

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

CHARTWELL DIVIDEND & INCOME FUND INC

Form N-PX

August 25, 2008

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, 2007 to June 30, 2008

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by Mgt. Position

ARLINGTON TANKERS LTD

Ticker: ATB

CUSIP: G04899103

07/19/07 - Annual

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Meeting for Holders of ADRs

1	Elect Directors	Management	For
2	Appointment of Moore Stephens P.C. As Independent Registered Public Accounting Firm for Fiscal Year Ending December 31, 2007 and the Authorization of the Board Of Directors, Acting Through the Audit Committee, to Determine the Independent Registered Public Accountants	Management	For

NORDIC AMERICAN TANKER SHIPPING LTD.

Ticker: NAT CUSIP: G65773106

07/31/07 - Annual

Meeting for Holders of ADRs

1	Elect Directors	Management	For
1.1	Elect Director Herbjorn Hansson	Management	For
1.2	Elect Director Torbjorn Gladso	Management	For
1.3	Elect Director Sir David Gibbons	Management	For
1.4	Elect Director Andreas Ove Ugland	Management	For
1.5	Elect Director Andrew W. March	Management	For
1.6	Elect Director Paul J. Hopkins	Management	For
1.7	Elect Director Richard Vietor	Management	For
2	Ratify Auditors	Management	For

APOLLO INVESTMENT CORPORATION

Ticker: AINV CUSIP: 03761U106

08/07/07 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

DEERFIELD CAPITAL CORP

Ticker: DFR CUSIP: 244572301

08/09/07 - Annual

1	Issue Shares In Connection with an Acquisition	Management	For
2	Elect Directors	Management	For
3	Ratify Auditors	Management	For
4	Amend Omnibus Stock Plan	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by Mgt. Position

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FAIRPOINT COMMUNICATIONS, INC

Ticker: FRP CUSIP: 305560104

08/22/07 - Annual

1	Issue Shares In Connection with an Acquisition	Management	For
2	Elect Directors	Management	For
3	Ratify Auditors	Management	For
4	Adjourn Meeting	Management	For

BCE INC.

Ticker: BCE CUSIP: 05534B760

09/21/07 - Special

Special Meeting Agenda for Holders of Common Shares and Preferred Shares

1	Approve Acquisition of All Shares By the Purchaser	Management	For
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LINN ENERGY, LLC

Ticker: LINE CUSIP: 536020100

11/01/07 - Special

1	Class D Conversion and Issuance Proposal (As Described In Proxy Statement)	Management	For
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COINMACH SERVICE CORP.

CUSIP: 19259W206

11/09/07 - Special

1	Approve Merger Agreement	Management	For
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FRESEAS INC

Ticker: FREE CUSIP: Y26496102

12/27/07 - Annual

This Is A Duplicate Meeting for Ballots Received Via the Broadridge North American Ballot Distribution System

1	Elect Directors	Management	For
2	Ratification of the Appointment of Pricewaterhouse-Cooper S.A. As the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2007.	Management	For

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Chartwell Dividend & Income Fund, Inc.

Proposal		Proposed by	Mgt. Position
STAR ASIA FIN LTD			
CUSIP: 855082103			
02/04/08 - S			
1	In Accordance with Article 40 of the Company's Articles of Association and Section 37(1)(A) of the Companies (Guernsey) Law, 1994 (As Amended), the Authorised Share Capital of the Company Be Increased, All As More Fully Described In the Proxy Statement.	Management	For
2	Conditional Upon Resolution 1 Having Been Passed By the Required Majority, the Directors Be Granted Absolute Discretion to Determine the Rights Attaching to the Cumulative Convertible Redeemable Preference Shares In Accordance with Article 5 of the Company's Bylaws	Management	For
3	Conditional Upon Resolution 2 Having Been Passed By the Requisite Majority and the Company Successfully Issuing and Receiving Full Consideration for Such Number of the Cumulative Convertible Redeemable Preference Shares As the Directors Determine to Issue...	Management	For
4	Conditional Upon Resolution 2 Having Been Passed By the Requisite Majority and the Company Successfully Issuing and Receiving Full Consideration for Such Number of the Cumulative Convertible Redeemable Preference Shares as the Directors In the Absolute ...	Management	For
DEERFIELD CAPITAL CORP			
Ticker: DFR		CUSIP: 244331104	
03/11/08 - Special			
1	Approve Conversion of Securities	Management	For
2	Amend Omnibus Stock Plan	Management	For
U.S. BANCORP			
Ticker: USB		CUSIP: 902973304	
04/15/08 - Annual			
1	Elect Director Douglas M. Baker, Jr.	Management	For
2	Elect Director Joel W. Johnson	Management	For
3	Elect Director David B. O'maley	Management	For
4	Elect Director O'dell M. Owens	Management	For
5	Elect Director Craig D. Schnuck	Management	For
6	Ratify Auditors	Management	For
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against
8	Require Independent Board Chairman	Shareholder	Against

