

Edgar Filing: GDL FUND - Form N-PX

GDL FUND  
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 811-21969

The GDL Fund (formerly, The Gabelli Global Deal Fund)

-----

(Exact name of registrant as specified in charter)

One Corporate Center  
Rye, New York 10580-1422

-----

(Address of principal executive offices) (Zip code)

Bruce N. Alpert  
Gabelli Funds, LLC  
One Corporate Center  
Rye, New York 10580-1422

-----

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

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

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

=====

# Edgar Filing: GDL FUND - Form N-PX

## PROXY VOTING RECORD

FOR PERIOD JULY 1, 2010 TO JUNE 30, 2011

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 1  
 The GDL Fund

### Investment Company Report

#### MENTOR GRAPHICS CORPORATION

SECURITY	587200106	MEETING TYPE	Annual
TICKER SYMBOL	MENT	MEETING DATE	01-Jul-2010
ISIN	US5872001061	AGENDA	933293146 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 PETER L. BONFIELD		For	For
	2 MARSHA B. CONGDON		For	For
	3 JAMES R. FIEBIGER		For	For
	4 GREGORY K. HINCKLEY		For	For
	5 KEVIN C. MCDONOUGH		For	For
	6 PATRICK B. MCMANUS		For	For
	7 WALDEN C. RHINES		For	For
	8 FONTAINE K. RICHARDSON		For	For
02	PROPOSAL TO AMEND ARTICLE III OF THE COMPANY'S 1987 RESTATED ARTICLES OF INCORPORATION, AS AMENDED, TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 200,000,000 TO 300,000,000.	Management	For	For
03	PROPOSAL TO APPROVE THE COMPANY'S 2010 OMNIBUS INCENTIVE PLAN.	Management	Against	Against
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS FISCAL YEAR ENDING JANUARY 31, 2011.	Management	For	For

#### SENORX, INC.

SECURITY	81724W104	MEETING TYPE	Special
TICKER SYMBOL	SENO	MEETING DATE	01-Jul-2010
ISIN	US81724W1045	AGENDA	933299059 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 4, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG C.R. BARD, INC., A NEW JERSEY CORPORATION ("BARD"), RAPTOR ACQUISITION CORP., A DELAWARE CORPORATION AND INDIRECT WHOLLY OWNED	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

SUBSIDIARY OF BARD, AND SENORX, INC., A DELAWARE CORPORATION ("SENORX"), PURSUANT TO WHICH SENORX WILL BE ACQUIRED BY BARD.

02 A PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A Management For For  
LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE,  
TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE  
ARE INSUFFICIENT VOTES AT THE TIME OF SUCH  
ADJOURNMENT TO ADOPT THE AGREEMENT AND PLAN OF  
MERGER.

CLIMATE EXCHANGE PLC

SECURITY	G2311R103	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	02-Jul-2010
ISIN	GB0033551168	AGENDA	702484332 - Management

ITEM	PROPOSAL	TYPE	VOTE	MANAGEMENT
----	-----	-----	----	-----
S.1	Approve, for the purpose of giving effect to the Scheme of Arrangement the Scheme , between the Company and the holders of Scheme Shares as defined in the Scheme , as specified, in its original form or subject to any modification(s), addition(s), or condition(s) approved or imposed by the High Court of Justice of the Isle of Man Court , with effect from the passing of this resolution, the Articles of Association of the Company be altered by the adoption and inclusion of the specified new Article 173	Management	For	For

CLIMATE EXCHANGE PLC

SECURITY	G2311R103	MEETING TYPE	Court Meeting
TICKER SYMBOL		MEETING DATE	02-Jul-2010
ISIN	GB0033551168	AGENDA	702484914 - Management

ITEM	PROPOSAL	TYPE	VOTE	MANAGEMENT
----	-----	-----	----	-----
	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE. PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE ABSTAIN-FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR ISSUERS-AGENT.	Non-Voting		
S.1	Approve the scheme of arrangement [the "Scheme of Arrangement"] between the Company and the holders of scheme shares, a print of which has been produced to this meeting and for the purposes of identification signed by the chairman hereof, in its original form or with or subject to any modification, addition or condition approved or imposed by the court and authorize the Directors of the Company to take all such action as they may consider necessary or appropriate for carrying the scheme of arrangement into effect	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 2

SEACLIFF CONSTRUCTION CORP.

