

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC  
Form N-PX  
August 29, 2014

**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, 2013 - June 30, 2014</b>  |

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ITEM 1. PROXY VOTING RECORD.

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

AGREE REALTY CORPORATION

Ticker: ADC Security ID: 008492100

Meeting Date: MAY 05, 2014 Meeting Type: Annual

Record Date: MAR 06, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Farris G. Kalil                                    | For     | For       | Management |
| 1.2 | Elect Director Gene Silverman                                     | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 4   | Approve Omnibus Stock Plan  | For     | For       | Management |

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AKORN, INC.

Ticker: AKRX Security ID: 009728106

Meeting Date: MAY 02, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

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

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|     |   |     |          |            |
|-----|---|-----|----------|------------|
| 1.1 | Elect Director John N. Kapoor                                     | For | For      | Management |
| 1.2 | Elect Director Ronald M. Johnson                                  | For | Withhold | Management |
| 1.3 | Elect Director Brian Tambi  | For | For      | Management |
| 1.4 | Elect Director Steven J. Meyer                                    | For | Withhold | Management |
| 1.5 | Elect Director Alan Weinstein                                     | For | For      | Management |
| 1.6 | Elect Director Kenneth S. Abramowitz                              | For | Withhold | Management |
| 1.7 | Elect Director Adrienne L. Graves                                 | 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 |

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ALSTRIA OFFICE REIT-AG

Ticker:            AOX                    Security ID: D0378R100

Meeting Date: MAY 14, 2014    Meeting Type: Annual

Record Date:    APR 22, 2014

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Receive Financial Statements and<br>Statutory Reports for Fiscal 2013<br>(Non-Voting) | None    | None      | Management |
| 2 | Approve Allocation of Income and<br>Dividends of EUR 0.50 per Share                   | For     | For       | Management |
| 3 | Approve Discharge of Management Board   | For     | For       | Management |

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for Fiscal 2013

|   |  |     |     |            |
|---|--|-----|-----|------------|
| 4 | Approve Discharge of Supervisory Board | For | For | Management |
|---|--|-----|-----|------------|

for Fiscal 2013

|   |                                  |     |     |            |
|---|----------------------------------|-----|-----|------------|
| 5 | Ratify Deloitte & Touche GmbH as | For | For | Management |
|---|----------------------------------|-----|-----|------------|

Auditors for Fiscal 2014

|     |                                      |     |     |            |
|-----|--------------------------------------|-----|-----|------------|
| 6.1 | Approve Creation of EUR 39.5 Million | For | For | Management |
|-----|--------------------------------------|-----|-----|------------|

Pool of Capital with Preemptive Rights

|     |                                      |     |     |            |
|-----|--------------------------------------|-----|-----|------------|
| 6.2 | Allow Exclusion of Preemptive Rights | For | For | Management |
|-----|--------------------------------------|-----|-----|------------|

for up to 5 Percent of the Share

Capital when Issuing Shares Under the

Authorization in Item 6.1

|     |                                      |     |     |            |
|-----|--------------------------------------|-----|-----|------------|
| 6.3 | Allow Exclusion of Preemptive Rights | For | For | Management |
|-----|--------------------------------------|-----|-----|------------|

for up to 5 Percent of the Share

Capital when Issuing Shares Under the

Authorization in Item 6.1

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AMC ENTERTAINMENT HOLDINGS, INC.

Ticker: AMC Security ID: 00165C104

Meeting Date: APR 25, 2014 Meeting Type: Annual

Record Date: MAR 14, 2014

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Anthony J. Saich | For     | For       | Management |
| 1.2 | Elect Director Jian Wang        | For     | Withhold  | Management |

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|   |   |          |          |            |
|---|---|----------|----------|------------|
| 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 |

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AMERICAN REALTY CAPITAL PROPERTIES, INC.

Ticker:           ARCP                   Security ID: 02917T104

Meeting Date: MAY 29, 2014   Meeting Type: Annual

Record Date:   APR 17, 2014

| #   | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director Nicholas S. Schorsch                               | For      | Withhold  | Management |
| 1.2 | Elect Director Edward M. Weil, Jr.                                | For      | Withhold  | Management |
| 1.3 | Elect Director William M. Kahane                                  | For      | Withhold  | Management |
| 1.4 | Elect Director Leslie D. Michelson                                | For      | Withhold  | Management |
| 1.5 | Elect Director Edward G. Rendell                                  | For      | Withhold  | Management |
| 1.6 | Elect Director Scott J. Bowman                                    | For      | Withhold  | Management |
| 1.7 | Elect Director William G. Stanley                                 | For      | For       | Management |
| 1.8 | Elect Director Thomas A. Andruskevich                             | For      | For       | Management |
| 1.9 | Elect Director Scott P. Sealy, Sr.                                | For      | For       | Management |
| 2   | Ratify Auditors   | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | Against   | Management |
| 4   | Advisory Vote on Say on Pay Frequency                             | One Year | One Year  | Management |

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AMERICAN WATER WORKS COMPANY, INC.

Ticker:           AWK                   Security ID: 030420103

Meeting Date: MAY 09, 2014   Meeting Type: Annual

Record Date:   MAR 17, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Julie A. Dobson                                    | For     | For       | Management |
| 1b | Elect Director Paul J. Evanson                                    | For     | For       | Management |
| 1c | Elect Director Martha Clark Goss                                  | For     | For       | Management |
| 1d | Elect Director Richard R. Grigg                                   | For     | For       | Management |
| 1e | Elect Director Julia L. Johnson                                   | For     | For       | Management |
| 1f | Elect Director George MacKenzie                                   | For     | For       | Management |
| 1g | Elect Director William J. Marrasso                                | For     | For       | Management |
| 1h | Elect Director Susan N. Story                                     | For     | For       | Management |
| 2  | Ratify Auditors   | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY

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Ticker: AIV Security ID: 03748R101

Meeting Date: APR 29, 2014 Meeting Type: Annual

Record Date: FEB 21, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director James N. Bailey                                    | For     | For       | Management |
| 1.2 | Elect Director Terry Considine                                    | For     | For       | Management |
| 1.3 | Elect Director Thomas L. Keltner                                  | For     | For       | Management |
| 1.4 | Elect Director J. Landis Martin                                   | For     | For       | Management |
| 1.5 | Elect Director Robert A. Miller                                   | For     | For       | Management |
| 1.6 | Elect Director Kathleen M. Nelson                                 | For     | For       | Management |
| 1.7 | Elect Director Michael A. Stein                                   | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |

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ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102

Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 10, 2014

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alan L. Boeckmann  | For     | For       | Management |
| 1.2 | Elect Director Mollie Hale Carter | For     | For       | Management |



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|      |   |         |     |             |
|------|---|---------|-----|-------------|
| 1.3  | Elect Director Terrell K. Crews                                   | For     | For | Management  |
| 1.4  | Elect Director Pierre Dufour                                      | For     | For | Management  |
| 1.5  | Elect Director Donald E. Felsing                                  | For     | For | Management  |
| 1.6  | Elect Director Antonio Maciel Neto                                | For     | For | Management  |
| 1.7  | Elect Director Patrick J. Moore                                   | For     | For | Management  |
| 1.8  | Elect Director Thomas F. O'Neill                                  | For     | For | Management  |
| 1.9  | Elect Director Francisco Sanchez                                  | For     | For | Management  |
| 1.10 | Elect Director Daniel Shih  | For     | For | Management  |
| 1.11 | Elect Director Kelvin R. Westbrook                                | For     | For | Management  |
| 1.12 | Elect Director Patricia A. Woertz                                 | For     | For | Management  |
| 2    | Ratify Auditors   | For     | For | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 4    | Require Independent Board Chairman                                | Against | For | Shareholder |

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ASHFORD HOSPITALITY PRIME INC.

Ticker:           AHP                   Security ID: 044102101

Meeting Date: MAY 13, 2014   Meeting Type: Annual

Record Date:   MAR 11, 2014

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Monty J. Bennett   | For     | For       | Management |
| 1.2 | Elect Director Stefani D. Carter  | For     | For       | Management |
| 1.3 | Elect Director Douglas A. Kessler | For     | For       | Management |

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|     |  |         |     |             |
|-----|--|---------|-----|-------------|
| 1.4 | Elect Director Curtis B. McWilliams              | For     | For | Management  |
| 1.5 | Elect Director W. Michael Murphy                 | For     | For | Management  |
| 1.6 | Elect Director Matthew D. Rinaldi                | For     | For | Management  |
| 1.7 | Elect Director Andrew L. Strong                  | For     | For | Management  |
| 2   | Ratify Auditors                                  | For     | For | Management  |
| 3   | Amend Articles to Remove Antitakeover Provisions | Against | For | Shareholder |

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ASHFORD HOSPITALITY TRUST, INC.

Ticker:           AHT                   Security ID: 044103109

Meeting Date: MAY 13, 2014   Meeting Type: Annual

Record Date:   MAR 11, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Monty J. Bennett                                | For     | Withhold  | Management |
| 1.2 | Elect Director Benjamin J. Ansell                              | For     | Withhold  | Management |
| 1.3 | Elect Director Thomas E. Callahan                              | For     | Withhold  | Management |
| 1.4 | Elect Director Amish Gupta                                     | For     | For       | Management |
| 1.5 | Elect Director Kamal Jafarnia                                  | For     | Withhold  | Management |
| 1.6 | Elect Director Alan L. Tallis                                  | For     | Withhold  | Management |
| 1.7 | Elect Director Philip S. Payne                                 | For     | Withhold  | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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|   |  |         |         |             |
|---|--|---------|---------|-------------|
| 4 | Amend Omnibus Stock Plan                                 | For     | Against | Management  |
| 5 | Require a Majority Vote for the<br>Election of Directors | Against | For     | Shareholder |

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AT&T INC.

Ticker: T Security ID: 00206R102

Meeting Date: APR 25, 2014 Meeting Type: Annual

Record Date: FEB 26, 2014

| #    | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|------|---------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Randall L. Stephenson  | For     | For       | Management |
| 1.2  | Elect Director Reuben V. Anderson     | For     | For       | Management |
| 1.3  | Elect Director Jaime Chico Pardo      | For     | For       | Management |
| 1.4  | Elect Director Scott T. Ford          | For     | For       | Management |
| 1.5  | Elect Director James P. Kelly         | For     | For       | Management |
| 1.6  | Elect Director Jon C. Madonna         | For     | For       | Management |
| 1.7  | Elect Director Michael B. McCallister | For     | For       | Management |
| 1.8  | Elect Director John B. McCoy          | For     | For       | Management |
| 1.9  | Elect Director Beth E. Mooney         | For     | For       | Management |
| 1.10 | Elect Director Joyce M. Roche         | For     | For       | Management |
| 1.11 | Elect Director Matthew K. Rose        | For     | For       | Management |
| 1.12 | Elect Director Cynthia B. Taylor      | For     | For       | Management |
| 1.13 | Elect Director Laura D'Andrea Tyson   | For     | For       | Management |
| 2    | Ratify Auditors                       | For     | For       | Management |

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|   |   |         |     |             |
|---|---|---------|-----|-------------|
| 3 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 4 | Approve Severance<br>Agreements/Change-in-Control Agreements      | For     | For | Management  |
| 5 | Report on Indirect Political<br>Contributions                     | Against | For | Shareholder |
| 6 | Report on Lobbying Payments and Policy                            | Against | For | Shareholder |
| 7 | Lower Ownership Threshold for Action<br>by Written Consent        | Against | For | Shareholder |

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BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 10, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Wayne T. Hockmeyer                                 | For     | For       | Management  |
| 1b | Elect Director Robert L. Parkinson, Jr.                           | For     | For       | Management  |
| 1c | Elect Director Thomas T. Stallkamp                                | For     | For       | Management  |
| 1d | Elect Director Albert P. L. Stroucken                             | For     | For       | Management  |
| 2  | Ratify Auditors   | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4  | Provide Right to Act by Written Consent                           | Against | For       | Shareholder |

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5 Stock Retention/Holding Period Against For Shareholder

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BRE PROPERTIES, INC.

Ticker: BRE Security ID: 05564E106

Meeting Date: MAR 28, 2014 Meeting Type: Special

Record Date: JAN 23, 2014

| # | 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 |

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BROADCOM CORPORATION

Ticker: BRCM Security ID: 111320107

Meeting Date: MAY 13, 2014 Meeting Type: Annual

Record Date: MAR 17, 2014

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Finocchio, Jr. | For     | For       | Management |
| 1.2 | Elect Director Nancy H. Handel          | For     | For       | Management |

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|     |   |     |         |            |
|-----|---|-----|---------|------------|
| 1.3 | Elect Director Eddy W. Hartenstein                                | For | For     | Management |
| 1.4 | Elect Director Maria M. Klawe                                     | For | For     | Management |
| 1.5 | Elect Director John E. Major                                      | For | For     | Management |
| 1.6 | Elect Director Scott A. McGregor                                  | For | For     | Management |
| 1.7 | Elect Director William T. Morrow                                  | For | For     | Management |
| 1.8 | Elect Director Henry Samueli                                      | For | For     | Management |
| 1.9 | Elect Director Robert E. Switz                                    | For | For     | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | Against | Management |
| 3   | Ratify Auditors   | For | For     | Management |

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### CAMDEN PROPERTY TRUST

Ticker: CPT Security ID: 133131102

Meeting Date: MAY 09, 2014 Meeting Type: Annual

Record Date: MAR 14, 2014

| #   | 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 |

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|      |   |     |     |            |
|------|---|-----|-----|------------|
| 1.8  | Elect Director Frances Aldrich<br><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    | Advisory Vote to Ratify Named<br><br>Executive Officers' Compensation | For | For | Management |

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CARDINAL HEALTH, INC.

