

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC  
Form N-PX  
August 30, 2012

**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<br/>Income Fund, Inc.</b>                 |
| Address of principal executive offices:           | <b>2005 Market Street<br/>Philadelphia, PA 19103</b>                           |
| Name and address of agent for service:            | <b>David F. Connor, Esq.<br/>2005 Market Street<br/>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, 2011 - June 30, 2012</b>  |

---

ITEM 1. PROXY VOTING RECORD.

---

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

===== Delaware Investments Dividend and Income Fund, Inc. =====

ALLIANCE HEALTHCARE SERVICES, INC.

Ticker: AIQ Security ID: 018606202

Meeting Date: MAY 04, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Larry C. Buckelew | For     | For       | Management |
| 1.2 | Elect Director Michael P. Harmon | For     | Withhold  | Management |
| 2   | Approve Reverse Stock Split      | For     | For       | Management |
| 3   | Ratify Auditors                  | For     | For       | Management |

-----  
AMERICAN WATER WORKS COMPANY, INC.

Ticker: AWK Security ID: 030420103

Meeting Date: MAY 11, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| # | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director Stephen P. Adik   | For     | For       | Management |
| 2 | Elect Director Martha Clark Goss | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 3  | Elect Director Julie A. Dobson                                    | For     | For     | Management  |
| 4  | Elect Director Richard R. Grigg                                   | For     | For     | Management  |
| 5  | Elect Director Julia L. Johnson                                   | For     | For     | Management  |
| 6  | Elect Director George MacKenzie                                   | For     | For     | Management  |
| 7  | Elect Director William J. Marrasso                                | For     | For     | Management  |
| 8  | Elect Director Jeffrey E. Sterba                                  | For     | For     | Management  |
| 9  | Ratify Auditors   | For     | For     | Management  |
| 10 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 11 | Adopt Policy on Bonus Banking                                     | Against | Against | Shareholder |

-----

APARTMENT INVESTMENT AND MANAGEMENT COMPANY

Ticker:           AIV                   Security ID: 03748R101

Meeting Date: APR 30, 2012   Meeting Type: Annual

Record Date: FEB 22, 2012

| # | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director James N. Bailey    | For     | For       | Management |
| 2 | Elect Director Terry Considine    | For     | For       | Management |
| 3 | Elect Director Thomas L. Keltner  | For     | For       | Management |
| 4 | Elect Director J. Landis Martin   | For     | For       | Management |
| 5 | Elect Director Robert A. Miller   | For     | For       | Management |
| 6 | Elect Director Kathleen M. Nelson | For     | For       | Management |
| 7 | Elect Director Michael A. Stein   | For     | For       | Management |

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

|   |   |     |     |            |
|---|---|-----|-----|------------|
| 8 | Ratify Auditors   | For | For | Management |
| 9 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

-----

ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102

Meeting Date: NOV 03, 2011 Meeting Type: Annual

Record Date: SEP 09, 2011

| #  | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|----|---|----------|-----------|------------|
| 1  | Elect Director George W. Buckley                                  | For      | For       | Management |
| 2  | Elect Director Mollie Hale Carter                                 | For      | For       | Management |
| 3  | Elect Director Terrell K. Crews                                   | For      | For       | Management |
| 4  | Elect Director Pierre Dufour                                      | For      | For       | Management |
| 5  | Elect Director Donald E. Felsing                                  | For      | For       | Management |
| 6  | Elect Director Antonio Maciel                                     | For      | For       | Management |
| 7  | Elect Director Patrick J. Moore                                   | For      | For       | Management |
| 8  | Elect Director Thomas F. O'Neill                                  | For      | For       | Management |
| 9  | Elect Director Kelvin R. Westbrook                                | For      | For       | Management |
| 10 | Elect Director Patricia A. Woertz                                 | For      | For       | Management |
| 11 | Ratify Auditors   | For      | For       | Management |
| 12 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For       | Management |
| 13 | Advisory Vote on Say on Pay Frequency                             | One Year | One Year  | Management |

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

|    |  |         |         |             |
|----|--|---------|---------|-------------|
| 14 | Adopt Policy to Prohibit Political<br>Spending     | Against | Against | Shareholder |
| 15 | Report on Political Contributions                  | Against | For     | Shareholder |
| 16 | Adopt and Implement Sustainable Palm<br>Oil Policy | Against | Against | Shareholder |

-----

ASHFORD HOSPITALITY TRUST, INC.

Ticker:           AHT                   Security ID: 044103109

Meeting Date: MAY 15, 2012   Meeting Type: Annual

Record Date:   MAR 06, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Archie Bennett, Jr.                                | For     | For       | Management |
| 1.2 | Elect Director Monty J. Bennett                                   | For     | For       | Management |
| 1.3 | Elect Director Benjamin J. Ansell                                 | For     | For       | Management |
| 1.4 | Elect Director Thomas E. Callahan                                 | For     | For       | Management |
| 1.5 | Elect Director Martin L. Edelman                                  | For     | For       | Management |
| 1.6 | Elect Director W. Michael Murphy                                  | For     | For       | Management |
| 1.7 | Elect Director Phillip S. Payne                                   | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |

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

---

ASSOCIATED ESTATES REALTY CORPORATION

Ticker: AEC Security ID: 045604105

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 20, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Albert T. Adams                                    | For     | For       | Management |
| 1.2 | Elect Director Jeffrey I. Friedman                                | For     | For       | Management |
| 1.3 | Elect Director Michael E. Gibbons                                 | For     | For       | Management |
| 1.4 | Elect Director Mark L. Milstein                                   | For     | For       | Management |
| 1.5 | Elect Director James J. Sanfilippo                                | For     | For       | Management |
| 1.6 | Elect Director James A. Schoff                                    | For     | For       | Management |
| 1.7 | Elect Director Richard T. Schwarz                                 | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

---

AT&T INC.

Ticker: T Security ID: 00206R102

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

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

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Randall L. Stephenson                              | For     | For       | Management  |
| 2  | Elect Director Gilbert F. Amelio                                  | For     | For       | Management  |
| 3  | Elect Director Reuben V. Anderson                                 | For     | For       | Management  |
| 4  | Elect Director James H. Blanchard                                 | For     | For       | Management  |
| 5  | Elect Director Jaime Chico Pardo                                  | For     | For       | Management  |
| 6  | Elect Director James P. Kelly                                     | For     | For       | Management  |
| 7  | Elect Director Jon C. Madonna                                     | For     | For       | Management  |
| 8  | Elect Director John B. McCoy                                      | For     | For       | Management  |
| 9  | Elect Director Joyce M. Roche                                     | For     | For       | Management  |
| 10 | Elect Director Matthew K. Rose                                    | For     | For       | Management  |
| 11 | Elect Director Laura D'Andrea Tyson                               | For     | For       | Management  |
| 12 | Ratification Of Appointment Of<br>Independent Auditors.           | For     | For       | Management  |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 14 | Provide Right to Act by Written Consent                           | For     | For       | Management  |
| 15 | Report on Political Contributions                                 | Against | For       | Shareholder |
| 16 | Commit to Wireless Network Neutrality                             | Against | Against   | Shareholder |
| 17 | Require Independent Board Chairman                                | Against | For       | Shareholder |

-----

BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109



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

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|---|---|---------|-----------|-------------|
| 1 | Elect Director James R. Gavin, III                                | For     | For       | Management  |
| 2 | Elect Director Peter S. Hellman                                   | For     | For       | Management  |
| 3 | Elect Director K. J. Storm  | For     | For       | Management  |
| 4 | Ratify Auditors   | For     | For       | Management  |
| 5 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 6 | Declassify the Board of Directors                                 | For     | For       | Shareholder |
| 7 | Reduce Supermajority Vote Requirement                             | For     | For       | Shareholder |

---

BOSTON PROPERTIES, INC.

Ticker: BXP Security ID: 101121101

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 21, 2012

| # | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Lawrence S. Bacow  | For     | For       | Management |
| 2 | Elect Director Zoe Baird Budinger | For     | For       | Management |
| 3 | Elect Director Douglas T. Linde   | For     | For       | Management |
| 4 | Elect Director Matthew J. Lustig  | For     | For       | Management |
| 5 | Elect Director Alan J. Patricof   | For     | For       | Management |

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

|    |   |     |     |            |
|----|---|-----|-----|------------|
| 6  | Elect Director Martin Turchin                                     | For | For | Management |
| 7  | Elect Director David A. Twardock                                  | For | For | Management |
| 8  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 9  | Amend Omnibus Stock Plan  | For | For | Management |
| 10 | Ratify Auditors   | For | For | Management |

-----

### BRANDYWINE REALTY TRUST

Ticker:           BDN                   Security ID: 105368203

Meeting Date: MAY 31, 2012   Meeting Type: Annual

Record Date: APR 02, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Walter D'Alessio                                   | For     | For       | Management |
| 1.2 | Elect Director Anthony A. Nichols, Sr.                            | For     | For       | Management |
| 1.3 | Elect Director Gerard H. Sweeney                                  | For     | For       | Management |
| 1.4 | Elect Director Wyche Fowler                                       | For     | For       | Management |
| 1.5 | Elect Director Michael J. Joyce                                   | For     | For       | Management |
| 1.6 | Elect Director Mich Charles P. Pizzi                              | For     | For       | Management |
| 1.7 | Elect Director James C. Diggs                                     | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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

---

BRE PROPERTIES, INC.

Ticker: BRE Security ID: 05564E106

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 15, 2012

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director Irving F. Lyons, III                               | For     | For       | Management |
| 1.2  | Elect Director Paula F. Downey                                    | For     | For       | Management |
| 1.3  | Elect Director Christopher J. McGurk                              | For     | For       | Management |
| 1.4  | Elect Director Matthew T. Medeiros                                | For     | For       | Management |
| 1.5  | Elect Director Constance B. Moore                                 | For     | For       | Management |
| 1.6  | Elect Director Jeanne R. Myerson                                  | For     | For       | Management |
| 1.7  | Elect Director Jeffrey T. Pero                                    | For     | For       | Management |
| 1.8  | Elect Director Thomas E. Robinson                                 | For     | For       | Management |
| 1.9  | Elect Director Dennis E. Singleton                                | For     | For       | Management |
| 1.10 | Elect Director Thomas P. Sullivan                                 | For     | For       | Management |
| 2    | Ratify Auditors   | For     | For       | Management |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

---

CAMDEN PROPERTY TRUST

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

Ticker: CPT Security ID: 133131102

Meeting Date: MAY 11, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director Richard J. Campo                                   | For     | For       | Management |
| 1.2  | Elect Director Scott S. Ingraham                                  | For     | For       | Management |
| 1.3  | Elect Director Lewis A. Levey                                     | For     | For       | Management |
| 1.4  | Elect Director William B. McGuire, Jr.                            | For     | For       | Management |
| 1.5  | Elect Director William F. Paulsen                                 | For     | For       | Management |
| 1.6  | Elect Director D. Keith Oden                                      | For     | For       | Management |
| 1.7  | Elect Director F. Gardner Parker                                  | For     | For       | Management |
| 1.8  | Elect Director Frances Aldrich<br>Sevilla-Sacasa                  | 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 |
| 3    | Increase Authorized Common Stock                                  | For     | For       | Management |
| 4    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

-----  
CARDINAL HEALTH, INC.

