

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC  
Form N-PX  
August 31, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT**

**INVESTMENT COMPANIES**

Investment Company Act File Number: **811-07460**

Exact Name of Registrant as Specified in Charter: **Delaware Investments® Dividend and  
Income Fund, Inc.**

Address of principal executive offices: **2005 Market Street  
Philadelphia, PA 19103**

Name and address of agent for service: **David F. Connor, Esq.  
2005 Market Street  
Philadelphia, PA 19103**

Registrant's telephone number: **(800) 523-1918**

Date of fiscal year end: **November 30**

Date of reporting period: **July 1, 2010 - June 30, 2011**

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

ALLIANCE HEALTHCARE SERVICES, INC.

Ticker: AIQ Security ID: 018606202

Meeting Date: MAY 16, 2011 Meeting Type: Annual

Record Date: APR 07, 2011

| #   | Proposal   | Mgt Rec     | Vote Cast | Sponsor    |
|-----|--|-------------|-----------|------------|
| 1.1 | Elect Director Neil F. Dimick                                  | For         | For       | Management |
| 1.2 | Elect Director Paul S. Viviano                                 | For         | For       | Management |
| 1.3 | Elect Director Curtis S. Lane                                  | For         | For       | Management |
| 2   | Ratify Auditors  | For         | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For         | Against   | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | Three Years | One Year  | Management |

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AMB PROPERTY CORPORATION

Ticker: AMB Security ID: 00163T109

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 02, 2011

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| #  | Proposal   | Mgt Rec     | Vote Cast | Sponsor    |
|----|--|-------------|-----------|------------|
| 1  | Elect Director T. Robert Burke                                 | For         | For       | Management |
| 2  | Elect Director David A. Cole                                   | For         | For       | Management |
| 3  | Elect Director Lydia H. Kennard                                | For         | For       | Management |
| 4  | Elect Director J. Michael Losh                                 | For         | For       | Management |
| 5  | Elect Director Hamid R. Moghadam                               | For         | For       | Management |
| 6  | Elect Director Frederick W. Reid                               | For         | For       | Management |
| 7  | Elect Director Jeffrey L. Skelton                              | For         | For       | Management |
| 8  | Elect Director Thomas W. Tusher                                | For         | For       | Management |
| 9  | Elect Director Carl B. Webb                                    | For         | For       | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For         | For       | Management |
| 11 | Advisory Vote on Say on Pay Frequency                          | Three Years | One Year  | Management |

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AMB PROPERTY CORPORATION

Ticker: AMB Security ID: 00163T109

Meeting Date: JUN 01, 2011 Meeting Type: Special

Record Date: APR 21, 2011

| # | Proposal                                    | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Issue Shares in Connection with Acquisition | For     | For       | Management |

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|   |  |     |         |            |
|---|--|-----|---------|------------|
| 2 | Amend Bylaws Providing for Certain<br>Features of the Leadership Structure | For | For     | Management |
| 3 | Amend Charter of Combined Company  | For | Against | Management |
| 4 | Adjourn Meeting  | For | For     | Management |

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AMERICAN WATER WORKS COMPANY, INC.

Ticker:           AWK                   Security ID: 030420103

Meeting Date: MAY 06, 2011   Meeting Type: Annual

Record Date:   MAR 14, 2011

| #  | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|----|---|----------|-----------|------------|
| 1  | Elect Director Stephen P. Adik                                    | For      | For       | Management |
| 2  | Elect Director Martha Clark Goss                                  | For      | For       | Management |
| 3  | Elect Director Julie A. Dobson                                    | For      | For       | Management |
| 4  | Elect Director Richard R. Grigg                                   | For      | For       | Management |
| 5  | Elect Director Julia L. Johnson                                   | For      | For       | Management |
| 6  | Elect Director George Mackenzie                                   | For      | For       | Management |
| 7  | Elect Director William J. Marrasso                                | For      | For       | Management |
| 8  | Election Of Director: Jeffry E. Sterba                            | For      | For       | Management |
| 9  | Ratify Auditors   | For      | For       | Management |
| 10 | Advisory Vote to Ratify Named Executive<br>Officers' Compensation | For      | For       | Management |
| 11 | Advisory Vote on Say on Pay Frequency                             | One Year | One Year  | Management |

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY

Ticker: AIV Security ID: 03748R101

Meeting Date: APR 26, 2011 Meeting Type: Annual

Record Date: FEB 25, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1  | Elect Director James N. Bailey   | For      | For       | Management |
| 2  | Elect Director Terry Considine   | For      | For       | Management |
| 3  | Elect Director Richard S. Ellwood  | For      | For       | Management |
| 4  | Elect Director Thomas L. Keltner   | For      | For       | Management |
| 5  | Elect Director J. Landis Martin  | For      | For       | Management |
| 6  | Elect Director Robert A. Miller  | For      | For       | Management |
| 7  | Elect Director Kathleen M. Nelson  | For      | For       | Management |
| 8  | Elect Director Michael A. Stein  | For      | For       | Management |
| 9  | Ratify Auditors  | For      | For       | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation             | For      | For       | Management |
| 11 | Advisory Vote on Say on Pay Frequency                                      | One Year | One Year  | Management |
| 12 | Amend Charter Permitting the Board to Grant Waivers of the Ownership Limit | For      | For       | Management |

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ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102

Meeting Date: NOV 04, 2010 Meeting Type: Annual

Record Date: SEP 09, 2010

| #  | Proposal                                       | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director George W. Buckley               | For     | For       | Management  |
| 2  | Elect Director Mollie Hale Carter              | For     | For       | Management  |
| 3  | Elect Director Pierre Dufour                   | For     | For       | Management  |
| 4  | Elect Director Donald E. Felsing               | For     | For       | Management  |
| 5  | Elect Director Victoria F. Haynes              | For     | For       | Management  |
| 6  | Elect Director Antonio Maciel Neto             | For     | For       | Management  |
| 7  | Elect Director Patrick J. Moore                | For     | For       | Management  |
| 8  | Elect Director Thomas F. O'Neill               | For     | For       | Management  |
| 9  | Elect Director Kelvin R. Westbrook             | For     | For       | Management  |
| 10 | Elect Director Patricia A. Woertz              | For     | For       | Management  |
| 11 | Ratify Auditors                                | For     | For       | Management  |
| 12 | Adopt Policy to Prohibit Political<br>Spending | Against | Against   | Shareholder |
| 13 | Report on Political Contributions              | Against | For       | Shareholder |

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ASSOCIATED ESTATES REALTY CORPORATION

Ticker: AEC Security ID: 045604105

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Meeting Date: MAY 04, 2011 Meeting Type: Annual

Record Date: MAR 15, 2011

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Albert T. Adams                                 | For      | For       | Management |
| 1.2 | Elect Director James M. Delaney                                | For      | For       | Management |
| 1.3 | Elect Director Jeffrey I. Friedman                             | For      | For       | Management |
| 1.4 | Elect Director Michael E. Gibbons                              | For      | For       | Management |
| 1.5 | Elect Director Mark L. Milstein                                | For      | For       | Management |
| 1.6 | Elect Director James A. Schoff                                 | For      | For       | Management |
| 1.7 | Elect Director Richard T. Schwarz                              | For      | For       | Management |
| 2   | Approve Omnibus Stock Plan                                     | For      | For       | Management |
| 3   | Ratify Auditors  | For      | For       | Management |
| 4   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 5   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

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AT&T INC.

Ticker: T Security ID: 00206R102

Meeting Date: APR 29, 2011 Meeting Type: Annual

Record Date: MAR 01, 2011

| # | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Randall L. Stephenson | For     | For       | Management |

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|    |  |                |          |             |
|----|--|----------------|----------|-------------|
| 2  | Elect Director Gilbert F. Amelio                               | For            | For      | Management  |
| 3  | Elect Director Reuben V. Anderson                              | For            | For      | Management  |
| 4  | Elect Director James H. Blanchard                              | For            | For      | Management  |
| 5  | Elect Director Jaime Chico Pardo                               | For            | For      | Management  |
| 6  | Elect Director James P. Kelly                                  | For            | For      | Management  |
| 7  | Elect Director Jon C. Madonna                                  | For            | For      | Management  |
| 8  | Elect Director Lynn M. Martin                                  | For            | For      | Management  |
| 9  | Elect Director John B. McCoy                                   | For            | For      | Management  |
| 10 | Elect Director Joyce M. Roche                                  | For            | For      | Management  |
| 11 | Elect Director Matthew K. Rose                                 | For            | For      | Management  |
| 12 | Elect Director Laura D Andrea Tyson                            | For            | For      | Management  |
| 13 | Ratify Auditors  | For            | For      | Management  |
| 14 | Approve Omnibus Stock Plan                                     | For            | For      | Management  |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For            | For      | Management  |
| 16 | Advisory Vote on Say on Pay Frequency                          | Three<br>Years | One Year | Management  |
| 17 | Report on Political Contributions                              | Against        | For      | Shareholder |
| 18 | Amend Articles/Bylaws/Charter -- Call<br>Special Meetings      | Against        | For      | Shareholder |
| 19 | Provide Right to Act by Written Consent                        | Against        | For      | Shareholder |

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BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109



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Meeting Date: MAY 03, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

| #  | Proposal   | Mgt Rec     | Vote Cast | Sponsor    |
|----|--|-------------|-----------|------------|
| 1  | Elect Director Wayne T. Hockmeyer  | For         | For       | Management |
| 2  | Elect Director Robert L. Parkinson, Jr.  | For         | For       | Management |
| 3  | Elect Director Thomas T. Stallkamp   | For         | For       | Management |
| 4  | Elect Director Albert P.L. Stroucken   | For         | For       | Management |
| 5  | Ratify Auditors  | For         | For       | Management |
| 6  | Advisory Vote to Ratify Named Executive Officers' Compensation   | For         | For       | Management |
| 7  | Advisory Vote on Say on Pay Frequency  | Three Years | One Year  | Management |
| 8  | Approve Qualified Employee Stock Purchase Plan   | For         | For       | Management |
| 9  | Approve Omnibus Stock Plan   | For         | For       | Management |
| 10 | Amend Certificate of Incorporation to Declassify the Board and Reduce Supermajority Voting Requirement | For         | For       | Management |

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BOSTON PROPERTIES, INC.

Ticker: BXP Security ID: 101121101

Meeting Date: MAY 17, 2011 Meeting Type: Annual

Record Date: MAR 23, 2011

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| # | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|---|--|----------|-----------|-------------|
| 1 | Elect Director Lawrence S. Bacow                               | For      | For       | Management  |
| 2 | Elect Director Zoe Baird                                       | For      | For       | Management  |
| 3 | Elect Director Alan J. Patricof                                | For      | For       | Management  |
| 4 | Elect Director Martin Turchin                                  | For      | For       | Management  |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 6 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 7 | Ratify Auditors  | For      | For       | Management  |
| 8 | Prepare Sustainability Report                                  | Against  | For       | Shareholder |

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BRANDYWINE REALTY TRUST

Ticker: BDN Security ID: 105368203

Meeting Date: JUN 01, 2011 Meeting Type: Annual

Record Date: APR 04, 2011

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Walter D'Alessio        | For     | For       | Management |
| 1.2 | Elect Director Anthony A. Nichols, Sr. | For     | For       | Management |
| 1.3 | Elect Director Gerard H. Sweeney       | For     | For       | Management |
| 1.4 | Elect Director D. Pike Aloian          | For     | For       | Management |
| 1.5 | Elect Director Wyche Fowler            | For     | For       | Management |
| 1.6 | Elect Director Michael J. Joyce        | For     | For       | Management |

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|     |  |          |          |            |
|-----|--|----------|----------|------------|
| 1.7 | Elect Director Charles P. Pizzi                                | For      | For      | Management |
| 1.8 | Elect Director James C. Diggs                                  | For      | For      | Management |
| 2   | Ratify Auditors  | For      | For      | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |

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BRE PROPERTIES, INC.