Ticker: CAH Security ID: 14149Y108

Meeting Date: NOV 06, 2013 Meeting Type: Annual

Record Date: SEP 09, 2013

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Colleen F. Arnold                 | For     | For       | Management |
| 1.2 | Elect Director George S. Barrett                 | For     | For       | Management |
| 1.3 | Elect Director Glenn A. Britt                    | For     | For       | Management |
| 1.4 | Elect Director Carrie S. Cox                     | For     | For       | Management |
| 1.5 | Elect Director Calvin Darden                     | For     | For       | Management |
| 1.6 | Elect Director Bruce L. Downey                   | For     | For       | Management |
| 1.7 | Elect Director John F. Finn                      | For     | For       | Management |
| 1.8 | Elect Director Patricia A. Hemingway<br><br>Hall | For     | For       | Management |
| 1.9 | Elect Director Clayton M. Jones                  | For     | For       | Management |

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|      |   |         |     |             |
|------|---|---------|-----|-------------|
| 1.10 | Elect Director Gregory B. Kenny                                   | For     | For | Management  |
| 1.11 | Elect Director David P. King                                      | For     | For | Management  |
| 1.12 | Elect Director Richard C. Notebaert                               | For     | For | Management  |
| 2    | Ratify Auditors   | For     | For | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 4    | Report on Political Contributions                                 | Against | For | Shareholder |

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CBL & ASSOCIATES PROPERTIES, INC.

Ticker: CBL Security ID: 124830100

Meeting Date: MAY 05, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Charles B. Lebovitz | For     | For       | Management |
| 1.2 | Elect Director Stephen D. Lebovitz | For     | For       | Management |
| 1.3 | Elect Director Gary L. Bryenton    | For     | For       | Management |
| 1.4 | Elect Director A. Larry Chapman    | For     | For       | Management |
| 1.5 | Elect Director Thomas J. DeRosa    | For     | For       | Management |
| 1.6 | Elect Director Matthew S. Dominski | For     | For       | Management |
| 1.7 | Elect Director Gary J. Nay         | For     | For       | Management |
| 1.8 | Elect Director Kathleen M. Nelson  | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named      | For     | Against   | Management |



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## Executive Officers' Compensation

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CENTURYLINK, INC.

Ticker: CTL Security ID: 156700106

Meeting Date: MAY 28, 2014 Meeting Type: Annual

Record Date: APR 10, 2014

| #    | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|------|------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Virginia Boulet     | For     | For       | Management |
| 1.2  | Elect Director Peter C. Brown      | For     | For       | Management |
| 1.3  | Elect Director Richard A. Gephardt | For     | For       | Management |
| 1.4  | Elect Director W. Bruce Hanks      | For     | For       | Management |
| 1.5  | Elect Director Gregory J. McCray   | For     | For       | Management |
| 1.6  | Elect Director C. G. Melville, Jr. | For     | For       | Management |
| 1.7  | Elect Director Fred R. Nichols     | For     | For       | Management |
| 1.8  | Elect Director William A. Owens    | For     | For       | Management |
| 1.9  | Elect Director Harvey P. Perry     | For     | For       | Management |
| 1.10 | Elect Director Glen F. Post, III   | For     | For       | Management |
| 1.11 | Elect Director Michael J. Roberts  | For     | For       | Management |
| 1.12 | Elect Director Laurie A. Siegel    | For     | For       | Management |
| 1.13 | Elect Director Joseph R. Zimmel    | For     | For       | Management |
| 2    | Ratify Auditors                    | For     | For       | Management |
| 3    | Provide Proxy Access Right         | For     | For       | Management |
| 4    | Advisory Vote to Ratify Named      | For     | For       | Management |

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## Executive Officers' Compensation

5 Stock Retention Against For Shareholder

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CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100

Meeting Date: MAY 28, 2014 Meeting Type: Annual

Record Date: APR 02, 2014

| #  | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Linnet F. Deily        | For     | For       | Management |
| 1b | Elect Director Robert E. Denham       | For     | For       | Management |
| 1c | Elect Director Alice P. Gast          | For     | For       | Management |
| 1d | Elect Director Enrique Hernandez, Jr. | For     | For       | Management |
| 1e | Elect Director Jon M. Huntsman, Jr.   | For     | For       | Management |
| 1f | Elect Director George L. Kirkland     | For     | For       | Management |
| 1g | Elect Director Charles W. Moorman, IV | For     | For       | Management |
| 1h | Elect Director Kevin W. Sharer        | For     | For       | Management |
| 1i | Elect Director John G. Stumpf         | For     | For       | Management |
| 1j | Elect Director Ronald D. Sugar        | For     | For       | Management |
| 1k | Elect Director Carl Ware              | For     | For       | Management |
| 1l | Elect Director John S. Watson         | For     | For       | Management |
| 2  | Ratify Auditors                       | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named         | For     | For       | Management |

Executive Officers' Compensation

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|    |  |         |         |             |
|----|--|---------|---------|-------------|
| 4  | Report on Charitable Contributions                                   | Against | Against | Shareholder |
| 5  | Report on Lobbying Payments and Policy                               | Against | For     | Shareholder |
| 6  | Report on Management of Hydraulic Fracturing Risks and Opportunities | Against | For     | Shareholder |
| 7  | Require Independent Board Chairman                                   | Against | Against | Shareholder |
| 8  | Amend Bylaws -- Call Special Meetings                                | Against | For     | Shareholder |
| 9  | Require Director Nominee with Environmental Experience               | Against | For     | Shareholder |
| 10 | Adopt Guidelines for Country Selection                               | Against | For     | Shareholder |

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CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102

Meeting Date: NOV 19, 2013 Meeting Type: Annual

Record Date: SEP 20, 2013

| #  | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Carol A. Bartz      | For     | For       | Management |
| 1b | Elect Director Marc Benioff        | For     | For       | Management |
| 1c | Elect Director Gregory Q. Brown    | For     | For       | Management |
| 1d | Elect Director M. Michele Burns    | For     | For       | Management |
| 1e | Elect Director Michael D. Capellas | For     | For       | Management |
| 1f | Elect Director John T. Chambers    | For     | For       | Management |
| 1g | Elect Director Brian L. Halla      | For     | For       | Management |
| 1h | Elect Director John L. Hennessy    | For     | For       | Management |

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

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 1i | Elect Director Kristina M. Johnson                                | For     | For     | Management  |
| 1j | Elect Director Roderick C. McGeary                                | For     | For     | Management  |
| 1k | Elect Director Arun Sarin   | For     | For     | Management  |
| 1l | Elect Director Steven M. West                                     | For     | For     | Management  |
| 2  | Amend Omnibus Stock Plan  | For     | For     | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 4  | Ratify Auditors   | For     | For     | Management  |
| 5  | Approve Proxy Advisor Competition                                 | Against | Against | Shareholder |

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CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 13, 2014 Meeting Type: Annual

Record Date: MAR 14, 2014

| #  | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Richard L. Armitage    | For     | For       | Management |
| 1b | Elect Director Richard H. Auchinleck  | For     | For       | Management |
| 1c | Elect Director Charles E. Bunch       | For     | For       | Management |
| 1d | Elect Director James E. Copeland, Jr. | For     | For       | Management |
| 1e | Elect Director Jody L. Freeman        | For     | For       | Management |
| 1f | Elect Director Gay Huey Evans         | For     | For       | Management |
| 1g | Elect Director Ryan M. Lance          | For     | For       | Management |
| 1h | Elect Director Robert A. Niblock      | For     | For       | Management |

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

|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 1i | Elect Director Harald J. Norvik                                   | For     | For | Management  |
| 1j | Elect Director William E. Wade, Jr.                               | For     | For | Management  |
| 2  | Ratify Auditors   | For     | For | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 4  | Approve Omnibus Stock Plan  | For     | For | Management  |
| 5  | Report on Lobbying Payments and Policy                            | Against | For | Shareholder |
| 6  | Adopt Quantitative GHG Goals for<br>Operations                    | Against | For | Shareholder |

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### CORPORATE OFFICE PROPERTIES TRUST

Ticker:           OFC                   Security ID: 22002T108

Meeting Date: MAY 08, 2014   Meeting Type: Annual

Record Date: MAR 14, 2014

| #  | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Thomas F. Brady     | For     | For       | Management |
| 1b | Elect Director Robert L. Denton    | For     | For       | Management |
| 1c | Elect Director Philip L. Hawkins   | For     | For       | Management |
| 1d | Elect Director Elizabeth A. Hight  | For     | For       | Management |
| 1e | Elect Director David M. Jacobstein | For     | For       | Management |
| 1f | Elect Director Steven D. Kesler    | For     | For       | Management |
| 1g | Elect Director C. Taylor Pickett   | For     | For       | Management |
| 1h | Elect Director Richard Szafranski  | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 1i | Elect Director Roger A. Waesche, Jr.                              | For | For | Management |
| 2  | Ratify Auditors   | For | For | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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CVS CAREMARK CORPORATION

Ticker: CVS Security ID: 126650100

Meeting Date: MAY 08, 2014 Meeting Type: Annual

Record Date: MAR 13, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director C. David Brown, II                                 | For     | For       | Management |
| 1.2 | Elect Director Nancy-Ann M. DeParle                               | For     | For       | Management |
| 1.3 | Elect Director David W. Dorman                                    | For     | For       | Management |
| 1.4 | Elect Director Anne M. Finucane                                   | For     | For       | Management |
| 1.5 | Elect Director Larry J. Merlo                                     | For     | For       | Management |
| 1.6 | Elect Director Jean-Pierre Millon                                 | For     | For       | Management |
| 1.7 | Elect Director Richard J. Swift                                   | For     | For       | Management |
| 1.8 | Elect Director William C. Weldon                                  | For     | For       | Management |
| 1.9 | Elect Director Tony L. White                                      | 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

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DIAMONDROCK HOSPITALITY COMPANY

Ticker: DRH Security ID: 252784301

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 14, 2014

| #   | 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 Bruce D. Wardinski                                 | 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 |

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DIRECTV

Ticker: DTV Security ID: 25490A309

Meeting Date: APR 29, 2014 Meeting Type: Annual

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

Record Date: MAR 03, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Neil Austrian                                      | For     | For       | Management  |
| 1b | Elect Director Ralph Boyd, Jr.                                    | For     | For       | Management  |
| 1c | Elect Director Abelardo Bru                                       | For     | For       | Management  |
| 1d | Elect Director David Dillon                                       | For     | For       | Management  |
| 1e | Elect Director Samuel DiPiazza, Jr.                               | For     | For       | Management  |
| 1f | Elect Director Dixon Doll   | For     | For       | Management  |
| 1g | Elect Director Charles Lee  | For     | For       | Management  |
| 1h | Elect Director Peter Lund   | For     | For       | Management  |
| 1i | Elect Director Nancy Newcomb                                      | For     | For       | Management  |
| 1j | Elect Director Lorrie Norrington                                  | For     | For       | Management  |
| 1k | Elect Director Anthony Vinciguerra                                | For     | For       | Management  |
| 1l | Elect Director Michael White                                      | For     | For       | Management  |
| 2  | Ratify Auditors   | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4  | Pro-rata Vesting of Equity Awards                                 | Against | For       | Shareholder |
| 5  | Stock Retention/Holding Period                                    | Against | For       | Shareholder |

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E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109

Meeting Date: APR 23, 2014 Meeting Type: Annual



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

Record Date: FEB 26, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Lamberto Andreotti                                 | For     | For       | Management  |
| 1b | Elect Director Richard H. Brown                                   | For     | For       | Management  |
| 1c | Elect Director Robert A. Brown                                    | For     | For       | Management  |
| 1d | Elect Director Bertrand P. Collomb                                | For     | For       | Management  |
| 1e | Elect Director Curtis J. Crawford                                 | For     | For       | Management  |
| 1f | Elect Director Alexander M. Cutler                                | For     | For       | Management  |
| 1g | Elect Director Eleuthere I. du Pont                               | For     | For       | Management  |
| 1h | Elect Director Marillyn A. Hewson                                 | For     | For       | Management  |
| 1i | Elect Director Lois D. Juliber                                    | For     | For       | Management  |
| 1j | Elect Director Ellen J. Kullman                                   | For     | For       | Management  |
| 1k | Elect Director Lee M. Thomas                                      | For     | For       | Management  |
| 1l | Elect Director Patrick J. Ward                                    | For     | For       | Management  |
| 2  | Ratify Auditors   | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4  | Prohibit Political Contributions                                  | Against | Against   | Shareholder |
| 5  | Report on Herbicide Use on GMO Crops                              | Against | Against   | Shareholder |
| 6  | Establish Committee on Plant Closures                             | Against | Against   | Shareholder |
| 7  | Pro-rata Vesting of Equity Awards                                 | Against | For       | Shareholder |

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EDISON INTERNATIONAL

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

Ticker: EIX Security ID: 281020107

Meeting Date: APR 24, 2014 Meeting Type: Annual

Record Date: FEB 28, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Jagjeet S. Bindra                                  | For     | For       | Management  |
| 1.2  | Elect Director Vanessa C.L. Chang                                 | For     | For       | Management  |
| 1.3  | Elect Director France A. Cordova -<br>RESIGNED                    | None    | None      | Management  |
| 1.4  | Elect Director Theodore F. Craver, Jr.                            | For     | For       | Management  |
| 1.5  | Elect Director Bradford M. Freeman                                | For     | For       | Management  |
| 1.6  | Elect Director Luis G. Nogales                                    | For     | For       | Management  |
| 1.7  | Elect Director Richard T. Schlosberg,<br>III                      | For     | For       | Management  |
| 1.8  | Elect Director Linda G. Stuntz                                    | For     | For       | Management  |
| 1.9  | Elect Director Thomas C. Sutton                                   | For     | For       | Management  |
| 1.10 | Elect Director Ellen O. Tauscher                                  | For     | For       | Management  |
| 1.11 | Elect Director Peter J. Taylor                                    | For     | For       | Management  |
| 1.12 | Elect Director Brett White  | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4    | Require Independent Board Chairman                                | Against | For       | Shareholder |

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EDUCATION REALTY TRUST, INC.