Ticker: CAH Security ID: 14149Y108

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

Meeting Date: NOV 02, 2011 Meeting Type: Annual

Record Date: SEP 06, 2011

| #  | Proposal  | Mgt Rec  | Vote Cast | Sponsor     |
|----|---|----------|-----------|-------------|
| 1  | Elect Director Colleen F. Arnold                                  | For      | For       | Management  |
| 2  | Elect Director George S. Barrett                                  | For      | For       | Management  |
| 3  | Elect Director Glenn A. Britt                                     | For      | For       | Management  |
| 4  | Elect Director Carrie S. Cox                                      | For      | For       | Management  |
| 5  | Elect Director Calvin Darden                                      | For      | For       | Management  |
| 6  | Elect Director Bruce L. Downey                                    | For      | For       | Management  |
| 7  | Elect Director John F. Finn                                       | For      | For       | Management  |
| 8  | Elect Director Gregory B. Kenny                                   | For      | For       | Management  |
| 9  | Elect Director David P. King                                      | For      | For       | Management  |
| 10 | Elect Director Richard C. Notebaert                               | For      | For       | Management  |
| 11 | Elect Director David W. Raisbeck                                  | For      | For       | Management  |
| 12 | Elect Director Jean G. Spaulding                                  | For      | For       | Management  |
| 13 | Ratify Auditors   | For      | For       | Management  |
| 14 | Approve Omnibus Stock Plan  | For      | For       | Management  |
| 15 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For       | Management  |
| 16 | Advisory Vote on Say on Pay Frequency                             | One Year | One Year  | Management  |
| 17 | Require Independent Board Chairman                                | Against  | Against   | Shareholder |

-----

CHEVRON CORPORATION

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

Ticker: CVX Security ID: 166764100

Meeting Date: MAY 30, 2012 Meeting Type: Annual

Record Date: APR 04, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Linnet F. Deily                                    | For     | For       | Management  |
| 2  | Elect Director Robert E. Denham                                   | For     | For       | Management  |
| 3  | Elect Director Chuck Hagel  | For     | For       | Management  |
| 4  | Elect Director Enrique Hernandez, Jr.                             | For     | For       | Management  |
| 5  | Elect Director George L. Kirkland                                 | For     | For       | Management  |
| 6  | Elect Director Charles W. Moorman, IV                             | For     | For       | Management  |
| 7  | Elect Director Kevin W. Sharer                                    | For     | For       | Management  |
| 8  | Elect Director John G. Stumpf                                     | For     | For       | Management  |
| 9  | Elect Director Ronald D. Sugar                                    | For     | For       | Management  |
| 10 | Elect Director Carl Ware  | For     | For       | Management  |
| 11 | Elect Director John S. Watson                                     | For     | For       | Management  |
| 12 | Ratify Auditors   | For     | For       | Management  |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 14 | Remove Exclusive Venue Provision                                  | Against | For       | Shareholder |
| 15 | Require Independent Board Chairman                                | Against | For       | Shareholder |
| 16 | Report on Lobbying Payments and Policy                            | Against | For       | Shareholder |
| 17 | Adopt Guidelines for Country Selection                            | Against | For       | Shareholder |
| 18 | Report on Hydraulic Fracturing Risks<br>to Company                | Against | For       | Shareholder |
| 19 | Report on Accident Risk Reduction<br>Efforts                      | Against | Against   | Shareholder |
| 20 | Amend Articles/Bylaws/Charter -- Call                             | Against | For       | Shareholder |

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

### Special Meetings

|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 21 | Request Director Nominee with<br>Environmental Qualifications | Against | For | Shareholder |
|----|---|---------|-----|-------------|

-----

CISCO SYSTEMS, INC.

Ticker:           CSCO                   Security ID: 17275R102

Meeting Date: DEC 07, 2011   Meeting Type: Annual

Record Date:   OCT 10, 2011

| #  | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|----|--------------------------------------|---------|-----------|------------|
| 1  | Elect Director Carol A. Bartz        | For     | For       | Management |
| 2  | Elect Director M. Michele Burns      | For     | For       | Management |
| 3  | Elect Director Michael D. Capellas   | For     | For       | Management |
| 4  | Elect Director Larry R. Carter       | For     | For       | Management |
| 5  | Elect Director John T. Chambers      | For     | For       | Management |
| 6  | Elect Director Brian L. Halla        | For     | For       | Management |
| 7  | Elect Director John L. Hennessy      | For     | For       | Management |
| 8  | Elect Director Richard M. Kovacevich | For     | For       | Management |
| 9  | Elect Director Roderick C. McGeary   | For     | For       | Management |
| 10 | Elect Director Arun Sarin            | For     | For       | Management |
| 11 | Elect Director Steven M. West        | For     | For       | Management |
| 12 | Elect Director Jerry Yang            | For     | For       | Management |
| 13 | Amend Omnibus Stock Plan             | For     | For       | Management |
| 14 | Advisory Vote to Ratify Named        | For     | For       | Management |

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

### Executive Officers' Compensation

|    |   |          |          |             |
|----|---|----------|----------|-------------|
| 15 | Advisory Vote on Say on Pay Frequency   | One Year | One Year | Management  |
| 16 | Ratify Auditors   | For      | For      | Management  |
| 17 | Amend Bylaws to Establish a Board<br>Committee on Environmental<br>Sustainability | Against  | Against  | Shareholder |
| 18 | Report on Internet Fragmentation  | Against  | For      | Shareholder |
| 19 | Stock Retention/Holding Period  | Against  | For      | Shareholder |

-----

COGDELL SPENCER INC.

Ticker: CSA Security ID: 19238U107

Meeting Date: MAR 09, 2012 Meeting Type: Special

Record Date: FEB 03, 2012

| # | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement           | For     | For       | Management |
| 2 | Advisory Vote on Golden Parachutes | For     | For       | Management |
| 3 | Adjourn Meeting                    | For     | For       | Management |

-----

COMCAST CORPORATION



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

Ticker: CMCSA Security ID: 20030N101

Meeting Date: MAY 31, 2012 Meeting Type: Annual

Record Date: MAR 22, 2012

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Kenneth J. Bacon                                  | For     | For       | Management  |
| 1.2  | Elect Director Sheldon M. Bonovitz                               | For     | For       | Management  |
| 1.3  | Elect Director Joseph J. Collins                                 | For     | Withhold  | Management  |
| 1.4  | Elect Director J. Michael Cook                                   | For     | For       | Management  |
| 1.5  | Elect Director Gerald L. Hassell                                 | For     | Withhold  | Management  |
| 1.6  | Elect Director Jeffrey A. Honickman                              | For     | For       | Management  |
| 1.7  | Elect Director Eduardo G. Mestre                                 | For     | For       | Management  |
| 1.8  | Elect Director Brian L. Roberts                                  | For     | For       | Management  |
| 1.9  | Elect Director Ralph J. Roberts                                  | For     | For       | Management  |
| 1.10 | Elect Director Johnathan A. Rodgers                              | For     | For       | Management  |
| 1.11 | Elect Director Judith Rodin                                      | For     | Withhold  | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Amend Qualified Employee Stock Purchase Plan                     | For     | For       | Management  |
| 4    | Amend Nonqualified Employee Stock Purchase Plan                  | For     | For       | Management  |
| 5    | Restore or Provide for Cumulative Voting                         | Against | For       | Shareholder |
| 6    | Require Independent Board Chairman                               | Against | For       | Shareholder |
| 7    | Stock Retention/Holding Period                                   | Against | For       | Shareholder |
| 8    | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For       | Shareholder |

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

---

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Richard L. Armitage                                | For     | For       | Management |
| 2  | Elect Director Richard H. Auchinleck                              | For     | For       | Management |
| 3  | Elect Director James E. Copeland, Jr.                             | For     | For       | Management |
| 4  | Elect Director Kenneth M. Duberstein                              | For     | For       | Management |
| 5  | Elect Director Ruth R. Harkin                                     | For     | For       | Management |
| 6  | Elect Director Ryan M. Lance                                      | For     | For       | Management |
| 7  | Elect Director Mohd H. Marican                                    | For     | For       | Management |
| 8  | Elect Director Harold W. McGraw, III                              | For     | For       | Management |
| 9  | Elect Director James J. Mulva                                     | For     | For       | Management |
| 10 | Elect Director Robert A. Niblock                                  | For     | For       | Management |
| 11 | Elect Director Harald J. Norvik                                   | For     | For       | Management |
| 12 | Elect Director William K. Reilly                                  | For     | For       | Management |
| 13 | Elect Director Victoria J. Tschinkel                              | For     | For       | Management |
| 14 | Elect Director Kathryn C. Turner                                  | For     | For       | Management |
| 15 | Elect Director William E. Wade, Jr.                               | For     | For       | Management |
| 16 | Ratify Auditors   | For     | For       | Management |
| 17 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 18 | Adopt Policy to Address Coastal<br>Louisiana Environmental Impacts      | Against | Against | Shareholder |
| 19 | Report on Accident Risk Reduction<br>Efforts                            | Against | Against | Shareholder |
| 20 | Report on Lobbying Payments and Policy                                  | Against | For     | Shareholder |
| 21 | Adopt Quantitative GHG Goals for<br>Products and Operations             | Against | For     | Shareholder |
| 22 | Amend EEO Policy to Prohibit<br>Discrimination based on Gender Identity | Against | For     | Shareholder |

-----

CVS CAREMARK CORPORATION

Ticker: CVS Security ID: 126650100

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| # | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Elect Director C. David Brown, II      | For     | For       | Management |
| 2 | Elect Director David W. Dorman         | For     | For       | Management |
| 3 | Elect Director Anne M. Finucane        | For     | For       | Management |
| 4 | Elect Director Kristen Gibney Williams | For     | For       | Management |
| 5 | Elect Director Marian L. Heard         | For     | For       | Management |
| 6 | Elect Director Larry J. Merlo          | For     | For       | Management |
| 7 | Elect Director Jean-Pierre Millon      | For     | For       | Management |
| 8 | Elect Director C.A. Lance Piccolo      | For     | For       | Management |

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

|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 9  | Elect Director Richard J. Swift                                   | For     | For | Management  |
| 10 | Elect Director Tony L. White                                      | For     | For | Management  |
| 11 | Ratify Auditors   | For     | For | Management  |
| 12 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 13 | Provide Right to Act by Written Consent                           | For     | For | Management  |
| 14 | Report on Political Contributions                                 | Against | For | Shareholder |

-----

DELTA AIR LINES, INC.

