTION OF DIRECTOR: GEORGE A. LORCH	Management
1L	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Management
1M	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management
1N	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management

10	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Management
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS	Management
	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	
	FOR 2010.	
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management
04	APPROVAL OF BY-LAW AMENDMENT TO REDUCE THE	Management
	PERCENTAGE OF SHARES REQUIRED FOR	
	SHAREHOLDERS TO CALL SPECIAL MEETINGS.	
05	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

ARCH COAL, INC.

SECURITY 039380100 MEETING TYPE Annual
TICKER SYMBOL ACI MEETING DATE 22-Apr-2010
ISIN US0393801008 AGENDA 933215154 Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 BRIAN J. JENNINGS	
	2 STEVEN F. LEER	
	3 ROBERT G. POTTER	
	4 THEODORE D. SANDS	
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT	Management
	REGISTERED PUBLIC ACCOUNTING FIRM	
03	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF	Management
	THE ARCH COAL, INC. 1997 STOCK INCENTIVE PLAN	
04	SECTION 162 (M) APPROVAL OF ARCH COAL, INC.'S	Management
	INCENTIVE COMPENSATION PLAN FOR EXECUTIVE	_
	OFFICERS	

\_\_\_\_\_\_

PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY 71654V408 MEETING TYPE Annual
TICKER SYMBOL PBR MEETING DATE 22-Apr-2010
ISIN US71654V4086 AGENDA 933245284 - Management

ITEM	PROPOSAL	TYPE
01	MANAGEMENT REPORT, FINANCIAL STATEMENTS AND	Management
	AUDIT COMMITTEE'S OPINION FOR THE FISCAL YEAR 2009	
02	CAPITAL EXPENDITURE BUDGET FOR THE FISCAL YEAR	Management
	2010	

03	DISTRIBUTION OF RESULTS FOR THE FISCAL YEAR 2009	Management
04	ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS	Management
05	ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS	Management
06	ELECTION OF MEMBERS OF THE AUDIT BOARD AND THEIR	Management
	RESPECTIVE SUBSTITUTES	
07	ESTABLISHMENT OF THE COMPENSATION OF	Management
	MANAGEMENT AND EFFECTIVE MEMBERS OF THE AUDIT	
	COMMITTEE, AS WELL AS THEIR PARTICIPATION IN THE	
	PROFITS PURSUANT TO ARTICLES 41 AND 56 OF THE	
	BYLAWS.	
E1	INCREASE IN THE CAPITAL STOCK THROUGH THE	Management
	INCORPORATION OF PART OF THE REVENUE RESERVES	
	AND PROFIT RESERVES.	
E2	THE WAIVER OF THE PREFERENCE RIGHT AT THE	Management
	QUATTOR PARTICIPACOES S.A. EQUITY ISSUANCE, AS A	
	RESULT OF THE ACQUISITION OF THE STAKES HELD BY	
	UNIAO DE INDUSTRIAS PETROQUIMICAS S.A.	

### ALCOA INC.

SECURITY 013817101 MEETING TYPE Annual
TICKER SYMBOL AA MEETING DATE 23-Apr-2010
ISIN US0138171014 AGENDA 933197875 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 ARTHUR D. COLLINS, JR.	
	2 CARLOS GHOSN	
	3 MICHAEL G. MORRIS	
	4 E. STANLEY O'NEAL	
02	PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR	Management
03	APPROVE A MAJORITY VOTING STANDARD FOR	Management
	UNCONTESTED DIRECTOR ELECTIONS	
04	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN	Management
	THE ARTICLES OF INCORPORATION REGARDING	
	AMENDING ARTICLE SEVENTH (FAIR PRICE PROTECTION)	
05	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN	Management
	THE ARTICLES OF INCORPORATION REGARDING	
	AMENDING ARTICLE EIGHTH (DIRECTOR ELECTIONS)	
06	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN	Management
	ARTICLE EIGHTH OF THE ARTICLES OF INCORPORATION	
	RELATING TO THE REMOVAL OF DIRECTORS	
07	SHAREHOLDER PROPOSAL TO ADOPT SIMPLE-MAJORITY	Shareholder

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

KELLOGG COMPANY

VOTE

SECURITY 487836108 MEETING TYPE Annual TICKER SYMBOL K MEETING DATE 23-Apr-2010

ISIN US4878361082 AGENDA 933199588 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 BENJAMIN CARSON	
	2 GORDON GUND	
	3 DOROTHY JOHNSON	
	4 A. MCLAUGHLIN KOROLOGOS	
02	RATIFICATION OF THE APPOINTMENT OF	Management
	PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S	-
	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	
	FOR FISCAL YEAR 2010.	
03	SHAREOWNER PROPOSAL TO ADOPT SIMPLE MAJORITY	Shareholder
	VOTE.	