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

Ticker: EDR Security ID: 28140H104

Meeting Date: MAY 21, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director John V. Arabia                                     | For     | For       | Management |
| 1.2 | Elect Director Paul O. Bower                                      | For     | For       | Management |
| 1.3 | Elect Director Monte J. Barrow                                    | For     | For       | Management |
| 1.4 | Elect Director William J. Cahill , III                            | For     | For       | Management |
| 1.5 | Elect Director Randall L. Churchey                                | For     | For       | Management |
| 1.6 | Elect Director John L. Ford                                       | For     | For       | Management |
| 1.7 | Elect Director Howard A. Silver                                   | For     | For       | Management |
| 1.8 | Elect Director Wendell W. Weakley                                 | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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## EPR PROPERTIES

Ticker: EPR Security ID: 26884U109

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 10, 2014

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

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

|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.1 | Elect Director David M. Brain                                     | For | For | Management |
| 1.2 | Elect Director Robert J. Druten                                   | For | For | Management |
| 1.3 | Elect Director Robin P. Sterneck                                  | For | For | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3   | Ratify Auditors   | For | For | Management |

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EQUITY ONE, INC.

Ticker:           EQY                   Security ID: 294752100

Meeting Date: MAY 09, 2014   Meeting Type: Annual

Record Date:   MAR 05, 2014

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Cynthia R. Cohen | For     | Withhold  | Management |
| 1.2 | Elect Director Neil Flanzraich  | For     | For       | Management |
| 1.3 | Elect Director Jordan Heller    | For     | For       | Management |
| 1.4 | Elect Director Chaim Katzman    | For     | Withhold  | Management |
| 1.5 | Elect Director Peter Linneman   | For     | For       | Management |
| 1.6 | Elect Director Galia Maor       | For     | Withhold  | 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   | For     | For       | Management |

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

### Executive Officers' Compensation

|   |   |     |     |            |
|---|---|-----|-----|------------|
| 4 | Amend Qualified Employee Stock<br>Purchase Plan | For | For | Management |
|---|---|-----|-----|------------|

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### EQUITY RESIDENTIAL

Ticker:           EQR                   Security ID: 29476L107

Meeting Date: JUN 12, 2014   Meeting Type: Annual

Record Date:   MAR 31, 2014

| #    | 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     | Against   | Management |

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ESSEX PROPERTY TRUST, INC.

Ticker: ESS Security ID: 297178105

Meeting Date: JUN 10, 2014 Meeting Type: Annual

Record Date: APR 03, 2014

| #    | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director David W. Brady           | For     | For       | Management |
| 1.2  | Elect Director Keith R. Guericke        | For     | For       | Management |
| 1.3  | Elect Director Irving F. Lyons, III     | For     | For       | Management |
| 1.4  | Elect Director George M. Marcus         | For     | For       | Management |
| 1.5  | Elect Director Gary P. Martin           | For     | For       | Management |
| 1.6  | Elect Director Issie N. Rabinovitch     | For     | For       | Management |
| 1.7  | Elect Director Thomas E. Randlett       | For     | For       | Management |
| 1.8  | Elect Director Thomas E. Robinson       | For     | For       | Management |
| 1.9  | Elect Director Michael J. Schall        | For     | For       | Management |
| 1.10 | Elect Director Byron A. Scordelis       | For     | For       | Management |
| 1.11 | Elect Director Janice L. Sears          | For     | For       | Management |
| 1.12 | Elect Director Thomas P. Sullivan       | For     | For       | Management |
| 1.13 | Elect Director Claude J. Zinngrabe, Jr. | For     | For       | Management |
| 2    | Ratify Auditors                         | For     | For       | Management |
| 3    | Advisory Vote to Ratify Named           | For     | For       | Management |

Executive Officers' Compensation

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EXTRA SPACE STORAGE INC.

Ticker: EXR Security ID: 30225T102

Meeting Date: MAY 21, 2014 Meeting Type: Annual

Record Date: MAR 24, 2014

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

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FEDERAL REALTY INVESTMENT TRUST

Ticker: FRT Security ID: 313747206

Meeting Date: MAY 07, 2014 Meeting Type: Annual

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Record Date: MAR 21, 2014

| #   | 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 |

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FIBRA UNO ADMINISTRACION DE MEXICO S.A. DE C.V.

Ticker: FUNO11 Security ID: P3515D163

Meeting Date: NOV 05, 2013 Meeting Type: Special

Record Date: OCT 28, 2013

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Appoint Alfredo Achar Tussie as<br>Independent Member of Trust Technical<br>Committee and Ratify His Election as<br>Member of Practices and Nomination | For     | For       | Management |



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### Committees

|   |  |     |         |            |
|---|--|-----|---------|------------|
| 2 | Authorize Issuance of Debt Real Estate | For | Against | Management |
|---|--|-----|---------|------------|

### Trust Certificates

|   |                                  |     |         |            |
|---|----------------------------------|-----|---------|------------|
| 3 | Authorize Issuance of Debentures | For | Against | Management |
|---|----------------------------------|-----|---------|------------|

|   |                                   |     |     |            |
|---|-----------------------------------|-----|-----|------------|
| 4 | Authorize Issuance of Real Estate | For | For | Management |
|---|-----------------------------------|-----|-----|------------|

Trust Certificates to Be Maintained at

the Trust Treasury

|   |                               |     |     |            |
|---|-------------------------------|-----|-----|------------|
| 5 | Appoint Legal Representatives | For | For | Management |
|---|-------------------------------|-----|-----|------------|

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FIBRA UNO ADMINISTRACION DE MEXICO S.A. DE C.V.

Ticker: FUNO11 Security ID: P3515D163

Meeting Date: APR 04, 2014 Meeting Type: Special

Record Date: MAR 28, 2014

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Approve Modifications of Servicing<br>Advisory Contract  | For     | Against   | Management |
| 2 | Amend or Ratify Incentive Plan for<br>Trust Management   | For     | Against   | Management |
| 3 | Authorize Issuance of Real Estate<br>Trust Certificates in Accordance with<br>Technical Committee of Trust | For     | For       | Management |
| 4 | Appoint Legal Representatives  | For     | For       | Management |

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FIBRA UNO ADMINISTRACION DE MEXICO S.A. DE C.V.

Ticker: FUNO11 Security ID: P3515D163

Meeting Date: MAY 19, 2014 Meeting Type: Annual

Record Date: MAY 12, 2014

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Approve Trust Manager Report on Activities Undertaken; Approve Report of Technical Committee  | For     | For       | Management |
| 2 | Approve Reports of Audit, Corporate Practices and Nominating Committees   | For     | For       | Management |
| 3 | Approve Trust Manager Report on Compliance in Accordance to Article 44-XI of Securities Market Law and Article 172 (Except B) of General Mercantile Companies Law | For     | For       | Management |
| 4 | Approve Trust Manager Report on Principal Accounting Criteria Policy and Disclosure Policy; Receive Technical Committee Opinion on Trust Manager Report           | For     | For       | Management |
| 5 | Approve Report on Compliance with Fiscal Obligations  | For     | For       | Management |
| 6 | Approve Financial Statements and  | For     | For       | Management |

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### Allocation of Income

|   |   |     |         |            |
|---|---|-----|---------|------------|
| 7 | Elect or Ratify Members of Technical Committee; Verify Independence | For | Against | Management |
|---|---|-----|---------|------------|

### Classification

|   |   |     |         |            |
|---|---|-----|---------|------------|
| 8 | Approve Remuneration of Technical Committee Members | For | Against | Management |
|---|---|-----|---------|------------|

|   |                                     |     |         |            |
|---|-------------------------------------|-----|---------|------------|
| 9 | Approve Minutes of Previous Meeting | For | Against | Management |
|---|-------------------------------------|-----|---------|------------|

|    |  |     |     |            |
|----|--|-----|-----|------------|
| 10 | Present Report on Offer and Ratify Activities on Issuance and Placing of Real Estate Trust Certificates Approved by General Meeting on April 4, 2014 | For | For | Management |
|----|--|-----|-----|------------|

|    |                               |     |     |            |
|----|-------------------------------|-----|-----|------------|
| 11 | Appoint Legal Representatives | For | For | Management |
|----|-------------------------------|-----|-----|------------|

|    |                            |     |     |            |
|----|----------------------------|-----|-----|------------|
| 12 | Approve Minutes of Meeting | For | For | Management |
|----|----------------------------|-----|-----|------------|

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FIFTH STREET FINANCE CORP.

Ticker: FSC Security ID: 31678A103

Meeting Date: MAR 13, 2014 Meeting Type: Annual

Record Date: JAN 14, 2014

| #    | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|------|-----------------------------------|---------|-----------|------------|
| 1.1a | Elect Director Ivelin M. Dimitrov | For     | For       | Management |
| 1.1b | Elect Director Brian S. Dunn      | For     | For       | Management |
| 1.1c | Elect Director Byron J. Haney     | For     | For       | Management |

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2 Ratify Auditors For For Management

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 FIRST CAPITAL REALTY INC.

Ticker: FCR Security ID: 31943B100

Meeting Date: MAY 22, 2014 Meeting Type: Annual/Special

Record Date: APR 02, 2014

| #   | 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 Allan S. Kimberley   | For     | For       | Management |
| 1.6 | Elect Director Susan J. McArthur  | For     | For       | Management |
| 1.7 | Elect Director Bernard McDonell   | For     | For       | Management |
| 1.8 | Elect Director Andrea Stephen   | For     | For       | Management |
| 2   | Approve Ernst & Young LLP as Auditors<br>and Authorize Board to Fix Their<br>Remuneration | For     | For       | Management |
| 3   | Amend Restricted Share Unit Plan  | For     | For       | Management |
| 4   | Amend Deferred Share Unit Plan  | For     | For       | Management |
| 5   | Amend Quorum Requirements   | For     | For       | Management |

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

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FIRST INDUSTRIAL REALTY TRUST, INC.

Ticker: FR Security ID: 32054K103

Meeting Date: MAY 07, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Matthew S. Dominski                                | For     | For       | Management |
| 1.2 | Elect Director Bruce W. Duncan                                    | For     | For       | Management |
| 1.3 | Elect Director H. Patrick Hackett, Jr.                            | For     | For       | Management |
| 1.4 | Elect Director John Rau   | For     | For       | Management |
| 1.5 | Elect Director L. Peter Sharpe                                    | For     | For       | Management |
| 1.6 | Elect Director W. Ed Tyler  | For     | For       | Management |
| 2   | Approve Omnibus Stock Plan  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 4   | Ratify Auditors   | For     | For       | Management |

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FLEXTRONICS INTERNATIONAL LTD.