Ticker: DAL Security ID: 247361702

Meeting Date: JUN 15, 2012 Meeting Type: Annual

Record Date: APR 20, 2012

| #  | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|----|--------------------------------------|---------|-----------|------------|
| 1  | Elect Director Richard H. Anderson   | For     | For       | Management |
| 2  | Elect Director Edward H. Bastian     | For     | For       | Management |
| 3  | Elect Director Roy J. Bostock        | For     | For       | Management |
| 4  | Elect Director John S. Brinzo        | For     | For       | Management |
| 5  | Elect Director Daniel A. Carp        | For     | For       | Management |
| 6  | Elect Director David G. DeWalt       | For     | For       | Management |
| 7  | Elect Director Mickey P. Foret       | For     | For       | Management |
| 8  | Elect Director Shirley C. Franklin   | For     | For       | Management |
| 9  | Elect Director David R. Goode        | For     | For       | Management |
| 10 | Elect Director Paula Rosput Reynolds | For     | For       | Management |

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

|    |   |     |     |            |
|----|---|-----|-----|------------|
| 11 | Elect Director Kenneth C. Rogers                                  | For | For | Management |
| 12 | Elect Director Kenneth B. Woodrow                                 | For | For | Management |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 14 | Amend Omnibus Stock Plan  | For | For | Management |
| 15 | Ratify Auditors   | For | For | Management |

---

### DIAMONDROCK HOSPITALITY COMPANY

Ticker: DRH                      Security ID: 252784301

Meeting Date: APR 25, 2012      Meeting Type: Annual

Record Date: MAR 05, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director William W. McCarten                                | For     | For       | Management |
| 1.2 | Elect Director Daniel J. Altobello                                | For     | For       | Management |
| 1.3 | Elect Director W. Robert Grafton                                  | For     | For       | Management |
| 1.4 | Elect Director Maureen L. McAvey                                  | For     | For       | Management |
| 1.5 | Elect Director Gilbert T. Ray                                     | For     | For       | Management |
| 1.6 | Elect Director John L. Williams                                   | For     | For       | Management |
| 1.7 | Elect Director Mark W. Brugger                                    | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

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

---

DIRECTV

Ticker: DTV Security ID: 25490A101

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Ralph Boyd, Jr.                                    | For     | For       | Management  |
| 2  | Elect Director David Dillon                                       | For     | For       | Management  |
| 3  | Elect Director Samuel DiPiazza, Jr.                               | For     | For       | Management  |
| 4  | Elect Director Dixon Doll   | For     | For       | Management  |
| 5  | Elect Director Peter Lund   | For     | For       | Management  |
| 6  | Elect Director Nancy Newcomb                                      | For     | For       | Management  |
| 7  | Elect Director Lorrie Norrington                                  | For     | For       | Management  |
| 8  | Ratify Auditors   | For     | For       | Management  |
| 9  | Eliminate Class of Common Stock                                   | For     | For       | Management  |
| 10 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 11 | Pro-rata Vesting of Equity Awards                                 | Against | For       | Shareholder |

---

DUPONT FABROS TECHNOLOGY, INC.

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

Ticker: DFT Security ID: 26613Q106

Meeting Date: MAY 30, 2012 Meeting Type: Annual

Record Date: APR 02, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Michael A. Coke                                    | For     | For       | Management |
| 1.2 | Elect Director Lammot J. du Pont                                  | For     | For       | Management |
| 1.3 | Elect Director Thomas D. Eckert                                   | For     | For       | Management |
| 1.4 | Elect Director Hossein Fateh                                      | For     | For       | Management |
| 1.5 | Elect Director Jonathan G. Heiliger                               | For     | For       | Management |
| 1.6 | Elect Director Frederic V. Malek                                  | For     | For       | Management |
| 1.7 | Elect Director John T. Roberts, Jr.                               | For     | For       | Management |
| 1.8 | Elect Director John H. Toole                                      | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

-----  
E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: FEB 29, 2012

| # | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Lamberto Andreotti | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 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 Eleuthere I. Du Pont                               | For     | For     | Management  |
| 8  | Elect Director Marillyn A. Hewson                                 | For     | For     | Management  |
| 9  | Elect Director Lois D. Juliber                                    | For     | For     | Management  |
| 10 | Elect Director Ellen J. Kullman                                   | For     | For     | Management  |
| 11 | Elect Director Lee M. Thomas                                      | For     | For     | Management  |
| 12 | Ratify Auditors   | For     | For     | Management  |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 14 | Require Independent Board Chairman                                | Against | For     | Shareholder |
| 15 | Report on Pay Disparity   | Against | Against | Shareholder |

-----

EDISON INTERNATIONAL

Ticker: EIX Security ID: 281020107

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

| # | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Jagjeet S. Bindra  | For     | For       | Management |
| 2 | Elect Director Vanessa C.L. Chang | For     | For       | Management |



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

|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 3  | Elect Director France A. Cordova                                  | For     | For | Management  |
| 4  | Elect Director Theodore F. Craver, Jr.                            | For     | For | Management  |
| 5  | Elect Director Charles B. Curtis                                  | For     | For | Management  |
| 6  | Elect Director Bradford M. Freeman                                | For     | For | Management  |
| 7  | Elect Director Luis G. Nogales                                    | For     | For | Management  |
| 8  | Elect Director Ronald L. Olson                                    | For     | For | Management  |
| 9  | Elect Director Richard T. Schlosberg,                             | For     | For | Management  |
|    | III   |         |     |             |
| 10 | Elect Director Thomas C. Sutton                                   | For     | For | Management  |
| 11 | Elect Director Peter J. Taylor                                    | For     | For | Management  |
| 12 | Elect Director Brett White  | For     | For | Management  |
| 13 | Ratify Auditors   | For     | For | Management  |
| 14 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 15 | Require Independent Board Chairman                                | Against | For | Shareholder |

-----

ENTERTAINMENT PROPERTIES TRUST

Ticker: EPR Security ID: 29380T105

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| #   | 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 |

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

|   |   |     |     |            |
|---|---|-----|-----|------------|
| 2 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3 | Amend Omnibus Stock Plan  | For | For | Management |
| 4 | Amend Executive Incentive Bonus Plan                              | For | For | Management |
| 5 | Ratify Auditors   | For | For | Management |

-----

EQUITY ONE, INC.

Ticker:           EQY                   Security ID: 294752100

Meeting Date: MAY 14, 2012   Meeting Type: Annual

Record Date:   MAR 05, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director James S. Cassel                                    | For     | For       | Management |
| 1.2 | Elect Director Cynthia R. Cohen                                   | For     | For       | Management |
| 1.3 | Elect Director Neil Flanzraich                                    | For     | For       | Management |
| 1.4 | Elect Director Nathan Hetz  | For     | Withhold  | Management |
| 1.5 | Elect Director Chaim Katzman                                      | For     | Withhold  | Management |
| 1.6 | Elect Director Peter Linneman                                     | For     | For       | Management |
| 1.7 | Elect Director Jeffrey S. Olson                                   | For     | For       | Management |
| 1.8 | Elect Director Dori Segal   | For     | Withhold  | Management |
| 1.9 | Elect Director David Fischel                                      | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

-----

EQUITY RESIDENTIAL

Ticker: EQR Security ID: 29476L107

Meeting Date: JUN 21, 2012 Meeting Type: Annual

Record Date: MAR 30, 2012

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director John W. Alexander                                  | For     | For       | Management  |
| 1.2  | Elect Director Charles L. Atwood                                  | For     | For       | Management  |
| 1.3  | Elect Director Linda Walker Bynoe                                 | For     | For       | Management  |
| 1.4  | Elect Director Mary Kay Haben                                     | For     | For       | Management  |
| 1.5  | Elect Director Bradley A. Keywell                                 | For     | For       | Management  |
| 1.6  | Elect Director John E. Neal                                       | For     | For       | Management  |
| 1.7  | Elect Director David J. Neithercut                                | For     | For       | Management  |
| 1.8  | Elect Director Mark S. Shapiro                                    | For     | For       | Management  |
| 1.9  | Elect Director Gerald A. Spector                                  | For     | For       | Management  |
| 1.10 | Elect Director B. Joseph White                                    | For     | For       | Management  |
| 1.11 | Elect Director Samuel Zell  | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4    | Prepare Sustainability Report                                     | Against | For       | Shareholder |

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

---

EXTRA SPACE STORAGE INC.

Ticker: EXR Security ID: 30225T102

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: MAR 27, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Spencer F. Kirk                                    | For     | For       | Management |
| 1.2 | Elect Director Anthony Fanticola                                  | For     | For       | Management |
| 1.3 | Elect Director Hugh W. Horne                                      | For     | For       | Management |
| 1.4 | Elect Director Joseph D. Margolis                                 | For     | For       | Management |
| 1.5 | Elect Director Roger B. Porter                                    | For     | For       | Management |
| 1.6 | Elect Director K. Fred Skousen                                    | For     | For       | Management |
| 1.7 | Elect Director Kenneth M. Woolley                                 | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

---

FEDERAL REALTY INVESTMENT TRUST

Ticker: FRT Security ID: 313747206

Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

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

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jon E. Bortz                                       | For     | For       | Management |
| 1.2 | Elect Director David W. Faeder                                    | For     | For       | Management |
| 1.3 | Elect Director Kristin Gamble                                     | For     | For       | Management |
| 1.4 | Elect Director Gail P. Steinel                                    | For     | For       | Management |
| 1.5 | Elect Director Warren M. Thompson                                 | For     | For       | Management |
| 1.6 | Elect Director Joseph S. Vassalluzzo                              | For     | For       | Management |
| 1.7 | Elect Director Donald C. Wood                                     | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

-----

FIFTH STREET FINANCE CORP.

Ticker: FSC Security ID: 31678A103

Meeting Date: APR 04, 2012 Meeting Type: Annual

Record Date: FEB 06, 2012

| # | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Leonard M. Tannenbaum | For     | For       | Management |
| 2 | Elect Director Bernard D. Berman     | For     | For       | Management |
| 3 | Ratify Auditors                      | For     | For       | Management |
| 4 | Amend Investment Advisory Agreement  | For     | For       | Management |

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

---

FIRST CAPITAL REALTY INC.

