

Edgar Filing: CHARTWELL DIVIDEND & INCOME FUND INC - Form N-PX

CHARTWELL DIVIDEND & INCOME FUND INC  
Form N-PX  
August 28, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF CHARTWELL DIVIDEND & INCOME FUND, INC.

Investment Company Act File Number: 811-08747

REGISTRANT

Chartwell Dividend & Income Fund, Inc. 1235 Westlakes Dr.  
Suite 400 Berwyn, PA 19312-2416

AGENT FOR SERVICE

Winthrop S. Jessup Chartwell Dividend & Income Fund, Inc.  
1235 Westlakes Dr. Suite 400 Berwyn, PA 19312-2416 Registrant's  
Telephone Number: (610) 296-1400

Date of Fiscal Year End: November 30

Date of Reporting Period: July 1, 2008 to June 30, 2009

1

CHARTWELL DIVIDEND & INCOME FUND, INC.

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PROPOSAL

PROPOSED BY MGT. POSITION REGISTRA

APOLLO INVESTMENT CORPORATION

TICKER: AINV CUSIP: 03761U106

Meeting Date: 08/05/08 Meeting Type: Annual

1 Elect Directors	Management	For	Voted
2 Ratify Auditors	Management	For	Voted
3 Authorize Company To Sell Shares Below Net Asset Value	Management	For	Voted

STAR ASIA FIN LTD

CUSIP: 855082103

Meeting Date: 09/11/08 Meeting Type: Special

Meeting for ADR Holders

<p>1 The Company Be And Is Hereby Authorised To Take All                  Actions Necessary To Effect A Reverse Share Split Of All                  Outstanding Ordinary Shares Of The Company                  ( Ordinary Shares ) In A Ratio Of Ten Ordinary Shares                  To One Ordinary Share</p>	Management	For	Voted
<p>2 Prior To The Admission Of The Company's Ordinary                  Shares To Trading On Euronext Or Any Other Exchange                  (Admission) (But, For The Avoidance Of Doubt, Not                  Immediately Thereafter)</p>	Management	For	Voted
<p>3 Following Admission, The Company Be And Is Hereby                  Authorised, To Make One Or More Market Purchases                  Of The Ordinary Shares Using Any Unused Portion Of                  The Net Proceeds, If Any, Of The Rights Offering Of                  Up To 55,200,200 Ordinary Shares</p>	Management	For	Voted

FRESEAS INC

TICKER: FREE CUSIP: Y26496102

Meeting Date: 11/14/08 Meeting Type: Annual

1 Elect Directors	Management	For	Voted
2 To Approve An Amendment To The Company's Articles Of Incorporation To Increase The Number Of Authorized Shares			

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Of Common Stock And To Increase The Number Of

Authorized Shares Of Preferred.

Management

For

Voted

3 Ratification Of The Appointment Of PriceWaterhouseCoopers

S.A. As The Company's Independent Registered Public

Accounting Firm For The Fiscal Year Ending

December 31, 2008.

Management

For

Voted

BANK OF AMERICA CORP.

TICKER: BAC CUSIP: 060505104

Meeting Date: 12/05/08 Meeting Type: Special

1 Issue Shares In Connection With Acquisition

Management

For

Voted

2

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTERED

2 Amend Omnibus Stock Plan

Management

For

Vote

3 Increase Authorized Common Stock

Management

For

Vote

4 Adjourn Meeting

Management

For

Vote

ENERGY TRANSFER PARTNERS L P

TICKER: ETP CUSIP: 29273R109

Meeting Date: 12/16/08 Meeting Type: Annual

1 Approval Of The Terms Of The Energy Transfer Partners, L.P.

2008 Long-Term Incentive Plan

Management

For

Vote

GENERAL MARITIME CORP.

