

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC
Form N-PX
August 27, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT

INVESTMENT COMPANIES

| | |
|---|--|
| Investment Company Act File Number: | 811-07460 |
| Exact Name of Registrant as Specified in Charter: | Delaware Investments® Dividend and Income Fund, Inc. |
| Address of principal executive offices: | 2005 Market Street Philadelphia, PA 19103 |
| Name and address of agent for service: | David F. Connor, Esq. 2005 Market Street Philadelphia, PA 19103 |
| Registrant's telephone number: | (800) 523-1918 |
| Date of fiscal year end: | November 30 |
| Date of reporting period: | July 1, 2008 - June 30, 2009 |

ITEM 1. PROXY VOTING RECORD.

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===== DELAWARE INVESTMENTS® DIVIDEND AND INCOME FUND, INC. =====

ALLIED WASTE INDUSTRIES, INC.

Ticker: AW Security ID: 019589308

Meeting Date: NOV 14, 2008 Meeting Type: Special

Record Date: OCT 6, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

ALLSTATE CORPORATION, THE

Ticker: ALL Security ID: 020002101

Meeting Date: MAY 19, 2009 Meeting Type: Annual

Record Date: MAR 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director F. Duane Ackerman | For | For | Management |
| 1.2 | Elect Director Robert D. Beyer | For | For | Management |
| 1.3 | Elect Director W. James Farrell | For | For | Management |
| 1.4 | Elect Director Jack M. Greenberg | For | For | Management |

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| | | | | |
|------|---|---------|-----|-------------|
| 1.5 | Elect Director Ronald T. LeMay | For | For | Management |
| 1.6 | Elect Director H. John Riley, Jr. | For | For | Management |
| 1.7 | Elect Director Joshua I. Smith | For | For | Management |
| 1.8 | Elect Director Judith A. Sprieser | For | For | Management |
| 1.9 | Elect Director Mary Alice Taylor | For | For | Management |
| 1.10 | Elect Director Thomas J. Wilson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 7 | Report on Political Contributions | Against | For | Shareholder |

AMB PROPERTY CORP.

Ticker: AMB Security ID: 00163T109

Meeting Date: MAY 7, 2009 Meeting Type: Annual

Record Date: MAR 3, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Hamid R. Moghadam | For | For | Management |
| 1.2 | Elect Director T. Robert Burke | For | For | Management |
| 1.3 | Elect Director David A. Cole | For | For | Management |

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| | | | | |
|-----|-----------------------------------|-----|-----|------------|
| 1.4 | Elect Director Lydia H. Kennard | For | For | Management |
| 1.5 | Elect Director J. Michael Losh | For | For | Management |
| 1.6 | Elect Director Frederick W. Reid | For | For | Management |
| 1.7 | Elect Director Jeffrey L. Skelton | For | For | Management |
| 1.8 | Elect Director Thomas W. Tusher | For | For | Management |
| 1.9 | Elect Director Carl B. Webb | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

ANNALY CAPITAL MANAGEMENT INC.

Ticker: NLY Security ID: 035710409

Meeting Date: MAY 29, 2009 Meeting Type: Annual

Record Date: MAR 27, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director W. Denahan-Norris | For | For | Management |
| 1.2 | Elect Director Michael Haylon | For | For | Management |
| 1.3 | Elect Director Donnell A. Segalas | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

APARTMENT INVESTMENT AND MANAGEMENT COMPANY

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Ticker: AIV Security ID: 03748R101

Meeting Date: APR 27, 2009 Meeting Type: Annual

Record Date: FEB 27, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director James N. Bailey | For | Withhold | Management |
| 1.2 | Elect Director Terry Considine | For | For | Management |
| 1.3 | Elect Director Richard S. Ellwood | For | Withhold | Management |
| 1.4 | Elect Director Thomas L. Keltner | For | Withhold | Management |
| 1.5 | Elect Director J. Landis Martin | For | Withhold | Management |
| 1.6 | Elect Director Robert A. Miller | For | Withhold | Management |
| 1.7 | Elect Director Michael A. Stein | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Require a Majority Vote for the Election of Directors | None | For | Shareholder |

AT&T INC

Ticker: T Security ID: 00206R102

Meeting Date: APR 24, 2009 Meeting Type: Annual

Record Date: FEB 25, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Randall L. Stephenson | For | For | Management |
| 1.2 | Elect Director William F. Aldinger III | For | Against | Management |

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|------|---|---------|---------|-------------|
| 1.3 | Elect Director Gilbert F. Amelio | For | Against | Management |
| 1.4 | Elect Director Reuben V. Anderson | For | For | Management |
| 1.5 | Elect Director James H. Blanchard | For | Against | Management |
| 1.6 | Elect Director August A. Busch III | For | For | Management |
| 1.7 | Elect Director Jaime Chico Pardo | For | For | Management |
| 1.8 | Elect Director James P. Kelly | For | For | Management |
| 1.9 | Elect Director Jon C. Madonna | For | For | Management |
| 1.10 | Elect Director Lynn M. Martin | For | For | Management |
| 1.11 | Elect Director John B. McCoy | For | For | Management |
| 1.12 | Elect Director Mary S. Metz | For | For | Management |
| 1.13 | Elect Director Joyce M. Roche | For | For | Management |
| 1.14 | Elect Director Laura D Andrea Tyson | For | For | Management |
| 1.15 | Elect Director Patricia P. Upton | For | Against | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Report on Political Contributions | Against | For | Shareholder |
| 5 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 6 | Provide for Cumulative Voting | Against | For | Shareholder |
| 7 | Require Independent Board Chairman | Against | For | Shareholder |
| 8 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 9 | Exclude Pension Credits from Earnings Performance Measure | Against | For | Shareholder |

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BANK OF NEW YORK MELLON CORP., THE

Ticker: BK Security ID: 064058100

Meeting Date: APR 14, 2009 Meeting Type: Annual

Record Date: FEB 13, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Ruth E. Bruch | For | For | Management |
| 1.2 | Elect Director Nicholas M. Donofrio | For | For | Management |
| 1.3 | Elect Director Gerald L. Hassell | For | For | Management |
| 1.4 | Elect Director Edmund F. Kelly | For | For | Management |
| 1.5 | Elect Director Robert P. Kelly | For | For | Management |
| 1.6 | Elect Director Richard J. Kogan | For | For | Management |
| 1.7 | Elect Director Michael J. Kowalski | For | For | Management |
| 1.8 | Elect Director John A. Luke, Jr. | For | For | Management |
| 1.9 | Elect Director Robert Mehrabian | For | For | Management |
| 1.10 | Elect Director Mark A. Nordenberg | For | For | Management |
| 1.11 | Elect Director Catherine A. Rein | For | For | Management |
| 1.12 | Elect Director William C. Richardson | For | For | Management |
| 1.13 | Elect Director Samuel C. Scott III | For | For | Management |
| 1.14 | Elect Director John P. Surma | For | For | Management |
| 1.15 | Elect Director Wesley W. von Schack | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Provide for Cumulative Voting | Against | For | Shareholder |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |

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BIOMED REALTY TRUST, INC.