Ticker: BRE Security ID: 05564E106

Meeting Date: MAY 24, 2011 Meeting Type: Annual

Record Date: MAR 24, 2011

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Irving F. Lyons, III  | For     | For       | Management |
| 1.2  | Elect Director Paula F. Downey       | For     | For       | Management |
| 1.3  | Elect Director Christopher J. McGurk | For     | For       | Management |
| 1.4  | Elect Director Matthew T. Medeiros   | For     | For       | Management |
| 1.5  | Elect Director Constance B. Moore    | For     | For       | Management |
| 1.6  | Elect Director Jeanne R. Myerson     | For     | For       | Management |
| 1.7  | Elect Director Jeffrey T. Pero       | For     | For       | Management |
| 1.8  | Elect Director Thomas E. Robinson    | For     | For       | Management |
| 1.9  | Elect Director Dennis E. Singleton   | For     | For       | Management |
| 1.10 | Elect Director Thomas P. Sullivan    | For     | For       | Management |
| 2    | Ratify Auditors                      | For     | For       | Management |

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|   |   |          |          |            |
|---|---|----------|----------|------------|
| 3 | Advisory Vote to Ratify Named Executive For<br>Officers' Compensation | For      | For      | Management |
| 4 | Advisory Vote on Say on Pay Frequency                                 | One Year | One Year | Management |

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### CAMDEN PROPERTY TRUST

Ticker: CPT Security ID: 133131102

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 14, 2011

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Richard J. Campo                          | For     | For       | Management |
| 1.2 | Elect Director Scott S. Ingraham                         | For     | For       | Management |
| 1.3 | Elect Director Lewis A. Levey                            | For     | For       | Management |
| 1.4 | Elect Director William B. McGuire, Jr.                   | For     | For       | Management |
| 1.5 | Elect Director William F. Paulsen                        | For     | For       | Management |
| 1.6 | Elect Director D. Keith Oden                             | For     | For       | Management |
| 1.7 | Elect Director F. Gardner Parker                         | For     | For       | Management |
| 1.8 | Elect Director Steven A. Webster                         | For     | For       | Management |
| 1.9 | Elect Director Kelvin R. Westbrook                       | For     | For       | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Change State of Incorporation: From<br>Texas to Maryland | For     | Against   | Management |
| 4   | Approve Omnibus Stock Plan                               | For     | For       | Management |
| 5   | Advisory Vote to Ratify Named Executive For              | For     | For       | Management |

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## Officers' Compensation

6 Advisory Vote on Say on Pay Frequency One Year One Year Management

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## CAMPUS CREST COMMUNITIES INC

Ticker: CCG Security ID: 13466Y105

Meeting Date: APR 25, 2011 Meeting Type: Annual

Record Date: MAR 04, 2011

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Ted W. Rollins           | For     | For       | Management |
| 1.2 | Elect Director Michael S. Hartnett      | For     | For       | Management |
| 1.3 | Elect Director N. Anthony Coles         | For     | For       | Management |
| 1.4 | Elect Director Richard S. Kahlbaugh     | For     | For       | Management |
| 1.5 | Elect Director Denis McGlynn            | For     | For       | Management |
| 1.6 | Elect Director William G. Popeo         | For     | For       | Management |
| 1.7 | Elect Director Daniel L. Simmons        | For     | For       | Management |
| 2   | Ratify Auditors                         | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive | For     | For       | Management |
|     | Officers' Compensation                  |         |           |            |
| 4   | Advisory Vote on Say on Pay Frequency   | Three   | One Year  | Management |
|     |   | Years   |           |            |

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CARDINAL HEALTH, INC.

Ticker: CAH Security ID: 14149Y108

Meeting Date: NOV 03, 2010 Meeting Type: Annual

Record Date: SEP 07, 2010

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Colleen F. Arnold                            | For     | For       | Management  |
| 2  | Elect Director George S. Barrett                            | For     | For       | Management  |
| 3  | Elect Director Glenn A. Britt                               | For     | For       | Management  |
| 4  | Elect Director Carrie S. Cox                                | For     | For       | Management  |
| 5  | Elect Director Calvin Darden                                | For     | For       | Management  |
| 6  | Elect Director Bruce L. Downey                              | For     | For       | Management  |
| 7  | Elect Director John F. Finn                                 | For     | For       | Management  |
| 8  | Elect Director Gregory B. Kenny                             | For     | For       | Management  |
| 9  | Elect Director James J. Mongan                              | For     | For       | Management  |
| 10 | Elect Director Richard C. Notebaert                         | For     | For       | Management  |
| 11 | Elect Director David W. Raisbeck                            | For     | For       | Management  |
| 12 | Elect Director Jean G. Spaulding                            | For     | For       | Management  |
| 13 | Ratify Auditors   | For     | For       | Management  |
| 14 | Permit Board to Amend Bylaws Without<br>Shareholder Consent | For     | For       | Management  |
| 15 | Performance-Based Equity Awards                             | Against | For       | Shareholder |
| 16 | Require Independent Board Chairman                          | Against | Against   | Shareholder |
| 17 | Amend Articles/Bylaws/Charter -- Call<br>Special Meetings   | Against | For       | Shareholder |

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CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100

Meeting Date: MAY 25, 2011 Meeting Type: Annual

Record Date: APR 01, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1  | Elect Director L.F. Deily                                      | For      | For       | Management  |
| 2  | Elect Director R.E. Denham                                     | For      | For       | Management  |
| 3  | Elect Director R.J. Eaton                                      | For      | For       | Management  |
| 4  | Elect Director C. Hagel  | For      | For       | Management  |
| 5  | Elect Director E. Hernandez                                    | For      | For       | Management  |
| 6  | Elect Director G.L. Kirkland                                   | For      | For       | Management  |
| 7  | Elect Director D.B. Rice                                       | For      | For       | Management  |
| 8  | Elect Director K.W. Sharer                                     | For      | For       | Management  |
| 9  | Elect Director C.R. Shoemate                                   | For      | For       | Management  |
| 10 | Elect Director J.G. Stumpf                                     | For      | For       | Management  |
| 11 | Elect Director R.D. Sugar                                      | For      | For       | Management  |
| 12 | Elect Director C. Ware   | For      | For       | Management  |
| 13 | Elect Director J.S. Watson                                     | For      | For       | Management  |
| 14 | Ratify Auditors  | For      | For       | Management  |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 16 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 17 | Request Director Nominee with                                  | Against  | For       | Shareholder |

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### Environmental Qualifications

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 18 | Amend Bylaws to Establish a Board<br>Committee on Human Rights                          | Against | Against | Shareholder |
| 19 | Include Sustainability as a Performance<br>Measure for Senior Executive<br>Compensation | Against | Against | Shareholder |
| 20 | Adopt Guidelines for Country Selection  | Against | For     | Shareholder |
| 21 | Report on Financial Risks of Climate<br>Change  | Against | Against | Shareholder |
| 22 | Report on Environmental Impacts of<br>Natural Gas Fracturing                            | Against | For     | Shareholder |
| 23 | Report on Offshore Oil Wells and Spill<br>Mitigation Measures                           | Against | Against | Shareholder |

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COGDELL SPENCER INC.

Ticker:           CSA                   Security ID: 19238U107

Meeting Date: MAY 04, 2011   Meeting Type: Annual

Record Date:   MAR 09, 2011

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Raymond W. Braun    | For     | For       | Management |
| 1.2 | Elect Director John R. Georgius    | For     | For       | Management |
| 1.3 | Elect Director Richard B. Jennings | For     | For       | Management |
| 1.4 | Elect Director Christopher E. Lee  | For     | For       | Management |



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|     |  |          |          |            |
|-----|--|----------|----------|------------|
| 1.5 | Elect Director David J. Lubar                                  | For      | For      | Management |
| 1.6 | Elect Director Richard C. Neugent                              | For      | For      | Management |
| 1.7 | Elect Director Randolph D. Smoak, Jr.                          | For      | For      | Management |
| 2   | Ratify Auditors  | For      | For      | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |

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COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 08, 2011

| #    | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|------|-------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director S. Decker Anstrom    | For     | For       | Management |
| 1.2  | Elect Director Kenneth J. Bacon     | For     | For       | Management |
| 1.3  | Elect Director Sheldon M. Bonovitz  | For     | For       | Management |
| 1.4  | Elect Director Edward D. Breen      | For     | For       | Management |
| 1.5  | Elect Director Joseph J. Collins    | For     | For       | Management |
| 1.6  | Elect Director J. Michael Cook      | For     | For       | Management |
| 1.7  | Elect Director Gerald L. Hassell    | For     | For       | Management |
| 1.8  | Elect Director Jeffrey A. Honickman | For     | For       | Management |
| 1.9  | Elect Director Eduardo G. Mestre    | For     | For       | Management |
| 1.10 | Elect Director Brian L. Roberts     | For     | For       | Management |

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|      |   |                |          |             |
|------|---|----------------|----------|-------------|
| 1.11 | Elect Director Ralph J. Roberts                                   | For            | For      | Management  |
| 1.12 | Elect Director Judith Rodin                                       | For            | For      | Management  |
| 2    | Ratify Auditors   | For            | For      | Management  |
| 3    | Approve Nonqualified Employee Stock<br>Purchase Plan              | For            | For      | Management  |
| 4    | Amend Restricted Stock Plan                                       | For            | For      | Management  |
| 5    | Amend Stock Option Plan   | For            | For      | Management  |
| 6    | Advisory Vote to Ratify Named Executive<br>Officers' Compensation | For            | For      | Management  |
| 7    | Advisory Vote on Say on Pay Frequency                             | Three<br>Years | One Year | Management  |
| 8    | Provide for Cumulative Voting                                     | Against        | For      | Shareholder |
| 9    | Require Independent Board Chairman                                | Against        | For      | Shareholder |

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CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 14, 2011

| # | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Richard L. Armitage    | For     | For       | Management |
| 2 | Elect Director Richard H. Auchinleck  | For     | For       | Management |
| 3 | Elect Director James E. Copeland, Jr. | For     | For       | Management |
| 4 | Elect Director Kenneth M. Duberstein  | For     | For       | Management |

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|    |  |         |          |             |
|----|--|---------|----------|-------------|
| 5  | Elect Director Ruth R. Harkin  | For     | For      | Management  |
| 6  | Elect Director Harold W. McGraw III                                  | For     | For      | Management  |
| 7  | Elect Director James J. Mulva  | For     | For      | Management  |
| 8  | Elect Director Robert A. Niblock                                     | For     | For      | Management  |
| 9  | Elect Director Harald J. Norvik                                      | For     | For      | Management  |
| 10 | Elect Director William K. Reilly                                     | For     | For      | Management  |
| 11 | Elect Director Victoria J. Tschinkel                                 | For     | For      | Management  |
| 12 | Elect Director Kathryn C. Turner                                     | For     | For      | Management  |
| 13 | Elect Director William E. Wade, Jr.                                  | For     | For      | Management  |
| 14 | Ratify Auditors  | For     | For      | Management  |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation       | For     | Against  | Management  |
| 16 | Advisory Vote on Say on Pay Frequency                                | None    | One Year | Management  |
| 17 | Approve Omnibus Stock Plan   | For     | For      | Management  |
| 18 | Amend EEO Policy to Prohibit Discrimination based on Gender Identity | Against | For      | Shareholder |
| 19 | Report on Political Contributions                                    | Against | For      | Shareholder |
| 20 | Report on Lobbying Expenses  | Against | For      | Shareholder |
| 21 | Report on Accident Risk Reduction Efforts                            | Against | Against  | Shareholder |
| 22 | Adopt Policy to Address Coastal Louisiana Environmental Impacts      | Against | Against  | Shareholder |
| 23 | Adopt Quantitative GHG Goals for Products and Operations             | Against | For      | Shareholder |
| 24 | Report on Financial Risks of Climate Change                          | Against | Against  | Shareholder |
| 25 | Report on Environmental Impact of Oil Sands Operations in Canada     | Against | For      | Shareholder |