TICKER: GMR CUSIP: Y2692M103

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Meeting Date: 12/16/08 Meeting Type: Special

- |   |  |            |     |      |
|---|--|------------|-----|------|
| 1 | Adoption Of Agreement And Plan Of Merger And Amalgamation, Dated As Of August 5, 2008, By And Among Arlington Tankers Ltd., Galileo Holding Corporation, Archer Amalgamation Limited, Galileo Merger Corporation And General Maritime Corporation.   | Management | For | Vote |
| 2 | Approval Of Any Adjournments Or Postponements Of The Special Meeting, If Necessary, To Permit Further Solicitation Of Proxies If There Are Not Sufficient Votes At The Time Of The Special Meeting To Adopt The Agreement Described Above As Item 1. | Management | For | Vote |

PPG INDUSTRIES, INC.

TICKER: PPG CUSIP: 693506107

Meeting Date: 04/16/09 Meeting Type: Annual

- |   |                 |            |     |      |
|---|-----------------|------------|-----|------|
| 1 | Elect Directors | Management | For | Vote |
| 2 | Ratify Auditors | Management | For | Vote |

GENERAL ELECTRIC CO.

TICKER: GE CUSIP: 369604103

Meeting Date: 04/22/09 Meeting Type: Annual

- |     |                                      |            |     |      |
|-----|--------------------------------------|------------|-----|------|
| 1   | Elect Directors                      | Management | For | Spli |
| 1.1 | Elect Director James I. Cash, Jr.    | Management | For | Vote |
| 1.2 | Elect Director William M. Castell    | Management | For | Vote |
| 1.3 | Elect Director Ann M. Fudge          | Management | For | Vote |
| 1.4 | Elect Director Susan Hockfield       | Management | For | Vote |
| 1.5 | Elect Director Jeffrey R. Immelt     | Management | For | Vote |
| 1.6 | Elect Director Andrea Jung           | Management | For | Vote |
| 1.7 | Elect Director Alan G. (A.G.) Lafley | Management | For | Vote |
| 1.8 | Elect Director Robert W. Lane        | Management | For | Vote |
| 1.9 | Elect Director Ralph S. Larsen       | Management | For | Vote |

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3

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL	PROPOSED BY	MGT.	POSITION	REGISTRANT
1.10 Elect Director Rochelle B. Lazarus	Management	For		Voted -
1.11 Elect Director James J. Mulva	Management	For		Voted -
1.12 Elect Director Sam Nunn	Management	For		Voted -
1.13 Elect Director Roger S. Penske	Management	For		Voted -
1.14 Elect Director Robert J. Swieringa	Management	For		Voted -
1.15 Elect Director Douglas A. Warner III	Management	For		Voted -
2 Ratify Auditors	Management	For		Voted -
3 Provide For Cumulative Voting	Shareholder	Against		Voted -
4 Advisory Vote To Ratify Named Executive Officers' Compensation	Shareholder	Against		Voted -
5 Evaluate The Potential Conversion Of The Corporation's Business Units Into Four Or More Public Corporations And Distribute New Shares	Shareholder	Against		Voted -
6 Adopt Policy To Cease The Payments Of Dividends Or Equivalent Payments To Senior Executives For Shares Not Owned	Shareholder	Against		Voted -
7 Submit Severance Agreement (Change In Control) To Shareholder Vote	Shareholder	Against		Voted -

PFIZER INC.

TICKER: PFE CUSIP: 717081103

Meeting Date: 04/23/09 Meeting Type: Annual

1 Elect Directors	Management	For		Voted -
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2	Ratify Auditors	Management	For	Voted -
3	Amend Omnibus Stock Plan	Management	For	Voted -
4	Limit/Prohibit Executive Stock-Based Awards	Shareholder	Against	Voted -
5	Advisory Vote To Ratify Named Executive Officers' Compensation	Shareholder	Against	Voted -
6	Provide For Cumulative Voting	Shareholder	Against	Voted -
7	Amend Bylaws -- Call Special Meetings	Shareholder	Against	Voted -