Ticker: FLEX Security ID: Y2573F102

Meeting Date: JUL 29, 2013 Meeting Type: Annual/Special

Record Date: JUN 03, 2013

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| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Reelect H. Raymond Bingham as Director   | For     | For       | Management |
| 1b | Reelect Willy C. Shih as Director  | For     | For       | Management |
| 2  | Reappoint Lawrence A. Zimmerman as Director  | For     | For       | Management |
| 3  | Approve Reappointment of Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration | For     | For       | Management |
| 4  | Approve Issuance of Shares without Preemptive Rights   | For     | For       | Management |
| 5  | Advisory Vote to Ratify Named Executive Officers' Compensation   | For     | For       | Management |
| 6  | Approve Changes to the Method of Payment of Compensation Payable to our Non-Employee Directors           | For     | For       | Management |
| 1  | Authorize Share Repurchase Program   | For     | For       | Management |

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GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370023103

Meeting Date: MAY 16, 2014 Meeting Type: Annual

Record Date: MAR 17, 2014

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

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|    |   |     |         |            |
|----|---|-----|---------|------------|
| 1a | Elect Director Richard B. Clark                                   | For | Against | Management |
| 1b | Elect Director Mary Lou Fiala                                     | For | For     | Management |
| 1c | Elect Director J. Bruce Flatt                                     | For | For     | Management |
| 1d | Elect Director John K. Haley                                      | For | For     | Management |
| 1e | Elect Director Daniel B. Hurwitz                                  | For | For     | Management |
| 1f | Elect Director Brian W. Kingston                                  | For | For     | Management |
| 1g | Elect Director Sandeep Mathrani                                   | For | For     | Management |
| 1h | Elect Director David J. Neithercut                                | For | For     | Management |
| 1i | Elect Director Mark R. Patterson                                  | For | For     | Management |
| 2  | Ratify Auditors   | For | For     | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For     | Management |

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### GENERAL MOTORS COMPANY

Ticker: GM Security ID: 37045V100

Meeting Date: JUN 10, 2014 Meeting Type: Annual

Record Date: APR 11, 2014

| #  | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director Joseph J. Ashton     | For     | For       | Management |
| 1b | Elect Director Mary T. Barra        | For     | For       | Management |
| 1c | Elect Director Erroll B. Davis, Jr. | For     | For       | Management |
| 1d | Elect Director Stephen J. Girsky    | For     | For       | Management |
| 1e | Elect Director E. Neville Isdell    | For     | For       | Management |

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|    |   |          |          |             |
|----|---|----------|----------|-------------|
| 1f | Elect Director Kathryn V. Marinello                               | For      | For      | Management  |
| 1g | Elect Director Michael G. Mullen                                  | For      | For      | Management  |
| 1h | Elect Director James J. Mulva                                     | For      | For      | Management  |
| 1i | Elect Director Patricia F. Russo                                  | For      | For      | Management  |
| 1j | Elect Director Thomas M. Schoewe                                  | For      | For      | Management  |
| 1k | Elect Director Theodore M. Solso                                  | For      | For      | Management  |
| 1l | Elect Director Carol M. Stephenson                                | 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  |
| 5  | Approve Executive Incentive Bonus Plan                            | For      | For      | Management  |
| 6  | Approve Omnibus Stock Plan  | For      | For      | Management  |
| 7  | Provide for Cumulative Voting                                     | Against  | For      | Shareholder |
| 8  | Require Independent Board Chairman                                | Against  | For      | Shareholder |

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GLADSTONE LAND CORPORATION

Ticker:           LAND                   Security ID: 376549101

Meeting Date: MAY 08, 2014   Meeting Type: Annual

Record Date: MAR 17, 2014

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David Gladstone  | For     | For       | Management |
| 1.2 | Elect Director Paul W. Adelgren | For     | For       | Management |



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|     |                                |     |     |            |
|-----|--------------------------------|-----|-----|------------|
| 1.3 | Elect Director John H. Outland | For | For | Management |
| 2   | Ratify Auditors                | For | For | Management |

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HALLIBURTON COMPANY

Ticker:           HAL                   Security ID: 406216101

Meeting Date: MAY 21, 2014   Meeting Type: Annual

Record Date:   MAR 24, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Alan M. Bennett                                    | For     | For       | Management  |
| 1.2  | Elect Director James R. Boyd                                      | For     | For       | Management  |
| 1.3  | Elect Director Milton Carroll                                     | For     | For       | Management  |
| 1.4  | Elect Director Nance K. Dicciani                                  | For     | For       | Management  |
| 1.5  | Elect Director Murry S. Gerber                                    | For     | For       | Management  |
| 1.6  | Elect Director Jose C. Grubisich                                  | For     | For       | Management  |
| 1.7  | Elect Director Abdallah S. Jum'ah                                 | For     | For       | Management  |
| 1.8  | Elect Director David J. Lesar                                     | For     | For       | Management  |
| 1.9  | Elect Director Robert A. Malone                                   | For     | For       | Management  |
| 1.10 | Elect Director J. Landis Martin                                   | For     | For       | Management  |
| 1.11 | Elect Director Debra L. Reed                                      | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4    | Report on Human Rights Risk Assessment                            | Against | For       | Shareholder |

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Process

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HANESBRANDS INC.

Ticker: HBI Security ID: 410345102

Meeting Date: APR 22, 2014 Meeting Type: Annual

Record Date: FEB 18, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Bobby J. Griffin                                   | For     | For       | Management |
| 1.2 | Elect Director James C. Johnson                                   | For     | For       | Management |
| 1.3 | Elect Director Jessica T. Mathews                                 | For     | For       | Management |
| 1.4 | Elect Director Robert F. Moran                                    | For     | For       | Management |
| 1.5 | Elect Director J. Patrick Mulcahy                                 | For     | For       | Management |
| 1.6 | Elect Director Ronald L. Nelson                                   | For     | For       | Management |
| 1.7 | Elect Director Richard A. Noll                                    | For     | For       | Management |
| 1.8 | Elect Director Andrew J. Schindler                                | For     | For       | Management |
| 1.9 | Elect Director Ann E. Ziegler                                     | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

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

HCP, INC.

Ticker: HCP Security ID: 40414L109

Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Brian G. Cartwright                                | For     | For       | Management |
| 1b | Elect Director Christine N. Garvey                                | For     | For       | Management |
| 1c | Elect Director David B. Henry                                     | For     | For       | Management |
| 1d | Elect Director Lauralee E. Martin                                 | For     | For       | Management |
| 1e | Elect Director Michael D. McKee                                   | For     | For       | Management |
| 1f | Elect Director Peter L. Rhein                                     | For     | For       | Management |
| 1g | Elect Director Joseph P. Sullivan                                 | For     | For       | Management |
| 2  | Ratify Auditors   | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |
| 4  | Approve Omnibus Stock Plan  | For     | For       | Management |

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HEALTH CARE REIT, INC.

Ticker: HCN Security ID: 42217K106

Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 04, 2014

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| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director William C. Ballard, Jr.                            | For     | For       | Management |
| 1b | Elect Director George L. Chapman                                  | For     | For       | Management |
| 1c | Elect Director Thomas J. DeRosa                                   | For     | For       | Management |
| 1d | Elect Director Jeffrey H. Donahue                                 | For     | For       | Management |
| 1e | Elect Director Peter J. Grua                                      | For     | For       | Management |
| 1f | Elect Director Fred S. Klipsch                                    | For     | For       | Management |
| 1g | Elect Director Timothy J. Naughton                                | For     | For       | Management |
| 1h | Elect Director Sharon M. Oster                                    | For     | For       | Management |
| 1i | Elect Director Judith C. Pelham                                   | For     | For       | Management |
| 1j | Elect Director R. Scott Trumbull                                  | For     | For       | Management |
| 2  | Ratify Auditors   | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 4  | Increase Authorized Common Stock                                  | For     | For       | Management |

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HEALTHCARE TRUST OF AMERICA, INC.

Ticker: HTA Security ID: 42225P105

Meeting Date: MAR 10, 2014 Meeting Type: Special

Record Date: JAN 13, 2014

| # | Proposal                     | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------|---------|-----------|------------|
| 1 | Amend Articles Board-Related | For     | For       | Management |
| 2 | Amend Articles               | For     | Against   | Management |

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HEALTHSOUTH CORPORATION

Ticker: HLS Security ID: 421924408

Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 04, 2014

| #    | 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 Joan E. Herman                                     | For     | For       | Management |
| 1.7  | Elect Director Leo I. Higdon, Jr.                                 | For     | For       | Management |
| 1.8  | Elect Director Leslye G. Katz                                     | For     | For       | Management |
| 1.9  | Elect Director John E. Maupin, Jr.                                | For     | For       | Management |
| 1.10 | 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 |

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

HOME LOAN SERVICING SOLUTIONS, LTD.

Ticker: HLSS Security ID: G6648D109

Meeting Date: MAY 13, 2014 Meeting Type: Annual

Record Date: MAR 19, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director William C. Erbey                                   | For     | For       | Management |
| 1.2 | Elect Director John P. Van Vlack                                  | For     | For       | Management |
| 1.3 | Elect Director Kerry Kennedy                                      | For     | For       | Management |
| 1.4 | Elect Director Richard J. Lochrie                                 | For     | For       | Management |
| 1.5 | Elect Director David B. Reiner                                    | For     | For       | Management |
| 1.6 | Elect Director Robert McGinnis                                    | 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 |

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INTEL CORPORATION

Ticker: INTC Security ID: 458140100

Meeting Date: MAY 22, 2014 Meeting Type: Annual

Record Date: MAR 24, 2014

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

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|                                  |                                    |     |     |            |
|----------------------------------|------------------------------------|-----|-----|------------|
| 1a                               | Elect Director Charlene Barshefsky | For | For | Management |
| 1b                               | Elect Director Andy D. Bryant      | For | For | Management |
| 1c                               | Elect Director Susan L. Decker     | For | For | Management |
| 1d                               | Elect Director John J. Donahoe     | For | For | Management |
| 1e                               | Elect Director Reed E. Hundt       | For | For | Management |
| 1f                               | Elect Director Brian M. Krzanich   | For | For | Management |
| 1g                               | Elect Director James D. Plummer    | For | For | Management |
| 1h                               | Elect Director David S. Pottruck   | For | For | Management |
| 1i                               | Elect Director Frank D. Yeary      | For | For | Management |
| 1j                               | Elect Director David B. Yoffie     | For | For | Management |
| 2                                | Ratify Auditors                    | For | For | Management |
| 3                                | Advisory Vote to Ratify Named      | For | For | Management |
| Executive Officers' Compensation |                                    |     |     |            |

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INTELSAT SA

Ticker: I Security ID: L5140P119

Meeting Date: JUN 19, 2014 Meeting Type: Annual/Special

Record Date: MAY 09, 2014

| #                                | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|----------------------------------|---------------------------------------|---------|-----------|------------|
| 1                                | Receive Board's and Auditor's Reports | None    | None      | Management |
| 2                                | Approve Financial Statements          | For     | For       | Management |
| 3                                | Approve Consolidated Financial        | For     | For       | Management |
| Statements and Statutory Reports |                                       |         |           |            |

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|    |   |     |         |            |
|----|---|-----|---------|------------|
| 4  | Approve Allocation of Income  | For | For     | Management |
| 5  | Approve Dividends on Series A Preferred Shares  | For | For     | Management |
| 6  | Approve Discharge of Directors  | For | For     | Management |
| 7a | Elect John Diercksen as Director  | For | For     | Management |
| 7b | Elect Robert Callahan as Director   | For | For     | Management |
| 8a | Reelect Raymond Svider as Director  | For | For     | Management |
| 8b | Reelect Egon Durban as Director   | For | For     | Management |
| 8c | Reelect Justin Bateman as Director  | For | For     | Management |
| 9  | Approve Remuneration of Directors   | For | For     | Management |
| 10 | Renew Appointment of KPMG as Auditor  | For | For     | Management |
| 11 | Authorize Board to Repurchase Shares  | For | Against | Management |
| 1  | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of USD 10 Million | For | Against | Management |

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JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104

Meeting Date: APR 24, 2014 Meeting Type: Annual

Record Date: FEB 25, 2014

| #  | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------|---------|-----------|------------|
| 1a | Elect Director Mary Sue Coleman | For     | For       | Management |



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|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 1b | Elect Director James G. Cullen                                    | For     | For | Management  |
| 1c | Elect Director Ian E. L. Davis                                    | For     | For | Management  |
| 1d | Elect Director Alex Gorsky  | For     | For | Management  |
| 1e | Elect Director Susan L. Lindquist                                 | For     | For | Management  |
| 1f | Elect Director Mark B. McClellan                                  | For     | For | Management  |
| 1g | Elect Director Anne M. Mulcahy                                    | For     | For | Management  |
| 1h | Elect Director Leo F. Mullin                                      | For     | For | Management  |
| 1i | Elect Director William D. Perez                                   | For     | For | Management  |
| 1j | Elect Director Charles Prince                                     | For     | For | Management  |
| 1k | Elect Director A. Eugene Washington                               | For     | For | Management  |
| 1l | Elect Director Ronald A. Williams                                 | For     | For | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 3  | Ratify Auditors   | For     | For | Management  |
| 4  | Stock Retention/Holding Period                                    | Against | For | Shareholder |

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JOHNSON CONTROLS, INC.