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CVS CAREMARK CORPORATION

Ticker: CVS Security ID: 126650100

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 15, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1  | Elect Director Edwin M. Banks                                  | For      | For       | Management  |
| 2  | Elect Director C. David Brown II                               | For      | For       | Management  |
| 3  | Elect Director David W. Dorman                                 | For      | For       | Management  |
| 4  | Elect Director Anne M. Finucane                                | For      | For       | Management  |
| 5  | Elect Director Kristen Gibney Williams                         | For      | For       | Management  |
| 6  | Elect Director Marian L. Heard                                 | For      | For       | Management  |
| 7  | Elect Director Larry J. Merlo                                  | For      | For       | Management  |
| 8  | Elect Director Jean-Pierre Millon                              | For      | For       | Management  |
| 9  | Elect Director Terrence Murray                                 | For      | For       | Management  |
| 10 | Elect Director C.A. Lance Piccolo                              | For      | For       | Management  |
| 11 | Elect Director Richard J. Swift                                | For      | For       | Management  |
| 12 | Elect Director Tony L. White                                   | For      | For       | Management  |
| 13 | Ratify Auditors  | For      | For       | Management  |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 15 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 16 | Report on Political Contributions                              | Against  | For       | Shareholder |

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17 Provide Right to Act by Written Consent Against For Shareholder

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 DELTA AIR LINES, INC.

Ticker: DAL Security ID: 247361702

Meeting Date: JUN 30, 2011 Meeting Type: Annual

Record Date: MAY 02, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1  | Elect Director Richard H. Anderson                             | For      | For       | Management  |
| 2  | Elect Director Edward H. Bastian                               | For      | For       | Management  |
| 3  | Elect Director Roy J. Bostock                                  | For      | For       | Management  |
| 4  | Elect Director John S. Brinzo                                  | For      | For       | Management  |
| 5  | Elect Director Daniel A. Carp                                  | For      | For       | Management  |
| 6  | Elect Director John M. Engler                                  | For      | For       | Management  |
| 7  | Elect Director Mickey P. Foret                                 | For      | For       | Management  |
| 8  | Elect Director David R. Goode                                  | For      | For       | Management  |
| 9  | Elect Director Paula Rosput Reynolds                           | For      | For       | Management  |
| 10 | Elect Director Kenneth C. Rogers                               | For      | For       | Management  |
| 11 | Elect Director Kenneth B. Woodrow                              | For      | For       | Management  |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 13 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 14 | Ratify Auditors  | For      | For       | Management  |
| 15 | Provide for Cumulative Voting                                  | Against  | For       | Shareholder |

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DIAMONDROCK HOSPITALITY COMPANY

Ticker: DRH Security ID: 252784301

Meeting Date: APR 26, 2011 Meeting Type: Annual

Record Date: MAR 03, 2011

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director William W. McCarten                             | For      | For       | Management |
| 1.2 | Elect Director Daniel J. Altobello                             | For      | For       | Management |
| 1.3 | Elect Director W. Robert Grafton                               | For      | For       | Management |
| 1.4 | Elect Director Maureen L. McAvey                               | For      | For       | Management |
| 1.5 | Elect Director Gilbert T. Ray                                  | For      | For       | Management |
| 1.6 | Elect Director John L. Williams                                | For      | For       | Management |
| 1.7 | Elect Director Mark W. Brugger                                 | For      | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 3   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 4   | Ratify Auditors  | For      | For       | Management |

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DIRECTV

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Ticker: DTV Security ID: 25490A101

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 14, 2011

| #   | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director David B. Dillon  | For      | For       | Management |
| 1.2 | Elect Director Samuel A. DiPiazza, Jr.  | For      | For       | Management |
| 1.3 | Elect Director Lorrie M. Norrington   | For      | For       | Management |
| 2   | Ratify Auditors   | For      | For       | Management |
| 3   | Reduce Authorized Class B Shares,<br>Eliminate Class C Common Stock and<br>Deletion of Rights to Call Special<br>Meetings to Certain Stockholders | For      | For       | Management |
| 4   | Declassify the Board of Directors   | For      | For       | Management |
| 5   | Adopt Majority Voting for Uncontested<br>Election of Directors  | For      | For       | Management |
| 6   | Provide Right to Call Special Meeting   | For      | For       | Management |
| 7   | Adopt the Jurisdiction of Incorporation<br>as the Exclusive Forum for Certain<br>Disputes   | For      | Against   | Management |
| 8   | Advisory Vote to Ratify Named Executive<br>Officers' Compensation   | For      | For       | Management |
| 9   | Advisory Vote on Say on Pay Frequency   | One Year | One Year  | Management |

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E. I. DU PONT DE NEMOURS AND COMPANY

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

Ticker: DD Security ID: 263534109

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: MAR 02, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1  | Elect Director Richard H. Brown                                | For      | For       | Management  |
| 2  | Elect Director Robert A. Brown                                 | For      | For       | Management  |
| 3  | Elect Director Bertrand P. Collomb                             | For      | For       | Management  |
| 4  | Elect Director Curtis J. Crawford                              | For      | For       | Management  |
| 5  | Elect Director Alexander M. Cutler                             | For      | For       | Management  |
| 6  | Elect Director Eleuthere I. du Pont                            | For      | For       | Management  |
| 7  | Elect Director Marillyn A. Hewson                              | For      | For       | Management  |
| 8  | Elect Director Lois D. Juliber                                 | For      | For       | Management  |
| 9  | Elect Director Ellen J. Kullman                                | For      | For       | Management  |
| 10 | Elect Director William K. Reilly                               | For      | For       | Management  |
| 11 | Ratify Auditors  | For      | For       | Management  |
| 12 | Amend Omnibus Stock Plan                                       | For      | For       | Management  |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 14 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 15 | Amend Articles/Bylaws/Charter -- Call Special Meetings         | Against  | For       | Shareholder |
| 16 | Report on Genetically Engineered Seed                          | Against  | Against   | Shareholder |
| 17 | Report on Pay Disparity  | Against  | Against   | Shareholder |



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

EDISON INTERNATIONAL

Ticker: EIX Security ID: 281020107

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 02, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1  | Elect Director Jagjeet S. Bindra                               | For      | For       | Management |
| 2  | Elect Director Vanessa C.L. Chang                              | For      | For       | Management |
| 3  | Elect Director France A. Cordova                               | For      | For       | Management |
| 4  | Elect Director Theodore F. Craver, Jr.                         | For      | For       | Management |
| 5  | Elect Director Charles B. Curtis                               | For      | For       | Management |
| 6  | Elect Director Bradford M. Freeman                             | For      | For       | Management |
| 7  | Elect Director Luis G. Nogales                                 | For      | For       | Management |
| 8  | Elect Director Ronald L. Olson                                 | For      | For       | Management |
| 9  | Elect Director James M. Rosser                                 | For      | For       | Management |
| 10 | Elect Director Richard T. Schlosberg,                          | For      | For       | Management |
|    | III  |          |           |            |
| 11 | Elect Director Thomas C. Sutton                                | For      | For       | Management |
| 12 | Elect Director Brett White                                     | For      | For       | Management |
| 13 | Ratify Auditors  | For      | For       | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 15 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 16 | Amend Omnibus Stock Plan                                       | For      | For       | Management |

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

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## EQUITY RESIDENTIAL

Ticker: EQR Security ID: 29476L107

Meeting Date: JUN 16, 2011 Meeting Type: Annual

Record Date: MAR 31, 2011

| #    | 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 Bradley A. Keywell                                    | For            | For       | Management  |
| 1.5  | Elect Director John E. Neal  | For            | For       | Management  |
| 1.6  | Elect Director David J. Neithercut                                   | For            | For       | Management  |
| 1.7  | Elect Director Mark S. Shapiro                                       | For            | For       | Management  |
| 1.8  | Elect Director Gerald A. Spector                                     | For            | For       | Management  |
| 1.9  | Elect Director B. Joseph White                                       | For            | For       | Management  |
| 1.10 | Elect Director Samuel Zell   | For            | For       | Management  |
| 2    | Ratify Auditors  | For            | For       | Management  |
| 3    | Approve Omnibus Stock Plan   | For            | For       | Management  |
| 4    | Advisory Vote to Ratify Named Executive Officers' Compensation       | For            | For       | Management  |
| 5    | Advisory Vote on Say on Pay Frequency                                | Three<br>Years | One Year  | Management  |
| 6    | Provide for Cumulative Voting  | Against        | For       | Shareholder |
| 7    | Include Sustainability as a Performance Measure for Senior Executive | Against        | Against   | Shareholder |

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

Compensation

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FIRST CAPITAL REALTY INC.

Ticker: FCR Security ID: 31943B100

Meeting Date: MAY 24, 2011 Meeting Type: Annual

Record Date: MAR 28, 2011

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

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FIRST INDUSTRIAL REALTY TRUST, INC.

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Ticker: FR Security ID: 32054K103

Meeting Date: MAY 12, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Bruce W. Duncan                                 | For      | For       | Management |
| 1.2 | Elect Director Kevin W. Lynch                                  | For      | For       | Management |
| 1.3 | Elect Director L. Peter Sharpe                                 | For      | For       | Management |
| 2   | Increase Authorized Common Stock                               | For      | For       | Management |
| 3   | Approve Omnibus Stock Plan                                     | For      | For       | Management |
| 4   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 5   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 6   | Ratify Auditors  | For      | For       | Management |

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 FLEXTRONICS INTERNATIONAL LTD.