ABBOTT LABORATORIES

TICKER: ABT CUSIP: 002824100

Meeting Date: 04/24/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted -
2	Approve Omnibus Stock Plan	Management	For	Voted -
3	Approve Nonqualified Employee Stock Purchase Plan	Management	For	Voted -
4	Ratify Auditors	Management	For	Voted -
5	Report On Animal Testing	Shareholder	Against	Voted -
6	Adopt Principles For Health Care Reform	Shareholder	Against	Voted -
7	Advisory Vote To Ratify Named Executive Officers' Compensation	Shareholder	Against	Voted -

4

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTRANT

AT&T INC

TICKER: T CUSIP: 00206R102

Meeting Date: 04/24/09 Meeting Type: Annual

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

HONEYWELL INTERNATIONAL, INC.

TICKER: HON CUSIP: 438516106

Meeting Date: 04/27/09 Meeting Type: Annual

1	Elect Directors	Management	For	Split
1.1	Elect Director Gordon M. Bethune	Management	For	Voted -

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1.2	Elect Director Jaime Chico Pardo	Management	For	Voted -
1.3	Elect Director David M. Cote	Management	For	Voted -
1.4	Elect Director D. Scott Davis	Management	For	Voted -
1.5	Elect Director Linnet F. Deily	Management	For	Voted -
1.6	Elect Director Clive R. Hollick	Management	For	Voted -
1.7	Elect Director George Paz	Management	For	Voted -
1.8	Elect Director Bradley T. Sheares	Management	For	Voted -
1.9	Elect Director John R. Stafford	Management	For	Voted -
1.10	Elect Director Michael W. Wright	Management	For	Voted -
2	Ratify Auditors	Management	For	Voted -
3	Provide For Cumulative Voting	Shareholder	Against	Voted -
4	Adopt Principles For Health Care Reform	Shareholder	Against	Voted -

5

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL	PROPOSED BY	MGT.	POSITION	REGISTRANT	VOTED
5	Advisory Vote To Ratify Named Executive Officers' Compensation	Shareholder	Against	Voted -	For
6	Adopt Anti Gross-Up Policy	Shareholder	Against	Voted -	For
7	Amend Bylaws-- Call Special Meetings	Shareholder	Against	Voted -	For

INTERNATIONAL BUSINESS MACHINES CORP.

TICKER: IBM CUSIP: 459200101

Meeting Date: 04/28/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted -	For
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2	Ratify Auditors	Management	For	Voted - For
3	Approve Executive Incentive Bonus Plan	Management	For	Voted - For
4	Provide For Cumulative Voting	Shareholder	Against	Voted - For
5	Review Executive Compensation	Shareholder	Against	Voted - For
6	Advisory Vote To Ratify Named Executive Officers' Compensation	Shareholder	Against	Voted - For

METLIFE, INC

TICKER: MET CUSIP: 59156R108

Meeting Date: 04/28/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - For
2	Amend Omnibus Stock Plan	Management	For	Voted - For
3	Ratify Auditors	Management	For	Voted - For

OCCIDENTAL PETROLEUM CORP.

TICKER: OXY CUSIP: 674599105

Meeting Date: 05/01/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - Agai
2	Ratify Auditors	Management	For	Voted - For
3	Provide Right To Call Special Meeting	Management	For	Voted - For
4	Report On Host Country Social And Environmental Laws	Shareholder	Against	Voted - Agai

B&G FOODS, INC.