Ticker: FCR Security ID: 31943B100

Meeting Date: MAY 23, 2012 Meeting Type: Annual

Record Date: APR 10, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Chaim Katzman  | For     | For       | Management |
| 1.2 | Elect Director Dori J. Segal  | For     | For       | Management |
| 1.3 | Elect Director Jon N. Hagan   | For     | For       | Management |
| 1.4 | Elect Director Nathan Hetz  | For     | For       | Management |
| 1.5 | Elect Director Susan J. McArthur  | For     | For       | Management |
| 1.6 | Elect Director Bernard McDonell   | For     | For       | Management |
| 1.7 | Elect Director Steven K. Ranson   | For     | For       | Management |
| 1.8 | Elect Director Moshe Ronen  | For     | For       | Management |
| 1.9 | Elect Director Andrea Stephen   | For     | For       | Management |
| 2   | Approve Deloitte & Touche LLP as<br>Auditors and Authorize Board to Fix<br>Their Remuneration | For     | For       | Management |

---

FIRST INDUSTRIAL REALTY TRUST, INC.

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

Ticker: FR Security ID: 32054K103

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 21, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director John Rau   | For     | For       | Management |
| 1.2 | Elect Director W. Ed Tyler  | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

FLEXTRONICS INTERNATIONAL LTD.

Ticker: FLEX Security ID: Y2573F102

Meeting Date: JUL 22, 2011 Meeting Type: Annual/Special

Record Date: MAY 24, 2011

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Reelect Robert L. Edwards as Director                               | For     | For       | Management |
| 1b | Reelect Daniel H. Schulman as Director                              | For     | For       | Management |
| 2  | Reappoint Auditors and Authorize Board<br>to Fix Their Remuneration | For     | For       | Management |
| 3  | Approve Issuance of Shares without<br>Preemptive Rights             | For     | For       | Management |
| 4  | Approve Changes in the Cash   | For     | For       | Management |

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

Compensation Payable to Non-Employee

Directors and Additional Cash

Compensation for the Chairman of the

Board

|   |   |          |          |            |
|---|---|----------|----------|------------|
| 5 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For      | Management |
| 6 | Advisory Vote on Say on Pay Frequency                             | One Year | One Year | Management |
| 1 | Authorize Share Repurchase Program                                | For      | For      | Management |

-----

GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370023103

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard B. Clark    | For     | For       | Management |
| 1.2 | Elect Director Mary Lou Fiala      | For     | For       | Management |
| 1.3 | Elect Director J. Bruce Flatt      | For     | Withhold  | Management |
| 1.4 | Elect Director John K. Haley       | For     | For       | Management |
| 1.5 | Elect Director Cyrus Madon         | For     | For       | Management |
| 1.6 | Elect Director Sandeep Mathrani    | For     | For       | Management |
| 1.7 | Elect Director David J. Neithercut | For     | For       | Management |
| 1.8 | Elect Director Mark R. Patterson   | For     | For       | Management |
| 1.9 | Elect Director John G. Schreiber   | For     | For       | Management |



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

|   |   |     |         |            |
|---|---|-----|---------|------------|
| 2 | Ratify Auditors   | For | For     | Management |
| 3 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | Against | Management |
| 4 | Approve Nonqualified Employee Stock<br>Purchase Plan              | For | For     | Management |

-----

GENON ENERGY, INC.

Ticker:            GEN                    Security ID: 37244E107

Meeting Date: MAY 09, 2012    Meeting Type: Annual

Record Date:    MAR 12, 2012

| #  | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|----|------------------------------------|---------|-----------|------------|
| 1  | Elect Director E. Spencer Abraham  | For     | For       | Management |
| 2  | Elect Director Terry G. Dallas     | For     | For       | Management |
| 3  | Elect Director Thomas H. Johnson   | For     | For       | Management |
| 4  | Elect Director Steven L. Miller    | For     | For       | Management |
| 5  | Elect Director Elizabeth A. Moler  | For     | For       | Management |
| 6  | Elect Director Edward R. Muller    | For     | For       | Management |
| 7  | Elect Director Robert C. Murray    | For     | For       | Management |
| 8  | Elect Director Laree E. Perez      | For     | For       | Management |
| 9  | Elect Director Evan J. Silverstein | For     | For       | Management |
| 10 | Elect Director William L. Thacker  | For     | For       | Management |
| 11 | Ratify Auditors                    | For     | For       | Management |
| 12 | Advisory Vote to Ratify Named      | For     | For       | Management |

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

## Executive Officers' Compensation

13 Adopt Quantitative Goals for GHG and Other Air Emissions Against For Shareholder

-----

GEOEYE, INC.

Ticker: GEOY Security ID: 37250W108

Meeting Date: MAY 31, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director James A. Abrahamson                             | For     | For       | Management |
| 1.2 | Elect Director Joseph M. Ahearn                                | For     | For       | Management |
| 1.3 | Elect Director Michael P.C. Carns                              | For     | For       | Management |
| 1.4 | Elect Director Martin C. Faga                                  | For     | For       | Management |
| 1.5 | Elect Director Michael F. Horn, Sr.                            | For     | For       | Management |
| 1.6 | Elect Director Lawrence A. Hough                               | For     | For       | Management |
| 1.7 | Elect Director Roberta E. Lenczowski                           | For     | For       | Management |
| 1.8 | Elect Director Matthew M. O'Connell                            | For     | For       | Management |
| 1.9 | Elect Director James M. Simon, Jr.                             | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | Against   | Management |
| 3   | Ratify Auditors  | For     | For       | Management |

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

---

GOVERNMENT PROPERTIES INCOME TRUST

Ticker: GOV Security ID: 38376A103

Meeting Date: MAY 16, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

---

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Barbara D. Gilmore | For     | For       | Management |
| 2   | Ratify Auditors                   | For     | For       | Management |

---

HCP, INC.

Ticker: HCP Security ID: 40414L109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

---

| # | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director James F. Flaherty, III | For     | For       | Management |
| 2 | Elect Director Christine N. Garvey    | For     | For       | Management |
| 3 | Elect Director David B. Henry         | For     | For       | Management |
| 4 | Elect Director Lauralee E. Martin     | For     | For       | Management |
| 5 | Elect Director Michael D. McKee       | For     | For       | Management |
| 6 | Elect Director Peter L. Rhein         | For     | For       | Management |

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

|    |   |     |     |            |
|----|---|-----|-----|------------|
| 7  | Elect Director Kenneth B. Roath                                   | For | For | Management |
| 8  | Elect Director Joseph P. Sullivan                                 | For | For | Management |
| 9  | Ratify Auditors   | For | For | Management |
| 10 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

-----

HEALTH CARE REIT, INC.

Ticker:            HCN                    Security ID: 42217K106

Meeting Date: MAY 03, 2012    Meeting Type: Annual

Record Date:    MAR 05, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director William C. Ballard, Jr.                            | For     | For       | Management |
| 2  | Elect Director George L. Chapman                                  | For     | For       | Management |
| 3  | Elect Director Daniel A. Decker                                   | For     | For       | Management |
| 4  | Elect Director Thomas J. DeRosa                                   | For     | For       | Management |
| 5  | Elect Director Jeffrey H. Donahue                                 | For     | For       | Management |
| 6  | Elect Director Peter J. Grua                                      | For     | For       | Management |
| 7  | Elect Director Fred S. Klipsch                                    | For     | For       | Management |
| 8  | Elect Director Sharon M. Oster                                    | For     | For       | Management |
| 9  | Elect Director Jeffrey R. Otten                                   | For     | For       | Management |
| 10 | Elect Director R. Scott Trumbull                                  | For     | For       | Management |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |

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

12 Ratify Auditors For For Management

-----

HEALTHSOUTH CORPORATION

Ticker: HLS Security ID: 421924408

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 07, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director John W. Chidsey                                    | For     | For       | Management |
| 1.2 | Elect Director Donald L. Correll                                  | For     | For       | Management |
| 1.3 | Elect Director Yvonne M. Curl                                     | For     | For       | Management |
| 1.4 | Elect Director Charles M. Elson                                   | For     | For       | Management |
| 1.5 | Elect Director Jay Grinney  | For     | For       | Management |
| 1.6 | Elect Director Jon F. Hanson                                      | For     | For       | Management |
| 1.7 | Elect Director Leo I. Higdon, Jr.                                 | For     | For       | Management |
| 1.8 | Elect Director John E. Maupin, Jr.                                | For     | For       | Management |
| 1.9 | Elect Director L. Edward Shaw, Jr.                                | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

-----

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

INTEL CORPORATION

Ticker:           INTC                   Security ID: 458140100

Meeting Date: MAY 17, 2012   Meeting Type: Annual

Record Date: MAR 19, 2012

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director Charlene Barshefsky   | For     | For       | Management  |
| 2  | Elect Director Andy D. Bryant  | For     | For       | Management  |
| 3  | Elect Director Susan L. Decker   | For     | For       | Management  |
| 4  | Elect Director John J. Donahoe   | For     | For       | Management  |
| 5  | Elect Director Reed E. Hundt   | For     | For       | Management  |
| 6  | Elect Director Paul S. Otellini  | For     | For       | Management  |
| 7  | Elect Director James D. Plummer  | For     | For       | Management  |
| 8  | Elect Director David S. Pottruck   | For     | For       | Management  |
| 9  | Elect Director Frank D. Yeary  | For     | For       | Management  |
| 10 | Elect Director David B. Yoffie   | For     | For       | Management  |
| 11 | Ratify Auditors  | For     | For       | Management  |
| 12 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation                  | For     | For       | Management  |
| 13 | Adopt Proxy Statement Reporting on<br>Political Contributions and Advisory<br>Vote | Against | Against   | Shareholder |

JOHNSON & JOHNSON

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

Ticker: JNJ Security ID: 478160104

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Mary Sue Coleman                                   | For     | For       | Management  |
| 2  | Elect Director James G. Cullen                                    | For     | For       | Management  |
| 3  | Elect Director Ian E.l. Davis                                     | For     | For       | Management  |
| 4  | Elect Director Alex Gorsky  | For     | For       | Management  |
| 5  | Elect Director Michael M.e. Johns                                 | For     | For       | Management  |
| 6  | Elect Director Susan L. Lindquist                                 | For     | For       | Management  |
| 7  | Elect Director Anne M. Mulcahy                                    | For     | For       | Management  |
| 8  | Elect Director Leo F. Mullin                                      | For     | For       | Management  |
| 9  | Elect Director William D. Perez                                   | For     | For       | Management  |
| 10 | Elect Director Charles Prince                                     | For     | For       | Management  |
| 11 | Elect Director David Satcher                                      | For     | For       | Management  |
| 12 | Elect Director William C. Weldon                                  | For     | For       | Management  |
| 13 | Elect Director Ronald A. Williams                                 | For     | For       | Management  |
| 14 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management  |
| 15 | Approve Omnibus Stock Plan  | For     | For       | Management  |
| 16 | Ratify Auditors   | For     | For       | Management  |
| 17 | Require Independent Board Chairman                                | Against | For       | Shareholder |
| 18 | Require Shareholder Vote to Approve<br>Political Contributions    | Against | Against   | Shareholder |
| 19 | Adopt Animal-Free Training Methods                                | Against | Against   | Shareholder |