### GATX CORPORATION

SECURITY 361448103 MEETING TYPE Annual
TICKER SYMBOL GMT MEETING DATE 23-Apr-2010
ISIN US3614481030 AGENDA 933202296 - Management

ITEM	PROPO	DSAL	TYPE
01	DIREC	CTOR	Management
	1	ANNE L. ARVIA	
	2	RICHARD FAIRBANKS	
	3	DEBORAH M. FRETZ	
	4	ERNST A. HABERLI	
	5	BRIAN A. KENNEY	
	6	MARK G. MCGRATH	
	7	JAMES B. REAM	
	8	DAVID S. SUTHERLAND	
	9	CASEY J. SYLLA	
02	TO RA	ATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS	Management
	THE I	INDEPENDENT REGISTERED PUBLIC ACCOUNTING	
	FIRM	FOR GATX CORPORATION FOR 2010	

### GATX CORPORATION

SECURITY 361448202 MEETING TYPE Annual
TICKER SYMBOL GMTPR MEETING DATE 23-Apr-2010
ISIN US3614482020 AGENDA 933202296 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 ANNE L. ARVIA	riariagemerre
	2 RICHARD FAIRBANKS 3 DEBORAH M. FRETZ	
	4 ERNST A. HABERLI	
	5 BRIAN A. KENNEY 6 MARK G. MCGRATH	
	7 JAMES B. REAM	
	8 DAVID S. SUTHERLAND	
	9 CASEY J. SYLLA	
	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS	Management
	THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR GATX CORPORATION FOR 2010	
ADDOTT I ADODA	TODIES	
ABBOTT LABORA SECURITY		
TICKER SYMBOL		
ISIN	US0028241000 AGENDA 933205898 - Management	
ITEM	PROPOSAL	TYPE
	DIRECTOR	Management
	1 R.J. ALPERN	
	R.S. AUSTIN W.M. DALEY	
	4 W.J. FARRELL	
	W.J. FARRELL H.L. FULLER	
	6 W.A. OSBORN	
	7 D.A.L. OWEN 8 R.S. ROBERTS	
	8 R.S. ROBERTS	
ProxyEdge		
	Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 ividend and Income Trust 49	
	9 S.C. SCOTT III	
	10 W.D. SMITHBURG	
	11 G.F. TILTON	
	12 M.D. WHITE RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Management
	SHAREHOLDER PROPOSAL-ADVISORY VOTE	Shareholde:

MEETINGS

86

HONEYWELL INTERNATIONAL INC.

SECURITY 438516106 MEETING TYPE Annual
TICKER SYMBOL HON MEETING DATE 26-Apr-2010
ISIN US4385161066 AGENDA 933201371 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management
1B	ELECTION OF DIRECTOR: KEVIN BURKE	Management
1C	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management
1D	ELECTION OF DIRECTOR: DAVID M. COTE	Management
1E	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Management
1F	ELECTION OF DIRECTOR: LINNET F. DEILY	Management
1G	ELECTION OF DIRECTOR: CLIVE R. HOLLICK	Management
1H	ELECTION OF DIRECTOR: GEORGE PAZ	Management
11	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Management
1J	ELECTION OF DIRECTOR: MICHAEL W. WRIGHT	Management
02	APPROVAL OF INDEPENDENT ACCOUNTANTS	Management
03	AMENDMENT TO THE AMENDED AND RESTATED	Management
	CERTIFICATE OF INCORPORATION - RIGHT TO CALL A	
	SPECIAL MEETING OF SHAREOWNERS	
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management
05	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder
06	INDEPENDENT CHAIRMAN	Shareholder
07	HUMAN RIGHTS DEVELOP AND ADOPT POLICIES	Shareholder