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Chartwell Dividend & Income Fund, Inc.

Proposal Proposed by Mgt. Position

ANNALY CAPITAL MANAGEMENT INC.

Ticker: NLY CUSIP: 035710409

04/21/08 - Special

1	Increase Authorized Common Stock	Management	For
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CARNIVAL CORP.

Ticker: CCL CUSIP: 143658300

04/22/08 - Annual

This Is A Global Meeting for Ballots Received Via the Broadridge North American Ballot Distribut

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	To Authorize the Audit Committee of Carnival Plc to Agree to the Remuneration of the Independent Auditors.	Management	For
4	To Receive the Accounts and Reports for Carnival Plc for the Financial Year Ended November 30, 2007.	Management	For
5	To Approve the Directors Remuneration Report of Carnival Plc.	Management	For
6	To Approve the Issuance By Carnival Plc of Equity or Equity-Linked Securities with Preemptive Rights.	Management	For

Special Resolutions

7	To Approve the Dis-Application of Pre-Emption Rights for Carnival Plc.	Management	For
8	To Approve A General Authority for Carnival Plc to Buy Back Carnival Plc Ordinary Shares In the Open Market.	Management	For

BANK OF AMERICA CORP.

Ticker: BAC CUSIP: 060505104

04/23/08 - Annual

1	Elect Director William Barnet, III	Management	For
2	Elect Director Frank P. Bramble, Sr.	Management	For
3	Elect Director John T. Collins	Management	For
4	Elect Director Gary L. Countryman	Management	For
5	Elect Director Tommy R. Franks	Management	For
6	Elect Director Charles K. Gifford	Management	For

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7	Elect Director Kenneth D. Lewis	Management	For
8	Elect Director Monica C. Lozano	Management	For
9	Elect Director Walter E. Massey	Management	For
10	Elect Director Thomas J. May	Management	For
11	Elect Director Patricia E. Mitchell	Management	For
12	Elect Director Thomas M. Ryan	Management	For
13	Elect Director O. Temple Sloan, Jr.	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal	Proposed by	Mgt. Position
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BANK OF AMERICA CORP. (CONTINUED)

14	Elect Director Meredith R. Spangler	Management	For
15	Elect Director Robert L. Tillman	Management	For
16	Elect Director Jackie M. Ward	Management	For
17	Ratify Auditors	Management	For
18	Limit/Prohibit Executive Stock-Based Awards	Shareholder	Against
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against
20	Limit Executive Compensation	Shareholder	Against
21	Provide for Cumulative Voting	Shareholder	Against
22	Require Independent Board Chairman	Shareholder	Against
23	Amend Articles/Bylaws/Charter -- Call Special Meetings	Shareholder	Against
24	Report on the Equator Principles	Shareholder	Against
25	Amend Bylaws to Establish A Board Committee on Human Rights	Shareholder	Against

MCG CAPITAL CORP

Ticker: MCGC CUSIP: 58047P107

04/23/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Approve Sale of Common Shares Below Net Asset Value	Management	For
4	Amend Restricted Stock Plan	Management	For
5	Amend Non-Employee Director Restricted Stock Plan	Management	For

BAKER HUGHES INCORPORATED

Ticker: BHI CUSIP: 057224107

04/24/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Amend Executive Incentive Bonus Plan	Management	For
4	Other Business	Management	For

PFIZER INC.