Ticker: BMR Security ID: 09063H107

Meeting Date: MAY 27, 2009 Meeting Type: Annual

Record Date: MAR 11, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alan D. Gold | For | For | Management |
| 1.2 | Elect Director Barbara R. Cambon | For | For | Management |
| 1.3 | Elect Director Edward A. Dennis Ph.D. | For | For | Management |
| 1.4 | Elect Director Richard I. Gilchrist | For | For | Management |
| 1.5 | Elect Director Gary A. Kreitzer | For | For | Management |
| 1.6 | Elect Director Theodore D. Roth | For | For | Management |
| 1.7 | Elect Director M. Faye Wilson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

BOSTON PROPERTIES INC.

Ticker: BXP Security ID: 101121101

Meeting Date: MAY 19, 2009 Meeting Type: Annual

Record Date: MAR 24, 2009

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Frederick J. Iseman | For | For | Management |
| 1.2 | Elect Director Edward H. Linde | For | Withhold | Management |
| 1.3 | Elect Director David A. Twardock | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | Against | For | Shareholder |
| 4 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 5 | Prepare Sustainability Report | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |

BRE PROPERTIES, INC.

Ticker: BRE Security ID: 05564E106

Meeting Date: MAY 21, 2009 Meeting Type: Annual

Record Date: MAR 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Paula F. Downey | For | For | Management |
| 1.2 | Elect Director Edward F. Lange, Jr. | For | For | Management |
| 1.3 | Elect Director Irving F. Lyons, III | For | For | Management |
| 1.4 | Elect Director Edward E. Mace | For | For | Management |
| 1.5 | Elect Director Christopher J. McGurk | For | For | Management |
| 1.6 | Elect Director Matthew T. Medeiros | For | For | Management |

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| | | | | |
|------|------------------------------------|-----|-----|------------|
| 1.7 | Elect Director Constance B. Moore | For | For | Management |
| 1.8 | Elect Director Jeanne R. Myerson | For | For | Management |
| 1.9 | Elect Director Thomas E. Robinson | For | For | Management |
| 1.10 | Elect Director Dennis E. Singleton | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108

Meeting Date: MAY 5, 2009 Meeting Type: Annual

Record Date: MAR 12, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------|---------|-----------|------------|
| 1 | Elect Director L. Andreotti | For | For | Management |
| 2 | Elect Director L. B. Campbell | For | For | Management |
| 3 | Elect Director J. M. Cornelius | For | For | Management |
| 4 | Elect Director L. J. Freeh | For | For | Management |
| 5 | Elect Director L. H. Glimcher | For | For | Management |
| 6 | Elect Director M. Grobstein | For | For | Management |
| 7 | Elect Director L. Johansson | For | For | Management |
| 8 | Elect Director A. J. Lacy | For | For | Management |
| 9 | Elect Director V. L. Sato | For | For | Management |
| 10 | Elect Director T. D. West, Jr. | For | For | Management |
| 11 | Elect Director R. S. Williams | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 13 | Increase Disclosure of Executive Compensation | Against | Against | Shareholder |
| 14 | Reduce Supermajority Vote Requirement | Against | Against | Shareholder |
| 15 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

BWAY HOLDING CO

Ticker: BWY Security ID: 12429T104

Meeting Date: FEB 27, 2009 Meeting Type: Annual

Record Date: JAN 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------|---------|-----------|------------|
| 1 | Ratify Auditors | For | For | Management |

BWAY HOLDING CO

Ticker: BWY Security ID: 12429T104

Meeting Date: JUN 25, 2009 Meeting Type: Special

Record Date: MAY 12, 2009

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1 | Declassify the Board of Directors | For | For | Management |
| 2.1 | Elect Director Jean-Pierre M. Ergas | For | For | Management |
| 2.2 | Elect Director Warren J. Hayford | For | For | Management |
| 2.3 | Elect Director Earl L. Mason | For | For | Management |
| 2.4 | Elect Director Lawrence A. McVicker | For | For | Management |
| 2.5 | Elect Director David M. Roderick | For | For | Management |
| 2.6 | Elect Director Kenneth M. Roessler | For | For | Management |
| 2.7 | Elect Director Wellford L. Sanders, Jr. | For | Withhold | Management |
| 2.8 | Elect Director David I. Wahrhaftig | For | For | Management |
| 2.9 | Elect Director Thomas R. Wall, IV | For | For | Management |

CABLEVISION SYSTEMS CORP.

Ticker: CVC Security ID: 12686C109

Meeting Date: MAY 21, 2009 Meeting Type: Annual

Record Date: MAR 31, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Zachary W. Carter | For | For | Management |
| 1.2 | Elect Director Charles D. Ferris | For | Withhold | Management |
| 1.3 | Elect Director Thomas V. Reifenheiser | For | For | Management |
| 1.4 | Elect Director John R. Ryan | For | For | Management |
| 1.5 | Elect Director Vincent Tese | For | For | Management |

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| | | | | |
|-----|----------------------------|-----|---------|------------|
| 1.6 | Elect Director Leonard Tow | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |

CAMDEN PROPERTY TRUST

Ticker: CPT Security ID: 133131102

Meeting Date: MAY 6, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Richard J. Campo | For | For | Management |
| 1.2 | Elect Director William R. Cooper | For | For | Management |
| 1.3 | Elect Director Scott S. Ingraham | For | For | Management |
| 1.4 | Elect Director Lewis A. Levey | For | For | Management |
| 1.5 | Elect Director William B. McGuire, Jr. | For | For | Management |
| 1.6 | Elect Director William F. Paulsen | For | For | Management |
| 1.7 | Elect Director D. Keith Oden | For | For | Management |
| 1.8 | Elect Director F. Gardner Parker | For | For | Management |
| 1.9 | Elect Director Steven A. Webster | For | For | Management |
| 1.10 | Elect Director Kelvin R. Westbrook | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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CARDINAL HEALTH, INC.

Ticker: CAH Security ID: 14149Y108

Meeting Date: JUN 23, 2009 Meeting Type: Special

Record Date: MAY 15, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Approve Stock Option Exchange Program | For | For | Management |

CARDTRONICS, INC.

