

DIVIDEND & INCOME FUND, INC.
Form N-PX
August 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-08747

Dividend and Income Fund, Inc.
(Exact name of registrant as specified in charter)

11 Hanover Square, 12th Floor, New York, NY
(Address of principal executive offices) 10005
(Zip code)

John F. Ramirez, Esq.
Dividend and Income Fund, Inc.
11 Hanover Square, 12th Floor
New York, NY 10005

Registrant's telephone number, including area code: 1-212-785-0400

Date of fiscal year end: 11/30

Date of reporting period: 07/01/2010 - 06/30/2011

Item 1. Proxy Voting Record

The information contained herein discloses the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;

- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote; and
- (i) Whether the registrant cast its vote for or against management.

DIVIDEND AND INCOME FUND, INC.

3M COMPANY

Ticker: MMM Security ID: 88579Y101
 Meeting Date: MAY 10, 2011 Meeting Type: Annual
 Record Date: MAR 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Linda G. Alvarado	For	For	Management
2	Elect Director George W. Buckley	For	For	Management
3	Elect Director Vance D. Coffman	For	For	Management
4	Elect Director Michael L. Eskew	For	For	Management
5	Elect Director W. James Farrell	For	For	Management
6	Elect Director Herbert L. Henkel	For	For	Management
7	Elect Director Edward M. Liddy	For	For	Management
8	Elect Director Robert S. Morrison	For	For	Management
9	Elect Director Aulana L. Peters	For	For	Management
10	Elect Director Robert J. Ulrich	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	One Year	One Year	Management
14	Report on Political Contributions	Against	For	Shareholder

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
 Meeting Date: APR 29, 2011 Meeting Type: Annual
 Record Date: MAR 02, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Alpern	For	For	Management
1.2	Elect Director Roxanne S. Austin	For	For	Management
1.3	Elect Director W. James Farrell	For	For	Management
1.4	Elect Director H. Laurance Fuller	For	For	Management

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1.5	Elect Director Edward M. Liddy	For	For	Management
1.6	Elect Director Phebe N. Novakovic	For	For	Management
1.7	Elect Director William A. Osborn	For	For	Management
1.8	Elect Director Samuel C. Scott III	For	For	Management
1.9	Elect Director Glenn F. Tilton	For	For	Management
1.1	Elect Director Miles D. White	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	Adopt Policy on Pharmaceutical Price Restraint	Against	Against	Shareholder

ACE LIMITED

Ticker: ACE Security ID: H0023R105
 Meeting Date: MAY 18, 2011 Meeting Type: Annual
 Record Date: MAR 30, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Evan G. Greenberg as Director	For	For	Management
1.2	Elect Leo F. Mullin as Director	For	For	Management
1.3	Elect Olivier Steimer as Director	For	For	Management
1.4	Elect Michael P. Connors as Director	For	For	Management
1.5	Elect Eugene B. Shanks, Jr as Director	For	For	Management
1.6	Elect John A. Krol as Director	For	For	Management
2.1	Approve Annual Report	For	For	Management
2.2	Accept Statutory Financial Statements	For	For	Management
2.3	Accept Consolidated Financial Statements	For	For	Management
3	Approve Allocation of Income and Dividends	For	For	Management
4	Approve Discharge of Board and Senior Management	For	For	Management
5.1	Ratify PricewaterhouseCoopers AG as Auditors	For	For	Management
5.2	Ratify Ratify PricewaterhouseCoopers LLC as Independent Registered Public Accounting Firm as Auditors	For	For	Management
5.3	Ratify BDO AG as Special Auditors	For	For	Management
6	Approve Dividend Distribution from Legal Reserves	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
8	Advisory Vote on Say on Pay Frequency	None	One Year	Management

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: MAY 19, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Elizabeth E. Bailey	For	For	Management

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2	Elect Director Gerald L. Baliles	For	For	Management
3	Elect Director John T. Casteen III	For	For	Management
4	Elect Director Dinyar S. Devitre	For	For	Management
5	Elect Director Thomas F. Farrell II	For	For	Management
6	Elect Director Thomas W. Jones	For	For	Management
7	Elect Director George Munoz	For	For	Management
8	Elect Director Nabil Y. Sakkab	For	For	Management
9	Elect Director Michael E. Szymanczyk	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	None	One Year	Management
13	Cease Production of Flavored Tobacco Products	Against	Against	Shareholder

ANNALY CAPITAL MANAGEMENT INC.