SECURITY 81169Q109 MEETING TYPE Special  
 TICKER SYMBOL SCXFF MEETING DATE 09-Jul-2010  
 ISIN CA81169Q1090 AGENDA 933301943 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	RESOLUTIONS IN THE FORM SET FORTH IN APPENDIX A OF THE MANAGEMENT INFORMATION CIRCULAR OF SEACLIFF DATED JUNE 9, 2010 (THE "CIRCULAR") TO APPROVE AN ARRANGEMENT (THE "ARRANGEMENT") UNDER SECTION 288 OF THE BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA) INVOLVING, AMONG OTHER THINGS, THE ACQUISITION BY 0880486 B.C. LTD., A CORPORATION THAT IS WHOLLY-OWNED BY THE CHURCHILL CORPORATION, OF ALL OF THE ISSUED AND OUTSTANDING COMMON SHARES IN EXCHANGE FOR \$17.14 IN CASH PER SHARE, ALL AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR.	Management	For	For

VIRTUAL RADIOLOGIC CORPORATION

SECURITY 92826B104 MEETING TYPE Special  
 TICKER SYMBOL VRAD MEETING DATE 12-Jul-2010  
 ISIN US92826B1044 AGENDA 933304420 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 16, 2010, BY AND AMONG VIKING HOLDINGS LLC, VIKING ACQUISITION CORPORATION AND VIRTUAL RADIOLOGIC CORPORATION AND THE MERGER CONTEMPLATED THEREBY, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES PROPERLY CAST AT THE TIME OF THE MEETING TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

ENZON PHARMACEUTICALS, INC.

SECURITY 293904108 MEETING TYPE Annual  
 TICKER SYMBOL ENZN MEETING DATE 13-Jul-2010  
 ISIN US2939041081 AGENDA 933301739 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 ROLF A. CLASSON*		For	For
	2 ALEXANDER J. DENNER*		For	For
	3 ROBERT LEBUHN*		For	For
	4 HAROLD J. LEVY*		For	For
	5 RICHARD C. MULLIGAN*		For	For
	6 ROBERT C. SALISBURY*		For	For
	7 THOMAS F. DEUEL, M.D.*\$		For	For
	8 RICHARD A. YOUNG*\$		For	For
02	APPROVAL OF AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND AMENDED AND RESTATED BYLAWS TO ELIMINATE THE CLASSIFICATION OF THE COMPANY'S BOARD OF DIRECTORS.	Management	For	For
03	STOCKHOLDER PROPOSAL RELATING TO ELIMINATION OF THE CLASSIFICATION OF THE COMPANY'S BOARD OF DIRECTORS.	Management	For	For
04	RATIFICATION OF THE SELECTION OF KPMG LLP TO AUDIT THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Management	For	For

ARROW ENERGY NL

SECURITY	Q0538G107	MEETING TYPE	Court Meeting
TICKER SYMBOL		MEETING DATE	14-Jul-2010
ISIN	AU000000AOE6	AGENDA	702516672 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	Approve, with or without modification as approved by the Court and pursuant to and in accordance with Section 411 of the Corporations Act, the Demerger Scheme, the terms of which are contained in and more particularly described in the Demerger Scheme Booklet of which the notice of the Demerger Scheme Meeting forms part	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 3

ARROW ENERGY NL

SECURITY	Q0538G107	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	14-Jul-2010
ISIN	AU000000AOE6	AGENDA	702516709 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANA
	VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSAL 2 AND VOTES CAST BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE PROPOSAL/S WILL-BE DISREGARDED. HENCE, IF YOU HAVE OBTAINED BENEFIT OR DO EXPECT TO OBTAIN FUTURE BENEFIT YOU SHOULD NOT VOTE (OR VOTE "ABSTAIN") FOR THE RELEVANT PROPOSAL-ITEMS.	Non-Voting		
1.	Approve, subject to and conditional on the Demerger Scheme becoming effective and for the purposes of Section 256C(1) of the Corporations Act: a) the share capital of Arrow be reduced on the Demerger Implementation date by the sum of AUD 68,400,000 which such amount, subject to Paragraph (b), to be distributed by Arrow to the holders of all the Arrow Shares on the Demerger Scheme Record Date, on the basis of an equal amount for each Arrow Share held by such holder on that date; and b) Arrow's obligations under Paragraph (a) are to be satisfied by Arrow applying the amount to be distributed to each holder of Arrow Shares there under in accordance with the provisions of the Demerger Scheme	Management	For	For
2.	Approve, for the purposes of ASX Listing Rules 6.23.2 and 6.23.3 and for all other purposes: a) to amend the terms of the Arrow Options to allow each Arrow Option to be cancelled; and b) to amend the terms of each Arrow Option to allow such Arrow Options that are unvested to be immediately exercisable, in each case, subject to the Proviso being satisfied and in the manner described in Section 9.10 of the Demerger Scheme Booklet of which this notice of general meeting forms part including, without limitation, by entering into an agreement with each holder of the Arrow Options to give effect to this resolution and the matters set out in Section 9.10 of the Demerger Scheme Booklet	Management	For	For