THE BOEING COMPANY

SECURITY 097023105 MEETING TYPE Annual TICKER SYMBOL BA MEETING DATE 26-Apr-2010 SIN US0970231058 AGENDA 933201561 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: JOHN H. BIGGS	Management
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Management
1C	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Management
1D	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Management
1E	ELECTION OF DIRECTOR: LINDA Z. COOK	Management
1F	ELECTION OF DIRECTOR: WILLIAM M. DALEY	Management
1G	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management
1H	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Management
11	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Management
1J	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management
1K	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Management
1L	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Management
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE &	Management
	TOUCHE LLP AS INDEPENDENT AUDITOR.	
03	ETHICAL CRITERIA FOR MILITARY CONTRACTS.	Shareholder
04	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Shareholder

05	CHANGE OWNERSHIP THRESHOLD TO CALL SPECIAL MEETINGS.	Sharehold
06	MEETINGS. INDEPENDENT CHAIRMAN.	Sharehold
07	REPORT ON POLITICAL CONTRIBUTIONS.	Sharehold
	EXPRESS COMPANY	-
	025816109 MEETING TYPE Annual	
TICKER SYM ISIN	MBOL AXP MEETING DATE 26-Apr-2010 US0258161092 AGENDA 933202436 - Management	
ITEM	PROPOSAL	TYPE
01	DIRECTOR	Managemen
JI	1 D.F. AKERSON	1141149
	2 C. BARSHEFSKY	
	3 U.M. BURNS 4 K.I. CHENAULT 5 P. CHERNIN	
	4 K.I. CHENAULT	
	5 P. CHERNIN	
	6 J. LESCHLY  ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010	<b>.</b>
	6 J. LESCHLY  ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010  li Dividend and Income Trust 50	
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010	
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 Li Dividend and Income Trust 50	
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN	
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN 9 E.D. MILLER	
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN	
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 Li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN 9 E.D. MILLER 10 S.S REINEMUND	
Meeting Da Fhe Gabell	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 Li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN 9 E.D. MILLER 10 S.S REINEMUND 11 R.D. WALTER	
Meeting Da The Gabell	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN 9 E.D. MILLER 10 S.S REINEMUND 11 R.D. WALTER 12 R.A. WILLIAMS RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT	
Meeting Da The Gabell	The Range: 07/01/2009 to 06/30/2010  Report Date: 07/06/2010	Manageme
Meeting Da The Gabell	The Range: 07/01/2009 to 06/30/2010  Report Date: 07/06/2010  Substitute: 07/06/2010  Report Date: 07/06/2010  Report Dat	Manageme
Meeting Da The Gabell	The Range: 07/01/2009 to 06/30/2010  Report Date: 07/06/2010  Solution  Report Date: 07/06/2010  Solution  Report Date: 07/06/2010  Solution  Report Date: 07/06/2010  Solution  Report Date: 07/06/2010  Report Date: 07/06/	Manageme Manageme
Meeting Da The Gabell	The Range: 07/01/2009 to 06/30/2010  Report Date: 07/06/2010  Substitute: 07/06/2010  Report Date: 07/06/2010  Report Dat	Manageme Manageme
Meeting Da The Gabell 02	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN 9 E.D. MILLER 10 S.S REINEMUND 11 R.D. WALTER 12 R.A. WILLIAMS RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION. SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE	Manageme Manageme Sharehol
Meeting Da	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN 9 E.D. MILLER 10 S.S REINEMUND 11 R.D. WALTER 12 R.A. WILLIAMS RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION. SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Manageme Manageme Sharehol Sharehol
Meeting Da The Gabell 02	ate Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 li Dividend and Income Trust 50  7 R.C. LEVIN 8 R.A. MCGINN 9 E.D. MILLER 10 S.S REINEMUND 11 R.D. WALTER 12 R.A. WILLIAMS RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION. SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS. SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF	

SECURITY 000375204 MEETING TYPE Annual
TICKER SYMBOL ABB MEETING DATE 26-Apr-2010
ISIN US0003752047 AGENDA 933233796 - Management