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

---

KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director John R. Alm  | For     | For       | Management |
| 2  | Elect Director John F. Bergstrom                                  | For     | For       | Management |
| 3  | Elect Director Abelardo E. Bru                                    | For     | For       | Management |
| 4  | Elect Director Robert W. Decherd                                  | For     | For       | Management |
| 5  | Elect Director Thomas J. Falk                                     | For     | For       | Management |
| 6  | Elect Director Fabian T. Garcia                                   | For     | For       | Management |
| 7  | Elect Director Mae C. Jemison, M.D.                               | For     | For       | Management |
| 8  | Elect Director James M. Jenness                                   | For     | For       | Management |
| 9  | Elect Director Nancy J. Karch                                     | For     | For       | Management |
| 10 | Elect Director Ian C. Read  | For     | For       | Management |
| 11 | Elect Director Linda Johnson Rice                                 | For     | For       | Management |
| 12 | Elect Director Marc J. Shapiro                                    | For     | For       | Management |
| 13 | Ratify Auditors   | For     | For       | Management |
| 14 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

---



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

KIMCO REALTY CORPORATION

Ticker: KIM Security ID: 49446R109

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Milton Cooper                                      | For     | For       | Management |
| 1.2 | Elect Director Philip E. Coviello                                 | For     | For       | Management |
| 1.3 | Elect Director Richard G. Dooley                                  | For     | For       | Management |
| 1.4 | Elect Director Joe Grills   | For     | For       | Management |
| 1.5 | Elect Director David B. Henry                                     | For     | For       | Management |
| 1.6 | Elect Director F. Patrick Hughes                                  | For     | For       | Management |
| 1.7 | Elect Director Frank Lourenso                                     | For     | For       | Management |
| 1.8 | Elect Director Colombe M. Nicholas                                | For     | For       | Management |
| 1.9 | Elect Director Richard Saltzman                                   | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan  | For     | For       | Management |
| 4   | Ratify Auditors   | For     | For       | Management |
| 5   | Other Business  | For     | Against   | Management |

-----  
KRAFT FOODS INC.

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

Ticker: KFT Security ID: 50075N104

Meeting Date: MAY 23, 2012 Meeting Type: Annual

Record Date: MAR 15, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Myra M. Hart                                       | For     | For       | Management  |
| 2  | Elect Director Peter B. Henry                                     | For     | For       | Management  |
| 3  | Elect Director Lois D. Juliber                                    | For     | For       | Management  |
| 4  | Elect Director Mark D. Ketchum                                    | For     | For       | Management  |
| 5  | Elect Director Terry J. Lundgren                                  | For     | For       | Management  |
| 6  | Elect Director Mackey J. McDonald                                 | For     | For       | Management  |
| 7  | Elect Director Jorge S. Mesquita                                  | For     | For       | Management  |
| 8  | Elect Director John C. Pope                                       | For     | For       | Management  |
| 9  | Elect Director Fredric G. Reynolds                                | For     | For       | Management  |
| 10 | Elect Director Irene B. Rosenfeld                                 | For     | For       | Management  |
| 11 | Elect Director Jean-Francois M.L. van<br>Boxmeer                  | For     | For       | Management  |
| 12 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 13 | Change Company Name   | For     | For       | Management  |
| 14 | Ratify Auditors   | For     | For       | Management  |
| 15 | Report on Supply Chain and<br>Deforestation                       | Against | Against   | Shareholder |
| 16 | Report on Adopting Extended Producer<br>Responsibility Policy     | Against | For       | Shareholder |
| 17 | Report on Lobbying Payments and Policy                            | Against | Against   | Shareholder |

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

---

## LASALLE HOTEL PROPERTIES

Ticker: LHO Security ID: 517942108

Meeting Date: APR 20, 2012 Meeting Type: Annual

Record Date: FEB 08, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jeffrey T. Foland                                  | For     | For       | Management |
| 1.2 | Elect Director Darryl Hartley-Leonard                             | For     | For       | Management |
| 1.3 | Elect Director William S. McCalmont                               | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

---

## LEXINGTON REALTY TRUST

Ticker: LXP Security ID: 529043101

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director E. Robert Roskind | For     | For       | Management |
| 1.2 | Elect Director T. Wilson Eglin   | For     | For       | Management |

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

|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.3 | Elect Director Clifford Broser                                    | For | For | Management |
| 1.4 | Elect Director Harold First                                       | For | For | Management |
| 1.5 | Elect Director Richard S. Frary                                   | For | For | Management |
| 1.6 | Elect Director James Grosfeld                                     | For | For | Management |
| 1.7 | Elect Director Kevin W. Lynch                                     | For | For | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3   | Ratify Auditors   | For | For | Management |

---

### LIBERTY PROPERTY TRUST

Ticker: LRY                      Security ID: 531172104

Meeting Date: MAY 22, 2012      Meeting Type: Annual

Record Date: MAR 16, 2012

| #   | Proposal                                     | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Frederick F. Buchholz         | For     | For       | Management |
| 1.2 | Elect Director Thomas C. DeLoach, Jr.        | For     | For       | Management |
| 1.3 | Elect Director Katherine Elizabeth<br>Dietze | For     | For       | Management |
| 1.4 | Elect Director Daniel P. Garton              | For     | For       | Management |
| 1.5 | Elect Director William P. Hankowsky          | For     | For       | Management |
| 1.6 | Elect Director M. Leanne Lachman             | For     | For       | Management |
| 1.7 | Elect Director David L. Lingerfelt           | For     | For       | Management |
| 1.8 | Elect Director Stephen B. Siegel             | For     | For       | Management |

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

|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.9 | Elect Director Stephen D. Steinour                                | For | For | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3   | Ratify Auditors   | For | For | Management |
| 4   | Amend Qualified Employee Stock<br>Purchase Plan                   | For | For | Management |

-----

LOWE'S COMPANIES, INC.

Ticker:           LOW                   Security ID: 548661107

Meeting Date: JUN 01, 2012   Meeting Type: Annual

Record Date:   MAR 30, 2012

| #    | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|------|-------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Raul Alvarez         | For     | For       | Management |
| 1.2  | Elect Director David W. Bernauer    | For     | For       | Management |
| 1.3  | Elect Director Leonard L. Berry     | For     | For       | Management |
| 1.4  | Elect Director Peter C. Browning    | For     | For       | Management |
| 1.5  | Elect Director Richard W. Dreiling  | For     | For       | Management |
| 1.6  | Elect Director Dawn E. Hudson       | For     | For       | Management |
| 1.7  | Elect Director Robert L. Johnson    | For     | For       | Management |
| 1.8  | Elect Director Marshall O. Larsen   | For     | For       | Management |
| 1.9  | Elect Director Richard K. Lochridge | For     | For       | Management |
| 1.10 | Elect Director Robert A. Niblock    | For     | For       | Management |
| 1.11 | Elect Director Eric C. Wiseman      | For     | For       | Management |

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

|   |   |         |     |             |
|---|---|---------|-----|-------------|
| 2 | Ratify Auditors   | For     | For | Management  |
| 3 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation     | For     | For | Management  |
| 4 | Amend Qualified Employee Stock<br>Purchase Plan                       | For     | For | Management  |
| 5 | Report on Political Contributions                                     | Against | For | Shareholder |
| 6 | Submit Severance Agreement<br>(Change-in-Control) to Shareholder Vote | Against | For | Shareholder |
| 7 | Stock Retention/Holding Period  | Against | For | Shareholder |

-----

LTC PROPERTIES, INC.

Ticker: LTC Security ID: 502175102

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Andre C. Dimitriadis | For     | For       | Management |
| 1.2 | Elect Director Boyd W. Hendrickson  | For     | For       | Management |
| 1.3 | Elect Director Edmund C. King       | For     | For       | Management |
| 1.4 | Elect Director Devra G. Shapiro     | For     | For       | Management |
| 1.5 | Elect Director Wendy L. Simpson     | For     | For       | Management |
| 1.6 | Elect Director Timothy J. Triche    | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named       | For     | For       | Management |

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

## Executive Officers' Compensation

|   |                                  |     |     |            |
|---|----------------------------------|-----|-----|------------|
| 4 | Increase Authorized Common Stock | For | For | Management |
|---|----------------------------------|-----|-----|------------|

---

## MARATHON OIL CORPORATION

Ticker: MRO Security ID: 565849106

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Gregory H. Boyce                                   | For     | For       | Management |
| 2  | Elect Director Pierre Brondeau                                    | For     | For       | Management |
| 3  | Elect Director Clarence P. Cazalot, Jr.                           | For     | For       | Management |
| 4  | Elect Director Linda Z. Cook                                      | For     | For       | Management |
| 5  | Elect Director Shirley Ann Jackson                                | For     | For       | Management |
| 6  | Elect Director Philip Lader                                       | For     | For       | Management |
| 7  | Elect Director Michael E. J. Phelps                               | For     | For       | Management |
| 8  | Elect Director Dennis H. Reilley                                  | For     | For       | Management |
| 9  | Ratify Auditors   | For     | For       | Management |
| 10 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 11 | Approve Omnibus Stock Plan  | For     | For       | Management |

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

MARSH & MCLENNAN COMPANIES, INC.

Ticker: MMC Security ID: 571748102

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Zachary W. Carter                                  | For     | For       | Management |
| 2  | Elect Director Brian Duperreault                                  | For     | For       | Management |
| 3  | Elect Director Oscar Fanjul                                       | For     | For       | Management |
| 4  | Elect Director H. Edward Hanway                                   | For     | For       | Management |
| 5  | Elect Director Elaine La Roche                                    | For     | For       | Management |
| 6  | Elect Director Lord Lang  | For     | For       | Management |
| 7  | Elect Director Steven A. Mills                                    | For     | For       | Management |
| 8  | Elect Director Bruce P. Nolop                                     | For     | For       | Management |
| 9  | Elect Director Marc D. Oken                                       | For     | For       | Management |
| 10 | Elect Director Morton O. Schapiro                                 | For     | For       | Management |
| 11 | Elect Director Adele Simmons                                      | For     | For       | Management |
| 12 | Elect Director Lloyd M. Yates                                     | For     | For       | Management |
| 13 | Elect Director R. David Yost                                      | For     | For       | Management |
| 14 | Ratify Auditors   | For     | For       | Management |
| 15 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

---



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

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: MAR 23, 2012

| #  | 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 Kenneth C. Frazier                                 | For     | For       | Management  |
| 4  | Elect Director Thomas H. Glocer                                   | For     | For       | Management  |
| 5  | Elect Director William B. Harrison Jr.                            | For     | For       | Management  |
| 6  | Elect Director C. Robert Kidder                                   | For     | For       | Management  |
| 7  | Elect Director Rochelle B. Lazarus                                | For     | For       | Management  |
| 8  | Elect Director Carlos E. Represas                                 | For     | For       | Management  |
| 9  | Elect Director Patricia F. Russo                                  | For     | For       | Management  |
| 10 | Elect Director Craig B. Thompson                                  | For     | For       | Management  |
| 11 | Elect Director Wendell P. Weeks                                   | For     | For       | Management  |
| 12 | Elect Director Peter C. Wendell                                   | For     | For       | Management  |
| 13 | Ratify Auditors   | For     | For       | Management  |
| 14 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 15 | Provide Right to Act by Written Consent                           | Against | For       | Shareholder |
| 16 | Amend Bylaws -- Call Special Meetings                             | Against | For       | Shareholder |
| 17 | Report on Charitable and Political<br>Contributions               | Against | Against   | Shareholder |

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

---

MOTOROLA SOLUTIONS, INC.