Ticker: NLY Security ID: 035710409
 Meeting Date: JUN 23, 2011 Meeting Type: Annual
 Record Date: MAR 30, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael A. J. Farrell	For	For	Management
2	Elect Director Jonathan D. Green	For	Against	Management
3	Elect Director John A. Lambiase	For	For	Management
4	Increase Authorized Capital Stock	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	Three	One Year	Management
7	Ratify Auditors	For	For	Management

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
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

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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	One Year	Management
17	Report on Political Contributions	Against	For	Shareholder
18	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
19	Provide Right to Act by Written Consent	Against	For	Shareholder

AVON PRODUCTS, INC.

Ticker: AVP Security ID: 054303102
 Meeting Date: MAY 05, 2011 Meeting Type: Annual
 Record Date: MAR 17, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Don Cornwell	For	For	Management
1.2	Elect Director V. Ann Hailey	For	For	Management
1.3	Elect Director Fred Hassan	For	For	Management
1.4	Elect Director Andrea Jung	For	For	Management
1.5	Elect Director Maria Elena Lagomasino	For	For	Management
1.6	Elect Director Ann S. Moore	For	For	Management
1.7	Elect Director Paul S. Pressler	For	For	Management
1.8	Elect Director Gary M. Rodkin	For	For	Management
1.9	Elect Director Paula Stern	For	For	Management
1.1	Elect Director Lawrence A. Weinbach	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
5	Reduce Supermajority Vote Requirement	For	For	Management

BRISTOL-MYERS SQUIBB COMPANY

Ticker: BMY Security ID: 110122108
 Meeting Date: MAY 03, 2011 Meeting Type: Annual
 Record Date: MAR 10, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director L. Andreotti	For	For	Management
2	Elect Director L.B. Campbell	For	For	Management
3	Elect Director J.M. Cornelius	For	For	Management
4	Elect Director L.J. Freeh	For	For	Management
5	Elect Director L.H. Glimcher	For	For	Management
6	Elect Director M. Grobstein	For	For	Management

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7	Elect Director L. Johansson	For	For	Management
8	Elect Director A.J. Lacy	For	For	Management
9	Elect Director V.L. Sato	For	For	Management
10	Elect Director E. Sigal	For	For	Management
11	Elect Director T.D. West, Jr.	For	For	Management
12	Elect Director R.S. Williams	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	One Year	Management
16	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
17	Provide Right to Act by Written Consent	Against	For	Shareholder
18	Adopt Policy to Restrain Pharmaceutical Price Increases	Against	Against	Shareholder

E. I. DU PONT DE NEMOURS AND COMPANY

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

FRONTIER COMMUNICATIONS CORPORATION

Ticker: FTR Security ID: 35906A108
 Meeting Date: MAY 12, 2011 Meeting Type: Annual
 Record Date: MAR 16, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Leroy T. Barnes, Jr.	For	For	Management
1.2	Elect Director Peter C.B. Bynoe	For	For	Management
1.3	Elect Director Jeri B. Finard	For	For	Management
1.4	Elect Director Edward Fraioli	For	For	Management
1.5	Elect Director James S. Kahan	For	For	Management
1.6	Elect Director Pamela D.A. Reeve	For	For	Management
1.7	Elect Director Howard L. Schrott	For	For	Management
1.8	Elect Director Lorraine D. Segil	For	For	Management
1.9	Elect Director Mark Shapiro	For	For	Management
1.1	Elect Director Myron A. Wick, III	For	For	Management
1.11	Elect Director Mary Agnes Wilderotter	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	Require Independent Board Chairman	Against	Against	Shareholder
5	Ratify Auditors	For	For	Management

GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103
 Meeting Date: APR 27, 2011 Meeting Type: Annual
 Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director W. Geoffrey Beattie	For	For	Management
2	Elect Director James I. Cash, Jr.	For	For	Management
3	Elect Director Ann M. Fudge	For	For	Management
4	Elect Director Susan Hockfield	For	For	Management
5	Elect Director Jeffrey R. Immelt	For	For	Management
6	Elect Director Andrea Jung	For	For	Management
7	Elect Director Alan G. Lafley	For	For	Management
8	Elect Director Robert W. Lane	For	For	Management
9	Elect Director Ralph S. Larsen	For	For	Management
10	Elect Director Rochelle B. Lazarus	For	For	Management
11	Elect Director James J. Mulva	For	For	Management
12	Elect Director Sam Nunn	For	For	Management
13	Elect Director Roger S. Penske	For	For	Management
14	Elect Director Robert J. Swieringa	For	For	Management
15	Elect Director James S. Tisch	For	For	Management
16	Elect Director Douglas A. Warner III	For	For	Management
17	Ratify Auditors	For	For	Management
18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
19	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
20	Provide for Cumulative Voting	Against	For	Shareholder
21	Performance-Based Equity Awards	Against	For	Shareholder
22	Withdraw Stock Options Granted to Executive Officers	Against	Against	Shareholder
23	Report on Climate Change Business Risk	Against	Against	Shareholder

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24 Report on Animal Testing and Plans for Reduction Against Against Shareholder

HONEYWELL INTERNATIONAL INC.

Ticker: HON Security ID: 438516106
 Meeting Date: APR 25, 2011 Meeting Type: Annual
 Record Date: FEB 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Gordon M. Bethune	For	For	Management
2	Elect Director Kevin Burke	For	For	Management
3	Elect Director Jaime Chico Pardo	For	For	Management
4	Elect Director David M. Cote	For	For	Management
5	Elect Director D. Scott Davis	For	For	Management
6	Elect Director Linnet F. Deily	For	For	Management
7	Elect Director Judd Gregg	For	For	Management
8	Elect Director Clive R. Hollick	For	For	Management
9	Elect Director George Paz	For	For	Management
10	Elect Director Bradley T. Sheares	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	One Year	One Year	Management
14	Approve Omnibus Stock Plan	For	For	Management
15	Amend Executive Incentive Bonus Plan	For	For	Management
16	Provide Right to Act by Written Consent	Against	For	Shareholder
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

HORIZON TECHNOLOGY FINANCE CORPORATION

Ticker: HRZN Security ID: 44045A102
 Meeting Date: MAY 05, 2011 Meeting Type: Annual
 Record Date: MAR 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David P. Swanson	For	For	Management
1.2	Elect Director James J. Bottiglieri	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Issuance of Shares for a Private Placement	For	For	Management

INTEL CORPORATION

Ticker: INTC Security ID: 458140100
 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 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

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	One Year	Management
16	Provide for Cumulative Voting	Against	For	Shareholder
17	Report on Political Contributions	Against	For	Shareholder
18	Report on Lobbying Expenses	Against	For	Shareholder

INVESCO LTD.

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Ticker: IVZ Security ID: G491BT108
 Meeting Date: MAY 26, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Rex D. Adams	For	For	Management
1.2	Elect Director John Banham	For	For	Management
1.3	Elect Director Denis Kessler	For	Against	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Ratify Ernst & Young LLP as Auditors	For	For	Management

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 17, 2011 Meeting Type: Annual
 Record Date: MAR 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Crandall C. Bowles	For	For	Management
2	Elect Director Stephen B. Burke	For	For	Management
3	Elect Director David M. Cote	For	For	Management
4	Elect Director James S. Crown	For	For	Management
5	Elect Director James Dimon	For	For	Management
6	Elect Director Ellen V. Futter	For	For	Management
7	Elect Director William H. Gray, III	For	For	Management
8	Elect Director Laban P. Jackson, Jr.	For	For	Management
9	Elect Director David C. Novak	For	For	Management
10	Elect Director Lee R. Raymond	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	Amend Omnibus Stock Plan	For	Against	Management
16	Affirm Political Non-Partisanship	Against	Against	Shareholder
17	Provide Right to Act by Written Consent	Against	For	Shareholder
18	Report on Loan Modifications	Against	Against	Shareholder
19	Report on Political Contributions	Against	For	Shareholder
20	Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity	Against	Against	Shareholder
21	Require Independent Board Chairman	Against	Against	Shareholder

KRAFT FOODS INC.