Ticker: FLEX Security ID: Y2573F102

Meeting Date: JUL 23, 2010 Meeting Type: Annual/Special

Record Date: JUN 10, 2010

| # | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Reelect H. Raymond Bingham as a Director | For     | For       | Management |

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|   |   |     |     |            |
|---|---|-----|-----|------------|
| 2 | Reelect Willy C. Shih as a Director   | For | For | Management |
| 3 | Reappoint Deloitte & Touche LLP as<br>Auditors and Authorize Board to Fix<br>Their Remuneration | For | For | Management |
| 4 | Approve Issuance of Shares without<br>Preemptive Rights   | For | For | Management |
| 5 | Approve the Adoption of the Flextronics<br>International Ltd. 2010 Equity<br>Incentive Plan     | For | For | Management |
| 6 | Authorize Share Repurchase Program  | For | For | Management |

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FRANCE TELECOM

Ticker: FTE Security ID: 35177Q105

Meeting Date: JUN 07, 2011 Meeting Type: Annual/Special

Record Date: APR 28, 2011

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Approve Financial Statements and<br>Statutory Reports               | For     | For       | Management |
| 2 | Accept Consolidated Financial<br>Statements and Statutory Reports   | For     | For       | Management |
| 3 | Approve Allocation of Income and<br>Dividends of EUR 1.40 per Share | For     | For       | Management |
| 4 | Acknowledge Auditors' Special Report on                             | For     | For       | Management |

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### Related-Party Transactions

|    |  |     |     |            |
|----|--|-----|-----|------------|
| 5  | Reelect Bernard Dufau as Director  | For | For | Management |
| 6  | Elect Helle Kristoffersen as Director  | For | For | Management |
| 7  | Elect Muriel Penicaud as Director  | For | For | Management |
| 8  | Elect Jean Michel Severino as Director   | For | For | Management |
| 9  | Authorize Repurchase of Up to 10<br>Percent of Issued Share Capital  | For | For | Management |
| 10 | Authorize Issuance of Equity or<br>Equity-Linked Securities with<br>Preemptive Rights up to Aggregate<br>Nominal Amount of EUR 2 Billion                           | For | For | Management |
| 11 | Authorize Issuance of Equity or<br>Equity-Linked Securities without<br>Preemptive Rights up to Aggregate<br>Nominal Amount of EUR 1.5 Billion                      | For | For | Management |
| 12 | Approve Issuance of up to 20 Percent of<br>Issued Capital Per Year for a Private<br>Placement, up to Aggregate Nominal<br>Amount of EUR 1.5 Billion                | For | For | Management |
| 13 | Authorize Board to Increase Capital in<br>the Event of Additional Demand Related<br>to Delegation Submitted to Shareholder<br>Vote under Items 10, 11 and 12 Above | For | For | Management |
| 14 | Authorize Capital Increase of up to EUR<br>1.5 Billion for Future Exchange Offers  | For | For | Management |
| 15 | Authorize Capital Increase of up to 10<br>Percent of Issued Capital for Future<br>Acquisitions   | For | For | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 16 | Authorize Capital Increase of up to EUR 35 Million to Holders of Orange SA Stock Options or Shares in Connection with France Telecom Liquidity Agreement                  | For | For | Management |
| 17 | Authorize up to EUR 500,000 for Issuance of Free Option-Based Liquidity Instruments Reserved for Holders of Orange SA Stock Options Benefiting from a Liquidity Agreement | For | For | Management |
| 18 | Set Total Limit for Capital Increase to Result from All Issuance Requests under Items 10 to 17 at EUR 3.5 Billion   | For | For | Management |
| 19 | Approve Issuance of Securities Convertible into Debt up to Aggregate Nominal Amount of EUR 7 Billion  | For | For | Management |
| 20 | Authorize Capitalization of Reserves of Up to EUR 2 Billion for Bonus Issue or Increase in Par Value  | For | For | Management |
| 21 | Approve Employee Stock Purchase Plan  | For | For | Management |
| 22 | Approve Reduction in Share Capital via Cancellation of Repurchased Shares   | For | For | Management |
| 23 | Authorize Filing of Required Documents/Other Formalities  | For | For | Management |

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GENERAL GROWTH PROPERTIES, INC.

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

Ticker: GGP Security ID: 370023103

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Richard B. Clark                                | For      | For       | Management |
| 1.2 | Elect Director Mary Lou Fiala                                  | For      | For       | Management |
| 1.3 | Elect Director Bruce J. Flatt                                  | For      | For       | Management |
| 1.4 | Elect Director John K. Haley                                   | For      | For       | Management |
| 1.5 | Elect Director Cyrus Madon                                     | For      | For       | Management |
| 1.6 | Elect Director Sandeep Mathrani                                | For      | For       | Management |
| 1.7 | Elect Director David J. Neithercut                             | For      | For       | Management |
| 1.8 | Elect Director Sheli Z. Rosenberg                              | For      | For       | Management |
| 1.9 | Elect Director John G. Schreiber                               | For      | For       | Management |
| 2   | Ratify Auditors  | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

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GENON ENERGY, INC.

Ticker: GEN Security ID: 37244E107

Meeting Date: MAY 04, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011



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| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|------|--|----------|-----------|-------------|
| 1.1  | Elect Director E. William Barnett                              | For      | For       | Management  |
| 1.2  | Elect Director Terry G. Dallas                                 | For      | For       | Management  |
| 1.3  | Elect Director Mark M. Jacobs                                  | For      | For       | Management  |
| 1.4  | Elect Director Thomas H. Johnson                               | For      | For       | Management  |
| 1.5  | Elect Director Steven L. Miller                                | For      | For       | Management  |
| 1.6  | Elect Director Edward R. Muller                                | For      | For       | Management  |
| 1.7  | Elect Director Robert C. Murray                                | For      | For       | Management  |
| 1.8  | Elect Director Laree E. Perez                                  | For      | For       | Management  |
| 1.9  | Elect Director Evan J. Silverstein                             | For      | For       | Management  |
| 1.10 | Elect Director William L. Thacker                              | For      | For       | Management  |
| 2    | Ratify Auditors  | For      | For       | Management  |
| 3    | Adopt Protective Charter Amendment                             | For      | For       | Management  |
| 4    | Adopt NOL Rights Plan (NOL Pill)                               | For      | For       | Management  |
| 5    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 6    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 7    | Adopt GHG and Other Air Emissions Reduction Goals              | Against  | For       | Shareholder |

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GEOEYE, INC.

Ticker: GEOY Security ID: 37250W108

Meeting Date: JUN 02, 2011 Meeting Type: Annual

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Record Date: APR 12, 2011

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director James A. Abrahamson                             | For      | For       | Management |
| 1.2 | Elect Director Joseph M. Ahearn                                | For      | For       | Management |
| 1.3 | Elect Director Martin C. Faga                                  | For      | For       | Management |
| 1.4 | Elect Director Michael F. Horn, Sr.                            | For      | For       | Management |
| 1.5 | Elect Director Lawrence A. Hough                               | For      | For       | Management |
| 1.6 | Elect Director Matthew M. O'Connell                            | For      | For       | Management |
| 1.7 | Elect Director Roberta E. Lenczowski                           | For      | For       | Management |
| 1.8 | Elect Director James M. Simon, Jr.                             | For      | For       | Management |
| 1.9 | Elect Director William W. Sprague                              | For      | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 3   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 4   | Ratify Auditors  | For      | For       | Management |

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GOVERNMENT PROPERTIES INCOME TRUST

Ticker: GOV Security ID: 38376A103

Meeting Date: MAY 17, 2011 Meeting Type: Annual

Record Date: FEB 18, 2011

| # | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Trustee Jeffrey P. Somers | For     | For       | Management |

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|   |  |             |          |            |
|---|--|-------------|----------|------------|
| 2 | Elect Trustee Barry M. Portnoy                                 | For         | Against  | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For         | For      | Management |
| 4 | Advisory Vote on Say on Pay Frequency                          | Three Years | One Year | Management |
| 5 | Ratify Auditors  | For         | For      | Management |

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HCP, INC.

Ticker: HCP Security ID: 40414L109

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 04, 2011

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Elect Director James F. Flaherty III                           | For     | For       | Management |
| 2  | Elect Director Christine N. Garvey                             | For     | For       | Management |
| 3  | Elect Director David B. Henry                                  | For     | For       | Management |
| 4  | Elect Director Lauralee E. Martin                              | For     | For       | Management |
| 5  | Elect Director Michael D. McKee                                | For     | For       | Management |
| 6  | Elect Director Peter L. Rhein                                  | For     | For       | Management |
| 7  | Elect Director Kenneth B. Roath                                | For     | For       | Management |
| 8  | Elect Director Richard M. Rosenberg                            | For     | For       | Management |
| 9  | Elect Director Joseph P. Sullivan                              | For     | For       | Management |
| 10 | Ratify Auditors  | For     | For       | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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

## Officers' Compensation

12 Advisory Vote on Say on Pay Frequency One Year One Year Management

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## HEALTHSOUTH CORPORATION

Ticker: HLS Security ID: 421924408

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 08, 2011

| #    | Proposal                                | Mgt Rec  | Vote Cast | Sponsor    |
|------|---|----------|-----------|------------|
| 1.1  | Elect Director Edward A. Blechschmidt   | For      | For       | Management |
| 1.2  | Elect Director John W. Chidsey          | For      | For       | Management |
| 1.3  | Elect Director Donald L. Correll        | For      | For       | Management |
| 1.4  | Elect Director Yvonne M. Curl           | For      | For       | Management |
| 1.5  | Elect Director Charles M. Elson         | For      | For       | Management |
| 1.6  | Elect Director Jay Grinney              | For      | For       | Management |
| 1.7  | Elect Director Jon F. Hanson            | For      | For       | Management |
| 1.8  | Elect Director Leo I. Higdon, Jr.       | 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 Executive | For      | For       | Management |
|      | Officers' Compensation                  |          |           |            |
| 4    | Advisory Vote on Say on Pay Frequency   | One Year | One Year  | Management |
| 5    | Amend Omnibus Stock Plan                | For      | For       | Management |

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INTEL CORPORATION

Ticker: INTC Security ID: 458140100

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Elect Director Charlene Barshefsky                             | For     | For       | Management |
| 2  | Elect Director Susan L. Decker                                 | For     | For       | Management |
| 3  | Elect Director John J. Donahoe                                 | For     | For       | Management |
| 4  | Elect Director Reed E. Hundt                                   | For     | For       | Management |
| 5  | Elect Director Paul S. Otellini                                | For     | For       | Management |
| 6  | Elect Director James D. Plummer                                | For     | For       | Management |
| 7  | Elect Director David S. Pottruck                               | For     | For       | Management |
| 8  | Elect Director Jane E. Shaw                                    | For     | For       | Management |
| 9  | Elect Director Frank D. Yeary                                  | For     | For       | Management |
| 10 | Elect Director David B. Yoffie                                 | For     | For       | Management |
| 11 | Ratify Auditors  | For     | For       | Management |
| 12 | Amend Omnibus Stock Plan                                       | For     | For       | Management |
| 13 | Amend Qualified Employee Stock Purchase Plan                   | For     | For       | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 15 | Advisory Vote on Say on Pay Frequency                          | None    | One Year  | Management |

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INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101

Meeting Date: APR 26, 2011 Meeting Type: Annual

Record Date: FEB 25, 2011

| #  | Proposal   | Mgt Rec        | Vote Cast | Sponsor    |
|----|--|----------------|-----------|------------|
| 1  | Elect Director A. J. P. Belda                                  | For            | For       | Management |
| 2  | Elect Director W. R. Brody                                     | For            | For       | Management |
| 3  | Elect Director K. I. Chenault                                  | For            | For       | Management |
| 4  | Elect Director M. L. Eskew                                     | For            | For       | Management |
| 5  | Elect Director S. A. Jackson                                   | For            | For       | Management |
| 6  | Elect Director A. N. Liveris                                   | For            | For       | Management |
| 7  | Elect Director W. J. McNerney, Jr.                             | For            | For       | Management |
| 8  | Elect Director J. W. Owens                                     | For            | For       | Management |
| 9  | Elect Director S. J. Palmisano                                 | For            | For       | Management |
| 10 | Elect Director J. E. Spero                                     | For            | For       | Management |
| 11 | Elect Director S. Taurel                                       | For            | For       | Management |
| 12 | Elect Director L. H. Zambrano                                  | For            | For       | Management |
| 13 | Ratify Auditors  | For            | For       | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For            | For       | Management |
| 15 | Advisory Vote on Say on Pay Frequency                          | Three<br>Years | One Year  | Management |

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|    |                                   |         |     |             |
|----|-----------------------------------|---------|-----|-------------|
| 16 | Provide for Cumulative Voting     | Against | For | Shareholder |
| 17 | Report on Political Contributions | Against | For | Shareholder |
| 18 | Report on Lobbying Expenses       | Against | For | Shareholder |