Ticker: MSI Security ID: 620076307

Meeting Date: APR 30, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Gregory Q. Brown                                   | For     | For       | Management  |
| 2  | Elect Director William J. Bratton                                 | For     | For       | Management  |
| 3  | Elect Director Kenneth C. Dahlberg                                | For     | For       | Management  |
| 4  | Elect Director David W. Dorman                                    | For     | For       | Management  |
| 5  | Elect Director Michael V. Hayden                                  | For     | For       | Management  |
| 6  | Elect Director Judy C. Lewent                                     | For     | For       | Management  |
| 7  | Elect Director Samuel C. Scott, III                               | For     | For       | Management  |
| 8  | Elect Director John A. White                                      | For     | For       | Management  |
| 9  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management  |
| 10 | Ratify Auditors   | For     | For       | Management  |
| 11 | Encourage Suppliers to Produce<br>Sustainability Reports          | Against | Against   | Shareholder |
| 12 | Stock Retention/Holding Period                                    | Against | For       | Shareholder |

---

NATIONAL RETAIL PROPERTIES, INC.

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

Ticker: NNN Security ID: 637417106

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Don DeFosset                                       | For     | For       | Management |
| 1.2 | Elect Director David M. Fick                                      | For     | For       | Management |
| 1.3 | Elect Director Edward J. Fritsch                                  | For     | For       | Management |
| 1.4 | Elect Director Kevin B. Habicht                                   | For     | For       | Management |
| 1.5 | Elect Director Richard B. Jennings                                | For     | For       | Management |
| 1.6 | Elect Director Ted B. Lanier                                      | For     | For       | Management |
| 1.7 | Elect Director Robert C. Legler                                   | For     | For       | Management |
| 1.8 | Elect Director Craig Macnab                                       | For     | For       | Management |
| 1.9 | Elect Director Robert Martinez                                    | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan  | For     | For       | Management |
| 4   | Increase Authorized Common Stock                                  | For     | For       | Management |
| 5   | Ratify Auditors   | For     | For       | Management |

-----  
NATIONWIDE HEALTH PROPERTIES, INC.

Ticker: NHP Security ID: 638620104

Meeting Date: JUL 01, 2011 Meeting Type: Special

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

Record Date: MAY 13, 2011

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

-----

NORTHROP GRUMMAN CORPORATION

Ticker: NOC Security ID: 666807102

Meeting Date: MAY 16, 2012 Meeting Type: Annual

Record Date: MAR 20, 2012

| #  | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------------|---------|-----------|------------|
| 1  | Elect Director Wesley G. Bush       | For     | For       | Management |
| 2  | Elect Director Lewis W. Coleman     | For     | For       | Management |
| 3  | Elect Director Victor H. Fazio      | For     | For       | Management |
| 4  | Elect Director Donald E. Felsing    | For     | For       | Management |
| 5  | Elect Director Stephen E. Frank     | For     | For       | Management |
| 6  | Elect Director Bruce S. Gordon      | For     | For       | Management |
| 7  | Elect Director Madeleine A. Kleiner | For     | For       | Management |
| 8  | Elect Director Karl J. Krapek       | For     | For       | Management |
| 9  | Elect Director Richard B. Myers     | For     | For       | Management |
| 10 | Elect Director Aulana L. Peters     | For     | For       | Management |
| 11 | Elect Director Gary Roughead        | For     | For       | Management |
| 12 | Elect Director Thomas M. Schoewe    | For     | For       | Management |
| 13 | Elect Director Kevin W. Sharer      | For     | For       | Management |

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

|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 14 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 15 | Ratify Auditors   | For     | For | Management  |
| 16 | Amend Certificate of Incorporation of<br>Titan II, Inc.           | For     | For | Management  |
| 17 | Provide Right to Act by Written Consent                           | For     | For | Management  |
| 18 | Require Independent Board Chairman                                | Against | For | Shareholder |

-----

OMEGA HEALTHCARE INVESTORS, INC.

Ticker: OHI Security ID: 681936100

Meeting Date: JUN 07, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| #   | 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   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |

-----

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

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

Ticker: PEI Security ID: 709102107

Meeting Date: JUN 07, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director Stephen B. Cohen                                   | For     | For       | Management |
| 1.2  | Elect Director Joseph F. Coradino                                 | For     | For       | Management |
| 1.3  | Elect Director M. Walter D'Alessio                                | For     | For       | Management |
| 1.4  | Elect Director Edward A. Glickman                                 | For     | For       | Management |
| 1.5  | Elect Director Rosemarie B. Greco                                 | For     | For       | Management |
| 1.6  | Elect Director Leonard I. Korman                                  | For     | For       | Management |
| 1.7  | Elect Director Ira M. Lubert                                      | For     | For       | Management |
| 1.8  | Elect Director Donald F. Mazziotti                                | For     | For       | Management |
| 1.9  | Elect Director Mark E. Pasquerilla                                | For     | For       | Management |
| 1.10 | Elect Director John J. Roberts                                    | For     | For       | Management |
| 1.11 | Elect Director George F. Rubin                                    | For     | For       | Management |
| 1.12 | Elect Director Ronald Rubin                                       | For     | For       | Management |
| 2    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3    | Amend Omnibus Stock Plan  | For     | For       | Management |
| 4    | Increase Authorized Common Stock                                  | For     | For       | Management |
| 5    | Ratify Auditors   | For     | For       | Management |

-----  
 PFIZER INC.

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

Ticker: PFE Security ID: 717081103

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

| #  | Proposal                                | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Dennis A. Ausiello       | For     | For       | Management  |
| 2  | Elect Director M. Anthony Burns         | For     | For       | Management  |
| 3  | Elect Director W. Don Cornwell          | For     | For       | Management  |
| 4  | Elect Director Frances D. Fergusson     | For     | For       | Management  |
| 5  | Elect Director William H. Gray, III     | For     | For       | Management  |
| 6  | Elect Director Helen H. Hobbs           | For     | For       | Management  |
| 7  | Elect Director Constance J. Horner      | For     | For       | Management  |
| 8  | Elect Director James M. Kilts           | For     | For       | Management  |
| 9  | Elect Director George A. Lorch          | For     | For       | Management  |
| 10 | Elect Director John P. Mascotte         | For     | For       | Management  |
| 11 | Elect Director Suzanne Nora Johnson     | For     | For       | Management  |
| 12 | Elect Director Ian C. Read              | For     | For       | Management  |
| 13 | Elect Director Stephen W. Sanger        | For     | For       | Management  |
| 14 | Elect Director Marc Tessier-Lavigne     | For     | For       | Management  |
| 15 | Ratify Auditors                         | For     | For       | Management  |
| 16 | Advisory Vote to Ratify Named           | For     | For       | Management  |
|    | Executive Officers' Compensation        |         |           |             |
| 17 | Publish Political Contributions         | Against | Against   | Shareholder |
| 18 | Provide Right to Act by Written Consent | Against | For       | Shareholder |
| 19 | Amend Articles/Bylaws/Charter -- Call   | Against | For       | Shareholder |
|    | Special Meetings                        |         |           |             |
| 20 | Non-Employee Director Compensation      | Against | Against   | Shareholder |

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

-----  
PLUM CREEK TIMBER COMPANY, INC.

Ticker: PCL Security ID: 729251108

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: MAR 20, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Rick R. Holley                                     | For     | For       | Management |
| 2  | Elect Director Robin Josephs                                      | For     | For       | Management |
| 3  | Elect Director John G. McDonald                                   | For     | For       | Management |
| 4  | Elect Director Robert B. McLeod                                   | For     | For       | Management |
| 5  | Elect Director John F. Morgan Sr.                                 | For     | For       | Management |
| 6  | Elect Director Marc F. Racicot                                    | For     | For       | Management |
| 7  | Elect Director John H. Scully                                     | For     | For       | Management |
| 8  | Elect Director Lawrence A. Selzer                                 | For     | For       | Management |
| 9  | Elect Director Stephen C. Tobias                                  | For     | For       | Management |
| 10 | Elect Director Martin A. White                                    | For     | For       | Management |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 12 | Approve Omnibus Stock Plan  | For     | For       | Management |
| 13 | Ratify Auditors   | For     | For       | Management |

-----



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

POTLATCH CORPORATION

Ticker: PCH Security ID: 737630103

Meeting Date: MAY 07, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| # | 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 | Ratify Auditors   | For     | For       | Management |
| 4 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

-----  
PROGRESS ENERGY, INC.

Ticker: PGN Security ID: 743263105

Meeting Date: AUG 23, 2011 Meeting Type: Special

Record Date: JUL 05, 2011

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

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

---

PROLOGIS, INC.

Ticker: PLD Security ID: 74340W103

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| #  | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|----|---|----------|-----------|------------|
| 1  | Elect Director Hamid R. Moghadam                                  | For      | For       | Management |
| 2  | Elect Director Walter C. Rakowich                                 | For      | For       | Management |
| 3  | Elect Director George L. Fotiades                                 | For      | For       | Management |
| 4  | Elect Director Christine N. Garvey                                | For      | For       | Management |
| 5  | Elect Director Lydia H. Kennard                                   | For      | For       | Management |
| 6  | Elect Director J. Michael Losh                                    | For      | For       | Management |
| 7  | Elect Director Irving F. Lyons, III                               | For      | For       | Management |
| 8  | Elect Director Jeffrey L. Skelton                                 | For      | For       | Management |
| 9  | Elect Director D. Michael Steuert                                 | For      | For       | Management |
| 10 | Elect Director Carl B. Webb                                       | For      | For       | Management |
| 11 | Elect Director William D. Zollars                                 | For      | For       | Management |
| 12 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For       | Management |
| 13 | Advisory Vote on Say on Pay Frequency                             | One Year | One Year  | Management |
| 14 | Approve Omnibus Stock Plan  | For      | For       | Management |
| 15 | Increase Authorized Common Stock                                  | For      | For       | Management |
| 16 | Ratify Auditors   | For      | For       | Management |

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

---

PS BUSINESS PARKS, INC.