Ticker: JCI Security ID: 478366107

Meeting Date: JAN 29, 2014 Meeting Type: Annual

Record Date: NOV 21, 2013

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Natalie A. Black  | For     | For       | Management |
| 1.2 | Elect Director Raymond L. Conner | For     | For       | Management |

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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.3 | Elect Director William H. Lacy                                    | For | For | Management |
| 1.4 | Elect Director Alex A. Molinaroli                                 | For | For | Management |
| 2   | Ratify Auditors   | For | For | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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KIMCO REALTY CORPORATION

Ticker: KIM Security ID: 49446R109

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Milton Cooper                                      | For     | For       | Management |
| 1.2 | Elect Director Phillip 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 B. Saltzman                                | For     | For       | Management |
| 2   | Reduce Supermajority Vote Requirement                             | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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4 Ratify Auditors For For Management

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KODIAK OIL & GAS CORP.

Ticker: KOG Security ID: 50015Q100

Meeting Date: JUN 19, 2014 Meeting Type: Annual

Record Date: APR 29, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Lynn A. Peterson   | For     | For       | Management |
| 1.2 | Elect Director James E. Catlin  | For     | For       | Management |
| 1.3 | Elect Director Rodney D. Knutson  | For     | For       | Management |
| 1.4 | Elect Director Herrick K. Lidstone, Jr.   | For     | For       | Management |
| 1.5 | Elect Director William J. Krysiak   | For     | For       | Management |
| 2   | Approve Ernst & Young LLP as Auditors<br>and Authorize Board to Fix Their<br>Remuneration | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation                         | For     | For       | Management |

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KRAFT FOODS GROUP, INC.

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

Ticker: KREFT Security ID: 50076Q106

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 03, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director L. Kevin Cox   | For     | For       | Management  |
| 1b | Elect Director Myra M. Hart   | For     | For       | Management  |
| 1c | Elect Director Peter B. Henry   | For     | For       | Management  |
| 1d | Elect Director Terry J. Lundgren  | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation                           | For     | For       | Management  |
| 3  | Ratify Auditors   | For     | For       | Management  |
| 4  | Prohibit Political Contributions  | Against | Against   | Shareholder |
| 5  | Adopt Policy to Ensure Consistency<br>between Company Values and Political<br>Contributions | Against | Against   | Shareholder |
| 6  | Assess Environmental Impact of<br>Non-Recyclable Packaging                                  | Against | For       | Shareholder |
| 7  | Report on Supply Chain and<br>Deforestation   | Against | For       | Shareholder |
| 8  | Adopt Policy to Require Suppliers to<br>Eliminate Cattle Dehorning                          | Against | Against   | Shareholder |
| 9  | Support for Animal Welfare<br>Improvements in the Company's Pork<br>Supply Chain            | For     | For       | Shareholder |

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LAS VEGAS SANDS CORP.

Ticker: LVS Security ID: 517834107

Meeting Date: JUN 04, 2014 Meeting Type: Annual

Record Date: APR 14, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Charles D. Forman                                  | For     | For       | Management |
| 1.2 | Elect Director George Jamieson                                    | 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     | Against   | Management |

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LASALLE HOTEL PROPERTIES

Ticker: LHO Security ID: 517942108

Meeting Date: MAY 07, 2014 Meeting Type: Annual

Record Date: FEB 20, 2014

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael D. Barnello | For     | For       | Management |
| 1.2 | Elect Director Donald A. Washburn  | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

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|   |   |     |     |            |
|---|---|-----|-----|------------|
| 3 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 4 | Declassify the Board of Directors                                 | For | For | Management |
| 5 | Approve Omnibus Stock Plan  | For | For | Management |

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### LEXINGTON REALTY TRUST

Ticker: LXP                      Security ID: 529043101

Meeting Date: MAY 20, 2014    Meeting Type: Annual

Record Date: MAR 19, 2014

| #   | 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 |
| 1.3 | Elect Director Richard J. Rouse                                   | 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     | Against   | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

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

LIBERTY PROPERTY TRUST

Ticker: LPT Security ID: 531172104

Meeting Date: MAY 08, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

| #   | 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 |
| 2   | Increase Authorized Common Stock                                  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 4   | Ratify Auditors   | For     | For       | Management |
| 5   | Amend Omnibus Stock Plan  | For     | For       | Management |

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LOWE'S COMPANIES, INC.

Ticker: LOW Security ID: 548661107

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

Meeting Date: MAY 30, 2014 Meeting Type: Annual

Record Date: MAR 28, 2014

| #    | 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 Angela F. Braly   | 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  |
| 2    | Amend Omnibus Stock Plan   | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation                                      | For     | For       | Management  |
| 4    | Ratify Auditors  | For     | For       | Management  |
| 5    | Report on Data Used to Make<br>Environmental Goals and Costs and<br>Benefits of Sustainability Program | Against | Against   | Shareholder |

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LTC PROPERTIES, INC.



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

Ticker: LTC Security ID: 502175102

Meeting Date: JUN 10, 2014 Meeting Type: Annual

Record Date: APR 15, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Boyd W. Hendrickson                                | For     | For       | Management |
| 1.2 | Elect Director Edmund C. King                                     | For     | For       | Management |
| 1.3 | Elect Director James J. Pieczynski                                | 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<br>Executive Officers' Compensation | For     | For       | Management |

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### MARATHON OIL CORPORATION

Ticker: MRO Security ID: 565849106

Meeting Date: APR 30, 2014 Meeting Type: Annual

Record Date: MAR 03, 2014

| #  | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------|---------|-----------|------------|
| 1a | Elect Director Gregory H. Boyce | For     | For       | Management |
| 1b | Elect Director Pierre Brondeau  | For     | For       | Management |
| 1c | Elect Director Linda Z. Cook    | For     | For       | Management |

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|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 1d | Elect Director Chadwick C. Deaton                                 | For     | For | Management  |
| 1e | Elect Director Shirley Ann Jackson                                | For     | For | Management  |
| 1f | Elect Director Philip Lader                                       | For     | For | Management  |
| 1g | Elect Director Michael E. J. Phelps                               | For     | For | Management  |
| 1h | Elect Director Dennis H. Reilley                                  | For     | For | Management  |
| 1i | Elect Director Lee M. Tillman                                     | For     | For | Management  |
| 2  | Ratify Auditors   | For     | For | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 4  | Report on Lobbying Payments and Policy                            | Against | For | Shareholder |
| 5  | Report on Methane Emissions Management<br>and Reduction Targets   | Against | For | Shareholder |

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MARSH & MCLENNAN COMPANIES, INC.

Ticker: MMC Security ID: 571748102

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 17, 2014

| #  | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------|---------|-----------|------------|
| 1a | Elect Director Oscar Fanjul     | For     | For       | Management |
| 1b | Elect Director Daniel S. Glaser | For     | For       | Management |
| 1c | Elect Director H. Edward Hanway | For     | For       | Management |
| 1d | Elect Director Lord Lang        | For     | For       | Management |
| 1e | Elect Director Elaine La Roche  | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 1f | Elect Director Steven A. Mills                                    | For | For | Management |
| 1g | Elect Director Bruce P. Nolop                                     | For | For | Management |
| 1h | Elect Director Marc D. Oken                                       | For | For | Management |
| 1i | Elect Director Morton O. Schapiro                                 | For | For | Management |
| 1j | Elect Director Adele Simmons                                      | For | For | Management |
| 1k | Elect Director Lloyd M. Yates                                     | For | For | Management |
| 1l | Elect Director R. David Yost                                      | For | For | Management |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3  | Ratify Auditors   | For | For | Management |

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MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105

Meeting Date: MAY 27, 2014 Meeting Type: Annual

Record Date: MAR 31, 2014

| #  | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Leslie A. Brun           | For     | For       | Management |
| 1b | Elect Director Thomas R. Cech           | For     | For       | Management |
| 1c | Elect Director Kenneth C. Frazier       | For     | For       | Management |
| 1d | Elect Director Thomas H. Glocer         | For     | For       | Management |
| 1e | Elect Director William B. Harrison, Jr. | For     | For       | Management |
| 1f | Elect Director C. Robert Kidder         | For     | For       | Management |
| 1g | Elect Director Rochelle B. Lazarus      | For     | For       | Management |

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|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 1h | Elect Director Carlos E. Represas                                 | For     | For | Management  |
| 1i | Elect Director Patricia F. Russo                                  | For     | For | Management  |
| 1j | Elect Director Craig B. Thompson                                  | For     | For | Management  |
| 1k | Elect Director Wendell P. Weeks                                   | For     | For | Management  |
| 1l | Elect Director Peter C. Wendell                                   | For     | For | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 3  | Ratify Auditors   | For     | For | Management  |
| 4  | Provide Right to Act by Written Consent Against                   | For     |     | Shareholder |
| 5  | Amend Articles/Bylaws/Charter -- Call                             | Against | For | Shareholder |
|    | Special Meetings  |         |     |             |

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MONDELEZ INTERNATIONAL, INC.

Ticker: MDLZ Security ID: 609207105

Meeting Date: MAY 21, 2014 Meeting Type: Annual

Record Date: MAR 14, 2014

| #  | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|----|--------------------------------------|---------|-----------|------------|
| 1a | Elect Director Stephen F. Bollenbach | For     | For       | Management |
| 1b | Elect Director Lewis W.K. Booth      | For     | For       | Management |
| 1c | Elect Director Lois D. Juliber       | For     | For       | Management |
| 1d | Elect Director Mark D. Ketchum       | For     | For       | Management |
| 1e | Elect Director Jorge S. Mesquita     | For     | For       | Management |
| 1f | Elect Director Nelson Peltz          | For     | For       | Management |

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|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 1g | Elect Director Fredric G. Reynolds                                | For     | For | Management  |
| 1h | Elect Director Irene B. Rosenfeld                                 | For     | For | Management  |
| 1i | Elect Director Patrick T. Siewert                                 | For     | For | Management  |
| 1j | Elect Director Ruth J. Simmons                                    | For     | For | Management  |
| 1k | Elect Director Ratan N. Tata                                      | For     | For | Management  |
| 1l | Elect Director Jean-Francois M. L. van<br>Boxmeer                 | 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  | Assess Environmental Impact of<br>Non-Recyclable Packaging        | Against | For | Shareholder |

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MOTOROLA SOLUTIONS, INC.

Ticker: MSI Security ID: 620076307

Meeting Date: MAY 05, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

| #  | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Gregory Q. Brown    | For     | For       | Management |
| 1b | Elect Director Kenneth C. Dahlberg | For     | For       | Management |
| 1c | Elect Director David W. Dorman     | For     | For       | Management |
| 1d | Elect Director Michael V. Hayden   | For     | For       | Management |

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|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 1e | Elect Director Judy C. Lewent                                     | For     | For     | Management  |
| 1f | Elect Director Anne R. Pramaggiore                                | For     | For     | Management  |
| 1g | Elect Director Samuel C. Scott, III                               | For     | For     | Management  |
| 1h | Elect Director Bradley E. Singer                                  | For     | For     | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 3  | Ratify Auditors   | For     | For     | Management  |
| 4  | Review and Amend Human Rights Policies                            | Against | Against | Shareholder |
| 5  | Report on Political Contributions                                 | Against | For     | Shareholder |

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MUELLER WATER PRODUCTS, INC.