Ticker: CATM Security ID: 14161H108

Meeting Date: JUN 18, 2009 Meeting Type: Annual

Record Date: APR 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director J. Tim Arnoult | For | Withhold | Management |
| 1.2 | Elect Director Dennis Lynch | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

CHEVRON CORPORATION

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Ticker: CVX Security ID: 166764100

Meeting Date: MAY 27, 2009 Meeting Type: Annual

Record Date: APR 1, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director S. H. Armacost | For | For | Management |
| 1.2 | Elect Director L. F. Deily | For | For | Management |
| 1.3 | Elect Director R. E. Denham | For | For | Management |
| 1.4 | Elect Director R. J. Eaton | For | For | Management |
| 1.5 | Elect Director E. Hernandez | For | For | Management |
| 1.6 | Elect Director F. G. Jenifer | For | For | Management |
| 1.7 | Elect Director S. Nunn | For | For | Management |
| 1.8 | Elect Director D. J. O'Reilly | For | For | Management |
| 1.9 | Elect Director D. B. Rice | For | For | Management |
| 1.10 | Elect Director K. W. Sharer | For | For | Management |
| 1.11 | Elect Director C. R. Shoemate | For | For | Management |
| 1.12 | Elect Director R. D. Sugar | For | For | Management |
| 1.13 | Elect Director C. Ware | For | For | Management |
| 1.14 | Elect Director J. S. Watson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Amend Articles/Bylaws/Charter -- Call | Against | For | Shareholder |
| | Special Meetings | | | |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 7 | Adopt Quantitative GHG Goals for | Against | Against | Shareholder |

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Products and Operations

| | | | | |
|----|---|---------|---------|-------------|
| 8 | Adopt Guidelines for Country Selection | Against | For | Shareholder |
| 9 | Adopt Human Rights Policy | Against | For | Shareholder |
| 10 | Report on Market Specific Environmental | Against | Against | Shareholder |

Laws

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard L. Armitage | For | For | Management |
| 1.2 | Elect Director Richard H. Auchinleck | For | For | Management |
| 1.3 | Elect Director James E. Copeland, Jr. | For | For | Management |
| 1.4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1.5 | Elect Director Ruth R. Harkin | For | For | Management |
| 1.6 | Elect Director Harold W. McGraw III | For | For | Management |
| 1.7 | Elect Director James J. Mulva | For | For | Management |
| 1.8 | Elect Director Harald J. Norvik | For | For | Management |
| 1.9 | Elect Director William K. Reilly | For | For | Management |
| 1.10 | Elect Director Bobby S. Shackouls | For | For | Management |
| 1.11 | Elect Director Victoria J. Tschinkel | For | For | Management |
| 1.12 | Elect Director Kathryn C. Turner | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.13 | Elect Director William E. Wade, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Adopt Principles for Health Care Reform | Against | Against | Shareholder |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 6 | Report on Political Contributions | Against | For | Shareholder |
| 7 | Adopt Quantitative GHG Goals for Products and Operations | Against | For | Shareholder |
| 8 | Report on Environmental Impact of Oil Sands Operations in Canada | Against | For | Shareholder |
| 9 | Require Director Nominee Qualifications | Against | Against | Shareholder |

CORPORATE OFFICE PROPERTIES TRUST, INC.

Ticker: OFC Security ID: 22002T108

Meeting Date: MAY 14, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jay H. Shidler | For | For | Management |
| 1.2 | Elect Director Clay W. Hamlin, III | For | For | Management |
| 1.3 | Elect Director Thomas F. Brady | For | For | Management |
| 1.4 | Elect Director Robert L. Denton | For | For | Management |
| 1.5 | Elect Director Douglas M. Firstenberg | For | For | Management |

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|-----|--------------------------------------|-----|-----|------------|
| 1.6 | Elect Director Randall M. Griffin | For | For | Management |
| 1.7 | Elect Director Steven D. Kesler | For | For | Management |
| 1.8 | Elect Director Kenneth S. Sweet, Jr. | For | For | Management |
| 1.9 | Elect Director Kenneth D. Wethe | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

CVS CAREMARK CORP

Ticker: CVS Security ID: 126650100

Meeting Date: MAY 6, 2009 Meeting Type: Annual

Record Date: MAR 12, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Edwin M. Banks | For | For | Management |
| 1.2 | Elect Director C. David Brown II | For | For | Management |
| 1.3 | Elect Director David W. Dorman | For | For | Management |
| 1.4 | Elect Director Kristen E. Gibney Williams | For | For | Management |
| 1.5 | Elect Director Marian L. Heard | For | For | Management |
| 1.6 | Elect Director William H. Joyce | For | For | Management |
| 1.7 | Elect Director Jean-Pierre Million | For | For | Management |
| 1.8 | Elect Director Terrence Murray | For | For | Management |
| 1.9 | Elect Director C.A. Lance Piccolo | For | For | Management |
| 1.10 | Elect Director Sheli Z. Rosenberg | For | For | Management |
| 1.11 | Elect Director Thomas M. Ryan | For | For | Management |

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| | | | | |
|------|---|---------|-----|-------------|
| 1.12 | Elect Director Richard J. Swift | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Report on Political Contributions | Against | For | Shareholder |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

DEVELOPERS DIVERSIFIED REALTY CORP.

Ticker: DDR Security ID: 251591103

Meeting Date: APR 9, 2009 Meeting Type: Special

Record Date: MAR 6, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Issuance of Shares for a Private Placement | For | For | Management |
| 2 | Amend Stock Ownership Limitations | For | For | Management |
| 3 | Amend Securities Transfer Restrictions | For | For | Management |
| 4 | Fix Number of Directors | For | For | Management |
| 5 | Adjourn Meeting | For | For | Management |

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E.I. DU PONT DE NEMOURS & CO.

Ticker: DD Security ID: 263534109

Meeting Date: APR 29, 2009 Meeting Type: Annual

Record Date: MAR 4, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Samuel W. Bodman | For | For | Management |
| 2 | Elect Director Richard H. Brown | For | For | Management |
| 3 | Elect Director Robert A. Brown | For | For | Management |
| 4 | Elect Director Bertrand P. Collomb | For | For | Management |
| 5 | Elect Director Curtis J. Crawford | For | For | Management |
| 6 | Elect Director Alexander M. Cutler | For | For | Management |
| 7 | Elect Director John T. Dillon | For | For | Management |
| 8 | Elect Director Eleuthere I. Du Pont | For | For | Management |
| 9 | Elect Director Marillyn Hewson | For | For | Management |
| 10 | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 11 | Elect Director Lois D. Juliber | For | For | Management |
| 12 | Elect Director Ellen J. Kullman | For | For | Management |
| 13 | Elect Director William K. Reily | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Against Officers' Compensation | For | For | Shareholder |

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ENTERTAINMENT PROPERTIES TRUST

Ticker: EPR Security ID: 29380T105

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: FEB 18, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jack A. Newman, Jr. | For | For | Management |
| 1.2 | Elect Director James A. Olson | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