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INVESTORS REAL ESTATE TRUST

Ticker: IRET Security ID: 461730103

Meeting Date: SEP 21, 2010 Meeting Type: Annual

Record Date: JUL 23, 2010

| #    | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|------|-------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Patrick G. Jones     | For     | For       | Management |
| 1.2  | Elect Director Timothy P. Mihalick  | For     | For       | Management |
| 1.3  | Elect Director Jeffrey L. Miller    | For     | For       | Management |
| 1.4  | Elect Director C.W. "Chip" Morgan   | For     | For       | Management |
| 1.5  | Elect Director John T. Reed         | For     | For       | Management |
| 1.6  | Elect Director Edward T. Schafer    | For     | For       | Management |
| 1.7  | Elect Director W. David Scott       | For     | For       | Management |
| 1.8  | Elect Director Stephen L. Stenehjem | For     | For       | Management |
| 1.9  | Elect Director John D. Stewart      | For     | For       | Management |
| 1.10 | Elect Director Thomas A. Wentz, Jr. | For     | For       | Management |
| 2    | Ratify Auditors                     | For     | For       | Management |

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JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 01, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1  | Elect Director Mary Sue Coleman  | For      | For       | Management  |
| 2  | Elect Director James G. Cullen   | For      | For       | Management  |
| 3  | Elect Director Ian E.L. Davis  | For      | For       | Management  |
| 4  | Elect Director Michael M.e. Johns  | For      | For       | Management  |
| 5  | Elect Director Susan L. Lindquist  | For      | For       | Management  |
| 6  | Elect Director Anne M. Mulcahy   | For      | For       | Management  |
| 7  | Elect Director Leo F. Mullin   | For      | For       | Management  |
| 8  | Elect Director William D. Perez  | For      | For       | Management  |
| 9  | Elect Director Charles Prince  | For      | For       | Management  |
| 10 | Elect Director David Satcher   | For      | For       | Management  |
| 11 | Elect Director William C. Weldon   | For      | For       | Management  |
| 12 | Ratify Auditors  | For      | For       | Management  |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation                 | For      | Against   | Management  |
| 14 | Advisory Vote on Say on Pay Frequency  | One Year | One Year  | Management  |
| 15 | Adopt Policy to Restrain Pharmaceutical Price Increases                        | Against  | Against   | Shareholder |
| 16 | Amend EEO Policy to Prohibit Discrimination Based on Applicant's Health Status | Against  | Against   | Shareholder |



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17 Adopt Animal-Free Training Methods Against Against Shareholder

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 KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103

Meeting Date: APR 21, 2011 Meeting Type: Annual

Record Date: FEB 22, 2011

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director John R. Alm                          | For     | For       | Management |
| 2  | Elect Director John F. Bergstrom                    | For     | For       | Management |
| 3  | Elect Director Abelardo E. Bru                      | For     | For       | Management |
| 4  | Elect Director Robert W. Decherd                    | For     | For       | Management |
| 5  | Elect Director Thomas J. Falk                       | For     | For       | Management |
| 6  | Elect Director Mae C. Jemison                       | For     | For       | Management |
| 7  | Elect Director James M. Jenness                     | For     | For       | Management |
| 8  | Elect Director Nancy J. Karch                       | For     | For       | Management |
| 9  | Elect Director Ian C. Read                          | For     | For       | Management |
| 10 | Elect Director Linda Johnson Rice                   | For     | For       | Management |
| 11 | Elect Director Marc J. Shapiro                      | For     | For       | Management |
| 12 | Elect Director G. Craig Sullivan                    | For     | For       | Management |
| 13 | Ratify Auditors                                     | For     | For       | Management |
| 14 | Approve Non-Employee Director Omnibus<br>Stock Plan | For     | For       | Management |
| 15 | Approve Omnibus Stock Plan                          | For     | For       | Management |

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|    |   |          |          |            |
|----|---|----------|----------|------------|
| 16 | Advisory Vote to Ratify Named Executive For<br>Officers' Compensation | For      | For      | Management |
| 17 | Advisory Vote on Say on Pay Frequency                                 | One Year | One Year | Management |

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KIMCO REALTY CORPORATION

Ticker:           KIM                   Security ID: 49446R109

Meeting Date: MAY 04, 2011   Meeting Type: Annual

Record Date:   MAR 07, 2011

| #   | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director M. Cooper  | For      | For       | Management |
| 1.2 | Elect Director P. Coviello  | For      | For       | Management |
| 1.3 | Elect Director R. Dooley  | For      | For       | Management |
| 1.4 | Elect Director J. Grills  | For      | For       | Management |
| 1.5 | Elect Director D. Henry   | For      | For       | Management |
| 1.6 | Elect Director F. P. Hughes   | For      | For       | Management |
| 1.7 | Elect Director F. Lourenso  | For      | For       | Management |
| 1.8 | Elect Director C. Nicholas  | For      | For       | Management |
| 1.9 | Elect Director R. Saltzman  | For      | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive For<br>Officers' Compensation | For      | For       | Management |
| 3   | Advisory Vote on Say on Pay Frequency                                 | One Year | One Year  | Management |
| 4   | Ratify Auditors   | For      | For       | Management |

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KRAFT FOODS INC.

Ticker: KFT Security ID: 50075N104

Meeting Date: MAY 24, 2011 Meeting Type: Annual

Record Date: MAR 16, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1  | Elect Director Ajaypal S. Banga                                | For      | For       | Management |
| 2  | Elect Director Myra M. Hart                                    | For      | For       | Management |
| 3  | Elect Director Peter B. Henry                                  | For      | For       | Management |
| 4  | Elect Director Lois D. Juliber                                 | For      | For       | Management |
| 5  | Elect Director Mark D. Ketchum                                 | For      | For       | Management |
| 6  | Elect Director Richard A. Lerner                               | For      | For       | Management |
| 7  | Elect Director Mackey J. McDonald                              | For      | For       | Management |
| 8  | Elect Director John C. Pope                                    | For      | For       | Management |
| 9  | Elect Director Fredric G. Reynolds                             | For      | For       | Management |
| 10 | Elect Director Irene B. Rosenfeld                              | For      | For       | Management |
| 11 | Elect Director J.F. Van Boxmeer                                | For      | For       | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 13 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 14 | Amend Non-Employee Director Omnibus Stock Plan                 | For      | For       | Management |
| 15 | Ratify Auditors  | For      | For       | Management |

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LEXINGTON REALTY TRUST

Ticker: LXP Security ID: 529043101

Meeting Date: MAY 17, 2011 Meeting Type: Annual

Record Date: MAR 18, 2011

| #   | 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 Clifford Broser                                 | For      | For       | Management |
| 1.4 | Elect Director Harold First                                    | For      | For       | Management |
| 1.5 | Elect Director Richard S. Frary                                | For      | For       | Management |
| 1.6 | Elect Director James Grosfeld                                  | For      | For       | Management |
| 1.7 | Elect Director Kevin W. Lynch                                  | For      | For       | Management |
| 2   | Approve Omnibus Stock Plan                                     | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 5   | Ratify Auditors  | For      | For       | Management |

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LIBERTY PROPERTY TRUST

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Ticker: LRY Security ID: 531172104

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 15, 2011

| #   | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director M. Leanne Lachman                                  | For      | For       | Management |
| 1.2 | Elect Director Stephen D. Steinour                                | For      | For       | Management |
| 1.3 | Elect Director Frederick F. Buchholz                              | For      | For       | Management |
| 1.4 | Elect Director Thomas C. DeLoach, Jr.                             | For      | For       | Management |
| 1.5 | Elect Director Daniel P. Garton                                   | For      | For       | Management |
| 1.6 | Elect Director Stephen B. Siegel                                  | For      | For       | Management |
| 1.7 | Elect Director Katherine Elizabeth<br>Dietze                      | For      | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive<br>Officers' Compensation | For      | For       | Management |
| 3   | Advisory Vote on Say on Pay Frequency                             | One Year | One Year  | Management |
| 4   | Ratify Auditors   | For      | For       | Management |

LOWE'S COMPANIES, INC.

Ticker: LOW Security ID: 548661107

Meeting Date: MAY 27, 2011 Meeting Type: Annual

Record Date: MAR 25, 2011

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

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|      |   |          |          |             |
|------|---|----------|----------|-------------|
| 1.1  | Elect Director Raul Alvarez   | For      | For      | Management  |
| 1.2  | Elect Director David W. Bernauer  | For      | For      | Management  |
| 1.3  | Elect Director Leonard L. Berry   | For      | For      | Management  |
| 1.4  | Elect Director Peter C. Browning  | For      | For      | Management  |
| 1.5  | Elect Director Dawn E. Hudson   | For      | For      | Management  |
| 1.6  | Elect Director Robert L. Johnson  | For      | For      | Management  |
| 1.7  | Elect Director Marshall O. Larsen   | For      | For      | Management  |
| 1.8  | Elect Director Richard K. Lochridge   | For      | For      | Management  |
| 1.9  | Elect Director Robert A. Niblock  | For      | For      | Management  |
| 1.10 | Elect Director Stephen F. Page  | For      | For      | Management  |
| 2    | Ratify Auditors   | For      | For      | Management  |
| 3    | Advisory Vote to Ratify Named 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    | Submit Severance Agreement (Change-in-Control) to Shareholder Vote                | Against  | For      | Shareholder |
| 7    | Include Sustainability as a Performance Measure for Senior Executive Compensation | Against  | Against  | Shareholder |
| 8    | Report on Political Contributions   | Against  | For      | Shareholder |

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LTC PROPERTIES, INC.

Ticker: LTC Security ID: 502175102

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Meeting Date: JUN 01, 2011 Meeting Type: Annual

Record Date: APR 26, 2011

| #   | Proposal   | Mgt Rec     | Vote Cast | Sponsor    |
|-----|--|-------------|-----------|------------|
| 1.1 | Elect Director Andre C. Dimitriadis                            | For         | For       | Management |
| 1.2 | Elect Director Boyd W. Hendrickson                             | For         | For       | Management |
| 1.3 | Elect Director Edmund C. King                                  | For         | For       | Management |
| 1.4 | Elect Director Devra G. Shapiro                                | For         | For       | Management |
| 1.5 | Elect Director Wendy L. Simpson                                | For         | For       | Management |
| 1.6 | Elect Director Timothy J. Triche                               | For         | For       | Management |
| 2   | Ratify Auditors  | For         | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For         | For       | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | Three Years | One Year  | Management |

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MARATHON OIL CORPORATION

Ticker: MRO Security ID: 565849106

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

| # | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Gregory H. Boyce | For     | Against   | Management |
| 2 | Elect Director Pierre Brondeau  | For     | For       | Management |

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|    |  |          |          |             |
|----|--|----------|----------|-------------|
| 3  | Elect Director Clarence P. Cazalot, Jr.                        | For      | Against  | Management  |
| 4  | Elect Director David A. Daberko                                | For      | Against  | Management  |
| 5  | Elect Director William L. Davis                                | For      | Against  | Management  |
| 6  | Elect Director Shirley Ann Jackson                             | For      | Against  | Management  |
| 7  | Elect Director Philip Lader                                    | For      | Against  | Management  |
| 8  | Elect Director Charles R. Lee                                  | For      | Against  | Management  |
| 9  | Elect Director Michael E. J. Phelps                            | For      | Against  | Management  |
| 10 | Elect Director Dennis H. Reilley                               | For      | Against  | Management  |
| 11 | Elect Director Seth E. Schofield                               | For      | Against  | Management  |
| 12 | Elect Director John W. Snow                                    | For      | Against  | Management  |
| 13 | Elect Director Thomas J. Usher                                 | For      | Against  | Management  |
| 14 | Ratify Auditors  | For      | For      | Management  |
| 15 | Provide Right to Call Special Meeting                          | For      | Against  | Management  |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | Against  | Management  |
| 17 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management  |
| 18 | Report on Accident Risk Reduction Efforts                      | Against  | Against  | Shareholder |

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MARSH & MCLENNAN COMPANIES, INC.