TICKER: BGS CUSIP: 05508R106

Meeting Date: 05/05/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - For
2	Ratify Auditors	Management	For	Voted - For

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## CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL	PROPOSED BY	POSITION	REGISTRANT	VOTED
HATTERAS FINANCIAL CORP.				
TICKER: HTS CUSIP: 41902R103				
Meeting Date: 05/06/09		Meeting Type: Annual		
1	Elect Directors	Management	For	Split
1.1	Elect Director Michael R. Hough	Management	For	Voted - For
1.2	Elect Director Benjamin M. Hough	Management	For	Voted - For
1.3	Elect Director David W. Berson	Management	For	Voted - For
1.4	Elect Director Ira G. Kawaller	Management	For	Voted - Withho
1.5	Elect Director Jeffrey D. Miller	Management	For	Voted - For
1.6	Elect Director Thomas D. Wren	Management	For	Voted - For
2	Ratify Auditors	Management	For	Voted - For

## PEPSICO, INC.

TICKER: PEP CUSIP: 713448108

Meeting Date: 05/06/09

Meeting Type: Annual

1	Elect Director S.L. Brown	Management	For	Voted - For
2	Elect Director I.M. Cook	Management	For	Voted - For
3	Elect Director D. Dublon	Management	For	Voted - For
4	Elect Director V.J. Dzau	Management	For	Voted - For
5	Elect Director R.L. Hunt	Management	For	Voted - For
6	Elect Director A. Ibarquen	Management	For	Voted - For
7	Elect Director A.C. Martinez	Management	For	Voted - For
8	Elect Director I.K. Nooyi	Management	For	Voted - For
9	Elect Director S.P. Rockefeller	Management	For	Voted - For
10	Elect Director J.J. Schiro	Management	For	Voted - Agains
11	Elect Director L.G. Trotter	Management	For	Voted - For
12	Elect Director D.Vasella	Management	For	Voted - For
13	Elect Director M.D. White	Management	For	Voted - For
14	Ratify Auditors	Management	For	Voted - For

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15	Amend Executive Incentive Bonus Plan	Management	For	Voted - For
16	Report On Recycling	Shareholder	Against	Voted - Against
17	Report On Genetically Engineered Products	Shareholder	Against	Voted - Against
18	Report On Charitable Contributions	Shareholder	Against	Voted - Against
19	Advisory Vote To Ratify Named Executive Officers' Compensation	Shareholder	Against	Voted - For

VERIZON COMMUNICATIONS

TICKER: VZ CUSIP: 92343V104

Meeting Date: 05/07/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - For
2	Ratify Auditors	Management	For	Voted - For
3	Advisory Vote To Ratify Named Executive Officers' Compensation	Management	For	Voted - For
4	Approve Omnibus Stock Plan	Management	For	Voted - For
5	Approve Executive Incentive Bonus Plan	Management	For	Voted - For

7

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL	PROPOSED BY	MGT. POSITION	REGISTRANT	
6	Prohibit Executive Stock-Based Awards	Shareholder	Against	Voted -
7	Amend Articles/Bylaws/Charter -- Call Special Meetings	Shareholder	Against	Voted -
8	Require Independent Board Chairman	Shareholder	Against	Voted -
9	Provide For Cumulative Voting	Shareholder	Against	Voted -
10	Adopt A Policy In Which The Company Will Not Make Or			

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Promise To Make Any Death Benefit Payments To Senior				
Executives	Shareholder	Against		Voted -
3M CO				
TICKER: MMM      CUSIP: 88579Y101				
Meeting Date: 05/12/09 Meeting Type: Annual				
1	Elect Directors	Management	For	Voted -
2	Ratify Auditors	Management	For	Voted -
3	Amend Bylaws-- Call Special Meetings	Shareholder	Against	Voted -
4	Stock Retention/Holding Period	Shareholder	Against	Voted -
COPANO ENERGY LLC				
TICKER: CPNO      CUSIP: 217202100				
Meeting Date: 05/14/09 Meeting Type: Annual				
1.1	Elect Director James G. Crump	Management	For	Voted -
1.2	Elect Director Ernie L. Danner	Management	For	Voted -
1.3	Elect Director John R. Eckel, Jr.	Management	For	Voted -
1.4	Elect Director Scott A. Griffiths	Management	For	Voted -
1.5	Elect Director Michael L. Johnson	Management	For	Voted -
1.6	Elect Director T. William Porter	Management	For	Voted -
1.7	Elect Director William L. Thacker	Management	For	Voted -
2	Amend Omnibus Stock Plan	Management	For	Voted -
3	Ratify Auditors	Management	For	Voted -
FRONTIER COMMUNICATIONS CORP.				
TICKER: FTR      CUSIP: 35906A108				
Meeting Date: 05/14/09 Meeting Type: Annual				
1	Elect Directors	Management	For	Voted -
2	Approve Omnibus Stock Plan	Management	For	Voted -
3	Advisory Vote To Ratify Named Executive Officers'			
	Compensation	Shareholder	Against	Voted -
4	Ratify Auditors	Management	For	Voted -