Ticker: MWA Security ID: 624758108

Meeting Date: JAN 29, 2014 Meeting Type: Annual

Record Date: DEC 02, 2013

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Shirley C. Franklin | For     | For       | Management |
| 1.2 | Elect Director Thomas J. Hansen    | For     | For       | Management |
| 1.3 | Elect Director Gregory E. Hyland   | For     | For       | Management |
| 1.4 | Elect Director Jerry W. Kolb       | For     | For       | Management |
| 1.5 | Elect Director Joseph B. Leonard   | For     | For       | Management |
| 1.6 | Elect Director Mark J. O'Brien     | For     | For       | Management |
| 1.7 | Elect Director Bernard G. Rethore  | For     | For       | Management |
| 1.8 | Elect Director Neil A. Springer    | For     | For       | Management |

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|      |   |     |          |            |
|------|---|-----|----------|------------|
| 1.9  | Elect Director Lydia W. Thomas                                    | For | For      | Management |
| 1.10 | Elect Director Michael T. Tokarz                                  | For | Withhold | Management |
| 2    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For      | Management |
| 3    | Ratify Auditors   | For | For      | Management |

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### NIEUWE STEEN INVESTMENTS

Ticker: NISTI                      Security ID: N6325K105

Meeting Date: APR 25, 2014      Meeting Type: Annual

Record Date: MAR 28, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Open Meeting  | None    | None      | Management |
| 2  | Receive Report of Management Board<br>(Non-Voting)  | None    | None      | Management |
| 3a | Receive Report of Supervisory Board<br>(Non-Voting) | None    | None      | Management |
| 3b | Discuss Remuneration Report                         | None    | None      | Management |
| 4  | Adopt Financial Statements                          | For     | For       | Management |
| 5a | Approve Dividends of EUR 0.28 Per Share             | For     | For       | Management |
| 5b | Amend Company's Reserves and Dividend<br>Policy     | For     | For       | Management |
| 6  | Approve Discharge of Management Board               | For     | For       | Management |
| 7  | Approve Discharge of Supervisory Board              | For     | For       | Management |

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|      |  |      |      |            |
|------|--|------|------|------------|
| 8    | Reelect M.R. Siezen to Executive Board   | For  | For  | Management |
| 9    | Amend Remuneration of Supervisory Board  | For  | For  | Management |
| 10.1 | Elect L.A.S. van der Ploeg as<br>Supervisory Board Member  | For  | For  | Management |
| 10.2 | Elect N. Tates as Supervisory Board<br>Member  | For  | For  | Management |
| 10.3 | Reelect H.J. van den Bosch as<br>Supervisory Board Member  | For  | For  | Management |
| 11   | Amend Articles Re: Representation of<br>the Company and Delete Clause<br>Regarding Investment Advisory Board | For  | For  | Management |
| 12   | Outlook 2014   | None | None | Management |
| 13   | Other Business (Non-Voting)  | None | None | Management |
| 14   | Close Meeting  | None | None | Management |

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NORTHROP GRUMMAN CORPORATION

Ticker: NOC Security ID: 666807102

Meeting Date: MAY 21, 2014 Meeting Type: Annual

Record Date: MAR 18, 2014

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Wesley G. Bush    | For     | For       | Management |
| 1.2 | Elect Director Victor H. Fazio   | For     | For       | Management |
| 1.3 | Elect Director Donald E. Felsing | For     | For       | Management |



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|      |   |         |         |             |
|------|---|---------|---------|-------------|
| 1.4  | Elect Director Bruce S. Gordon                                    | For     | For     | Management  |
| 1.5  | Elect Director William H. Hernandez                               | For     | For     | Management  |
| 1.6  | Elect Director Madeleine A. Kleiner                               | For     | For     | Management  |
| 1.7  | Elect Director Karl J. Krapek                                     | For     | For     | Management  |
| 1.8  | Elect Director Richard B. Myers                                   | For     | For     | Management  |
| 1.9  | Elect Director Gary Roughead                                      | For     | For     | Management  |
| 1.10 | Elect Director Thomas M. Schoewe                                  | For     | For     | Management  |
| 1.11 | Elect Director Kevin W. Sharer                                    | For     | For     | Management  |
| 2    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 3    | Ratify Auditors   | For     | For     | Management  |
| 4    | Require Independent Board Chairman                                | Against | Against | Shareholder |

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OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105

Meeting Date: MAY 02, 2014 Meeting Type: Annual

Record Date: MAR 13, 2014

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Spencer Abraham      | For     | For       | Management |
| 1.2 | Elect Director Howard I. Atkins     | For     | For       | Management |
| 1.3 | Elect Director Eugene L. Batchelder | For     | For       | Management |
| 1.4 | Elect Director Stephen I. Chazen    | For     | For       | Management |
| 1.5 | Elect Director Edward P. Djerejian  | For     | For       | Management |

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|      |   |         |     |             |
|------|---|---------|-----|-------------|
| 1.6  | Elect Director John E. Feick  | For     | For | Management  |
| 1.7  | Elect Director Margaret M. Foran  | For     | For | Management  |
| 1.8  | Elect Director Carlos M. Gutierrez  | For     | For | Management  |
| 1.9  | Elect Director William R. Klesse  | For     | For | Management  |
| 1.10 | Elect Director Avedick B. Poladian  | For     | For | Management  |
| 1.11 | Elect Director Elisse B. Walter   | For     | For | Management  |
| 2    | Remove Age Restriction for Directors  | For     | For | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation                     | For     | For | Management  |
| 4    | Provide Right to Act by Written Consent   | For     | For | Management  |
| 5    | Separate the Roles of the Chairman of<br>the Board and the Chief Executive<br>Officer | For     | For | Management  |
| 6    | Ratify Auditors   | For     | For | Management  |
| 7    | Stock Retention/Holding Period  | Against | For | Shareholder |
| 8    | Review and Assess Membership of<br>Lobbying Organizations                             | Against | For | Shareholder |
| 9    | Report on Management of Hydraulic<br>Fracturing Risks and Opportunities               | Against | For | Shareholder |
| 10   | Report on Methane Emissions Management<br>and Reduction Targets                       | Against | For | Shareholder |

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ORANGE

Ticker:           ORA                   Security ID: 684060106

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

Meeting Date: MAY 27, 2014 Meeting Type: Annual/Special

Record Date: APR 25, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Approve Financial Statements and Statutory Reports                             | For     | For       | Management |
| 2  | Approve Consolidated Financial Statements and Statutory Reports                | For     | For       | Management |
| 3  | Approve Allocation of Income and Dividends of EUR 0.80 per Share               | For     | For       | Management |
| 4  | Approve Transaction with Bernard Dufau Re: Compensation                        | For     | For       | Management |
| 5  | Reelect Stephane Richard as Director   | For     | Against   | Management |
| 6  | Elect Patrice Brunet as Representative of Employee Shareholders to the Board   | For     | Against   | Management |
| 7  | Elect Jean-Luc Burgain as Representative of Employee Shareholders to the Board | For     | Against   | Management |
| 8  | Approve Remuneration of Directors in the Aggregate Amount of EUR 750,000       | For     | For       | Management |
| 9  | Advisory Vote on Compensation of Stephane Richard, Chairman and CEO            | For     | For       | Management |
| 10 | Advisory Vote on Compensation of Gervais Pellissier, Vice-CEO                  | For     | For       | Management |
| 11 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital               | For     | For       | Management |
| 12 | Amend Article 15.1 of Bylaws Re: Board Decisions                               | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 13 | Authorize Decrease in Share Capital<br>via Cancellation of Repurchased Shares | For | For | Management |
| 14 | Authorize Filing of Required<br>Documents/Other Formalities                   | For | For | Management |

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PARKWAY PROPERTIES, INC.

Ticker: PKY Security ID: 70159Q104

Meeting Date: DEC 17, 2013 Meeting Type: Special

Record Date: NOV 11, 2013

| # | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|---|----------------------------------|---------|-----------|------------|
| 1 | Approve Acquisition              | For     | For       | Management |
| 2 | Increase Authorized Common Stock | For     | For       | Management |
| 3 | Adjourn Meeting                  | For     | For       | Management |

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PARKWAY PROPERTIES, INC.

Ticker: PKY Security ID: 70159Q104

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 20, 2014

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

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director Avi Banyasz  | For     | Withhold  | Management |
| 1.2  | Elect Director Charles T. Cannada                                 | For     | For       | Management |
| 1.3  | Elect Director Edward M. Casal                                    | For     | For       | Management |
| 1.4  | Elect Director Kelvin L. Davis                                    | For     | Withhold  | Management |
| 1.5  | Elect Director Laurie L. Dotter                                   | For     | For       | Management |
| 1.6  | Elect Director James R. Heistand                                  | For     | For       | Management |
| 1.7  | Elect Director C. William Hosler                                  | For     | For       | Management |
| 1.8  | Elect Director Adam S. Metz                                       | For     | For       | Management |
| 1.9  | Elect Director Brenda J. Mixson                                   | For     | For       | Management |
| 1.10 | Elect Director James A. Thomas                                    | For     | For       | Management |
| 2    | Ratify Auditors   | For     | For       | Management |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |

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PFIZER INC.

Ticker: PFE Security ID: 717081103

Meeting Date: APR 24, 2014 Meeting Type: Annual

Record Date: FEB 26, 2014

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Dennis A. Ausiello   | For     | For       | Management |
| 1.2 | Elect Director W. Don Cornwell      | For     | For       | Management |
| 1.3 | Elect Director Frances D. Fergusson | For     | For       | Management |

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|      |   |         |         |             |
|------|---|---------|---------|-------------|
| 1.4  | Elect Director Helen H. Hobbs   | For     | For     | Management  |
| 1.5  | Elect Director Constance J. Horner                                    | For     | For     | Management  |
| 1.6  | Elect Director James M. Kiltz   | For     | For     | Management  |
| 1.7  | Elect Director George A. Lorch  | For     | For     | Management  |
| 1.8  | Elect Director Shantanu Narayen                                       | For     | For     | Management  |
| 1.9  | Elect Director Suzanne Nora Johnson                                   | For     | For     | Management  |
| 1.10 | Elect Director Ian C. Read  | For     | For     | Management  |
| 1.11 | Elect Director Stephen W. Sanger                                      | For     | For     | Management  |
| 1.12 | Elect Director Marc Tessier-Lavigne                                   | For     | For     | Management  |
| 2    | Ratify Auditors   | For     | For     | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation     | For     | For     | Management  |
| 4    | Approve Omnibus Stock Plan  | For     | For     | Management  |
| 5    | Require Shareholder Vote to Approve<br>Political Contributions Policy | Against | Against | Shareholder |
| 6    | Review and Assess Membership of<br>Lobbying Organizations             | Against | Against | Shareholder |
| 7    | Provide Right to Act by Written Consent                               | Against | For     | Shareholder |

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PLUM CREEK TIMBER COMPANY, INC.

Ticker: PCL Security ID: 729251108

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 14, 2014

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| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Rick R. Holley                                     | For     | For       | Management |
| 1b | Elect Director Robin Josephs                                      | For     | For       | Management |
| 1c | Elect Director Sara Grootwassink Lewis                            | For     | For       | Management |
| 1d | Elect Director John G. McDonald                                   | For     | For       | Management |
| 1e | Elect Director Robert B. McLeod                                   | For     | For       | Management |
| 1f | Elect Director John F. Morgan, Sr.                                | For     | For       | Management |
| 1g | Elect Director Marc F. Racicot                                    | For     | For       | Management |
| 1h | Elect Director Lawrence A. Selzer                                 | For     | For       | Management |
| 1i | Elect Director Stephen C. Tobias                                  | For     | For       | Management |
| 1j | Elect Director Martin A. White                                    | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3  | Ratify Auditors   | For     | For       | Management |

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PROLOGIS, INC.

Ticker: PLD Security ID: 74340W103

Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 10, 2014

| #  | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Hamid R. Moghadam   | For     | For       | Management |
| 1b | Elect Director George L. Fotiades  | For     | For       | Management |
| 1c | Elect Director Christine N. Garvey | For     | For       | Management |

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

|    |   |     |     |            |
|----|---|-----|-----|------------|
| 1d | Elect Director Lydia H. Kennard                                   | For | For | Management |
| 1e | Elect Director J. Michael Losh                                    | For | For | Management |
| 1f | Elect Director Irving F. Lyons, III                               | For | For | Management |
| 1g | Elect Director Jeffrey L. Skelton                                 | For | For | Management |
| 1h | Elect Director D. Michael Steuert                                 | For | For | Management |
| 1i | Elect Director Carl B. Webb                                       | For | For | Management |
| 1j | Elect Director William D. Zollars                                 | For | For | Management |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3  | Ratify Auditors   | For | For | Management |

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PS BUSINESS PARKS, INC.

Ticker: PSB Security ID: 69360J107

Meeting Date: APR 28, 2014 Meeting Type: Annual

Record Date: MAR 06, 2014

| #   | 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 |



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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.8 | Elect Director Robert S. Rollo                                    | For | For | Management |
| 1.9 | Elect Director Peter Schultz                                      | For | For | Management |
| 2   | Ratify Auditors   | For | For | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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### QUEST DIAGNOSTICS INCORPORATED

Ticker: DGX Security ID: 74834L100

Meeting Date: MAY 21, 2014 Meeting Type: Annual

Record Date: MAR 24, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Timothy L. Main                                    | For     | For       | Management |
| 1.2 | Elect Director Timothy M. Ring                                    | For     | For       | Management |
| 1.3 | Elect Director Daniel C. Stanzione                                | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Remove Supermajority Vote Requirement                             | For     | For       | Management |
| 4   | Provide Right to Call Special Meeting                             | For     | For       | Management |
| 5   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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

RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: FEB 08, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Stephen R. Blank                                   | For     | For       | Management |
| 1.2 | Elect Director Dennis Gershenson                                  | For     | For       | Management |
| 1.3 | Elect Director Arthur Goldberg                                    | For     | For       | Management |
| 1.4 | Elect Director David J. Nettina                                   | For     | For       | Management |
| 1.5 | Elect Director Matthew L. Ostrower                                | For     | For       | Management |
| 1.6 | Elect Director Joel M. Pashcow                                    | For     | For       | Management |
| 1.7 | Elect Director Mark K. Rosenfeld                                  | For     | For       | Management |
| 1.8 | Elect Director Michael A. Ward                                    | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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RANGE RESOURCES CORPORATION

Ticker: RRC Security ID: 75281A109

Meeting Date: MAY 20, 2014 Meeting Type: Annual

Record Date: MAR 28, 2014

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| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Anthony V. Dub   | For     | For       | Management  |
| 1b | Elect Director V. Richard Eales                                       | For     | For       | Management  |
| 1c | Elect Director Allen Finkelson  | For     | For       | Management  |
| 1d | Elect Director James M. Funk  | For     | For       | Management  |
| 1e | Elect Director Jonathan S. Linker                                     | For     | For       | Management  |
| 1f | Elect Director Mary Ralph Lowe  | For     | For       | Management  |
| 1g | Elect Director Kevin S. McCarthy                                      | For     | For       | Management  |
| 1h | Elect Director John H. Pinkerton                                      | For     | For       | Management  |
| 1i | Elect Director Jeffrey L. Ventura                                     | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation     | For     | For       | Management  |
| 3  | Ratify Auditors   | For     | For       | Management  |
| 4  | Report on Methane Emissions Reduction<br>Targets and Measure Progress | Against | Against   | Shareholder |

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RAYONIER INC.

