

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

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM N-PX

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

Investment Company Act File Number: 811-08747

REGISTRANT

Chartwell Dividend & Income Fund, Inc. 1235 Westlakes Dr.

Suite 400 Berwyn, PA 19312-2416

AGENT FOR SERVICE

Winthrop S. Jessup Chartwell Dividend & Income Fund, Inc.

1235 Westlakes Dr. Suite 400 Berwyn, PA 19312-2416 Registrant's

Telephone Number: (610) 296-1400

Date of Fiscal Year End: November 30

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

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PROPOSAL

PROPOSED BY MGT. POSITION REGISTRA

APOLLO INVESTMENT CORPORATION

TICKER: AINV CUSIP: 03761U106

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

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

STAR ASIA FIN LTD

CUSIP: 855082103

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

Meeting for ADR Holders

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

FRESEAS INC

TICKER: FREE CUSIP: Y26496102

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

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

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Of Common Stock And To Increase The Number Of

Authorized Shares Of Preferred.

Management

For

Voted

3 Ratification Of The Appointment Of PriceWaterhouseCoopers

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

Accounting Firm For The Fiscal Year Ending

December 31, 2008.

Management

For

Voted

BANK OF AMERICA CORP.

TICKER: BAC CUSIP: 060505104

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

1 Issue Shares In Connection With Acquisition

Management

For

Voted

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CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTERED

2 Amend Omnibus Stock Plan

Management

For

Vote

3 Increase Authorized Common Stock

Management

For

Vote

4 Adjourn Meeting

Management

For

Vote

ENERGY TRANSFER PARTNERS L P

TICKER: ETP CUSIP: 29273R109

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

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

2008 Long-Term Incentive Plan

Management

For

Vote

GENERAL MARITIME CORP.

TICKER: GMR CUSIP: Y2692M103

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

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

PPG INDUSTRIES, INC.

TICKER: PPG CUSIP: 693506107

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

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

GENERAL ELECTRIC CO.

TICKER: GE CUSIP: 369604103

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

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

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

PFIZER INC.

TICKER: PFE CUSIP: 717081103

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

|                   |            |     |  |         |
|-------------------|------------|-----|--|---------|
| 1 Elect Directors | Management | For |  | Voted - |
|-------------------|------------|-----|--|---------|

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

ABBOTT LABORATORIES

TICKER: ABT CUSIP: 002824100

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

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTRANT

AT&T INC

TICKER: T CUSIP: 00206R102

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

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

HONEYWELL INTERNATIONAL, INC.

TICKER: HON CUSIP: 438516106

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

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

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

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

INTERNATIONAL BUSINESS MACHINES CORP.

TICKER: IBM CUSIP: 459200101

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

|   |                 |            |     |         |     |
|---|-----------------|------------|-----|---------|-----|
| 1 | Elect Directors | Management | For | Voted - | For |
|---|-----------------|------------|-----|---------|-----|



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

METLIFE, INC

TICKER: MET CUSIP: 59156R108

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

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

OCCIDENTAL PETROLEUM CORP.

TICKER: OXY CUSIP: 674599105

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

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

B&G FOODS, INC.

TICKER: BGS CUSIP: 05508R106

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

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

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## CHARTWELL DIVIDEND & INCOME FUND, INC.

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

## PEPSICO, INC.

TICKER: PEP CUSIP: 713448108

Meeting Date: 05/06/09

Meeting Type: Annual

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

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

VERIZON COMMUNICATIONS

TICKER: VZ CUSIP: 92343V104

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

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

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

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTRANT V

GENERAL MARITIME CORP.

TICKER: GMR CUSIP: Y2693R101

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

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

SCHERING-PLOUGH CORP.

TICKER: SGP CUSIP: 806605101

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

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

JPMORGAN CHASE & CO.

TICKER: JPM CUSIP: 46625H100

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

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

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

ACE LTD.

TICKER: ACE CUSIP: H0023R105

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

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

PROPOSAL

PROPOSED BY MGT. POSITION REGISTRANT

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

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

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

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CHARTWELL DIVIDEND & INCOME FUND, INC.

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

LIMITED BRANDS

TICKER: LTD CUSIP: 532716107

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

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

ANNALY CAPITAL MANAGEMENT INC.

TICKER: NLY CUSIP: 035710409

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

|   |                 |            |     |           |
|---|-----------------|------------|-----|-----------|
| 1 | Elect Directors | Management | For | Voted - F |
|---|-----------------|------------|-----|-----------|



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|   |                 |            |     |           |
|---|-----------------|------------|-----|-----------|
| 2 | Ratify Auditors | Management | For | Voted - F |
|---|-----------------|------------|-----|-----------|

CATERPILLAR INC.

TICKER: CAT CUSIP: 149123101

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

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

MCG CAPITAL CORP

TICKER: MCGC CUSIP: 58047P107

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

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

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### SIGNATURES

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

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

CHARTWELL DIVIDEND & INCOME FUND, INC.

By: /s/ Winthrop S. Jessup President

Date: August 31, 2009

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