Ticker: PSB Security ID: 69360J107

Meeting Date: APR 30, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Ronald L. Havner, Jr.                              | For     | For       | Management |
| 1.2 | Elect Director Joseph D. Russell, Jr.                             | For     | For       | Management |
| 1.3 | Elect Director Jennifer Holden Dunbar                             | For     | For       | Management |
| 1.4 | Elect Director James H. Kropp                                     | For     | For       | Management |
| 1.5 | Elect Director Sara Grootwassink Lewis                            | For     | For       | Management |
| 1.6 | Elect Director Michael V. McGee                                   | For     | For       | Management |
| 1.7 | Elect Director Gary E. Pruitt                                     | For     | For       | Management |
| 1.8 | Elect Director Peter Schultz                                      | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan  | For     | For       | Management |
| 4   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

---

PUBLIC STORAGE

Ticker: PSA Security ID: 74460D109

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

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Ronald L. Havner, Jr.                              | For     | For       | Management |
| 1.2 | Elect Director Tamara Hughes Gustavson                            | For     | For       | Management |
| 1.3 | Elect Director Uri P. Harkham                                     | For     | For       | Management |
| 1.4 | Elect Director B. Wayne Hughes, Jr.                               | For     | For       | Management |
| 1.5 | Elect Director Avedick B. Poladian                                | For     | For       | Management |
| 1.6 | Elect Director Gary E. Pruitt                                     | For     | For       | Management |
| 1.7 | Elect Director Ronald P. Spogli                                   | For     | For       | Management |
| 1.8 | Elect Director Daniel C. Staton                                   | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan  | For     | For       | Management |
| 4   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

-----  
QUEST DIAGNOSTICS INCORPORATED

Ticker: DGX Security ID: 74834L100

Meeting Date: MAY 11, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

| # | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Jenne K. Britell | For     | For       | Management |

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

|   |   |      |         |             |
|---|---|------|---------|-------------|
| 2 | Elect Director Gail R. Wilensky                                   | For  | For     | Management  |
| 3 | Elect Director John B. Ziegler                                    | For  | For     | Management  |
| 4 | Amend Omnibus Stock Plan  | For  | For     | Management  |
| 5 | Ratify Auditors   | For  | For     | Management  |
| 6 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For  | Against | Management  |
| 7 | Declassify the Board of Directors                                 | None | For     | Shareholder |

-----

### RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202

Meeting Date: JUN 06, 2012 Meeting Type: Annual

Record Date: APR 12, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Arthur H. Goldberg                                 | For     | For       | Management |
| 1.2 | Elect Director Mark K. Rosenfeld                                  | For     | For       | Management |
| 1.3 | Elect Director Stephen R. Blank                                   | For     | For       | Management |
| 1.4 | Elect Director Matthew L. Ostrower                                | For     | For       | Management |
| 1.5 | Elect Director Joel M. Pashcow                                    | For     | For       | Management |
| 1.6 | Elect Director David J. Nettina                                   | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan  | For     | For       | Management |
| 4   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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

-----  
RAYONIER INC.

Ticker: RYN Security ID: 754907103

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Richard D. Kincaid                                 | For     | For       | Management |
| 2  | Elect Director V. Larkin Martin                                   | For     | For       | Management |
| 3  | Elect Director James H. Miller                                    | For     | For       | Management |
| 4  | Elect Director Thomas I. Morgan                                   | For     | For       | Management |
| 5  | Elect Director Ronald Townsend                                    | For     | For       | Management |
| 6  | Declassify the Board of Directors                                 | For     | For       | Management |
| 7  | Increase Authorized Common Stock                                  | For     | For       | Management |
| 8  | Amend Omnibus Stock Plan  | For     | For       | Management |
| 9  | Amend Omnibus Stock Plan  | For     | For       | Management |
| 10 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

-----  
RAYTHEON COMPANY

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

Ticker: RTN Security ID: 755111507

Meeting Date: MAY 31, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director James E. Cartwright                                | For     | For       | Management  |
| 2  | Elect Director Vernon E. Clark                                    | For     | For       | Management  |
| 3  | Elect Director John M. Deutch                                     | For     | For       | Management  |
| 4  | Elect Director Stephen J. Hadley                                  | For     | For       | Management  |
| 5  | Elect Director Frederic M. Poses                                  | For     | For       | Management  |
| 6  | Elect Director Michael C. Ruetters                                | For     | For       | Management  |
| 7  | Elect Director Ronald L. Skates                                   | For     | For       | Management  |
| 8  | Elect Director William R. Spivey                                  | For     | For       | Management  |
| 9  | Elect Director Linda G. Stuntz                                    | For     | Against   | Management  |
| 10 | Elect Director William H. Swanson                                 | For     | For       | Management  |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 12 | Ratify Auditors   | For     | For       | Management  |
| 13 | Stock Retention/Holding Period                                    | Against | For       | Shareholder |
| 14 | Submit SERP to Shareholder Vote                                   | Against | For       | Shareholder |
| 15 | Provide Right to Act by Written Consent                           | Against | For       | Shareholder |

-----

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109

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

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Melvyn E. Bergstein                                | For     | For       | Management |
| 2  | Elect Director Larry C. Glasscock                                 | For     | For       | Management |
| 3  | Elect Director Karen N. Horn                                      | For     | For       | Management |
| 4  | Elect Director Allan Hubbard                                      | For     | For       | Management |
| 5  | Elect Director Reuben S. Leibowitz                                | For     | For       | Management |
| 6  | Elect Director Daniel C. Smith                                    | For     | For       | Management |
| 7  | Elect Director J. Albert Smith, Jr.                               | For     | For       | Management |
| 8  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |
| 9  | Ratify Auditors   | For     | For       | Management |
| 10 | Amend Omnibus Stock Plan  | For     | Against   | Management |

-----  
SOLAR CAPITAL LTD.

Ticker: SLRC Security ID: 83413U100

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 08, 2012

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael S. Gross  | For     | For       | Management |
| 1.2 | Elect Director Leonard A. Potter | For     | For       | Management |



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

2 Approve Issuance of Shares Below Net For For Management  
 Asset Value

-----  
 STAG INDUSTRIAL, INC.

Ticker: STAG Security ID: 85254J102

Meeting Date: MAY 07, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| #   | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director Benjamin S. Butcher                                | For      | For       | Management |
| 1.2 | Elect Director F. Alexander Fraser                                | For      | For       | Management |
| 1.3 | Elect Director Jeffrey D. Furber                                  | For      | For       | Management |
| 1.4 | Elect Director Larry T. Guillemette                               | For      | For       | Management |
| 1.5 | Elect Director Francis X. Jacoby, III                             | For      | For       | Management |
| 1.6 | Elect Director Hans S. Weger                                      | For      | For       | Management |
| 2   | Ratify Auditors   | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For       | Management |
| 4   | Advisory Vote on Say on Pay Frequency                             | One Year | One Year  | Management |

-----  
 STARWOOD PROPERTY TRUST, INC.

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

Ticker: STWD Security ID: 85571B105

Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 15, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Richard D. Bronson                                 | For     | For       | Management |
| 1.2 | Elect Director Jeffrey F. DiModica                                | For     | For       | Management |
| 1.3 | Elect Director Jeffrey G. Dishner                                 | For     | For       | Management |
| 1.4 | Elect Director Camille J. Douglas                                 | For     | For       | Management |
| 1.5 | Elect Director Boyd W. Fellows                                    | For     | For       | Management |
| 1.6 | Elect Director Barry S. Sternlicht                                | For     | For       | Management |
| 1.7 | Elect Director Strauss Zelnick                                    | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

-----  
SUMMIT HOTEL PROPERTIES, INC.

Ticker: INN Security ID: 866082100

Meeting Date: JUN 05, 2012 Meeting Type: Annual

Record Date: APR 16, 2012

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kerry W. Boekelheide | For     | For       | Management |

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

|     |   |          |          |            |
|-----|---|----------|----------|------------|
| 1.2 | Elect Director Daniel P. Hansen                                   | For      | For      | Management |
| 1.3 | Elect Director Bjorn R. L. Hanson                                 | For      | For      | Management |
| 1.4 | Elect Director David S. Kay                                       | For      | For      | Management |
| 1.5 | Elect Director Thomas W. Storey                                   | For      | For      | Management |
| 1.6 | Elect Director Wayne W. Wielgus                                   | For      | For      | Management |
| 2   | Ratify Auditors   | For      | For      | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For      | Management |
| 4   | Advisory Vote on Say on Pay Frequency                             | One Year | One Year | Management |

---

THE ALLSTATE CORPORATION

Ticker: ALL Security ID: 020002101

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: MAR 23, 2012

| # | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director F. Duane Ackerman  | For     | For       | Management |
| 2 | Elect Director Robert D. Beyer    | For     | For       | Management |
| 3 | Elect Director W. James Farrell   | For     | For       | Management |
| 4 | Elect Director Jack M. Greenberg  | For     | For       | Management |
| 5 | Elect Director Ronald T. LeMay    | For     | For       | Management |
| 6 | Elect Director Andrea Redmond     | For     | For       | Management |
| 7 | Elect Director H. John Riley, Jr. | For     | For       | Management |
| 8 | Elect Director John W. Rowe       | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 9  | Elect Director Joshua I. Smith                                    | For     | For     | Management  |
| 10 | Elect Director Judith A. Sprieser                                 | For     | For     | Management  |
| 11 | Elect Director Mary Alice Taylor                                  | For     | For     | Management  |
| 12 | Elect Director Thomas J. Wilson                                   | For     | For     | Management  |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 14 | Provide Right to Act by Written Consent                           | For     | For     | Management  |
| 15 | Provide Right to Call Special Meeting                             | For     | For     | Management  |
| 16 | Ratify Auditors   | For     | For     | Management  |
| 17 | Report on Political Contributions                                 | Against | Against | Shareholder |

-----

THE BANK OF NEW YORK MELLON CORPORATION

Ticker: BK Security ID: 064058100

Meeting Date: APR 10, 2012 Meeting Type: Annual

Record Date: FEB 10, 2012

| # | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Ruth E. Bruch        | For     | For       | Management |
| 2 | Elect Director Nicholas M. Donofrio | For     | For       | Management |
| 3 | Elect Director Gerald L. Hassell    | For     | For       | Management |
| 4 | Elect Director Edmund F. Kelly      | For     | For       | Management |
| 5 | Elect Director Richard J. Kogan     | For     | For       | Management |
| 6 | Elect Director Michael J. Kowalski  | For     | For       | Management |
| 7 | Elect Director John A. Luke, Jr.    | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 8  | Elect Director Mark A. Nordenberg                                 | For     | For     | Management  |
| 9  | Elect Director Catherine A. Rein                                  | For     | For     | Management  |
| 10 | Elect Director William C. Richardson                              | For     | For     | Management  |
| 11 | Elect Director Samuel C. Scott, III                               | For     | For     | Management  |
| 12 | Elect Director Wesley W. von Schack                               | For     | For     | Management  |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against | Management  |
| 14 | Ratify Auditors   | For     | For     | Management  |
| 15 | Require Independent Board Chairman                                | Against | For     | Shareholder |
| 16 | Restore or Provide for Cumulative<br>Voting                       | Against | For     | Shareholder |