Ticker: RYN Security ID: 754907103

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 17, 2014

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Paul G. Boynton    | For     | For       | Management |
| 1.2 | Elect Director C. David Brown, II | For     | For       | Management |

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|     |   |         |         |             |
|-----|---|---------|---------|-------------|
| 1.3 | Elect Director John E. Bush                                       | For     | For     | Management  |
| 1.4 | Elect Director Mark E. Gaumond                                    | For     | For     | Management  |
| 1.5 | Elect Director Thomas I. Morgan                                   | For     | For     | Management  |
| 1.6 | Elect Director David W. Oskin                                     | For     | For     | Management  |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 3   | Ratify Auditors   | For     | For     | Management  |
| 4   | Require Independent Board Chairman                                | Against | Against | Shareholder |
| 5   | Report on Risk Management of Effluent<br>Discharges at Fiber Mill | Against | For     | Shareholder |

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RAYTHEON COMPANY

Ticker: RTN Security ID: 755111507

Meeting Date: MAY 29, 2014 Meeting Type: Annual

Record Date: APR 08, 2014

| #  | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director James E. Cartwright  | For     | For       | Management |
| 1b | Elect Director Vernon E. Clark      | For     | For       | Management |
| 1c | Elect Director Stephen J. Hadley    | For     | For       | Management |
| 1d | Elect Director Thomas A. Kennedy    | For     | For       | Management |
| 1e | Elect Director George R. Oliver     | For     | For       | Management |
| 1f | Elect Director Michael C. Ruettgers | For     | For       | Management |
| 1g | Elect Director Ronald L. Skates     | For     | For       | Management |

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|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 1h | Elect Director William R. Spivey                                  | For     | For     | Management  |
| 1i | Elect Director Linda G. Stuntz                                    | For     | Against | Management  |
| 1j | Elect Director William H. Swanson                                 | For     | For     | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 3  | Ratify Auditors   | For     | For     | Management  |
| 4  | Provide Right to Act by Written Consent                           | For     | For     | Management  |
| 5  | Report on Political Contributions                                 | Against | For     | Shareholder |
| 6  | Report on Lobbying Payments and Policy                            | Against | For     | Shareholder |

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SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 14, 2014

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Melvyn E. Bergstein  | For     | For       | Management |
| 1.2 | Elect Director Larry C. Glasscock   | For     | For       | Management |
| 1.3 | Elect Director Karen N. Horn        | For     | For       | Management |
| 1.4 | Elect Director Allan Hubbard        | For     | For       | Management |
| 1.5 | Elect Director Reuben S. Leibowitz  | For     | For       | Management |
| 1.6 | Elect Director Daniel C. Smith      | For     | For       | Management |
| 1.7 | Elect Director J. Albert Smith, Jr. | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named       | For     | For       | Management |

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

### Executive Officers' Compensation

|   |                          |     |     |            |
|---|--------------------------|-----|-----|------------|
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors          | For | For | Management |

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### SOLAR CAPITAL LTD.

Ticker: SLRC Security ID: 83413U100

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 11, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Bruce Spohler                              | For     | For       | Management |
| 1.2 | Elect Director Steven Hochberg                            | For     | For       | Management |
| 2   | Approve Issuance of Shares Below Net<br>Asset Value (NAV) | For     | For       | Management |

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### STAG INDUSTRIAL, INC.

Ticker: STAG Security ID: 85254J102

Meeting Date: MAY 05, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

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

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Benjamin S. Butcher                             | For     | For       | Management |
| 1.2 | Elect Director Virgis W. Colbert                               | 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 Christopher P. Marr                             | For     | For       | Management |
| 1.7 | Elect Director Hans S. Weger                                   | For     | For       | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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STARWOOD PROPERTY TRUST, INC.

Ticker: STWD Security ID: 85571B105

Meeting Date: APR 30, 2014 Meeting Type: Annual

Record Date: MAR 10, 2014

| #   | 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 |

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|     |   |         |     |             |
|-----|---|---------|-----|-------------|
| 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  |
| 4   | Require Independent Board Chairman                                | Against | For | Shareholder |

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SUMMIT HOTEL PROPERTIES, INC.

Ticker:           INN                   Security ID: 866082100

Meeting Date: JUN 16, 2014   Meeting Type: Annual

Record Date:   APR 16, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Kerry W. Boekelheide                               | For     | For       | Management |
| 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 Thomas W. Storey                                   | For     | For       | Management |
| 1.5 | 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 |

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

SUN COMMUNITIES, INC.

Ticker: SUI Security ID: 866674104

Meeting Date: JUL 23, 2013 Meeting Type: Annual

Record Date: MAY 10, 2013

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Stephanie W. Bergeron                              | For     | For       | Management |
| 1b | Elect Director Clunet R. Lewis                                    | For     | For       | Management |
| 1c | Elect Director Arthur A. Weiss                                    | For     | For       | Management |
| 2  | Declassify the Board of Directors                                 | For     | For       | Management |
| 3  | Ratify Auditors   | For     | For       | Management |
| 4  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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TARKETT

Ticker: TKT Security ID: F9T08Z124

Meeting Date: MAY 13, 2014 Meeting Type: Annual

Record Date: MAY 07, 2014

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Approve Financial Statements and<br>Statutory Reports | For     | For       | Management |
| 2 | Approve Consolidated Financial                        | For     | For       | Management |

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

### Statements and Statutory Reports

|    |  |     |         |            |
|----|--|-----|---------|------------|
| 3  | Approve Allocation of Income and Dividends of EUR 0.62 per Share                                 | For | For     | Management |
| 4  | Approve Transaction with Societe d Investissement Deconinck Re: Assistance Agreement             | For | Against | Management |
| 5  | Approve Auditors' Special Report on Related-Party Transactions                                   | For | Against | Management |
| 6  | Approve Severance Payment Agreement with Michel Giannuzzi  | For | Against | Management |
| 7  | Advisory Vote on Compensation of Michel Giannuzzi, Chairman of the Management Board              | For | Against | Management |
| 8  | Advisory Vote on Compensation of Fabrice Barthelemy and Vincent Lecerf, Management Board Members | For | Against | Management |
| 9  | Renew Appointment of KPMG S.A. as Auditor  | For | For     | Management |
| 10 | Appoint Cabinet Mazars as Auditor  | For | For     | Management |
| 11 | Appoint KPMG Audit IS SAS as Alternate Auditor   | For | For     | Management |
| 12 | Appoint Jerome de Pastors as Alternate Auditor   | For | For     | Management |
| 13 | Reelect Didier Deconinck as Supervisory Board Member   | For | For     | Management |
| 14 | Reelect Jean-Philippe Delsol as Supervisory Board Member   | For | For     | Management |
| 15 | Appoint Julien Deconinck as Censor   | For | Against | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 16 | Authorize Repurchase of Up to 10<br>Percent of Issued Share Capital | For | For | Management |
| 17 | Authorize Filing of Required<br>Documents/Other Formalities         | For | For | Management |

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TERRENO REALTY CORPORATION

Ticker: TRNO Security ID: 88146M101

Meeting Date: MAY 09, 2014 Meeting Type: Annual

Record Date: MAR 01, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director W. Blake Baird                                     | For     | For       | Management |
| 1.2 | Elect Director Michael A. Coke                                    | For     | For       | Management |
| 1.3 | Elect Director LeRoy E. Carlson                                   | For     | For       | Management |
| 1.4 | Elect Director Peter J. Merlone                                   | For     | For       | Management |
| 1.5 | Elect Director Douglas M. Pasquale                                | For     | For       | Management |
| 1.6 | Elect Director Dennis Polk  | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Amend Restricted Stock Plan                                       | For     | For       | Management |
| 4   | Ratify Auditors   | For     | For       | Management |

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

THE ALLSTATE CORPORATION

Ticker: ALL Security ID: 020002101

Meeting Date: MAY 20, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director F. Duane Ackerman                                  | For     | For       | Management  |
| 1b | Elect Director Robert D. Beyer                                    | For     | For       | Management  |
| 1c | Elect Director Kermit R. Crawford                                 | For     | For       | Management  |
| 1d | Elect Director Jack M. Greenberg                                  | For     | For       | Management  |
| 1e | Elect Director Herbert L. Henkel                                  | For     | For       | Management  |
| 1f | Elect Director Siddharth N. (Bobby)<br>Mehta                      | For     | For       | Management  |
| 1g | Elect Director Andrea Redmond                                     | For     | For       | Management  |
| 1h | Elect Director John W. Rowe                                       | For     | For       | Management  |
| 1i | Elect Director Judith A. Sprieser                                 | For     | For       | Management  |
| 1j | Elect Director Mary Alice Taylor                                  | For     | For       | Management  |
| 1k | Elect Director Thomas J. Wilson                                   | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 3  | Approve Executive Incentive Bonus Plan                            | For     | For       | Management  |
| 4  | Ratify Auditors   | For     | For       | Management  |
| 5  | Stock Retention/Holding Period                                    | Against | For       | Shareholder |
| 6  | Report on Lobbying Payments and Policy                            | Against | Against   | Shareholder |
| 7  | Report on Political Contributions                                 | Against | Against   | Shareholder |

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THE BANK OF NEW YORK MELLON CORPORATION

Ticker: BK Security ID: 064058100

Meeting Date: APR 08, 2014 Meeting Type: Annual

Record Date: FEB 07, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Ruth E. Bruch                                      | For     | For       | Management  |
| 1.2  | Elect Director Nicholas M. Donofrio                               | For     | For       | Management  |
| 1.3  | Elect Director Jeffrey A. Goldstein                               | For     | For       | Management  |
| 1.4  | Elect Director Gerald L. Hassell                                  | For     | For       | Management  |
| 1.5  | Elect Director Edmund F. 'Ted' Kelly                              | For     | For       | Management  |
| 1.6  | Elect Director Richard J. Kogan                                   | For     | For       | Management  |
| 1.7  | Elect Director Michael J. Kowalski                                | For     | For       | Management  |
| 1.8  | Elect Director John A. Luke, Jr.                                  | For     | For       | Management  |
| 1.9  | Elect Director Mark A. Nordenberg                                 | For     | For       | Management  |
| 1.10 | Elect Director Catherine A. Rein                                  | For     | For       | Management  |
| 1.11 | Elect Director William C. Richardson                              | For     | For       | Management  |
| 1.12 | Elect Director Samuel C. Scott, III                               | For     | For       | Management  |
| 1.13 | Elect Director Wesley W. von Schack                               | For     | For       | Management  |
| 2    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 3    | Ratify Auditors   | For     | For       | Management  |
| 4    | Amend Omnibus Stock Plan  | For     | For       | Management  |
| 5    | Require Independent Board Chairman                                | Against | Against   | Shareholder |

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THE MACERICH COMPANY

Ticker: MAC Security ID: 554382101

Meeting Date: MAY 30, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Douglas D. Abbey                                   | For     | For       | Management |
| 1b | Elect Director Dana K. Anderson                                   | For     | For       | Management |
| 1c | Elect Director Arthur M. Coppola                                  | For     | For       | Management |
| 1d | Elect Director Edward C. Coppola                                  | For     | For       | Management |
| 1e | Elect Director Fred S. Hubbell                                    | For     | For       | Management |
| 1f | Elect Director Diana M. Laing                                     | For     | For       | Management |
| 1g | Elect Director Stanley A. Moore                                   | For     | For       | Management |
| 1h | Elect Director Mason G. Ross                                      | For     | For       | Management |
| 1i | Elect Director William P. Sexton                                  | For     | For       | Management |
| 1j | Elect Director Steven L. Soboroff                                 | For     | For       | Management |
| 1k | Elect Director Andrea M. Stephen                                  | For     | For       | Management |
| 2  | Ratify Auditors   | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 4  | Amend Omnibus Stock Plan  | For     | For       | Management |
| 5  | Eliminate Supermajority Vote<br>Requirement                       | For     | For       | Management |

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THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109

Meeting Date: MAY 27, 2014 Meeting Type: Annual

Record Date: MAR 31, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Alan L. Beller                                     | For     | For       | Management |
| 1b | Elect Director John H. Dasburg                                    | For     | For       | Management |
| 1c | Elect Director Janet M. Dolan                                     | For     | For       | Management |
| 1d | Elect Director Kenneth M. Duberstein                              | For     | For       | Management |
| 1e | Elect Director Jay S. Fishman                                     | For     | For       | Management |
| 1f | Elect Director Patricia L. Higgins                                | For     | For       | Management |
| 1g | Elect Director Thomas R. Hodgson                                  | For     | For       | Management |
| 1h | Elect Director William J. Kane                                    | For     | For       | Management |
| 1i | Elect Director Cleve L. Killingsworth,<br>Jr.                     | For     | For       | Management |
| 1j | Elect Director Philip T. (Pete)<br>Ruegger, III                   | For     | For       | Management |
| 1k | Elect Director Donald J. Shepard                                  | For     | For       | Management |
| 1l | Elect Director Laurie J. Thomsen                                  | 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

|   |                                   |         |     |             |
|---|-----------------------------------|---------|-----|-------------|
| 4 | Approve Omnibus Stock Plan        | For     | For | Management  |
| 5 | Report on Political Contributions | Against | For | Shareholder |

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TIME WARNER CABLE INC.