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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

LIMITED BRANDS, INC.

Ticker: LTD Security ID: 532716107
 Meeting Date: MAY 26, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Donna A. James	For	For	Management
2	Elect Director Jeffrey H. Miro	For	For	Management
3	Elect Director Raymond Zimmerman	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Omnibus Stock Plan	For	For	Management
6	Approve Executive Incentive Bonus Plan	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
8	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
9	Reduce Supermajority Vote Requirement	Against	For	Shareholder

LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109
 Meeting Date: MAY 26, 2011 Meeting Type: Annual
 Record Date: MAR 21, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Dennis R. Glass	For	For	Management
2	Elect Director Gary C. Kelly	For	For	Management
3	Elect Director Michael F. Mee	For	For	Management
4	Ratify Auditors	For	For	Management
5	Amend Articles of Incorporation Allowing Shareholders to Amend the Bylaws	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

MATTEL, INC.

Ticker: MAT Security ID: 577081102
 Meeting Date: MAY 13, 2011 Meeting Type: Annual
 Record Date: MAR 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael J. Dolan	For	For	Management
2	Elect Director Robert A. Eckert	For	For	Management
3	Elect Director Frances D. Fergusson	For	For	Management
4	Elect Director Tully M. Friedman	For	For	Management
5	Elect Director Dominic Ng	For	For	Management
6	Elect Director Vasant M. Prabhu	For	For	Management
7	Elect Director Andrea L. Rich	For	For	Management
8	Elect Director Dean A. Scarborough	For	For	Management
9	Elect Director Christopher A. Sinclair	For	For	Management
10	Elect Director G. Craig Sullivan	For	For	Management
11	Elect Director Kathy Brittain White	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	Provide Right to Call Special Meeting	For	Against	Management
15	Ratify Auditors	For	For	Management

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105
 Meeting Date: MAY 24, 2011 Meeting Type: Annual
 Record Date: MAR 25, 2011

#	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

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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 Years	One Year	Management

METLIFE, INC.

Ticker: MET Security ID: 59156R108
 Meeting Date: APR 26, 2011 Meeting Type: Annual
 Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Steven A. Kandarian	For	For	Management
1.2	Elect Director Sylvia Mathews Burwell	For	For	Management
1.3	Elect Director Eduardo Castro-Wright	For	For	Management
1.4	Elect Director Cheryl W. Grise	For	For	Management
1.5	Elect Director Lulu C. Wang	For	For	Management
2	Declassify the Board of Directors	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

MFA FINANCIAL, INC.

Ticker: MFA Security ID: 55272X102
 Meeting Date: MAY 24, 2011 Meeting Type: Annual
 Record Date: MAR 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen R. Blank	For	For	Management
1.2	Elect Director William S. Gorin	For	For	Management
2	Increase Authorized Capital Stock	For	For	Management
3		For	For	Management

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Advisory Vote to Ratify Named Executive Officers'
Compensation

4	Advisory Vote on Say on Pay Frequency	Three	One Year	Management
5	Ratify Auditors	For	For	Management

NORDIC AMERICAN TANKER SHIPPING LTD.