88

ITEM	PROPOSAL	TYPE
2A	APPROVAL OF THE ANNUAL REPORT, THE CONSOLIDATED	Management
	FINANCIAL STATEMENTS, AND THE ANNUAL FINANCIAL	
	STATEMENTS FOR 2009.	
2B	CONSULTATIVE APPROVAL ON THE 2009 REMUNERATION REPORT.	Management
03	DISCHARGE OF THE BOARD OF DIRECTORS AND THE	Management
	PERSONS ENTRUSTED WITH MANAGEMENT.	
04	APPROPRIATION OF AVAILABLE EARNINGS AND RELEASE	Management
	OF LEGAL RESERVES.	
05	CAPITAL REDUCTION THROUGH CANCELLATION OF	Management
	SHARES.	
06	CAPITAL REDUCTION THROUGH NOMINAL VALUE	Management
	REPAYMENT.	
07	AMENDMENT TO THE ARTICLES OF INCORPORATION	Management
	RELATED TO THE CAPITAL REDUCTION.	
8A	AMENDMENT TO ARTICLE 6 OF THE ARTICLES OF	Management
	INCORPORATION.	
8B	DELETION OF ARTICLES 32 AND 33 OF THE ARTICLES OF	Management
	INCORPORATION.	
9A	RE-ELECTION OF DIRECTOR: ROGER AGNELLI	Management
9B	RE-ELECTION OF DIRECTOR: LOUIS R. HUGHES	Management
9C	RE-ELECTION OF DIRECTOR: HANS ULRICH MARKI	Management
9D	RE-ELECTION OF DIRECTOR: MICHEL DE ROSEN	Management
9E	RE-ELECTION OF DIRECTOR: MICHAEL TRESCHOW	Management
9F	RE-ELECTION OF DIRECTOR: BERND W. VOSS	Management
9G	RE-ELECTION OF DIRECTOR: JACOB WALLENBERG	Management
9H	RE-ELECTION OF DIRECTOR: HUBERTUS VON GRUNBERG	Management
10	ELECTION OF THE AUDITORS.	Management

-----

SWEDISH MATCH AB, STOCKHOLM

SECURITY W92277115 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 27-Apr-2010 ISIN SE0000310336 AGENDA 702336074 - Management

ITEM	PROPOSAL	TYPE
	IMPORTANT MARKET PROCESSING REQUIREMENT: A	Non-Voting

IMPORTANT MARKET PROCESSING REQUIREMENT: A
BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA)
IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR
VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A
POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED-.
IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR
CLIENT SERVICE REPRESENTATIVE
MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL
OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN
ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL
NEED TO PROVI-DE THE BREAKDOWN OF EACH
BENEFICIAL OWNER NAME, ADDRESS AND SHARE

Non-Voting

POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE.

THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN Non-Voting ACCEPT ABSTAIN AS A VALID VO-TE OPTION. THANK YOU. Opening of the meeting and election of Sven Unger, Attorney at Non-Voting 1 Law as the Chairman of the meeting 2 Preparation and approve the voting list Non-Voting Election of one or two persons, to verify the minutes 3 Non-Voting Determination of whether the meeting has been duly convened Non-Voting

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

5 6	Approve the agenda  Presentation of the annual report and the Auditors report, the consolidated fi-nancial statements and the Auditors report on the	Non-Voting Non-Voting
	consolidated financial state-ments for 2009, the Auditors	
	statement regarding compliance with the principle-s for determination of remuneration to senior executives as well as the	
	Board-of Directors motion regarding the allocation of profit and	
	explanatory stateme-nts; in connection therewith, the President's address and the report regarding-the work of the Board of	
	Directors and the work and function of the Audit Com-mittee	
7	Adoption of the income statement and balance sheet and of the consolidated income statement, consolidated balance sheet	Management
8	Approve, that a dividend be paid to the Shareholders in the	Management
	amount of SEK 4.75 per share; that the remaining profits be	
	carried forward, minus the funds that may be utilized for a bonus issue, provided that the 2010 AGM passes a resolution in	
	accordance with the Board of Directors motion concerning a	
	reduction of the share capital pursuant to Item 10 (a), as well as a resolution concerning a bonus issue in accordance with the Board	
	of Directors motion pursuant to Item 10 (b); the proposed record	
	date for entitlement to receive a cash dividend is 30 APR 2010, the dividend is expected to be paid through Euro clear Sweden	
	AB, on 05 MAY 2010	
9	Grant discharge from liability for the Board Members and the President	Management
10.a	Approve, a reduction in the Company's share capital of SEK	Management
	31,037,085.04 by means of the withdrawal of 20,000,000 shares in the Company; the shares in the Company proposed for	
	withdrawal have been repurchased by the Company in	
	accordance with the authorization granted by the General Meeting of the Company; that the reduced amount be allocated to a fund	
	for use in repurchasing the Company's own shares	
10.b	Approve, provided that the Meeting passes a resolution in accordance with the Board s motion under item 10 a) above, an	Management
	increase in the Company's share capital of SEK 31,037,085.04	
	through a transfer from non-restricted shareholders equity to the	
	share capital [bonus issue], the share capital shall be increased without issuing new shares	
11	Authorize the Board of Directors to decide on the acquisition, on	Management
	one or more occasions prior to the next AGM, of a maximum of as many shares as may be acquired without the Company's holding	