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Ticker: PFE

CUSIP: 717081103

04/24/08 - Annual

1	Elect Director Dennis A. Ausiello	Management	For
2	Elect Director Michael S. Brown	Management	For
3	Elect Director M. Anthony Burns	Management	For
4	Elect Director Robert N. Burt	Management	For
5	Elect Director W. Don Cornwell	Management	For
6	Elect Director William H. Gray, III	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by Mgt. Position

PFIZER INC. (CONTINUED)

7	Elect Director Constance J. Horner	Management	For
8	Elect Director William R. Howell	Management	For
9	Elect Director James M. Kilts	Management	For
10	Elect Director Jeffrey B. Kindler	Management	For
11	Elect Director George A. Lorch	Management	For
12	Elect Director Dana G. Mead	Management	For
13	Elect Director Suzanne Nora Johnson	Management	For
14	Elect Director William C. Steere, Jr.	Management	For
15	Ratify Auditors	Management	For
16	Prohibit Executive Stock-Based Awards	Shareholder	Against
17	Require Independent Board Chairman	Shareholder	Against

AT&T INC

Ticker: T

CUSIP: 00206R102

04/25/08 - Annual

1	Elect Director Randall L. Stephenson	Management	For
2	Elect Director William F. Aldinger III	Management	For
3	Elect Director Gilbert F. Amelio	Management	For
4	Elect Director Reuben V. Anderson	Management	For
5	Elect Director James H. Blanchard	Management	For
6	Elect Director August A. Busch III	Management	For
7	Elect Director James P. Kelly	Management	For
8	Elect Director Jon C. Madonna	Management	For
9	Elect Director Lynn M. Martin	Management	For
10	Elect Director John B. McCoy	Management	For
11	Elect Director Mary S. Metz	Management	For
12	Elect Director Joyce M. Roche	Management	For
13	Elect Director Laura D' Andrea Tyson	Management	For
14	Elect Director Patricia P. Upton	Management	For
15	Ratify Auditors	Management	For
16	Report on Political Contributions	Shareholder	Against
17	Exclude Pension Credits from Earnings		

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	Performance Measure	Shareholder	Against
18	Require Independent Lead Director	Shareholder	Against
19	Establish SERP Policy	Shareholder	Against
20	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against

Chartwell Dividend & Income Fund, Inc.

Proposal	Proposed by	Mgt. Position
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WELLS FARGO AND COMPANY

Ticker: WFC CUSIP: 949746101

04/29/08 - Annual

1	Elect Director John S. Chen	Management	For
2	Elect Director Lloyd H. Dean	Management	For
3	Elect Director Susan E. Engel	Management	For
4	Elect Director Enrique Hernandez, Jr.	Management	For
5	Elect Director Robert L. Joss	Management	For
6	Elect Director Richard M. Kovacevich	Management	For
7	Elect Director Richard D. McCormick	Management	For
8	Elect Director Cynthia H. Milligan	Management	For
9	Elect Director Nicholas G. Moore	Management	For
10	Elect Director Philip J. Quigley	Management	For
11	Elect Director Donald B. Rice	Management	For
12	Elect Director Judith M. Runstad	Management	For
13	Elect Director Stephen W. Sanger	Management	For
14	Elect Director John G. Stumpf	Management	For
15	Elect Director Susan G. Swenson	Management	For
16	Elect Director Michael W. Wright	Management	For
17	Ratify Auditors	Management	For
18	Amend Executive Incentive Bonus Plan	Management	For
19	Amend Omnibus Stock Plan	Management	For
20	Require Independent Board Chairman	Shareholder	Against
21	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against
22	Pay for Superior Performance	Shareholder	Against
23	Report on Human Rights Investment Policies	Shareholder	Against
24	Adopt EEO Policy Without Reference to Sexual Orientation	Shareholder	Against
25	Report on Racial and Ethnic Disparities In Loan Pricing	Shareholder	Against