Ticker: MMC Security ID: 571748102

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011



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| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1  | Elect Director Zachary W. Carter                               | For      | For       | Management  |
| 2  | Elect Director Brian Duperreault                               | For      | For       | Management  |
| 3  | Elect Director Oscar Fanjul                                    | For      | For       | Management  |
| 4  | Elect Director H. Edward Hanway                                | For      | For       | Management  |
| 5  | Elect Director Lang of Monkton                                 | For      | For       | Management  |
| 6  | Elect Director Steven A. Mills                                 | For      | For       | Management  |
| 7  | Elect Director Bruce P. Nolop                                  | For      | For       | Management  |
| 8  | Elect Director Marc D. Oken                                    | For      | For       | Management  |
| 9  | Elect Director Morton O. Schapiro                              | For      | For       | Management  |
| 10 | Elect Director Adele Simmons                                   | For      | For       | Management  |
| 11 | Elect Director Lloyd M. Yates                                  | For      | For       | Management  |
| 12 | Ratify Auditors  | For      | For       | Management  |
| 13 | Approve Omnibus Stock Plan                                     | For      | For       | Management  |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 15 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 16 | Provide Right to Act by Written Consent                        | Against  | For       | Shareholder |

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MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105

Meeting Date: MAY 24, 2011 Meeting Type: Annual

Record Date: MAR 25, 2011

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| #  | Proposal   | Mgt Rec        | Vote Cast | Sponsor    |
|----|--|----------------|-----------|------------|
| 1  | Elect Director Leslie A. Brun                                  | For            | For       | Management |
| 2  | Elect Director Thomas R. Cech                                  | For            | For       | Management |
| 3  | Elect Director Richard T. Clark                                | For            | For       | Management |
| 4  | Elect Director Kenneth C. Frazier                              | For            | For       | Management |
| 5  | Elect Director Thomas H. Glocer                                | For            | For       | Management |
| 6  | Elect Director Steven F. Goldstone                             | For            | For       | Management |
| 7  | Elect Director William B. Harrison, Jr.                        | For            | For       | Management |
| 8  | Elect Director Harry R. Jacobson                               | For            | For       | Management |
| 9  | Elect Director William N. Kelley                               | For            | For       | Management |
| 10 | Elect Director C. Robert Kidder                                | For            | For       | Management |
| 11 | Elect Director Rochelle B. Lazarus                             | For            | For       | Management |
| 12 | Elect Director Carlos E. Represas                              | For            | For       | Management |
| 13 | Elect Director Patricia F. Russo                               | For            | For       | Management |
| 14 | Elect Director Thomas E. Shenk                                 | For            | For       | Management |
| 15 | Elect Director Anne M. Tatlock                                 | For            | For       | Management |
| 16 | Elect Director Craig B. Thompson                               | For            | For       | Management |
| 17 | Elect Director Wendell P. Weeks                                | For            | For       | Management |
| 18 | Elect Director Peter C. Wendell                                | For            | For       | Management |
| 19 | Ratify Auditors  | For            | For       | Management |
| 20 | Advisory Vote to Ratify Named Executive Officers' Compensation | For            | For       | Management |
| 21 | Advisory Vote on Say on Pay Frequency                          | Three<br>Years | One Year  | Management |

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MIRANT CORPORATION

Ticker: MIR Security ID: 60467R100

Meeting Date: OCT 25, 2010 Meeting Type: Special

Record Date: SEP 13, 2010

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

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MOTOROLA SOLUTIONS, INC.

Ticker: MSI Security ID: 620076307

Meeting Date: MAY 02, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

| # | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Gregory Q. Brown    | For     | For       | Management |
| 2 | Elect Director William J. Bratton  | For     | For       | Management |
| 3 | Elect Director David W. Dorman     | For     | For       | Management |
| 4 | Elect Director Michael V. Hayden   | For     | For       | Management |
| 5 | Elect Director Vincent J. Intrieri | For     | For       | Management |
| 6 | Elect Director Judy C. Lewent      | For     | For       | Management |
| 7 | Elect Director Samuel C. Scott III | For     | For       | Management |
| 8 | Elect Director John A. White       | For     | For       | Management |

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|    |   |          |          |             |
|----|---|----------|----------|-------------|
| 9  | Advisory Vote to Ratify Named Executive For<br>Officers' Compensation | For      | For      | Management  |
| 10 | Advisory Vote on Say on Pay Frequency                                 | One Year | One Year | Management  |
| 11 | Amend Omnibus Stock Plan  | For      | For      | Management  |
| 12 | Ratify Auditors   | For      | For      | Management  |
| 13 | Amend Human Rights Policies   | Against  | Against  | Shareholder |

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MOTOROLA, INC.

Ticker: MSI Security ID: 620076109

Meeting Date: NOV 29, 2010 Meeting Type: Special

Record Date: OCT 08, 2010

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Approve Reverse Stock Split  | For     | For       | Management |
| 2 | Amend Certificate of Incorporation to<br>Effect Reverse Stock Split and Reduce<br>Proportionately the Number of Common<br>Shares | For     | For       | Management |

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NATIONAL OILWELL VARCO, INC.

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Ticker: NOV Security ID: 637071101

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 28, 2011

| # | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|---|--|----------|-----------|-------------|
| 1 | Elect Director Robert E. Beauchamp                             | For      | For       | Management  |
| 2 | Elect Director Jeffery A. Smisek                               | For      | For       | Management  |
| 3 | Ratify Auditors  | For      | For       | Management  |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 5 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 6 | Declassify the Board of Directors                              | For      | For       | Management  |
| 7 | Increase Authorized Common Stock                               | For      | For       | Management  |
| 8 | Report on Political Contributions                              | Against  | For       | Shareholder |

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NORTHROP GRUMMAN CORPORATION

Ticker: NOC Security ID: 666807102

Meeting Date: MAY 18, 2011 Meeting Type: Annual

Record Date: MAR 22, 2011

| # | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Wesley G. Bush   | For     | For       | Management |
| 2 | Elect Director Lewis W. Coleman | For     | For       | Management |
| 3 | Elect Director Victor H. Fazio  | For     | For       | Management |

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|    |  |          |          |             |
|----|--|----------|----------|-------------|
| 4  | Elect Director Donald E. Felsing                               | For      | For      | Management  |
| 5  | Elect Director Stephen E. Frank                                | For      | For      | Management  |
| 6  | Elect Director Bruce S. Gordon                                 | For      | For      | Management  |
| 7  | Elect Director Madeleine Kleiner                               | For      | For      | Management  |
| 8  | Elect Director Karl J. Krapek                                  | For      | For      | Management  |
| 9  | Elect Director Richard B. Myers                                | For      | For      | Management  |
| 10 | Elect Director Aulana L. Peters                                | For      | For      | Management  |
| 11 | Elect Director Kevin W. Sharer                                 | For      | For      | Management  |
| 12 | Ratify Auditors  | For      | For      | Management  |
| 13 | Approve Omnibus Stock Plan                                     | For      | For      | Management  |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management  |
| 15 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management  |
| 16 | Provide for Cumulative Voting                                  | Against  | For      | Shareholder |
| 17 | Report on Political Contributions                              | Against  | For      | Shareholder |
| 18 | Provide Right to Act by Written Consent                        | Against  | For      | Shareholder |

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NORTHWESTERN CORPORATION

Ticker: NWE Security ID: 668074305

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

| #   | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen P. Adik | For     | For       | Management |

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|     |  |          |          |            |
|-----|--|----------|----------|------------|
| 1.2 | Elect Director Dorothy M. Bradley                              | For      | For      | Management |
| 1.3 | Elect Director E. Linn Draper, Jr.                             | For      | For      | Management |
| 1.4 | Elect Director Dana J. Dykhouse                                | For      | For      | Management |
| 1.5 | Elect Director Julia L. Johnson                                | For      | For      | Management |
| 1.6 | Elect Director Philip L. Maslowe                               | For      | For      | Management |
| 1.7 | Elect Director Denton Louis Peoples                            | For      | For      | Management |
| 1.8 | Elect Director Robert C. Rowe                                  | For      | For      | Management |
| 2   | Ratify Auditors  | For      | For      | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |
| 5   | Amend Omnibus Stock Plan                                       | For      | For      | Management |

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OMEGA HEALTHCARE INVESTORS, INC.

Ticker: OHI Security ID: 681936100

Meeting Date: JUN 02, 2011 Meeting Type: Annual

Record Date: APR 15, 2011

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Harold J. Kloosterman                           | For     | For       | Management |
| 1.2 | Elect Director C. Taylor Pickett                               | 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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4 Advisory Vote on Say on Pay Frequency Three One Year Management  
 Years

PFIZER INC.

Ticker: PFE Security ID: 717081103

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 01, 2011

| #  | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Dennis A. Ausiello       | For     | For       | Management |
| 2  | Elect Director Michael S. Brown         | For     | For       | Management |
| 3  | Elect Director M. Anthony Burns         | For     | For       | Management |
| 4  | Elect Director W. Don Cornwell          | For     | For       | Management |
| 5  | Elect Director Frances D. Fergusson     | For     | For       | Management |
| 6  | Elect Director William H. Gray III      | For     | For       | Management |
| 7  | Elect Director Constance J. Horner      | For     | For       | Management |
| 8  | Elect Director James M. Kilts           | For     | For       | Management |
| 9  | Elect Director George A. Lorch          | For     | For       | Management |
| 10 | Elect Director John P. Mascotte         | For     | For       | Management |
| 11 | Elect Director Suzanne Nora Johnson     | For     | For       | Management |
| 12 | Elect Director Ian C. Read              | For     | For       | Management |
| 13 | Elect Director Stephen W. Sanger        | For     | For       | Management |
| 14 | Ratify Auditors                         | For     | For       | Management |
| 15 | Advisory Vote to Ratify Named Executive | For     | Against   | Management |



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### Officers' Compensation

|    |   |           |          |             |
|----|---|-----------|----------|-------------|
| 16 | Advisory Vote on Say on Pay Frequency   | Two Years | One Year | Management  |
| 17 | Publish Political Contributions         | Against   | Against  | Shareholder |
| 18 | Report on Public Policy Advocacy        | Against   | Against  | Shareholder |
|    | Process                                 |           |          |             |
| 19 | Adopt Policy to Restrain Pharmaceutical | Against   | Against  | Shareholder |
|    | Price Increases                         |           |          |             |
| 20 | Provide Right to Act by Written Consent | Against   | For      | Shareholder |
| 21 | Amend Articles/Bylaws/Charter -- Call   | Against   | For      | Shareholder |
|    | Special Meetings                        |           |          |             |
| 22 | Report on Animal Testing and Plans for  | Against   | Against  | Shareholder |
|    | Reduction                               |           |          |             |

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PROGRESS ENERGY, INC.

Ticker: PGN Security ID: 743263105

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 04, 2011

| # | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director John D. Baker, II      | For     | For       | Management |
| 2 | Elect Director James E. Bostic, Jr.   | For     | For       | Management |
| 3 | Elect Director Harris E. DeLoach, Jr. | For     | For       | Management |
| 4 | Elect Director James B. Hyler, Jr.    | For     | For       | Management |
| 5 | Elect Director William D. Johnson     | For     | For       | Management |

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|    |   |          |          |            |
|----|---|----------|----------|------------|
| 6  | Elect Director Robert W. Jones          | For      | For      | Management |
| 7  | Elect Director W. Steven Jones          | For      | For      | Management |
| 8  | Elect Director Melquiades R. Martinez   | For      | For      | Management |
| 9  | Elect Director E. Marie McKee           | For      | For      | Management |
| 10 | Elect Director John H. Mullin, III      | For      | For      | Management |
| 11 | Elect Director Charles W. Pryor, Jr.    | For      | For      | Management |
| 12 | Elect Director Carlos A. Saladrigas     | For      | For      | Management |
| 13 | Elect Director Theresa M. Stone         | For      | For      | Management |
| 14 | Elect Director Alfred C. Tollison, Jr.  | For      | For      | Management |
| 15 | Advisory Vote to Ratify Named Executive | For      | For      | Management |
|    | Officers' Compensation                  |          |          |            |
| 16 | Advisory Vote on Say on Pay Frequency   | One Year | One Year | Management |
| 17 | Ratify Auditors                         | For      | For      | Management |

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PS BUSINESS PARKS, INC.