Ticker: NAT Security ID: G65773106
Meeting Date: JUN 01, 2011 Meeting Type: Annual
Record Date: APR 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Herbjorn Hansson as Director	For	Withhold	Management
1.2	Elect Sir David Giibbons as Director	For	For	Management
1.3	Elect Adreas Ove Ugland as Director	For	For	Management
1.4	Elect Jim Kelly as Director	For	For	Management
1.5	Elect Jan Erik Langangen as Director	For	Withhold	Management
1.6	Elect Paul J. Hopkins as Director	For	For	Management
1.7	Elect Richard H. K. Vietor as Director	For	For	Management
2	Ratify Deloitte AS as Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Increase Authorized Common Stock	For	For	Management
5	Change Company Name to Nordic American Tankers Limited	For	For	Management
6	Receive Financial Statements and Statutory Reports (Non-Voting)	None	None	Management
7	Transact Other Business (Non-Voting)	None	None	Management

NYSE EURONEXT

Ticker: NYX Security ID: 629491101
Meeting Date: APR 28, 2011 Meeting Type: Annual
Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Andre Bergen	For	For	Management
2	Elect Director Ellyn L. Brown	For	For	Management
3	Elect Director Marshall N. Carter	For	For	Management
4	Elect Director Dominique Cerutti	For	For	Management
5	Elect Director Patricia M. Cloherty	For	For	Management
6	Elect Director Sir George Cox	For	For	Management
7	Elect Director Sylvain Hefes	For	For	Management
8	Elect Director Jan-michiel Hessels	For	For	Management
9	Elect Director Duncan M. McFarland	For	For	Management
10	Elect Director James J. McNulty	For	For	Management
11	Elect Director Duncan L. Niederauer	For	For	Management
12	Elect Director Ricardo Salgado	For	For	Management

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13	Elect Director Robert G. Scott	For	For	Management
14	Elect Director Jackson P. Tai	For	For	Management
15	Elect Director Rijnhard Van Tets	For	For	Management
16	Elect Director Sir Brian Williamson	For	For	Management
17	Ratify Auditors	For	For	Management
18	Reduce Supermajority Vote Requirement	For	For	Management
19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
20	Advisory Vote on Say on Pay Frequency	None	One Year	Management
21	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
22	Provide Right to Act by Written Consent	Against	For	Shareholder

OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 06, 2011 Meeting Type: Annual
 Record Date: MAR 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Spencer Abraham	For	For	Management
2	Elect Director Howard I. Atkins	For	For	Management
3	Elect Director Stephen I. Chazen	For	For	Management
4	Elect Director Edward P. Djerejian	For	Against	Management
5	Elect Director John E. Feick	For	For	Management
6	Elect Director Margaret M. Foran	For	For	Management
7	Elect Director Carlos M. Gutierrez	For	For	Management
8	Elect Director Ray R. Irani	For	Against	Management
9	Elect Director Avedick B. Poladian	For	For	Management
10	Elect Director Rodolfo Segovia	For	Against	Management
11	Elect Director Aziz D. Syriani	For	Against	Management
12	Elect Director Rosemary Tomich	For	Against	Management
13	Elect Director Walter L. Weisman	For	Against	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	None	One Year	Management
17	Review Political Expenditures and Processes	Against	For	Shareholder
18	Request Director Nominee with Environmental Qualifications	Against	Against	Shareholder

PEOPLE'S UNITED FINANCIAL, INC.

Ticker: PBCT Security ID: 712704105
 Meeting Date: APR 21, 2011 Meeting Type: Annual
 Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John P. Barnes	For	For	Management

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1.2	Elect Director Collin P. Baron	For	For	Management
1.3	Elect Director Richard M. Hoyt	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

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 04, 2011 Meeting Type: Annual
 Record Date: MAR 04, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director S.L. Brown	For	For	Management
2	Elect Director I.M. Cook	For	For	Management
3	Elect Director D. Dublon	For	For	Management
4	Elect Director V.J. Dzau	For	For	Management
5	Elect Director R.L. Hunt	For	For	Management
6	Elect Director A. Iburguen	For	For	Management
7	Elect Director A.C. Martinez	For	For	Management
8	Elect Director I.K. Nooyi	For	For	Management
9	Elect Director S.P. Rockefeller	For	For	Management
10	Elect Director J.J. Schiro	For	For	Management
11	Elect Director L.G. Trotter	For	For	Management
12	Elect Director D. Vasella	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	Three	One Year	Management
15	Ratify Auditors	For	For	Management
16	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
18	Report on Political Contributions	Against	Against	Shareholder