CAPITALSOURCE, INC

Ticker: CSE CUSIP: 14055X102

05/01/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Increase Authorized Common Stock	Management	For
4	Amend Omnibus Stock Plan	Management	For

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Proposal Proposed by Mgt. Position

VERIZON COMMUNICATIONS

Ticker: VZ CUSIP: 92343V104

05/01/08 - Annual

1	Elect Director Richard L. Carrion	Management	For
2	Elect Director M. Frances Keeth	Management	For
3	Elect Director Robert W. Lane	Management	For
4	Elect Director Sandra O. Moose	Management	For
5	Elect Director Joseph Neubauer	Management	For
6	Elect Director Donald T. Nicolaisen	Management	For
7	Elect Director Thomas H. O'brien	Management	For
8	Elect Director Clarence Otis, Jr.	Management	For
9	Elect Director Hugh B. Price	Management	For
10	Elect Director IVan G. Seidenberg	Management	For
11	Elect Director John W. Snow	Management	For
12	Elect Director John R. Stafford	Management	For
13	Ratify Auditors	Management	For
14	Prohibit Executive Stock-Based Awards	Shareholder	Against
15	Amend EEO Policy to Prohibit Discrimination Based on Gender Identity	Shareholder	Against
16	Require Independent Board Chairman	Shareholder	Against

B&G FOODS, INC.

Ticker: BGS CUSIP: 05508R106

05/06/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Approve Omnibus Stock Plan	Management	For

B&G FOODS, INC.

Ticker: BGS CUSIP: 05508R205

05/06/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Approve Omnibus Stock Plan	Management	For

BRISTOL-MYERS SQUIBB CO.

Ticker: BMY CUSIP: 110122108

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05/06/08 - Annual

1	Elect Director Lewis B. Campbell	Management	For
2	Elect Director James M. Cornelius	Management	For
3	Elect Director Louis J. Freeh	Management	For
4	Elect Director Laurie H. Glimcher	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal	Proposed by	Mgt. Position
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BRISTOL-MYERS SQUIBB CO. (CONTINUED)

5	Elect Director Michael Grobstein	Management	For
6	Elect Director Leif Johansson	Management	For
7	Elect Director Alan J. Lacey	Management	For
8	Elect Director Vicki L. Sato	Management	For
9	Elect Director Togo D. West, Jr.	Management	For
10	Elect Director R. Sanders Williams	Management	For
11	Ratify Auditors	Management	For
12	Increase Disclosure of Executive Compensation	Shareholder	Against

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

Ticker: CNSL CUSIP: 209034107

05/06/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

REYNOLDS AMERICAN INC

Ticker: RAI CUSIP: 761713106

05/06/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Adopt Human Rights Protocol for the Company and Its Suppliers	Shareholder	Against
4	Adopt Principles for Health Care Reform	Shareholder	Against
5	Implement the "Two Cigarette" Marketing Approach	Shareholder	Against

REGAL ENTERTAINMENT GROUP

Ticker: RGC CUSIP: 758766109

05/07/08 - Annual

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1	Elect Directors	Management	For
1.1	Elect Director Stephen A. Kaplan	Management	For
1.2	Elect Director Jack Tyrrell	Management	For
1.3	Elect Director Nestor R. Weigand, Jr.	Management	For
2	Approve Executive Incentive Bonus Plan	Management	For
3	Ratify Auditors	Management	For

WINDSTREAM CORP.

Ticker: WIN CUSIP: 97381W104

05/08/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against

Chartwell Dividend & Income Fund, Inc.

Proposal	Proposed by	Mgt. Position
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ENTERCOM COMMUNICATIONS CORP.