Ticker: TWC Security ID: 88732J207

Meeting Date: JUN 05, 2014 Meeting Type: Annual

Record Date: APR 11, 2014

| #  | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Carole Black           | For     | For       | Management |
| 1b | Elect Director Glenn A. Britt         | For     | For       | Management |
| 1c | Elect Director Thomas H. Castro       | For     | For       | Management |
| 1d | Elect Director David C. Chang         | For     | For       | Management |
| 1e | Elect Director James E. Copeland, Jr. | For     | For       | Management |
| 1f | Elect Director Peter R. Haje          | For     | Against   | Management |
| 1g | Elect Director Donna A. James         | For     | For       | Management |
| 1h | Elect Director Don Logan              | For     | For       | Management |
| 1i | Elect Director Robert D. Marcus       | For     | For       | Management |
| 1j | Elect Director N.J. Nicholas, Jr.     | For     | For       | Management |
| 1k | Elect Director Wayne H. Pace          | For     | For       | Management |
| 1l | Elect Director Edward D. Shirley      | For     | For       | Management |
| 1m | Elect Director John E. Sununu         | For     | For       | Management |
| 2  | Ratify Auditors                       | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named         | For     | Against   | Management |



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### Executive Officers' Compensation

|   |  |         |     |             |
|---|--|---------|-----|-------------|
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Pro-rata Vesting of Equity Awards      | Against | For | Shareholder |

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UNITED RENTALS, INC.

Ticker:           URI                   Security ID: 911363109

Meeting Date: MAY 07, 2014   Meeting Type: Annual

Record Date:   MAR 10, 2014

| #    | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director Jenne K. Britell        | For     | For       | Management |
| 1.2  | Elect Director Jose B. Alvarez         | For     | For       | Management |
| 1.3  | Elect Director Bobby J. Griffin        | For     | For       | Management |
| 1.4  | Elect Director Michael J. Kneeland     | For     | For       | Management |
| 1.5  | Elect Director Pierre E. Leroy         | For     | For       | Management |
| 1.6  | Elect Director Singleton B. McAllister | For     | For       | Management |
| 1.7  | Elect Director Brian D. McAuley        | For     | For       | Management |
| 1.8  | Elect Director John S. McKinney        | For     | For       | Management |
| 1.9  | Elect Director James H. Ozanne         | For     | For       | Management |
| 1.10 | Elect Director Jason D. Papastavrou    | For     | For       | Management |
| 1.11 | Elect Director Filippo Passerini       | For     | For       | Management |
| 1.12 | Elect Director Donald C. Roof          | For     | For       | Management |
| 1.13 | Elect Director Keith Wimbush           | For     | For       | Management |
| 2    | Approve Executive Incentive Bonus Plan | For     | For       | Management |

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|   |   |     |     |            |
|---|---|-----|-----|------------|
| 3 | Amend Omnibus Stock Plan  | 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 | For | Management |

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VALEANT PHARMACEUTICALS INTERNATIONAL, INC.

Ticker: VRX                      Security ID: 91911K102

Meeting Date: MAY 20, 2014    Meeting Type: Annual

Record Date: APR 08, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Ronald H. Farmer                                   | For     | For       | Management |
| 1b | Elect Director Colleen A. Goggins                                 | For     | For       | Management |
| 1c | Elect Director Robert A. Ingram                                   | For     | For       | Management |
| 1d | Elect Director Anders Lonner                                      | For     | For       | Management |
| 1e | Elect Director Theo Melas-Kyriazi                                 | For     | For       | Management |
| 1f | Elect Director J. Michael Pearson                                 | For     | For       | Management |
| 1g | Elect Director Robert N. Power                                    | For     | For       | Management |
| 1h | Elect Director Norma A. Provencio                                 | For     | For       | Management |
| 1i | Elect Director Howard B. Schiller                                 | For     | For       | Management |
| 1j | Elect Director Katharine B. Stevenson                             | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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|   |  |     |     |            |
|---|--|-----|-----|------------|
| 3 | Approve PricewaterhouseCoopers LLP as<br>Auditors and Authorize Board to Fix<br>Their Remuneration | For | For | Management |
| 4 | Approve Omnibus Stock Plan   | For | For | Management |

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: JAN 28, 2014 Meeting Type: Special

Record Date: DEC 09, 2013

| # | 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 |

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 03, 2014

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| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Shellye L. Archambeau                                  | For     | For       | Management  |
| 1.2  | Elect Director Richard L. Carrion                                     | For     | For       | Management  |
| 1.3  | Elect Director Melanie L. Healey                                      | For     | For       | Management  |
| 1.4  | Elect Director M. Frances Keeth                                       | For     | For       | Management  |
| 1.5  | Elect Director Robert W. Lane   | For     | For       | Management  |
| 1.6  | Elect Director Lowell C. McAdam                                       | For     | For       | Management  |
| 1.7  | Elect Director Donald T. Nicolaisen                                   | For     | For       | Management  |
| 1.8  | Elect Director Clarence Otis, Jr.                                     | For     | For       | Management  |
| 1.9  | Elect Director Rodney E. Slater                                       | For     | For       | Management  |
| 1.10 | Elect Director Kathryn A. Tesija                                      | For     | For       | Management  |
| 1.11 | Elect Director Gregory D. Wasson                                      | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation     | For     | For       | Management  |
| 4    | Provide Proxy Access Right  | For     | For       | Management  |
| 5    | Report on Net Neutrality  | Against | For       | Shareholder |
| 6    | Report on Lobbying Payments and Policy                                | Against | For       | Shareholder |
| 7    | Submit Severance Agreement<br>(Change-in-Control) to Shareholder Vote | Against | For       | Shareholder |
| 8    | Amend Articles/Bylaws/Charter -- Call<br>Special Meetings             | Against | For       | Shareholder |
| 9    | Provide Right to Act by Written Consent                               | Against | For       | Shareholder |
| 10   | Approve Proxy Voting Authority  | Against | Against   | Shareholder |

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VORNADO REALTY TRUST

Ticker: VNO Security ID: 929042109

Meeting Date: MAY 22, 2014 Meeting Type: Annual

Record Date: MAR 24, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Michael Lynne                                      | For     | Withhold  | Management  |
| 1.2 | Elect Director David Mandelbaum                                   | For     | Withhold  | Management  |
| 1.3 | Elect Director Daniel R. Tisch                                    | 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   | Require Independent Board Chairman                                | Against | For       | Shareholder |
| 6   | Declassify the Board of Directors                                 | Against | For       | Shareholder |
| 7   | Pro-rata Vesting of Equity Awards                                 | Against | For       | Shareholder |

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WASTE MANAGEMENT, INC.

Ticker: WM Security ID: 94106L109

Meeting Date: MAY 13, 2014 Meeting Type: Annual

Record Date: MAR 17, 2014

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| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Bradbury H. Anderson                               | For     | For       | Management  |
| 1b | Elect Director Frank M. Clark, Jr.                                | For     | For       | Management  |
| 1c | Elect Director Patrick W. Gross                                   | For     | For       | Management  |
| 1d | Elect Director Victoria M. Holt                                   | For     | For       | Management  |
| 1e | Elect Director John C. Pope                                       | For     | For       | Management  |
| 1f | Elect Director W. Robert Reum                                     | For     | For       | Management  |
| 1g | Elect Director David P. Steiner                                   | For     | For       | Management  |
| 1h | Elect Director Thomas H. Weidemeyer                               | For     | For       | Management  |
| 2  | Ratify Auditors   | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4  | Approve Omnibus Stock Plan  | For     | For       | Management  |
| 5  | Report on Political Contributions                                 | Against | For       | Shareholder |

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WEINGARTEN REALTY INVESTORS

Ticker: WRI Security ID: 948741103

Meeting Date: APR 24, 2014 Meeting Type: Annual

Record Date: FEB 27, 2014

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Andrew M. Alexander | For     | For       | Management |
| 1.2 | Elect Director Stanford Alexander  | For     | For       | Management |

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|      |   |     |          |            |
|------|---|-----|----------|------------|
| 1.3  | Elect Director Shelaghmichael Brown                               | For | For      | Management |
| 1.4  | Elect Director James W. Crownover                                 | For | For      | Management |
| 1.5  | Elect Director Robert J. Cruikshank                               | For | For      | Management |
| 1.6  | Elect Director Melvin A. Dow                                      | For | For      | Management |
| 1.7  | Elect Director Stephen A. Lasher                                  | For | For      | Management |
| 1.8  | Elect Director Thomas L. Ryan                                     | For | Withhold | Management |
| 1.9  | Elect Director Douglas W. Schnitzer                               | For | For      | Management |
| 1.10 | Elect Director C. Park Shaper                                     | For | For      | Management |
| 1.11 | Elect Director Marc J. Shapiro                                    | For | For      | Management |
| 2    | Ratify Auditors   | For | For      | Management |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For      | Management |

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WHEELER REAL ESTATE INVESTMENT TRUST, INC.

Ticker: WHLR Security ID: 963025101

Meeting Date: DEC 20, 2013 Meeting Type: Annual

Record Date: NOV 19, 2013

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jon S. Wheeler       | For     | For       | Management |
| 1.2 | Elect Director Sanjay Madhu         | For     | For       | Management |
| 1.3 | Elect Director Carl B. McGowan, Jr. | For     | For       | Management |
| 1.4 | Elect Director David Kelly          | For     | For       | Management |
| 1.5 | Elect Director Christopher J. Ettel | For     | For       | Management |

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|     |                                  |     |     |            |
|-----|----------------------------------|-----|-----|------------|
| 1.6 | Elect Director William W. King   | For | For | Management |
| 1.7 | Elect Director Jeffrey Zwerdling | For | For | Management |
| 1.8 | Elect Director Ann L. McKinney   | For | For | Management |
| 2   | Ratify Auditors                  | For | For | Management |

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WHEELER REAL ESTATE INVESTMENT TRUST, INC.

Ticker: WHLR Security ID: 963025101

Meeting Date: JUN 11, 2014 Meeting Type: Annual

Record Date: APR 14, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jon S. Wheeler                         | For     | Withhold  | Management |
| 1.2 | Elect Director Sanjay Madhu                           | For     | Withhold  | Management |
| 1.3 | Elect Director Carl B. McGowan, Jr.                   | For     | Withhold  | Management |
| 1.4 | Elect Director David Kelly                            | For     | Withhold  | Management |
| 1.5 | Elect Director Christopher J. Ettel                   | For     | Withhold  | Management |
| 1.6 | Elect Director William W. King                        | For     | Withhold  | Management |
| 1.7 | Elect Director Jeffrey M. Zwerdling                   | For     | Withhold  | Management |
| 1.8 | Elect Director Ann L. McKinney                        | For     | Withhold  | Management |
| 2   | Approve Issuance of Shares for a<br>Private Placement | For     | For       | Management |
| 3   | Ratify Auditors                                       | For     | For       | Management |



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XEROX CORPORATION

Ticker:            XRX                    Security ID: 984121103

Meeting Date: MAY 20, 2014    Meeting Type: Annual

Record Date:  MAR 24, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director Glenn A. Britt                                     | For     | For       | Management |
| 1.2  | Elect Director Ursula M. Burns                                    | For     | For       | Management |
| 1.3  | Elect Director Richard J. Harrington                              | For     | For       | Management |
| 1.4  | Elect Director William Curt Hunter                                | For     | For       | Management |
| 1.5  | Elect Director Robert J. Keegan                                   | For     | For       | Management |
| 1.6  | Elect Director Robert A. McDonald                                 | For     | For       | Management |
| 1.7  | Elect Director Charles Prince                                     | For     | For       | Management |
| 1.8  | Elect Director Ann N. Reese                                       | For     | For       | Management |
| 1.9  | Elect Director Sara Martinez Tucker                               | For     | For       | Management |
| 1.10 | Elect Director Mary Agnes Wilderotter                             | For     | For       | Management |
| 2    | Ratify Auditors   | For     | For       | Management |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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

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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 25, 2014

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