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

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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 Officers' Compensation	For	Against	Management
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 Process	Against	Against	Shareholder
19	Adopt Policy to Restrain Pharmaceutical Price Increases	Against	Against	Shareholder
20	Provide Right to Act by Written Consent	Against	For	Shareholder
21	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
22	Report on Animal Testing and Plans for Reduction	Against	Against	Shareholder

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109
 Meeting Date: MAY 11, 2011 Meeting Type: Annual
 Record Date: MAR 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harold Brown	For	For	Management
2	Elect Director Mathis Cabiallavetta	For	For	Management
3	Elect Director Louis C. Camilleri	For	For	Management
4	Elect Director J. Dudley Fishburn	For	For	Management
5	Elect Director Jennifer Li	For	For	Management
6	Elect Director Graham Mackay	For	For	Management
7	Elect Director Sergio Marchionne	For	Against	Management
8	Elect Director Lucio A. Noto	For	For	Management
9	Elect Director Carlos Slim Helu	For	For	Management
10	Elect Director Stephen M. Wolf	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	One Year	One Year	Management
14	Report on Effect of Marketing Practices on the Poor	Against	Against	Shareholder
15	Require Independent Board Chairman	Against	Against	Shareholder

PPG INDUSTRIES, INC.

Ticker: PPG Security ID: 693506107
 Meeting Date: APR 21, 2011 Meeting Type: Annual
 Record Date: FEB 18, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen F. Angel	For	For	Management
1.2	Elect Director Hugh Grant	For	For	Management
1.3	Elect Director Michele J. Hooper	For	For	Management
1.4	Elect Director Robert Mehrabian	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend 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
7	Report on Community Environmental Impact Disclosure Process	Against	Against	Shareholder

SEASPAN CORPORATION

Ticker: SSW Security ID: Y75638109
 Meeting Date: APR 30, 2011 Meeting Type: Annual
 Record Date: MAR 04, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Peter Shaerf as Director	For	For	Management
1b	Elect John C. Hsu as Director	For	For	Management
2	Approve KPMG LLP Chartered Accountants as Auditors	For	For	Management

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 Private Placement	For	For	Management
4	Approve Issuance of Warrants/Convertible Debentures	For	Against	Management

TARGET CORPORATION

Ticker: TGT Security ID: 87612E106
 Meeting Date: JUN 08, 2011 Meeting Type: Annual
 Record Date: APR 11, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Roxanne S. Austin	For	For	Management
2	Elect Director Calvin Darden	For	For	Management
3	Elect Director Mary N. Dillon	For	For	Management
4	Elect Director James A. Johnson	For	For	Management
5	Elect Director Mary E. Minnick	For	For	Management
6	Elect Director Anne M. Mulcahy	For	For	Management
7	Elect Director Derica W. Rice	For	For	Management
8	Elect Director Stephen W. Sanger	For	For	Management
9	Elect Director Gregg W. Steinhafel	For	For	Management
10	Elect Director John G. Stumpf	For	For	Management
11	Elect Director Solomon D. Trujillo	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	Adopt Compensation Benchmarking Policy	Against	For	Shareholder
17	Report on Electronics Recycling and Preventing E-Waste Export	Against	For	Shareholder

THE COCA-COLA COMPANY

Ticker: KO Security ID: 191216100
 Meeting Date: APR 27, 2011 Meeting Type: Annual
 Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Herbert A. Allen	For	For	Management
2	Elect Director Ronald W. Allen	For	For	Management
3	Elect Director Howard G. Buffett	For	For	Management
4	Elect Director Barry Diller	For	For	Management
5	Elect Director Evan G. Greenberg	For	For	Management
6	Elect Director Alexis M. Herman	For	For	Management
7	Elect Director Muhtar Kent	For	For	Management
8	Elect Director Donald R. Keough	For	For	Management
9	Elect Director Maria Elena Lagomasino	For	For	Management
10	Elect Director Donald F. McHenry	For	For	Management
11	Elect Director Sam Nunn	For	For	Management
12	Elect Director James D. Robinson III	For	For	Management
13	Elect Director Peter V. Ueberroth	For	For	Management
14	Elect Director Jacob Wallenberg	For	For	Management
15	Elect Director James B. Williams	For	For	Management
16	Ratify Auditors	For	For	Management
17	Amend Executive Incentive Bonus Plan	For	For	Management
18	Amend Restricted Stock Plan	For	For	Management
19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
20	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