Ticker: ETM CUSIP: 293639100

05/13/08 - Annual

1	Elect Directors	Management	For
2	Amend Omnibus Stock Plan	Management	For
3	Approve Executive Incentive Bonus Plan	Management	For
4	Ratify Auditors	Management	For

PACKAGING CORPORATION OF AMERICA

Ticker: PKG CUSIP: 695156109

05/13/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

GENERAL MARITIME CORP

Ticker: GMR CUSIP: Y2692M103

05/14/08 - Annual

This Is A Duplicate Meeting for Ballots Received Via the Broadridge North American Ballot Distribution

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1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

AIRCASTLE LTD

Ticker: AYR CUSIP: G0129K104

05/15/08 - Annual

This Is A Duplicate Meeting for Ballots Received Via the Broadridge North American Ballot Distribution System.

1	Elect Directors	Management	For
2	Appoint Ernst & Young Llp As the Company's Independent Registered Public Accounting Firm to Audit the Company's Financial Statements for Fiscal Year 2008 and Authorize the Directors of Aircastle Limited, Acting By the Audit Committee.	Management	For

CITIZENS COMMUNICATIONS CO.

Ticker: CZN CUSIP: 17453B101

05/15/08 - Annual

1	Elect Directors	Management	For
2	Change Company Name	Management	For
3	Replace Enumerated Purposes Clause	Management	For
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against
5	Ratify Auditors	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal	Proposed by Mgt. Position
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LIBERTY PROPERTY TRUST

Ticker: LRY CUSIP: 531172104

05/15/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

THE DOW CHEMICAL COMPANY

Ticker: DOW CUSIP: 260543103

05/15/08 - Annual

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1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Report on Potential Links Between Company Products and Asthma	Shareholder	Against
4	Report on Environmental Remediation In Midland Area	Shareholder	Against
5	Report on Genetically Engineered Seed	Shareholder	Against
6	Pay for Superior Performance	Shareholder	Against

AMERICAN CAPITAL STRATEGIES, LTD.

Ticker: ACAS CUSIP: 024937104

05/19/08 - Annual

1	Elect Directors	Management	For
2	Adopt Majority Voting for Uncontested Election of Directors	Management	For
3	Approve Stock Option Plan	Management	For
4	Amend Incentive Bonus Plan	Management	For
5	Approve Issuance of Convertible Debt Securities or Preferred Stock	Management	For
6	Change Company Name	Management	For
7	Ratify Auditors	Management	For
8	Other Business	Management	For

ANNALY CAPITAL MANAGEMENT INC.

Ticker: NLY CUSIP: 035710409

05/20/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal	Proposed by Mgt. Position
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JPMORGAN CHASE & CO.

Ticker: JPM CUSIP: 46625H100

05/20/08 - Annual

1	Elect Director Crandall C. Bowles	Management	For
2	Elect Director Stephen B. Burke	Management	For
3	Elect Director David M. Cote	Management	For
4	Elect Director James S. Crown	Management	For
5	Elect Director James Dimon	Management	For
6	Elect Director Ellen V. Futter	Management	For
7	Elect Director William H. Gray, III	Management	For

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8	Elect Director Laban P. Jackson, Jr.	Management	For
9	Elect Director Robert I. Lipp	Management	For
10	Elect Director David C. Novak	Management	For
11	Elect Director Lee R. Raymond	Management	For
12	Elect Director William C. Weldon	Management	For
13	Ratify Auditors	Management	For
14	Amend Omnibus Stock Plan	Management	For
15	Amend Executive Incentive Bonus Plan	Management	For
16	Report on Government Service of Employees	Shareholder	Against
17	Report on Political Contributions	Shareholder	Against
18	Require Independent Board Chairman	Shareholder	Against
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against
20	Require More Director Nominations Than Open Seats	Shareholder	Against
21	Report on Human Rights Investment Policies	Shareholder	Against
22	Report on Lobbying Activities	Shareholder	Against

MFA MORTGAGE INVESTMENTS INC

Ticker: MFA CUSIP: 55272X102

05/21/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

GATEHOUSE MEDIA INC

Ticker: GHS CUSIP: 367348109

05/22/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal	Proposed by	Mgt. Position
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OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC

Ticker: OZM CUSIP: 67551U105

05/27/08 - Annual

1	Elect Directors	Management	For
1.1	Elect Director Allan S. Bufferd	Management	For
1.2	Elect Director Joel Frank	Management	For
2	Ratify Auditors	Management	For

EXXON MOBIL CORP.