Ticker: PSB Security ID: 69360J107

Meeting Date: MAY 02, 2011 Meeting Type: Annual

Record Date: MAR 10, 2011

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ronald L. Havner       | For     | For       | Management |
| 1.2 | Elect Director Joseph D. Russell      | For     | For       | Management |
| 1.3 | Elect Director R. Wesley Burns        | For     | For       | Management |
| 1.4 | Elect Director Jennifer Holden Dunbar | For     | For       | Management |

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|     |  |                |          |            |
|-----|--|----------------|----------|------------|
| 1.5 | Elect Director Arthur M. Friedman                              | For            | For      | Management |
| 1.6 | Elect Director James H. Kropp                                  | For            | For      | Management |
| 1.7 | Elect Director Sara Grootwassink Lewis                         | For            | For      | Management |
| 1.8 | Elect Director Michael V. McGee                                | For            | For      | Management |
| 2   | Ratify Auditors  | For            | For      | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For            | For      | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | Three<br>Years | One Year | Management |

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PUBLIC STORAGE

Ticker:           PSA                   Security ID: 74460D109

Meeting Date: MAY 05, 2011   Meeting Type: Annual

Record Date: MAR 10, 2011

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee B. Wayne Hughes         | For     | For       | Management |
| 1.2 | Elect Trustee Ronald L. Havner, Jr.   | For     | For       | Management |
| 1.3 | Elect Trustee Tamara Hughes Gustavson | For     | For       | Management |
| 1.4 | Elect Trustee Uri P. Harkham          | For     | For       | Management |
| 1.5 | Elect Trustee B. Wayne Hughes, Jr.    | For     | For       | Management |
| 1.6 | Elect Trustee Avedick B. Poladian     | For     | For       | Management |
| 1.7 | Elect Trustee Gary E. Pruitt          | For     | For       | Management |
| 1.8 | Elect Trustee Ronald P. Spogli        | For     | For       | Management |

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|     |  |       |          |            |
|-----|--|-------|----------|------------|
| 1.9 | Elect Trustee Daniel C. Staton                                 | For   | For      | Management |
| 2   | Ratify Auditors  | For   | For      | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For   | For      | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | Three | One Year | Management |
|     |  | Years |          |            |

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QUEST DIAGNOSTICS INCORPORATED

Ticker: DGX Security ID: 74834L100

Meeting Date: MAY 17, 2011 Meeting Type: Annual

Record Date: MAR 18, 2011

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Elect Director William F. Buehler                              | For     | For       | Management |
| 2 | Elect Director Daniel C. Stanzione                             | For     | For       | Management |
| 3 | Ratify Auditors  | For     | For       | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 5 | Advisory Vote on Say on Pay Frequency                          | Three   | One Year  | Management |
|   |  | Years   |           |            |

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RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202

Meeting Date: JUN 01, 2011 Meeting Type: Annual

Record Date: APR 06, 2011

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Arthur H. Goldberg                              | For      | For       | Management |
| 1.2 | Elect Director Mark K. Rosenfeld                               | For      | For       | Management |
| 2   | Ratify Auditors  | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

RAYONIER INC.

Ticker: RYN Security ID: 754907103

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Elect Director Paul G. Boynton                                 | For     | For       | Management |
| 2 | Elect Director Mark E. Gaumond                                 | For     | For       | Management |
| 3 | Elect Director David W. Oskin                                  | For     | For       | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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### Officers' Compensation

|   |                                       |          |          |             |
|---|---------------------------------------|----------|----------|-------------|
| 5 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management  |
| 6 | Ratify Auditors                       | For      | For      | Management  |
| 7 | Declassify the Board of Directors     | Against  | For      | Shareholder |

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SAFEWAY INC.

Ticker: SWY Security ID: 786514208

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

| #  | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect Director Steven A. Burd           | For     | For       | Management |
| 2  | Elect Director Janet E. Grove           | For     | For       | Management |
| 3  | Elect Director Mohan Gyani              | For     | For       | Management |
| 4  | Elect Director Paul Hazen               | For     | For       | Management |
| 5  | Elect Director Frank C. Herringer       | For     | For       | Management |
| 6  | Elect Director Kenneth W. Oder          | For     | For       | Management |
| 7  | Elect Director T. Gary Rogers           | For     | For       | Management |
| 8  | Elect Director Arun Sarin               | For     | For       | Management |
| 9  | Elect Director Michael S. Shannon       | For     | For       | Management |
| 10 | Elect Director William Y. Tauscher      | For     | For       | Management |
| 11 | Advisory Vote to Ratify Named Executive | For     | Against   | Management |

### Officers' Compensation

|    |                                       |          |          |            |
|----|---------------------------------------|----------|----------|------------|
| 12 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
|----|---------------------------------------|----------|----------|------------|

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|    |                                      |         |     |             |
|----|--------------------------------------|---------|-----|-------------|
| 13 | Approve Omnibus Stock Plan           | For     | For | Management  |
| 14 | Amend Executive Incentive Bonus Plan | For     | For | Management  |
| 15 | Ratify Auditors                      | For     | For | Management  |
| 16 | Provide for Cumulative Voting        | Against | For | Shareholder |

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SIMON PROPERTY GROUP, INC.

Ticker:           SPG                   Security ID: 828806109

Meeting Date: MAY 19, 2011   Meeting Type: Annual

Record Date:   MAR 21, 2011

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1  | Elect Director Melvyn E. Bergstein                             | For      | For       | Management |
| 2  | Elect Director Linda Walker Bynoe                              | For      | For       | Management |
| 3  | Elect Director Larry C. Glasscock                              | For      | For       | Management |
| 4  | Elect Director Karen N. Horn                                   | For      | For       | Management |
| 5  | Elect Director Allan Hubbard                                   | For      | For       | Management |
| 6  | Elect Director Reuben S. Leibowitz                             | For      | For       | Management |
| 7  | Elect Director Daniel C. Smith                                 | For      | For       | Management |
| 8  | Elect Director J. Albert Smith, Jr.                            | For      | For       | Management |
| 9  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 10 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 11 | Ratify Auditors  | For      | For       | Management |

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SOLAR CAPITAL LTD.

Ticker: SLRC Security ID: 83413U100

Meeting Date: JUN 09, 2011 Meeting Type: Annual

Record Date: APR 14, 2011

| #   | 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   | Ratify Auditors  | For     | For       | Management |
| 3   | Approve Issuance of Shares for a<br>Private Placement  | For     | For       | Management |
| 4   | Approve Issuance of<br>Warrants/Convertible Debentures | For     | Against   | Management |

-----  
STARWOOD PROPERTY TRUST, INC.

Ticker: STWD Security ID: 85571B105

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 18, 2011

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



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|     |  |             |          |            |
|-----|--|-------------|----------|------------|
| 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 D. Dishner                              | For         | For      | Management |
| 1.4 | Elect Director Camille J. Douglas                              | For         | For      | Management |
| 1.5 | Elect Director Boyd W. Fellows                                 | For         | For      | Management |
| 1.6 | Elect Director Barry S. Sternlicht                             | For         | For      | Management |
| 1.7 | Elect Director Strauss Zelnick                                 | For         | For      | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For         | For      | Management |
| 3   | Advisory Vote on Say on Pay Frequency                          | Three Years | One Year | Management |
| 4   | Ratify Auditors  | For         | For      | Management |

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THE ALLSTATE CORPORATION

Ticker: ALL Security ID: 020002101

Meeting Date: MAY 17, 2011 Meeting Type: Annual

Record Date: MAR 18, 2011

| # | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director F. Duane Ackerman | For     | Against   | Management |
| 2 | Elect Director Robert D. Beyer   | For     | Against   | Management |
| 3 | Elect Director W. James Farrell  | For     | Against   | Management |
| 4 | Elect Director Jack M. Greenberg | For     | Against   | Management |
| 5 | Elect Director Ronald T. Lemay   | For     | Against   | Management |

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|    |   |             |          |             |
|----|---|-------------|----------|-------------|
| 6  | Elect Director Andrea Redmond   | For         | Against  | Management  |
| 7  | Elect Director H. John Riley, Jr.   | For         | Against  | Management  |
| 8  | Elect Director Joshua I. Smith  | For         | Against  | Management  |
| 9  | Elect Director Judith A. Sprieser   | For         | Against  | Management  |
| 10 | Elect Director Mary Alice Taylor  | For         | Against  | Management  |
| 11 | Elect Director Thomas J. Wilson   | For         | Against  | Management  |
| 12 | Ratify Auditors   | For         | For      | Management  |
| 13 | Provide Right to Call Special Meeting   | For         | For      | Management  |
| 14 | Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes | For         | Against  | Management  |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation                      | For         | Against  | Management  |
| 16 | Advisory Vote on Say on Pay Frequency   | Three Years | One Year | Management  |
| 17 | Provide Right to Act by Written Consent   | Against     | For      | Shareholder |
| 18 | Report on Political Contributions   | Against     | For      | Shareholder |

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THE BANK OF NEW YORK MELLON CORPORATION

Ticker: BK Security ID: 064058100

Meeting Date: APR 12, 2011 Meeting Type: Annual

Record Date: FEB 11, 2011

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

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|    |  |          |          |             |
|----|--|----------|----------|-------------|
| 1  | Elect Director Ruth E. Bruch                                   | For      | For      | Management  |
| 2  | Elect Director Nicholas M. Donofrio                            | For      | For      | Management  |
| 3  | Elect Director Gerald L. Hassell                               | For      | For      | Management  |
| 4  | Elect Director Edmund F. Kelly                                 | For      | For      | Management  |
| 5  | Elect Director Robert P. Kelly                                 | For      | For      | Management  |
| 6  | Elect Director Richard J. Kogan                                | For      | For      | Management  |
| 7  | Elect Director Michael J. Kowalski                             | For      | For      | Management  |
| 8  | Elect Director John A. Luke, Jr.                               | For      | For      | Management  |
| 9  | Elect Director Mark A. Nordenberg                              | For      | For      | Management  |
| 10 | Elect Director Catherine A. Rein                               | For      | For      | Management  |
| 11 | Elect Director William C. Richardson                           | For      | For      | Management  |
| 12 | Elect Director Samuel C. Scott III                             | For      | For      | Management  |
| 13 | Elect Director John P. Surma                                   | For      | For      | Management  |
| 14 | Elect Director Wesley W. von Schack                            | For      | For      | Management  |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management  |
| 16 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management  |
| 17 | Amend Omnibus Stock Plan                                       | For      | For      | Management  |
| 18 | Amend Executive Incentive Bonus Plan                           | For      | For      | Management  |
| 19 | Ratify Auditors  | For      | For      | Management  |
| 20 | Provide for Cumulative Voting                                  | Against  | For      | Shareholder |

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THE HOWARD HUGHES CORPORATION

Ticker: HHC Security ID: 44267D107

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Meeting Date: JUN 22, 2011 Meeting Type: Annual