EQUITY RESIDENTIAL

Ticker: EQR Security ID: 29476L107

Meeting Date: JUN 11, 2009 Meeting Type: Annual

Record Date: MAR 31, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee John W. Alexander | For | For | Management |
| 1.2 | Elect Trustee Charles L. Atwood | For | For | Management |
| 1.3 | Elect Trustee Boone A. Knox | For | For | Management |
| 1.4 | Elect Trustee John E. Neal | For | For | Management |
| 1.5 | Elect Trustee David J. Neithercut | For | For | Management |
| 1.6 | Elect Trustee Sheli Z. Rosenberg | For | For | Management |

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| | | | | |
|-----|--|---------|-----|-------------|
| 1.7 | Elect Trustee Gerald A. Spector | For | For | Management |
| 1.8 | Elect Trustee B. Joseph White | For | For | Management |
| 1.9 | Elect Trustee Samuel Zell | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

FEDERAL REALTY INVESTMENT TRUST

Ticker: FRT Security ID: 313747206

Meeting Date: MAY 6, 2009 Meeting Type: Annual

Record Date: MAR 19, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Trustee Gail P. Steinel | For | For | Management |
| 2 | Elect Trustee Joseph S. Vassalluzzo | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Declassify the Board of Trustees | For | For | Management |
| 5 | Amend Shareholder Rights Plan (Poison Pill) | For | For | Management |

FOSTER WHEELER AG

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Ticker: FWLT Security ID: H27178104

Meeting Date: MAY 6, 2009 Meeting Type: Annual

Record Date: MAR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | ELECTION OF DIRECTOR: ROBERT C. FLEXON | For | For | Management |
| 2 | ELECTION OF DIRECTOR: MAUREEN B. TART-BEZER | For | For | Management |
| 3 | ELECTION OF DIRECTOR: JAMES D. WOODS | For | For | Management |
| 4 | RE-ELECTION OF PRICEWATERHOUSECOOPERS AG, SWITZERLAND, AS OUR INDEPENDENT AUDITOR (REVISIONSSTELLE) FOR 2009 | For | For | Management |
| 5 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009 (CONSULTATIVE VOTE) | For | For | Management |
| 6 | IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE ANNUAL GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS | For | Abstain | Management |

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FOSTER WHEELER LTD

Ticker: FWLT Security ID: G36535139

Meeting Date: JAN 27, 2009 Meeting Type: Court

Record Date: DEC 15, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | APPROVAL OF THE SCHEME OF ARRANGEMENT (THE REDOMESTICATION). | For | For | Management |
| 2 | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE SCHEME OF ARRANGEMENT. | For | For | Management |

GAP, INC., THE

Ticker: GPS Security ID: 364760108

Meeting Date: MAY 19, 2009 Meeting Type: Annual

Record Date: MAR 23, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Adrian D. P. Bellamy | For | For | Management |
| 1.2 | Elect Director Domenico De Sole | For | For | Management |

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| | | | | |
|------|---------------------------------------|-----|-----|------------|
| 1.3 | Elect Director Donald G. Fisher | For | For | Management |
| 1.4 | Elect Director Robert J. Fisher | For | For | Management |
| 1.5 | Elect Director Bob L. Martin | For | For | Management |
| 1.6 | Elect Director Jorge P. Montoya | For | For | Management |
| 1.7 | Elect Director Glenn K. Murphy | For | For | Management |
| 1.8 | Elect Director James M. Schneider | For | For | Management |
| 1.9 | Elect Director Mayo A. Shattuck III | For | For | Management |
| 1.10 | Elect Director Kneeland C. Youngblood | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

GENERAL GROWTH PROPERTIES, INC.

Ticker: GGWPQ Security ID: 370021107

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Adam Metz | For | Withhold | Management |
| 1.2 | Elect Director Thomas Nolan, Jr. | For | Withhold | Management |
| 1.3 | Elect Director John Riordan | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

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GRAPHIC PACKAGING HOLDING CO.

Ticker: GPK Security ID: 388689101

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jeffrey Liaw | For | Withhold | Management |
| 1.2 | Elect Director Michael G. MacDougall | For | Withhold | Management |
| 1.3 | Elect Director John R. Miller | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Approve Reverse Stock Split | For | For | Management |

GRUPO AEROPORTUARIO DEL CENTRO NORTE S.A.B. DE C.V.

Ticker: OMAB Security ID: 400501102

Meeting Date: APR 24, 2009 Meeting Type: Annual

Record Date: MAR 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports for the Period Ended December 31, 2008 | None | For | Management |
| 2 | Present CEO and Auditor Report for the Period Ended December 31, 2008 | None | For | Management |

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| | | | | |
|---|--|------|-----|------------|
| 3 | Present Tax Report in Accordance with Art. 28, Section IV of Stock Market Law | None | For | Management |
| 4 | Authorize Board to Ratify and Execute Approved Resolutions in Proposals 1 and 2 of this Agenda | For | For | Management |
| 5 | Approve Allocation of Income, Increase in Reserves and Distribution of Dividends | For | For | Management |
| 6 | Elect Directors, Alternates and Chairs of Special Committee | For | For | Management |
| 7 | Approve Remuneration of Directors and Members of the Special Committee | For | For | Management |
| 8 | Authorize Board to Ratify and Execute Approved Resolutions | For | For | Management |

H. J. HEINZ CO.

Ticker: HNZ Security ID: 423074103

Meeting Date: AUG 13, 2008 Meeting Type: Annual

Record Date: JUN 4, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director W.R. Johnson | For | For | Management |
| 2 | Elect Director C.E. Bunch | For | For | Management |
| 3 | Elect Director L.S. Coleman, Jr. | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 4 | Elect Director J.G. Drosdick | For | For | Management |
| 5 | Elect Director E.E. Holiday | For | For | Management |
| 6 | Elect Director C. Kendle | For | For | Management |
| 7 | Elect Director D.R. O'Hare | For | For | Management |
| 8 | Elect Director N. Peltz | For | For | Management |
| 9 | Elect Director D.H. Reilley | For | For | Management |
| 10 | Elect Director L.C. Swann | For | For | Management |
| 11 | Elect Director T.J. Usher | For | For | Management |
| 12 | Elect Director M.F. Weinstein | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Reduce Supermajority Vote Requirement to Amend Limitation of Director Liability and Director/Officer Indemnification | For | For | Management |
| 15 | Reduce Supermajority Vote Requirement to Approve Certain Business Combinations | For | For | Management |

HCP INC.