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Ticker: XOM

CUSIP: 30231G102

05/28/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Amend Bylaws to Prohibit Precatory Proposals	Shareholder	Against
4	Require Director Nominee Qualifications	Shareholder	Against
5	Require Independent Board Chairman	Shareholder	Against
6	Approve Distribution Policy	Shareholder	Against
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Against
8	Compare CEO Compensation to Company's Lowest Paid U.S. Workers	Shareholder	Against
9	Claw-Back of Payments Under Restatements	Shareholder	Against
10	Review Anti-Discrimination Policy on Corporate Sponsorships and Executive Perks	Shareholder	Against
11	Report on Political Contributions	Shareholder	Against
12	Amend EEO Policy to Prohibit Discrimination Based on Sexual Orientation and Gender Identity	Shareholder	Against
13	Report on Community Environmental Impacts of Operations	Shareholder	Against
14	Report on Potential Environmental Damage from Drilling In the Arctic National Wildlife Refuge	Shareholder	Against
15	Adopt Greenhouse Gas Emissions Goals for Products and Operations	Shareholder	Against
16	Report on Carbon Dioxide Emissions Information at Gas Stations	Shareholder	Against
17	Report on Climate Change Impacts on Emerging Countries	Shareholder	Against
18	Report on Energy Technologies Development	Shareholder	Against
19	Adopt Policy to Increase Renewable Energy	Shareholder	Against

ISTAR FINANCIAL INC.

Ticker: SFI

CUSIP: 45031U101

05/28/08 - Annual

1	Elect Directors	Management	For
2	Amend Deferred Compensation Plan	Management	For
3	Ratify Auditors	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by Mgt. Position

SOUTHERN COMPANY

Ticker: SO

CUSIP: 842587107

05/28/08 - Annual

1	Elect Directors	Management	For
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2	Ratify Auditors	Management	For
3	Adopt Majority Voting and Eliminate Cumulative Voting for Uncontested Election of Directors	Management	For
4	Eliminate Cumulative Voting	Management	For
5	Adopt Quantitative GHG Goals from Operations	Shareholder	Against

LINN ENERGY, LLC

Ticker: LINE CUSIP: 536020100

05/29/08 - Annual

1.1	Elect Director Michael C. Linn	Management	For
1.2	Elect Director George A. Alcorn	Management	For
1.3	Elect Director Terrence S. Jacobs	Management	For
1.4	Elect Director Jeffrey C. Swoveland	Management	For
1.5	Elect Director Joseph P. Mccoy	Management	For
2	Ratify Auditors	Management	For
3	Amend Omnibus Stock Plan	Management	For

BROOKDALE SENIOR LIVING INC.

Ticker: BKD CUSIP: 112463104

06/05/08 - Annual

1	Elect Directors	Management	For
1.1	Elect Director Wesley R. Edens	Management	For
1.2	Elect Director Frank M. Bumstead	Management	For
2	Ratify Auditors	Management	For
3	Approve Qualified Employee Stock Purchase Plan	Management	For

FAIRPOINT COMMUNICATIONS, INC

Ticker: FRP CUSIP: 305560104

06/18/08 - Annual

1	Elect Directors	Management	For
2	Ratify Auditors	Management	For
3	Approve Omnibus Stock Plan	Management	For
4	Approve Executive Incentive Bonus Plan	Management	For

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by Mgt. Position

STAR ASIA FIN LTD

CUSIP: 855082103

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06/25/08 - Annual

1	Approve Annual Financial Statements for the Period from 21st February 2007 (Inception) to 31st December 2007	Management	For
2	Elect Directors	Management	For
3	Re-Appoint Ernst & Young Llp As Independent Auditors for 2008 and Fix Their Compensation	Management	For

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.

Chartwell Dividend & Income Fund, Inc.

By: /s/ Winthrop S. Jessup
President

Date: August 31, 2008