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8

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTRANT V

GENERAL MARITIME CORP.

TICKER: GMR CUSIP: Y2693R101

Meeting Date: 05/14/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - Fo
2	Ratify Deloitte And Touche LLP As Auditors	Management	For	Voted - Fo

SCHERING-PLOUGH CORP.

TICKER: SGP CUSIP: 806605101

Meeting Date: 05/18/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - Fo
2	Ratify Auditors	Management	For	Voted - Fo
3	Provide For Cumulative Voting	Shareholder	Against	Voted - Fo
4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Shareholder	Against	Voted - Fo

JPMORGAN CHASE & CO.

TICKER: JPM CUSIP: 46625H100

Meeting Date: 05/19/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - Fo
2	Ratify Auditors	Management	For	Voted - Fo
3	Advisory Vote To Ratify Named Executive Officers' Compensation	Management	For	Voted - Fo
4	Disclose Prior Government Service	Shareholder	Against	Voted - Ag
5	Provide For Cumulative Voting	Shareholder	Against	Voted - Fo
6	Amend Articles/Bylaws/Charter -- Call Special Meetings	Shareholder	Against	Voted - Fo
7	Report On Predatory Lending Policies	Shareholder	Against	Voted - Ag

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8	Amend Key Executive Performance Plan	Shareholder	Against	Voted - Fo
9	Stock Retention/Holding Period	Shareholder	Against	Voted - Fo
10	Prepare Carbon Principles Report	Shareholder	Against	Voted - Ag

ACE LTD.

TICKER: ACE CUSIP: H0023R105

Meeting Date: 05/20/09 Meeting Type: Annual

1	Election Of Director: Michael G. Atieh	Management	For	Voted - Ag
2	Election Of Director: Mary A. Cirillo	Management	For	Voted - Fo
3	Election Of Director: Bruce L. Crockett	Management	For	Voted - Ag
4	Election Of Director: Thomas J. Neff	Management	For	Voted - Ag
5	Approval Of The Annual Report	Management	For	Voted - Fo
6	Approval Of The Statutory Financial Statements Of Ace Limited	Management	For	Voted - Fo
7	Approval Of The Consolidated Financial Statements	Management	For	Voted - Fo
8	Allocation Of Disposable Profit	Management	For	Voted - Fo
9	Discharge Of The Board Of Directors	Management	For	Voted - Fo

9

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTRANT

10	Amendment Of Articles Of Association Relating To Special Auditor	Management	For	Voted -
11	Election Of PriceWaterhouseCoopers Ag (Zurich) As Our Statutory auditor Until Our Next Annual Ordinary			