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21 Publish Report on Chemical Bisphenol-A (BPA) Against For Shareholder

THE DOW CHEMICAL COMPANY

Ticker: DOW Security ID: 260543103
 Meeting Date: MAY 12, 2011 Meeting Type: Annual
 Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Arnold A. Allemang	For	For	Management
2	Elect Director Jacqueline K. Barton	For	For	Management
3	Elect Director James A. Bell	For	For	Management
4	Elect Director Jeff M. Fettig	For	For	Management
5	Elect Director Barbara H. Franklin	For	For	Management
6	Elect Director Jennifer M. Granholm	For	For	Management
7	Elect Director John B. Hess	For	For	Management
8	Elect Director Andrew N. Liveris	For	For	Management
9	Elect Director Paul Polman	For	For	Management
10	Elect Director Dennis H. Reilley	For	For	Management
11	Elect Director James M. Ringler	For	For	Management
12	Elect Director Ruth G. Shaw	For	For	Management
13	Elect Director Paul G. Stern	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	Three	One Year	Management
17	Provide Right to Act by Written Consent	Against	For	Shareholder

THE SOUTHERN COMPANY

Ticker: SO Security ID: 842587107
 Meeting Date: MAY 25, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J. P. Baranco	For	For	Management
1.2	Elect Director J. A. Boscia	For	For	Management
1.3	Elect Director H. A. Clark, III	For	For	Management
1.4	Elect Director T. A. Fanning	For	For	Management
1.5	Elect Director H.W. Habermeyer, Jr.	For	For	Management
1.6	Elect Director V.M Hagen	For	For	Management
1.7	Elect Director W. A. Hood, Jr.	For	For	Management
1.8	Elect Director D. M. James	For	For	Management
1.9	Elect Director D. E. Klein	For	For	Management
1.1	Elect Director J. N. Purcell	For	For	Management
1.11	Elect Director W. G. Smith, Jr.	For	For	Management
1.12	Elect Director S. R. Specker	For	For	Management

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1.13	Elect Director L.D. Thompson	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 Omnibus Stock Plan	For	For	Management
6	Report on Coal Combustion Waste Hazard and Risk Mitigation Efforts	Against	For	Shareholder

UNITED TECHNOLOGIES CORPORATION

Ticker: UTX Security ID: 913017109
 Meeting Date: APR 13, 2011 Meeting Type: Annual
 Record Date: FEB 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Louis R. Chenevert	For	For	Management
2	Elect Director John V. Faraci	For	For	Management
3	Elect Director Jean-Pierre Garnier	For	For	Management
4	Elect Director Jamie S. Gorelick	For	For	Management
5	Elect Director Edward A. Kangas	For	For	Management
6	Elect Director Ellen J. Kullman	For	For	Management
7	Elect Director Charles R. Lee	For	For	Management
8	Elect Director Richard D. McCormick	For	For	Management
9	Elect Director Harold McGraw III	For	For	Management
10	Elect Director Richard B. Myers	For	For	Management
11	Elect Director H. Patrick Swygert	For	For	Management
12	Elect Director Andre Villeneuve	For	For	Management
13	Elect Director Christine Todd Whitman	For	For	Management
14	Ratify Auditors	For	For	Management
15	Amend Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Advisory Vote on Say on Pay Frequency	None	One Year	Management
18	Stock Retention/Holding Period	Against	For	Shareholder

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

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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
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

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 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
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

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dividend and Income Fund, Inc.

By:

/s/
Thomas
B.
Winmill
Thomas
B.
Winmill,
President

Date:
August
29, 2011