

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

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**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

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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

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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

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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

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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

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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

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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

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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

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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

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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

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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

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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

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### 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

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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

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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

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### 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

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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

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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

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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

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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

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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

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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 OURINDEPENDENT AUDITOR ( REVISIONSSTELLE ) FOR 2009	For	For	Management
5	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP ASOUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009 (CONSULTATIVE VOTE)	For	For	Management
6	IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THEAGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE ANNUAL GENERALMEETING, 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

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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

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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

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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

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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

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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

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### 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

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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

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INNOFOS 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

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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

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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

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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

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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

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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

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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

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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

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 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

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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

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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

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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

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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. Kiltz	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

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## 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

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## 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

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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

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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

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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

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RAMCO-GERSHENSON PROPERTIES TRUST



## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC - Form N-PX

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

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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

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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

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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

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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

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VENTAS, INC.

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC - Form N-PX

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

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## 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

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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

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