Ticker: HCP Security ID: 40414L109

Meeting Date: APR 23, 2009 Meeting Type: Annual

Record Date: MAR 3, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|------|---------------------------------------|-----|-----|------------|
| 1.1 | Elect Director Robert R. Fanning, Jr. | For | For | Management |
| 1.2 | Elect Director James F. Flaherty III | For | For | Management |
| 1.3 | Elect Director Christine N. Garvey | For | For | Management |
| 1.4 | Elect Director David B. Henry | For | For | Management |
| 1.5 | Elect Director Lauralee E. Martin | For | For | Management |
| 1.6 | Elect Director Michael D. McKee | For | For | Management |
| 1.7 | Elect Director Harold M. Messmer, Jr. | For | For | Management |
| 1.8 | Elect Director Peter L. Rhein | For | For | Management |
| 1.9 | Elect Director Kenneth B. Roath | For | For | Management |
| 1.10 | Elect Director Richard M. Rosenberg | For | For | Management |
| 1.11 | Elect Director Joseph P. Sullivan | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

HERSHA HOSPITALITY TRUST

Ticker: HT Security ID: 427825104

Meeting Date: MAY 21, 2009 Meeting Type: Annual

Record Date: MAR 31, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Hasu P. Shah | For | For | Management |
| 1.2 | Elect Director Michael A. Leven | For | For | Management |
| 1.3 | Elect Director Kiran P. Patel | For | For | Management |
| 1.4 | Elect Director John M. Sabin | For | For | Management |

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2 Ratify Auditors For For Management

HIGHWOODS PROPERTIES, INC.

Ticker: HIW Security ID: 431284108

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: MAR 2, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Gene H. Anderson | For | For | Management |
| 1.2 | Elect Director David J. Hartzell , Ph.D. | For | For | Management |
| 1.3 | Elect Director L. Glenn Orr, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |

INNOPHOS HOLDINGS, INC.

Ticker: IPHS Security ID: 45774N108

Meeting Date: JUN 2, 2009 Meeting Type: Annual

Record Date: APR 17, 2009

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gary Cappeline | For | For | Management |
| 1.2 | Elect Director Amado Cavazos | For | For | Management |
| 1.3 | Elect Director Randolph Gress | For | For | Management |
| 1.4 | Elect Director Linda Myrick | For | For | Management |
| 1.5 | Elect Director Karen Osar | For | For | Management |
| 1.6 | Elect Director John Steitz | For | For | Management |
| 1.7 | Elect Director Stephen M. Zide | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |

INTEL CORPORATION

Ticker: INTC Security ID: 458140100

Meeting Date: MAY 20, 2009 Meeting Type: Annual

Record Date: MAR 23, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Charlene Barshefsky | For | For | Management |
| 2 | Elect Director Susan L. Decker | For | For | Management |
| 3 | Elect Director John J. Donahoe | For | For | Management |
| 4 | Elect Director Reed E. Hundt | For | For | Management |
| 5 | Elect Director Paul S. Otellini | For | For | Management |
| 6 | Elect Director James D. Plummer | For | For | Management |
| 7 | Elect Director David S. Pottruck | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 8 | Elect Director Jane E. Shaw | For | For | Management |
| 9 | Elect Director John L. Thornton | For | For | Management |
| 10 | Elect Director Frank D. Yeary | For | For | Management |
| 11 | Elect Director David B. Yoffie | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Amend Omnibus Stock Plan | For | For | Management |
| 14 | Approve Stock Option Exchange Program | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Provide for Cumulative Voting | Against | For | Shareholder |
| 17 | Adopt Policy on Human Rights to Water | Against | Against | Shareholder |

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101

Meeting Date: APR 28, 2009 Meeting Type: Annual

Record Date: FEB 27, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director A. J. P. Belda | For | For | Management |
| 1.2 | Elect Director C. Black | For | For | Management |
| 1.3 | Elect Director W. R. Brody | For | For | Management |
| 1.4 | Elect Director K. I. Chenault | For | For | Management |
| 1.5 | Elect Director M. L. Eskew | For | For | Management |
| 1.6 | Elect Director S. A. Jackson | For | For | Management |

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| | | | | |
|------|--|---------|-----|-------------|
| 1.7 | Elect Director T. Nishimuro | For | For | Management |
| 1.8 | Elect Director J. W. Owens | For | For | Management |
| 1.9 | Elect Director S. J. Palmisano | For | For | Management |
| 1.10 | Elect Director J. E. Spero | For | For | Management |
| 1.11 | Elect Director S. Taurel | For | For | Management |
| 1.12 | Elect Director L. H. Zambrano | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Provide for Cumulative Voting | Against | For | Shareholder |
| 5 | Review Executive Compensation | Against | For | Shareholder |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104

Meeting Date: APR 23, 2009 Meeting Type: Annual

Record Date: FEB 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mary Sue Coleman | For | For | Management |
| 1.2 | Elect Director James G. Cullen | For | For | Management |
| 1.3 | Elect Director Michael M.E. Johns | For | For | Management |
| 1.4 | Elect Director Arnold G. Langbo | For | For | Management |
| 1.5 | Elect Director Susan L. Lindquist | For | For | Management |

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| | | | | |
|------|---|-----|-----|-------------|
| 1.6 | Elect Director Leo F. Mullin | For | For | Management |
| 1.7 | Elect Director William D. Perez | For | For | Management |
| 1.8 | Elect Director Charles Prince | For | For | Management |
| 1.9 | Elect Director David Satcher | For | For | Management |
| 1.10 | Elect Director William C. Weldon | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Against Officers' Compensation | For | | Shareholder |

KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103

Meeting Date: APR 30, 2009 Meeting Type: Annual

Record Date: MAR 2, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John R. Alm | For | For | Management |
| 1.2 | Elect Director Dennis R. Beresford | For | For | Management |
| 1.3 | Elect Director John F. Bergstrom | For | For | Management |
| 1.4 | Elect Director Abelardo E. Bru | For | For | Management |
| 1.5 | Elect Director Robert W. Decherd | For | For | Management |
| 1.6 | Elect Director Thomas J. Falk | For | For | Management |
| 1.7 | Elect Director Mae C. Jemison | For | For | Management |
| 1.8 | Elect Director Ian C. Read | For | For | Management |
| 1.9 | Elect Director G. Craig Sullivan | For | For | Management |

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| | | | | |
|---|---------------------------------------|---------|-----|-------------|
| 2 | Ratify Auditors | For | For | Management |
| 3 | Provide Right to Call Special Meeting | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Provide for Cumulative Voting | Against | For | Shareholder |

KIMCO REALTY CORP.