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General Meeting	Management	For	Voted -
12 Ratification Of Appointment Of Independent Registered Public accounting Firm PriceWaterhouseCoopers Llp	Management	For	Voted -
13 Election Of Bdo Visura (Zurich) As Special Auditing Firm until Our Next Annual Ordinary General Meeting	Management	For	Voted -
14 Approval Of The Payment Of A Dividend In The Form Of A distribution Through A Reduction Of The Par Value Of Our Shares	Management	For	Voted -
<b>MFA FINANCIAL INC</b>			
TICKER: MFA CUSIP: 55272X102			
Meeting Date: 05/21/09 Meeting Type: Annual			
1 Elect Directors	Management	For	Voted -
2 Ratify Auditors	Management	For	Voted -
<b>THE WILLIAMS COMPANIES, INC.</b>			
TICKER: WMB CUSIP: 969457100			
Meeting Date: 05/21/09 Meeting Type: Annual			
1 Elect Directors	Management	For	Voted -
2 Ratify Auditors	Management	For	Voted -
3 Declassify The Board Of Directors	Shareholder	Against	Voted -
<b>EXXON MOBIL CORP.</b>			
TICKER: XOM CUSIP: 30231G102			
Meeting Date: 05/27/09 Meeting Type: Annual			
1 Elect Directors	Management	For	Voted -
2 Ratify Auditors	Management	For	Voted -
3 Provide For Cumulative Voting	Shareholder	Against	Voted -
4 Amend Articles/Bylaws/Charter -- Call Special Meetings	Shareholder	Against	Voted -
5 Reincorporate In Another State [From New Jersey To North Dakota]	Shareholder	Against	Voted -
6 Require Independent Board Chairman	Shareholder	Against	Voted -
7 Advisory Vote To Ratify Named Executive Officers' Compensation	Shareholder	Against	Voted -

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8	Compare CEO Compensation To Average U.S. Per Capita Income	Shareholder	Against	Voted -
9	Review Anti-Discrimination Policy On Corporate Sponsorships And Executive Perks	Shareholder	Against	Voted -
10	Amend EEO Policy To Prohibit Discrimination Based On Sexual Orientation And Gender Identity	Shareholder	Against	Voted -
11	Adopt Quantitative GHG Goals For Products And Operations	Shareholder	Against	Voted -

10

CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL	PROPOSED BY	MGT. POSITION	REGISTRANT
12	Report On Climate Change Impacts On Emerging Countries	Shareholder	Against Voted - A
13	Adopt Policy To Increase Renewable Energy	Shareholder	Against Voted - F

LIMITED BRANDS

TICKER: LTD CUSIP: 532716107

Meeting Date: 05/28/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - F
2	Ratify Auditors	Management	For	Voted - F
3	Amend Omnibus Stock Plan	Management	For	Voted - F
4	Declassify The Board Of Directors	Management	None	Voted - F

ANNALY CAPITAL MANAGEMENT INC.

TICKER: NLY CUSIP: 035710409

Meeting Date: 05/29/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - F
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2	Ratify Auditors	Management	For	Voted - F
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CATERPILLAR INC.

TICKER: CAT CUSIP: 149123101

Meeting Date: 06/10/09 Meeting Type: Annual

1	Elect Directors	Management	For	Voted - F
2	Ratify Auditors	Management	For	Voted - F
3	Declassify The Board Of Directors	Shareholder	Against	Voted - F
4	Require A Majority Vote For The Election Of Directors	Shareholder	Against	Voted - F
5	Report On Foreign Military Sales	Shareholder	Against	Voted - A
6	Adopt Simple Majority Vote Standard	Shareholder	Against	Voted - F
7	Limitation On Compensation Consultant Services	Shareholder	Against	Voted - F
8	Require Independent Board Chairman	Shareholder	Against	Voted - F
9	Report On Lobbying Priorities	Shareholder	Against	Voted - A

MCG CAPITAL CORP

TICKER: MCGC CUSIP: 58047P107

Meeting Date: 06/17/09 Meeting Type: Annual

1	Elect Directors	Management	For	Split
1.1	Elect Director A. Hugh Ewing, III	Management	For	Voted - W
1.2	Elect Director Kenneth J. O'Keefe	Management	For	Voted - W
1.3	Elect Director Gavin Saitowitz	Management	For	Voted - F
2	Ratify Auditors	Management	For	Voted - F
3	Approve Sale Of Common Shares Below Net Asset Value	Management	For	Voted - F

11

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the

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registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHARTWELL DIVIDEND & INCOME FUND, INC.

By: /s/ Winthrop S. Jessup President

Date: August 31, 2009

12