Record Date: APR 25, 2011

| #  | Proposal   | Mgt Rec     | Vote Cast | Sponsor    |
|----|--|-------------|-----------|------------|
| 1  | Elect Director William Ackman                                  | For         | For       | Management |
| 2  | Elect Director David Arthur                                    | For         | For       | Management |
| 3  | Elect Director Adam Flatto                                     | For         | For       | Management |
| 4  | Elect Director Jeffrey Furber                                  | For         | For       | Management |
| 5  | Elect Director Gary Krow                                       | For         | For       | Management |
| 6  | Elect Director Allen Model                                     | For         | For       | Management |
| 7  | Elect Director R. Scot Sellers                                 | For         | For       | Management |
| 8  | Elect Director Steven Shepsman                                 | For         | For       | Management |
| 9  | Elect Director David R. Weinreb                                | For         | For       | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For         | For       | Management |
| 11 | Advisory Vote on Say on Pay Frequency                          | Three Years | One Year  | Management |

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THE MACERICH COMPANY

Ticker: MAC Security ID: 554382101

Meeting Date: MAY 26, 2011 Meeting Type: Annual

Record Date: MAR 15, 2011

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

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|    |  |             |          |            |
|----|--|-------------|----------|------------|
| 1  | Elect Director Douglas D. Abbey                                | For         | For      | Management |
| 2  | Elect Director Dana K. Anderson                                | For         | For      | Management |
| 3  | Elect Director Arthur M. Coppola                               | For         | For      | Management |
| 4  | Elect Director Edward C. Coppola                               | For         | For      | Management |
| 5  | Elect Director James S. Cownie                                 | For         | For      | Management |
| 6  | Elect Director Fred S. Hubbell                                 | For         | For      | Management |
| 7  | Elect Director Diana M. Laing                                  | For         | For      | Management |
| 8  | Elect Director Stanley A. Moore                                | For         | For      | Management |
| 9  | Elect Director Mason G. Ross                                   | For         | For      | Management |
| 10 | Elect Director William P. Sexton                               | For         | For      | Management |
| 11 | Ratify Auditors  | For         | For      | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For         | For      | Management |
| 13 | Advisory Vote on Say on Pay Frequency                          | Three Years | One Year | Management |

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THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109

Meeting Date: MAY 26, 2011 Meeting Type: Annual

Record Date: MAR 28, 2011

| # | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------|---------|-----------|------------|
| 1 | Elect Director Alan L. Beller  | For     | For       | Management |
| 2 | Elect Director John H. Dasburg | For     | For       | Management |

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|    |   |                |          |            |
|----|---|----------------|----------|------------|
| 3  | Elect Director Janet M. Dolan                                     | For            | For      | Management |
| 4  | Elect Director Kenneth M. Duberstein                              | For            | For      | Management |
| 5  | Elect Director Jay S. Fishman                                     | For            | For      | Management |
| 6  | Elect Director Lawrence G. Graev                                  | For            | For      | Management |
| 7  | Elect Director Patricia L. Higgins                                | For            | For      | Management |
| 8  | Elect Director Thomas R. Hodgson                                  | For            | For      | Management |
| 9  | Elect Director Cleve L. Killingsworth,<br>Jr.                     | For            | For      | Management |
| 10 | Elect Director Donald J. Shepard                                  | For            | For      | Management |
| 11 | Elect Director Laurie J. Thomsen                                  | For            | For      | Management |
| 12 | Ratify Auditors   | For            | For      | Management |
| 13 | Advisory Vote to Ratify Named Executive<br>Officers' Compensation | For            | For      | Management |
| 14 | Advisory Vote on Say on Pay Frequency                             | Three<br>Years | One Year | Management |

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THE WILLIAMS COMPANIES, INC.

Ticker: WMB Security ID: 969457100

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 28, 2011

| # | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Alan S. Armstrong   | For     | For       | Management |
| 2 | Elect Director Joseph R. Cleveland | For     | For       | Management |

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|   |  |          |          |            |
|---|--|----------|----------|------------|
| 3 | Elect Director Juanita H. Hinshaw                              | For      | For      | Management |
| 4 | Elect Director Frank T. MacInnis                               | For      | For      | Management |
| 5 | Elect Director Janice D. Stoney                                | For      | For      | Management |
| 6 | Elect Director Laura A. Sugg                                   | For      | For      | Management |
| 7 | Ratify Auditors  | For      | For      | Management |
| 8 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 9 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |

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VENTAS, INC.

Ticker: VTR Security ID: 92276F100

Meeting Date: MAY 12, 2011 Meeting Type: Annual

Record Date: MAR 16, 2011

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Debra A. Cafaro    | For     | For       | Management |
| 1.2 | Elect Director Douglas Crocker II | For     | For       | Management |
| 1.3 | Elect Director Ronald G. Geary    | For     | For       | Management |
| 1.4 | Elect Director Jay M. Gellert     | For     | For       | Management |
| 1.5 | Elect Director Matthew J. Lustig  | For     | For       | Management |
| 1.6 | Elect Director Robert D. Reed     | For     | For       | Management |
| 1.7 | Elect Director Sheli Z. Rosenberg | For     | For       | Management |
| 1.8 | Elect Director Glenn J. Rufrano   | For     | For       | Management |
| 1.9 | Elect Director James D. Shelton   | For     | For       | Management |

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|      |  |          |          |            |
|------|--|----------|----------|------------|
| 1.10 | Elect Director Thomas C. Theobald                              | For      | For      | Management |
| 2    | Ratify Auditors  | For      | For      | Management |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 4    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

| #  | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------------|---------|-----------|------------|
| 1  | Elect Director Richard L. Carrion   | For     | For       | Management |
| 2  | Elect Director M. Frances Keeth     | For     | For       | Management |
| 3  | Elect Director Robert W. Lane       | For     | For       | Management |
| 4  | Elect Director Lowell C. Mcadam     | For     | For       | Management |
| 5  | Elect Director Sandra O. Moose      | For     | For       | Management |
| 6  | Elect Director Joseph Neubauer      | For     | For       | Management |
| 7  | Elect Director Donald T. Nicolaisen | For     | For       | Management |
| 8  | Elect Director Clarence Otis, Jr.   | For     | For       | Management |
| 9  | Elect Director Hugh B. Price        | For     | For       | Management |
| 10 | Elect Director Ivan G. Seidenberg   | For     | For       | Management |
| 11 | Elect Director Rodney E. Slater     | For     | For       | Management |
| 12 | Elect Director John W. Snow         | For     | For       | Management |



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|    |  |          |          |             |
|----|--|----------|----------|-------------|
| 13 | Ratify Auditors  | For      | For      | Management  |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management  |
| 15 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management  |
| 16 | Disclose Prior Government Service                              | Against  | Against  | Shareholder |
| 17 | Performance-Based Equity Awards                                | Against  | For      | Shareholder |
| 18 | Restore or Provide for Cumulative Voting                       | Against  | For      | Shareholder |
| 19 | Amend Articles/Bylaws/Charter -- Call Special Meetings         | Against  | For      | Shareholder |

VORNADO REALTY TRUST

Ticker: VNO Security ID: 929042109

Meeting Date: MAY 26, 2011 Meeting Type: Annual

Record Date: MAR 30, 2011

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Anthony W. Deering                              | For      | Withhold  | Management |
| 1.2 | Elect Director Michael Lynne                                   | For      | Withhold  | Management |
| 1.3 | Elect Director Ronald G. Targan                                | For      | Withhold  | Management |
| 2   | Ratify Auditors  | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | Against   | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

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|   |  |         |     |             |
|---|--|---------|-----|-------------|
| 5 | Require a Majority Vote for the<br>Election of Directors | Against | For | Shareholder |
| 6 | Require Independent Board Chairman                       | Against | For | Shareholder |
| 7 | Declassify the Board of Directors                        | Against | For | Shareholder |

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W2007 GRACE ACQUISITION I INC

Ticker: Security ID: 982568206

Meeting Date: DEC 14, 2010 Meeting Type: Special

Record Date: OCT 18, 2010

| #  | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------------|---------|-----------|------------|
| 1  | Elect Director David B. Clapp III   | None    | Abstain   | Management |
| 2  | Elect Director David R. Johnson     | None    | Abstain   | Management |
| 3  | Elect Director Stuart Schwarzschild | None    | Abstain   | Management |
| 4  | Elect Director Eric L. Clark        | None    | Abstain   | Management |
| 5  | Elect Director Billy B. Jackson     | None    | Abstain   | Management |
| 6  | Elect Director Patrick Traynor      | None    | Abstain   | Management |
| 7  | Elect Director Anthony L. Vogt, Jr. | None    | Abstain   | Management |
| 8  | Elect Director Shaheen Shaheen      | None    | Abstain   | Management |
| 9  | Elect Director Jess Williams        | None    | Abstain   | Management |
| 10 | Elect Director Charles D. Reaves    | None    | Abstain   | Management |
| 11 | Elect Director Frederick A. Shearin | None    | Abstain   | Management |
| 12 | Elect Director William E. Nido      | None    | Abstain   | Management |
| 13 | Elect Director Thomas F. Linn       | None    | Abstain   | Management |

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|    |                                       |      |         |            |
|----|---------------------------------------|------|---------|------------|
| 14 | Elect Director Roberto Verthelyi      | None | Abstain | Management |
| 15 | Elect Director Robert E. (Billy) Conn | None | Abstain | Management |
| 16 | Elect Director Jeffrey Goodman        | None | Abstain | Management |
| 17 | Elect Director Glenn W. Berry III     | None | Abstain | Management |
| 18 | Elect Director Melody White Taylor    | None | Abstain | Management |
| 19 | Elect Director Jim Devellano          | None | Abstain | Management |
| 20 | Elect Director Art Chandler           | None | Abstain | Management |

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WASTE MANAGEMENT, INC.

Ticker: WM Security ID: 94106L109

Meeting Date: MAY 13, 2011 Meeting Type: Annual

Record Date: MAR 16, 2011

| # | Proposal                                    | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Elect Director Pastora San Juan<br>Cafferty | For     | For       | Management |
| 2 | Elect Director Frank M. Clark, Jr.          | For     | For       | Management |
| 3 | Elect Director Patrick W. Gross             | For     | For       | Management |
| 4 | Elect Director John C. Pope                 | For     | For       | Management |
| 5 | Elect Director W. Robert Reum               | For     | For       | Management |
| 6 | Elect Director Steven G. Rothmeier          | For     | For       | Management |
| 7 | Elect Director David P. Steiner             | For     | For       | Management |
| 8 | Elect Director Thomas H. Weidemeyer         | For     | For       | Management |
| 9 | Ratify Auditors                             | For     | For       | Management |

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|    |  |          |          |            |
|----|--|----------|----------|------------|
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 11 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |
| 12 | Provide Right to Call Special Meeting                          | For      | For      | Management |

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XEROX CORPORATION

Ticker:            XRX                    Security ID: 984121103

Meeting Date: MAY 26, 2011    Meeting Type: Annual

Record Date:   MAR 28, 2011

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Elect Director Glenn A. Britt                                  | For     | For       | Management |
| 2  | Elect Director Ursula M. Burns                                 | For     | For       | Management |
| 3  | Elect Director Richard J. Harrington                           | For     | For       | Management |
| 4  | Elect Director William Curt Hunter                             | For     | For       | Management |
| 5  | Elect Director Robert J. Keegan                                | For     | For       | Management |
| 6  | Elect Director Robert A. McDonald                              | For     | For       | Management |
| 7  | Elect Director N.J. Nicholas, Jr.                              | For     | For       | Management |
| 8  | Elect Director Charles Prince                                  | For     | For       | Management |
| 9  | Elect Director Ann N. Reese                                    | For     | For       | Management |
| 10 | Elect Director Mary Agnes Wilderotter                          | For     | For       | Management |
| 11 | Ratify Auditors  | For     | For       | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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13 Advisory Vote on Say on Pay Frequency One Year One Year Management

===== END NPX 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 26, 2011

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