Ticker: KIM Security ID: 49446R109

Meeting Date: MAY 12, 2009 Meeting Type: Annual

Record Date: MAR 18, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Milton Cooper | For | For | Management |
| 1.2 | Elect Director Richard G. Dooley | For | For | Management |
| 1.3 | Elect Director Joe Grills | For | For | Management |
| 1.4 | Elect Director David B. Henry | For | For | Management |
| 1.5 | Elect Director F. Patrick Hughes | For | For | Management |
| 1.6 | Elect Director Frank Lourenso | For | For | Management |
| 1.7 | Elect Director Richard Saltzman | For | For | Management |
| 1.8 | Elect Director Philip Coviello | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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KITE REALTY GROUP TRUST

Ticker: KRG Security ID: 49803T102

Meeting Date: MAY 5, 2009 Meeting Type: Annual

Record Date: MAR 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John A. Kite | For | For | Management |
| 1.2 | Elect Director William E. Bindley | For | For | Management |
| 1.3 | Elect Director Richard A. Cosier | For | For | Management |
| 1.4 | Elect Director Eugene Golub | For | For | Management |
| 1.5 | Elect Director Gerald L. Moss | For | For | Management |
| 1.6 | Elect Director Michael L. Smith | For | For | Management |
| 1.7 | Elect Director Darell E. Zink, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

KRAFT FOODS INC

Ticker: KFT Security ID: 50075N104

Meeting Date: MAY 20, 2009 Meeting Type: Annual

Record Date: MAR 12, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ajay Banga | For | Against | Management |

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| | | | | |
|------|---|---------|-----|-------------|
| 1.2 | Elect Director Myra M. Hart | For | For | Management |
| 1.3 | Elect Director Lois D. Juliber | For | For | Management |
| 1.4 | Elect Director Mark D. Ketchum | For | For | Management |
| 1.5 | Elect Director Richard A. Lerner | For | For | Management |
| 1.6 | Elect Director John C. Pope | For | For | Management |
| 1.7 | Elect Director Fredric G. Reynolds | For | For | Management |
| 1.8 | Elect Director Irene B. Rosenfeld | For | For | Management |
| 1.9 | Elect Director Deborah C. Wright | For | For | Management |
| 1.10 | Elect Director Frank G. Zarb | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

LIBERTY PROPERTY TRUST

Ticker: LRY Security ID: 531172104

Meeting Date: MAY 21, 2009 Meeting Type: Annual

Record Date: MAR 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William P. Hankowsky | For | For | Management |
| 1.2 | Elect Director David L. Lingerfelt | For | For | Management |
| 1.3 | Elect Director Jose A. Mejia | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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3 Amend Omnibus Stock Plan For For Management

MARATHON OIL CORP.

Ticker: MRO Security ID: 565849106

Meeting Date: APR 29, 2009 Meeting Type: Annual

Record Date: MAR 2, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Charles F. Bolden, Jr. | For | For | Management |
| 1.2 | Elect Director Gregory H. Boyce | For | For | Management |
| 1.3 | Elect Director Clarence P. Cazalot, Jr. | For | For | Management |
| 1.4 | Elect Director David A. Daberko | For | For | Management |
| 1.5 | Elect Director William L. Davis | For | For | Management |
| 1.6 | Elect Director Shirley Ann Jackson | For | For | Management |
| 1.7 | Elect Director Philip Lader | For | For | Management |
| 1.8 | Elect Director Charles R. Lee | For | For | Management |
| 1.9 | Elect Director Michael E. J. Phelps | For | For | Management |
| 1.10 | Elect Director Dennis H. Reilley | For | For | Management |
| 1.11 | Elect Director Seth E. Schofield | For | For | Management |
| 1.12 | Elect Director John W. Snow | For | For | Management |
| 1.13 | Elect Director Thomas J. Usher | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Bylaws-- Call Special Meetings | Against | For | Shareholder |
| 4 | Advisory Vote to Ratify Named Executive | Against | For | Shareholder |

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Officers' Compensation

MATTEL, INC.

Ticker: MAT Security ID: 577081102

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: MAR 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Michael J. Dolan | For | For | Management |
| 1.2 | Elect Director Robert A. Eckert | For | For | Management |
| 1.3 | Elect Director Frances D. Fergusson | For | For | Management |
| 1.4 | Elect Director Tully M. Friedman | For | For | Management |
| 1.5 | Elect Director Dominic Ng | For | For | Management |
| 1.6 | Elect Director Vasant M. Prabhu | For | For | Management |
| 1.7 | Elect Director Andrea L. Rich | For | For | Management |
| 1.8 | Elect Director Ronald L. Sargent | For | For | Management |
| 1.9 | Elect Director Dean A. Scarborough | For | For | Management |
| 1.10 | Elect Director Christopher A. Sinclair | For | For | Management |
| 1.11 | Elect Director G. Craig Sullivan | For | For | Management |
| 1.12 | Elect Director Kathy Brittain White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Product Safety and Working Conditions | Against | Against | Shareholder |
| 4 | Amend Articles/Bylaws/Charter -- Call | Against | For | Shareholder |

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Special Meetings

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107

Meeting Date: APR 28, 2009 Meeting Type: Annual

Record Date: FEB 27, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Leslie A. Brun | For | For | Management |
| 2 | Elect Director Thomas R. Cech | For | For | Management |
| 3 | Elect Director Richard T. Clark | For | For | Management |
| 4 | Elect Director Thomas H. Glocer | For | For | Management |
| 5 | Elect Director Steven F. Goldstone | For | For | Management |
| 6 | Elect Director William B. Harrison, Jr. | For | For | Management |
| 7 | Elect Director Harry R. Jacobson | For | For | Management |
| 8 | Elect Director William N. Kelley | For | For | Management |
| 9 | Elect Director Rochelle B. Lazarus | For | For | Management |
| 10 | Elect Director Carlos E. Represas | For | For | Management |
| 11 | Elect Director Thomas E. Shenk | For | For | Management |
| 12 | Elect Director Anne M. Tatlock | For | For | Management |
| 13 | Elect Director Samuel O. Thier | For | For | Management |
| 14 | Elect Director Wendell P. Weeks | For | For | Management |
| 15 | Elect Director Peter C. Wendell | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 17 | Fix Number of Directors | For | For | Management |
| 18 | Amend Bylaws-- Call Special Meetings | Against | For | Shareholder |
| 19 | Require Independent Lead Director | Against | Against | Shareholder |
| 20 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

MOTOROLA, INC.

Ticker: MOT Security ID: 620076109

Meeting Date: MAY 4, 2009 Meeting Type: Annual

Record Date: MAR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director G. Brown | For | For | Management |
| 1.2 | Elect Director D. Dorman | For | For | Management |
| 1.3 | Elect Director W. Hambrecht | For | Against | Management |
| 1.4 | Elect Director S. Jha | For | For | Management |
| 1.5 | Elect Director J. Lewent | For | Against | Management |
| 1.6 | Elect Director K. Meister | For | For | Management |
| 1.7 | Elect Director T. Meredith | For | For | Management |
| 1.8 | Elect Director S. Scott III | For | Against | Management |
| 1.9 | Elect Director R. Sommer | For | For | Management |
| 1.10 | Elect Director J. Stengel | For | Against | Management |
| 1.11 | Elect Director A. Vinciquerra | For | For | Management |
| 1.12 | Elect Director D. Warner III | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.13 | Elect Director J. White | For | For | Management |
| 2 | Adjust Par Value of Common Stock | For | For | Management |
| 3 | Approve Repricing of Options | For | For | Management |
| 4 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 6 | Ratify Auditors | For | For | Management |
| 7 | Provide for Cumulative Voting | Against | For | Shareholder |
| 8 | Amend Bylaws-- Call Special Meetings | Against | For | Shareholder |
| 9 | Amend Human Rights Policies | Against | Against | Shareholder |

OMEGA HEALTHCARE INVESTORS, INC.