-----

THE HOWARD HUGHES CORPORATION

Ticker: HHC Security ID: 44267D107

Meeting Date: JUN 11, 2012 Meeting Type: Annual

Record Date: APR 16, 2012

| # | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director William A. Ackman | For     | For       | Management |
| 2 | Elect Director Adam Flatto       | For     | For       | Management |
| 3 | Elect Director Jeffrey Furber    | For     | For       | Management |
| 4 | Elect Director Gary Krow         | For     | For       | Management |
| 5 | Elect Director Allen Model       | For     | For       | Management |
| 6 | Elect Director R. Scot Sellers   | For     | For       | Management |

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

|    |   |     |     |            |
|----|---|-----|-----|------------|
| 7  | Elect Director Steven Shepsman                                    | For | For | Management |
| 8  | Elect Director Burton M. Tansky                                   | For | For | Management |
| 9  | Elect Director Mary Ann Tighe                                     | For | For | Management |
| 10 | Elect Director David R. Weinreb                                   | For | For | Management |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 12 | Amend Omnibus Stock Plan  | For | For | Management |
| 13 | Adopt NOL Rights Plan (NOL Pill)                                  | For | For | Management |
| 14 | Ratify Auditors   | For | For | Management |

-----

THE MACERICH COMPANY

Ticker:           MAC                   Security ID: 554382101

Meeting Date: MAY 30, 2012   Meeting Type: Annual

Record Date: MAR 23, 2012

| # | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director Douglas D. Abbey  | For     | For       | Management |
| 2 | Elect Director Dana K. Anderson  | For     | For       | Management |
| 3 | Elect Director Arthur M. Coppola | For     | For       | Management |
| 4 | Elect Director Edward C. Coppola | For     | For       | Management |
| 5 | Elect Director Fred S. Hubbell   | For     | For       | Management |
| 6 | Elect Director Diana M. Laing    | For     | For       | Management |
| 7 | Elect Director Stanley A. Moore  | For     | For       | Management |
| 8 | Elect Director Mason G. Ross     | For     | For       | Management |

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

|    |   |     |     |            |
|----|---|-----|-----|------------|
| 9  | Elect Director William P. Sexton                                  | For | For | Management |
| 10 | Ratify Auditors   | For | For | Management |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

-----

THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109

Meeting Date: MAY 23, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| #  | Proposal                                      | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Alan L. Beller                 | For     | For       | Management |
| 2  | Elect Director John H. Dasburg                | For     | For       | Management |
| 3  | Elect Director Janet M. Dolan                 | For     | For       | Management |
| 4  | Elect Director Kenneth M. Duberstein          | For     | For       | Management |
| 5  | Elect Director Jay S. Fishman                 | For     | For       | Management |
| 6  | Elect Director Lawrence G. Graev              | For     | For       | Management |
| 7  | Elect Director Patricia L. Higgins            | For     | For       | Management |
| 8  | Elect Director Thomas R. Hodgson              | For     | For       | Management |
| 9  | Elect Director William J. Kane                | For     | For       | Management |
| 10 | Elect Director Cleve L. Killingsworth,<br>Jr. | For     | For       | Management |
| 11 | Elect Director Donald J. Shepard              | For     | For       | Management |
| 12 | Elect Director Laurie J. Thomsen              | For     | For       | Management |

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

|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 13 | Ratify Auditors   | For     | For | Management  |
| 14 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 15 | Report on Political Contributions                                 | Against | For | Shareholder |

-----

THE WILLIAMS COMPANIES, INC.

Ticker: WMB Security ID: 969457100

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Alan S. Armstrong                                  | For     | For       | Management |
| 2  | Elect Director Joseph R. Cleveland                                | For     | For       | Management |
| 3  | Elect Director Irl F. Engelhardt                                  | For     | For       | Management |
| 4  | Elect Director John A. Hagg                                       | For     | For       | Management |
| 5  | Elect Director Juanita H. Hinshaw                                 | For     | For       | Management |
| 6  | Elect Director Frank T. Macinnis                                  | For     | For       | Management |
| 7  | Elect Director Steven W. Nance                                    | For     | For       | Management |
| 8  | Elect Director Murray D. Smith                                    | For     | For       | Management |
| 9  | Elect Director Janice D. Stoney                                   | For     | For       | Management |
| 10 | Elect Director Laura A. Sugg                                      | For     | For       | Management |
| 2  | Ratify Auditors   | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |



-----  
VENTAS, INC.

Ticker: VTR Security ID: 92276F100

Meeting Date: JUL 01, 2011 Meeting Type: Special

Record Date: MAY 13, 2011

| # | Proposal                                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with<br>Acquisition | For     | For       | Management |
| 2 | Increase Authorized Common Stock               | For     | For       | Management |
| 3 | Adjourn Meeting                                | For     | For       | Management |

-----  
VENTAS, INC.

Ticker: VTR Security ID: 92276F100

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 20, 2012

| # | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Debra A. Cafaro     | For     | For       | Management |
| 2 | Elect Director Douglas Crocker, II | For     | For       | Management |

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

|    |   |     |         |            |
|----|---|-----|---------|------------|
| 3  | Elect Director Ronald G. Geary                                    | For | For     | Management |
| 4  | Elect Director Jay M. Gellert                                     | For | For     | Management |
| 5  | Elect Director Richard I. Gilchrist                               | For | For     | Management |
| 6  | Elect Director Matthew J. Lustig                                  | For | For     | Management |
| 7  | Elect Director Douglas M. Pasquale                                | For | For     | Management |
| 8  | Elect Director Robert D. Reed                                     | For | For     | Management |
| 9  | Elect Director Sheli Z. Rosenberg                                 | For | For     | Management |
| 10 | Elect Director Glenn J. Rufrano                                   | For | For     | Management |
| 11 | Elect Director James D. Shelton                                   | For | For     | Management |
| 12 | Ratify Auditors   | For | For     | Management |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | Against | Management |
| 14 | Approve Omnibus Stock Plan  | For | For     | Management |

-----

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| # | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Richard L. Carrion | For     | For       | Management |
| 2 | Elect Director Melanie L. Healey  | For     | For       | Management |
| 3 | Elect Director M. Frances Keeth   | For     | For       | Management |
| 4 | Elect Director Robert W. Lane     | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 5  | Elect Director Lowell C. McAdam                                   | For     | For     | Management  |
| 6  | Elect Director Sandra O. Moose                                    | For     | For     | Management  |
| 7  | Elect Director Joseph Neubauer                                    | For     | For     | Management  |
| 8  | Elect Director Donald T. Nicolaisen                               | For     | For     | Management  |
| 9  | Elect Director Clarence Otis, Jr.                                 | For     | For     | Management  |
| 10 | Elect Director Hugh B. Price                                      | For     | For     | Management  |
| 11 | Elect Director Rodney E. Slater                                   | For     | For     | Management  |
| 12 | Ratify Auditors   | For     | For     | Management  |
| 13 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 14 | Disclose Prior Government Service                                 | Against | Against | Shareholder |
| 15 | Report on Lobbying Payments and Policy                            | Against | For     | Shareholder |
| 16 | Performance-Based and/or Time-Based<br>Equity Awards              | Against | For     | Shareholder |
| 17 | Amend Articles/Bylaws/Charter -- Call<br>Special Meetings         | Against | For     | Shareholder |
| 18 | Provide Right to Act by Written Consent                           | Against | For     | Shareholder |
| 19 | Commit to Wireless Network Neutrality                             | Against | Against | Shareholder |

-----

VORNADO REALTY TRUST

Ticker: VNO Security ID: 929042109

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 30, 2012

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

| #   | 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  |
| 1.3 | Elect Director Russell B. Wight, Jr.                              | For     | Withhold  | Management  |
| 2   | Ratify Auditors   | For     | For       | Management  |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4   | Require a Majority Vote for the<br>Election of Directors          | Against | For       | Shareholder |
| 5   | Declassify the Board of Directors                                 | Against | For       | Shareholder |

-----

WASTE MANAGEMENT, INC.

Ticker: WM Security ID: 94106L109

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| # | Proposal                                    | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Elect Director Bradbury H. Anderson         | For     | For       | Management |
| 2 | Elect Director Pastora San Juan<br>Cafferty | For     | For       | Management |
| 3 | Elect Director Frank M. Clark, Jr.          | For     | For       | Management |
| 4 | Elect Director Patrick W. Gross             | For     | For       | Management |
| 5 | Elect Director John C. Pope                 | For     | For       | Management |
| 6 | Elect Director W. Robert Reum               | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 7  | Elect Director Steven G. Rothmeier                                | For     | For     | Management  |
| 8  | Elect Director David P. Steiner                                   | For     | For     | Management  |
| 9  | Elect Director Thomas H. Weidemeyer                               | For     | For     | Management  |
| 10 | Ratify Auditors   | For     | For     | Management  |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 12 | Amend Qualified Employee Stock<br>Purchase Plan                   | For     | For     | Management  |
| 13 | Stock Retention   | Against | For     | Shareholder |
| 14 | Amend Bylaws -- Call Special Meetings                             | Against | Against | Shareholder |

-----

XEROX CORPORATION

Ticker:           XRX                   Security ID: 984121103

Meeting Date: MAY 24, 2012   Meeting Type: Annual

Record Date:   MAR 26, 2012

| # | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Glenn A. Britt        | For     | For       | Management |
| 2 | Elect Director Ursula M. Burns       | For     | For       | Management |
| 3 | Elect Director Richard J. Harrington | For     | For       | Management |
| 4 | Elect Director William Curt Hunter   | For     | For       | Management |
| 5 | Elect Director Robert J. Keegan      | For     | For       | Management |
| 6 | Elect Director Robert A. McDonald    | For     | For       | Management |
| 7 | Elect Director Charles Prince        | For     | For       | Management |

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

|    |   |     |     |            |
|----|---|-----|-----|------------|
| 8  | Elect Director Ann N. Reese                                       | For | For | Management |
| 9  | Elect Director Sara Martinez Tucker                               | For | For | Management |
| 10 | Elect Director Mary Agnes Wilderotter                             | For | For | Management |
| 11 | Ratify Auditors   | For | For | Management |
| 12 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 13 | Amend Omnibus Stock Plan  | For | For | Management |

===== END N-PX REPORT =====

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

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 24, 2012

---