at any time exceeding 10% of all shares in the Company, the

	shares shall be acquired on NASDA OMX Stockholm at a price within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price, the purpose of the repurchase is primarily to enable the Company's capital structure to be adjusted and to cover the allocation of options as part of the Company's option program	
12	Approve the proposes principles for remuneration and other terms of employment for the President and other members of the Group Management whereby remuneration and other items of employment for the Group management shall correspond to market practice, in addition to the fixed salary, the members of the Group management may be entitled to variable salary, the variable salary may include both an annual short term program to be paid out in the beginning of the subsequent year depending on the outcome of the program, and a long term program with a performance period which shall not be shorter than three years, the variable, salary, shall primarily be based on specific, clear, predetermined and measurable financial or operational criteria and may include an obligation to purchase and hold shares in the	Management
13	Company Approve, that the Meeting resolve that the Company issue 713,670 call options to execute the option program for 2009; that the Company, in a deviation from the preferential rights of shareholders, be permitted to transfer of 713,670 shares in the Company at a selling price of SEK 197.45 per share in conjunction with a potential exercise of the call options; the number of shares and the selling price of the shares covered by the transfer resolution in accordance with this item may be recalculated as a consequence of a bonus issue of shares, a consolidation or split of shares, a new share issue, a reduction in the share capital, or another similar measure	Management
14	Approve that the Board of Directors shall comprise 7 Members elected by the AGM and no Deputies	Management
15	Approve that the fees to the Board of Directors be paid for the period until the close of the next AGM: the Chairman shall receive SEK 1,575,000, the Deputy Chairman shall receive SEK 745,000 and the other Board members elected by the meeting shall each receive SEK 630,000; it is furthermore proposed that the Board, as remuneration for committee work carried out, be allotted SEK 230,000 to the Chairman of the Compensation Committee and the Audit Committee respectively and SEK 115,000 respectively to the other members of these committees, although totaling no more	Management

ProxyEdge

remuneration

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

than SEK 920,000; it is proposed that members of the Board

employed by the Swedish Match Group not receive any

Re-election of Charles A. Blixt, Andrew Cripps, Karen Guerra,
Ame Jurbrant, Conny Karlsson, Kersti Strandqvist and Meg Tiveus
as the Members of the Board of Directors and Conny Karlsson as
the Chairman of the Board and Andrew Cripps as the Deputy
Chairman of the Board

Management

17	Approve that the Chairman of the Board shall be given a mandate to contact the Company's four largest shareholders and ask them each to appoint one representative to form the Nominating Committee, together with the Chairman of the Board, for the period until a new Nominating Committee has been appointed in accordance with a mandate from the next AGM; if any of these shareholders waives its right to appoint a representative, the next largest shareholder in terms of the number of votes shall be asked to appoint a representative; the names of the members of the Nominating Committee shall be published no later than six months prior to the 2011 AGM; the four largest shareholders are identified on the basis of the known numbers of votes in due time before the date falling six month before the AGM; no remuneration shall be payable to the members of the Nominating Committee; any expenses incurred in the course of the Nominating Committee's work shall be borne by the Company	Management
18	Approve that the meeting should adopt the Instructions for Swedish Match AB's Nominating Committee, which are identical to those adopted by the 2009 AGM	Management

\_\_\_\_\_\_

GVT HOLDING SA, CURITIBA

SECURITY P5145T104 MEETING TYPE Annual General Meeting TICKER SYMBOL MEETING DATE 27-Apr-2010 AGENDA 702348839 - Management