Ticker: OHI Security ID: 681936100

Meeting Date: MAY 21, 2009 Meeting Type: Annual

Record Date: APR 17, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas F. Franke | For | For | Management |
| 1.2 | Elect Director Bernard J. Korman | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

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PFIZER INC.

Ticker: PFE Security ID: 717081103

Meeting Date: APR 23, 2009 Meeting Type: Annual

Record Date: FEB 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 1.2 | Elect Director Michael S. Brown | For | For | Management |
| 1.3 | Elect Director M. Anthony Burns | For | For | Management |
| 1.4 | Elect Director Robert N. Burt | For | For | Management |
| 1.5 | Elect Director W. Don Cornwell | For | For | Management |
| 1.6 | Elect Director William H. Gray, III | For | For | Management |
| 1.7 | Elect Director Constance J. Horner | For | For | Management |
| 1.8 | Elect Director James M. Kilts | For | For | Management |
| 1.9 | Elect Director Jeffrey B. Kindler | For | For | Management |
| 1.10 | Elect Director George A. Lorch | For | For | Management |
| 1.11 | Elect Director Dana G. Mead | For | For | Management |
| 1.12 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 1.13 | Elect Director Stephen W. Sanger | For | For | Management |
| 1.14 | Elect Director William C. Steere, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Limit/Prohibit Executive Stock-Based Awards | Against | Against | Shareholder |
| 5 | Advisory Vote to Ratify Named Executive | Against | For | Shareholder |

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Officers' Compensation

| | | | | |
|---|---------------------------------------|---------|-----|-------------|
| 6 | Provide for Cumulative Voting | Against | For | Shareholder |
| 7 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |

POTLATCH CORP.

Ticker: PCH Security ID: 737630103

Meeting Date: MAY 4, 2009 Meeting Type: Annual

Record Date: MAR 23, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Boh A. Dickey | For | For | Management |
| 2 | Elect Director William L. Driscoll | For | For | Management |
| 3 | Elect Director Judith M. Runstad | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

PROGRESS ENERGY, INC.

Ticker: PGN Security ID: 743263105

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: MAR 6, 2009

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director James E. Bostic, Jr. | For | For | Management |
| 2 | Elect Director Harris E. DeLoach, Jr. | For | For | Management |
| 3 | Elect Director James B. Hyler, Jr. | For | For | Management |
| 4 | Elect Director William D. Johnson | For | For | Management |
| 5 | Elect Director Robert W. Jones | For | Against | Management |
| 6 | Elect Director W. Steven Jones | For | For | Management |
| 7 | Elect Director E. Marie McKee | For | For | Management |
| 8 | Elect Director John H. Mullin, III | For | For | Management |
| 9 | Elect Director Charles W. Pryor, Jr. | For | For | Management |
| 10 | Elect Director Carlos A. Saladrigas | For | For | Management |
| 11 | Elect Director Theresa M. Stone | For | For | Management |
| 12 | Elect Director Alfred C. Tollison, Jr. | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Approve Executive Incentive Bonus Plan | For | Against | Management |

PROLOGIS

Ticker: PLD Security ID: 743410102

Meeting Date: MAY 20, 2009 Meeting Type: Annual

Record Date: MAR 23, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen L. Feinberg | For | Withhold | Management |
| 1.2 | Elect Director George L. Fotiades | For | For | Management |

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| | | | | |
|------|------------------------------------|-----|----------|------------|
| 1.3 | Elect Director Christine N. Garvey | For | For | Management |
| 1.4 | Elect Director Lawrence V. Jackson | For | For | Management |
| 1.5 | Elect Director Donald P. Jacobs | For | Withhold | Management |
| 1.6 | Elect Director Walter C. Rakowich | For | For | Management |
| 1.7 | Elect Director D. Michael Steuert | For | For | Management |
| 1.8 | Elect Director J. Andre Teixeira | For | For | Management |
| 1.9 | Elect Director William D. Zollars | For | Withhold | Management |
| 1.10 | Elect Director Andrea M. Zulberti | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

PUBLIC STORAGE

Ticker: PSA Security ID: 74460D109

Meeting Date: MAY 7, 2009 Meeting Type: Annual

Record Date: MAR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Trustee B. Wayne Hughes | For | For | Management |
| 1.2 | Elect Trustee Ronald L. Havner, Jr. | For | For | Management |
| 1.3 | Elect Trustee Dann V. Angeloff | For | For | Management |
| 1.4 | Elect Trustee William C. Baker | For | For | Management |
| 1.5 | Elect Trustee John T. Evans | For | For | Management |
| 1.6 | Elect Director Tamara Hughes Gustavson | For | For | Management |
| 1.7 | Elect Trustee Uri P. Harkham | For | For | Management |
| 1.8 | Elect Trustee B. Wayne Hughes, Jr | For | For | Management |

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| | | | | |
|------|--------------------------------|-----|-----|------------|
| 1.9 | Elect Director Harvey Lenkin | For | For | Management |
| 1.10 | Elect Trustee Gary E. Pruitt | For | For | Management |
| 1.11 | Elect Trustee Daniel C. Staton | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

QUEST DIAGNOSTICS INCORPORATED

Ticker: DGX Security ID: 74834L100

Meeting Date: MAY 14, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jenne K. Britell | For | For | Management |
| 1.2 | Elect Director Gail R. Wilensky | For | For | Management |
| 1.3 | Elect Director John B. Ziegler | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

RAMCO-GERSHENSON PROPERTIES TRUST

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Ticker: RPT Security ID: 751452202

Meeting Date: JUN 10, 2009 Meeting Type: Annual

Record Date: APR 15, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen R. Blank | For | Withhold | Management |
| 1.2 | Elect Director Joel M. Pashcow | For | Withhold | Management |
| 1.3 | Elect Director Matthew L. Ostrower | For | For | Management |
| 1.4 | Elect Director David J. Nettina | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |

SAFEWAY INC.

Ticker: SWY Security ID: 786514208

Meeting Date: MAY 13, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Steven A. Burd | For | For | Management |
| 1.2 | Elect Director Janet E. Grove | For | For | Management |
| 1.3 | Elect Director Mohan Gyani | For | For | Management |
| 1.4 | Elect Director Paul Hazen | For | For | Management |
| 1.5 | Elect Director Frank C. Herringer | For | For | Management |
| 1.6 | Elect Director Robert I. MacDonnell | For | For | Management |

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| | | | | |
|------|---|---------|-----|-------------|
| 1.7 | Elect Director Kenneth W. Oder | For | For | Management |
| 1.8 | Elect Director Rebecca A. Stirn | For | For | Management |
| 1.9 | Elect Director William Y. Tauscher | For | For | Management |
| 1.10 | Elect Director Raymond G. Viault | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Provide for Cumulative Voting | Against | For | Shareholder |
| 4 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 5 | Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives | Against | For | Shareholder |

SCHLUMBERGER LTD.

Ticker: SLB Security ID: 806857108

Meeting Date: APR 8, 2009 Meeting Type: Annual

Record Date: FEB 18, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect P. Camus as Director | For | For | Management |
| 1.2 | Elect J.S. Gorelick as Director | For | For | Management |
| 1.3 | Elect A. Gould as Director | For | For | Management |
| 1.4 | Elect T. Issac as Director | For | For | Management |
| 1.5 | Elect N. Kudryavtsev as Director | For | For | Management |

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| | | | | |
|------|---|-----|-----|-------------|
| 1.6 | Elect A. Lajous as Director | For | For | Management |
| 1.7 | Elect M.E. Marks as Director | For | For | Management |
| 1.8 | Elect L.R. Reif as Director | For | For | Management |
| 1.9 | Elect T.I. Sandvold as Director | For | For | Management |
| 1.10 | Elect H. Seydoux as Director | For | For | Management |
| 1.11 | Elect L.G. Stuntz as Director | For | For | Management |
| 2 | Adopt and Approve Financials and Dividends | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Against Officers' Compensation | | For | Shareholder |
| 4 | Approval of Independent Registered Public Accounting Firm | For | For | Management |

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109

Meeting Date: MAY 8, 2009 Meeting Type: Annual

Record Date: MAR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Increase in Size of Board | For | For | Management |
| 2 | Reduce Supermajority Vote Requirement | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Amend Charter to Delete Obsolete or Unnecessary Provisions | For | For | Management |

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| | | | | |
|-----|---------------------------------------|-----|-----|------------|
| 5.1 | Elect Director Melvyn E. Bergstein | For | For | Management |
| 5.2 | Elect Director Linda Walker Bynoe | For | For | Management |
| 5.3 | Elect Director Karen N. Horn | For | For | Management |
| 5.4 | Elect Director Reuben S. Leibowitz | For | For | Management |
| 5.5 | Elect Director J. Albert Smith, Jr. | For | For | Management |
| 5.6 | Elect Director Pieter S. van den Berg | For | For | Management |
| 5.7 | Elect Director Allan Hubbard | For | For | Management |
| 5.8 | Elect Director Daniel C. Smith | For | For | Management |
| 6 | Adjourn Meeting | For | For | Management |
| 7 | Ratify Auditors | For | For | Management |

SUN COMMUNITIES, INC.

Ticker: SUI Security ID: 866674104

Meeting Date: JUL 18, 2008 Meeting Type: Annual

Record Date: APR 24, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gary A. Shiffman | For | For | Management |
| 1.2 | Elect Director Ronald L. Piasecki | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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TRAVELERS COMPANIES, INC., THE

Ticker: TRV Security ID: 89417E109

Meeting Date: MAY 5, 2009 Meeting Type: Annual

Record Date: MAR 6, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Alan L. Beller | For | For | Management |
| 1.2 | Elect Director John H. Dasburg | For | For | Management |
| 1.3 | Elect Director Janet M. Dolan | For | For | Management |
| 1.4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1.5 | Elect Director Jay S. Fishman | For | For | Management |
| 1.6 | Elect Director Lawrence G. Graev | For | For | Management |
| 1.7 | Elect Director Patricia L. Higgins | For | For | Management |
| 1.8 | Elect Director Thomas R. Hodgson | For | For | Management |
| 1.9 | Elect Director Cleve L. Killingsworth, Jr. | For | For | Management |
| 1.10 | Elect Director Robert I. Lipp | For | For | Management |
| 1.11 | Elect Director Blythe J. McGarvie | For | For | Management |
| 1.12 | Elect Director Laurie J. Thomsen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Report on Political Contributions | Against | For | Shareholder |

VENTAS, INC.

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Ticker: VTR Security ID: 92276F100

Meeting Date: MAY 7, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Debra A. Cafaro | For | For | Management |
| 1.2 | Elect Director Douglas Crocker II | For | For | Management |
| 1.3 | Elect Director Ronald G. Geary | For | For | Management |
| 1.4 | Elect Director Jay M. Gellert | For | For | Management |
| 1.5 | Elect Director Robert D. Reed | For | For | Management |
| 1.6 | Elect Director Sheli Z. Rosenberg | For | For | Management |
| 1.7 | Elect Director James D. Shelton | For | For | Management |
| 1.8 | Elect Director Thomas C. Theobald | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

VORNADO REALTY TRUST

Ticker: VNO Security ID: 929042109

Meeting Date: MAY 14, 2009 Meeting Type: Annual

Record Date: MAR 13, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Steven Roth | For | Withhold | Management |
| 1.2 | Elect Director Michael D. Fascitelli | For | Withhold | Management |

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| | | | | |
|-----|--|---------|----------|-------------|
| 1.3 | Elect Director Russell B. Wight, Jr. | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |

XEROX CORPORATION

Ticker: XRX Security ID: 984121103

Meeting Date: MAY 21, 2009 Meeting Type: Annual

Record Date: MAR 23, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Glenn A. Britt | For | For | Management |
| 1.2 | Elect Director Ursula M. Burns | For | For | Management |
| 1.3 | Elect Director Richard J. Harrington | For | For | Management |
| 1.4 | Elect Director William Curt Hunter | For | For | Management |
| 1.5 | Elect Director Robert A. McDonald | For | For | Management |
| 1.6 | Elect Director Anne M. Mulcahy | For | For | Management |
| 1.7 | Elect Director N. J. Nicholas, Jr. | For | For | Management |
| 1.8 | Elect Director Charles Prince | For | For | Management |
| 1.9 | Elect Director Ann N. Reese | For | For | Management |
| 1.10 | Elect Director Mary Agnes Wilderotter | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

===== END NPX REPORT =====

SIGNATURES

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

DELAWARE INVESTMENTS® DIVIDEND AND INCOME FUND, INC.

By: Patrick P. Coyne
Name: Patrick P. Coyne
Title: Chairman/President/
Chief Executive Officer
Date: August 27, 2009