ITEM	PROPOSAL	TYPE
_	IMPORTANT MARKET PROCESSING REQUIREMENT: A	Non-Voting
	BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA)	
	IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR	
	VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A	
	POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED.	
	IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR	
	CLIENT SERVICE-REPRESENTATIVE PLEASE NOTE THAT SHAREHOLDERS SUBMITTING A VOTE	Non Woting
_	TO ELECT A MEMBER MUST-INCLUDE THE NAME OF THE	Non-Voting
	CANDIDATE TO BE ELECTED. IF INSTRUCTIONS TO VOTE	
	ON-THIS ITEM IS RECEIVED WITHOUT A CANDIDATE'S	
	NAME, YOUR VOTE WILL BE PROCESSED-IN FAVOR OR	
	AGAINST OF THE DEFAULT COMPANY'S CANDIDATE. THANK	
	YOU.	
_	PLEASE NOTE THAT VOTES 'IN FAVOR' AND 'AGAINST' IN	Non-Voting
	THE SAME AGENDA ITEM ARE-NOT ALLOWED. ONLY VOTES	-
	IN FAVOR AND/OR ABSTAIN OR AGAINST AND/ OR ABSTAIN-	
	ARE ALLOWED. THANK YOU	
1	Receive the administrators accounts, discuss and vote on the	Management
	financial statements accompanied by the Independent Auditors	
	report regarding the FYE 31 DEC 2009	
2	Election of the members of the Board of Directors	Management

-----

FORTUNE BRANDS, INC.

SECURITY 349631101 MEETING TYPE Annual

TICKER SYMBOL FO MEETING DATE 27-Apr-2010

ISIN US3496311016 AGENDA 933196405 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Management
1B	ELECTION OF DIRECTOR: NORMAN H. WESLEY	Management
1C	ELECTION OF DIRECTOR: PETER M. WILSON	Management
02	RATIFICATION OF THE APPOINTMENT OF	Management
	PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT	
	REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	
03	APPROVAL OF AMENDMENTS TO THE COMPANY'S	Management
	RESTATED CERTIFICATE OF INCORPORATION TO	
	ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS.	
04	APPROVAL OF THE FORTUNE BRANDS, INC. 2010 NON-	Management
	EMPLOYEE DIRECTOR STOCK PLAN.	
05	IF PRESENTED, A SHAREHOLDER PROPOSAL ENTITLED	Shareholder
	"SPECIAL SHAREOWNER MEETINGS."	

ProxyEdge

Meeting Date Range: 07/01/2009 to 06/30/2010 Report Date: 07/06/2010 The Gabelli Dividend and Income Trust

HANESBRANDS INC.

SECURITY 410345102 MEETING TYPE Annual
TICKER SYMBOL HBI MEETING DATE 27-Apr-2010
ISIN US4103451021 AGENDA 933198625 - Management

ITEM	PROPOSAL		TYPE
01	DIRECTOR		Management
	1	LEE A. CHADEN	
	2	BOBBY J. GRIFFIN	
	3	JAMES C. JOHNSON	
	4	JESSICA T. MATHEWS	
	5	J. PATRICK MULCAHY	
	6	RONALD L. NELSON	
	7	RICHARD A. NOLL	
	8	ANDREW J. SCHINDLER	
	9	ANN E. ZIEGLER	
02	TO RAT	IFY THE APPOINTMENT OF	Management
	PRICEWA	ATERHOUSECOOPERS LLP AS HANESBRANDS'	
	INDEPE	NDENT REGISTERED PUBLIC ACCOUNTING FIRM	
	FOR HAI	NESBRANDS' 2010 FISCAL YEAR	

COOPER INDUSTRIES PLC.

SECURITY G24140108 MEETING TYPE Annual TICKER SYMBOL CBE MEETING DATE 27-Apr-2010

ISIN IE00B40K9117 AGENDA 933200494 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Management
1B	ELECTION OF DIRECTOR: DAN F. SMITH	Management
1C	ELECTION OF DIRECTOR: GERALD B. SMITH	Management
1D	ELECTION OF DIRECTOR: MARK S. THOMPSON	Management
02	TO CONSIDER THE COMPANY'S IRISH STATUTORY	Management
	ACCOUNTS AND THE RELATED REPORTS OF THE	
	DIRECTORS AND AUDITORS.	
03	APPOINT ERNST & YOUNG AS OUR INDEPENDENT	Management
	AUDITORS FOR THE YEAR ENDING 12/31/2010 AND	
	AUTHORIZE THE AUDIT COMMITTEE TO SET THEIR	
	REMUNERATION.	
04	AUTHORIZE ANY SUBSIDIARY OF THE COMPANY TO MAKE	Management
	MARKET PURCHASES OF COMPANY SHARES.	
05	AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY	Management
	SHARES.	
		l l

#### AMEREN CORPORATION

SECURITY 023608102 MEETING TYPE Annual
TICKER SYMBOL AEE MEETING DATE 27-Apr-2010
ISIN US0236081024 AGENDA 933201725 - Management

PROPOSAL ITEM TYPE