ARROW ENERGY NL

SECURITY	Q0538G107	MEETING TYPE	Scheme Meeting
TICKER SYMBOL		MEETING DATE	14-Jul-2010
ISIN	AU000000AOE6	AGENDA	702524148 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGA MANAGEM
1.	Approve, pursuant to and in accordance with Section 411 of the Corporations Act, the Acquisition Scheme, the terms of which are contained in and more particularly described in the Acquisition Scheme Booklet [of which this notice of Acquisition Scheme Meeting forms part] is approved [with or without modification as approved by the Court]	Management	For	For

ARENA RESOURCES, INC.

SECURITY	040049108	MEETING TYPE	Special
TICKER SYMBOL	ARD	MEETING DATE	16-Jul-2010

Edgar Filing: GDL FUND - Form N-PX

ISIN US0400491082 AGENDA 933276998 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 3, 2010, BY AND AMONG ARENA, SANDRIDGE ENERGY, INC., A DELAWARE CORPORATION, AND STEEL SUBSIDIARY CORPORATION, A WHOLLY OWNED SUBSIDIARY OF SANDRIDGE ENERGY, INC., PURSUANT TO WHICH STEEL SUBSIDIARY CORPORATION WILL MERGE WITH AND INTO ARENA, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For

ARENA RESOURCES, INC.

SECURITY 040049108 MEETING TYPE Special  
 TICKER SYMBOL ARD MEETING DATE 16-Jul-2010  
 ISIN US0400491082 AGENDA 933304139 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 3, 2010, BY AND AMONG ARENA, SANDRIDGE ENERGY, INC., A DELAWARE CORPORATION, AND STEEL SUBSIDIARY CORPORATION, A WHOLLY OWNED SUBSIDIARY OF SANDRIDGE ENERGY, INC., PURSUANT TO WHICH STEEL SUBSIDIARY CORPORATION WILL MERGE WITH AND INTO ARENA, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For

CYBERSOURCE CORPORATION

SECURITY 23251J106 MEETING TYPE Special  
 TICKER SYMBOL CYBS MEETING DATE 20-Jul-2010  
 ISIN US23251J1060 AGENDA 933301955 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 20, 2010, BY AND AMONG VISA INC., MARKET ST. CORP. AND CYBERSOURCE CORPORATION, PURSUANT TO WHICH CYBERSOURCE WILL BE ACQUIRED BY VISA.	Management	For	For
02	PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ADOPT THE AGREEMENT AND PLAN OF MERGER.

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 4

INVENTIV HEALTH, INC.

SECURITY 46122E105 MEETING TYPE Special  
 TICKER SYMBOL VTIV MEETING DATE 21-Jul-2010  
 ISIN US46122E1055 AGENDA 933303745 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 6, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG COMPANY, PAPILLON HOLDINGS, INC., A DELAWARE CORPORATION, AND PAPILLON ACQUISITION, INC., A DELAWARE CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF PAPILLON HOLDINGS, INC., A COPY OF WHICH IS ATTACHED AS ANNEX A TO ACCOMPANYING PROXY STATEMENT.	Management	For	For
02	A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	For	For

DOUBLE-TAKE SOFTWARE, INC.

SECURITY 258598101 MEETING TYPE Special  
 TICKER SYMBOL DBTK MEETING DATE 22-Jul-2010  
 ISIN US2585981010 AGENDA 933305333 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 17, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG DOUBLE-TAKE SOFTWARE, INC., VISION SOLUTIONS, INC. AND HA MERGER SUB, INC. (THE "AGREEMENT AND PLAN OF MERGER").	Management	For	For
02	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For



Edgar Filing: GDL FUND - Form N-PX

SONICWALL, INC.

SECURITY 835470105 MEETING TYPE Special  
 TICKER SYMBOL SNWL MEETING DATE 23-Jul-2010  
 ISIN US8354701059 AGENDA 933305864 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE PRINCIPAL TERMS OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 2, 2010, AS MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH PSM MERGER SUB, INC., WILL MERGE WITH AND INTO THE COMPANY AND THE COMPANY WILL BE ACQUIRED BY PSM HOLDINGS 2, INC., THE MERGER AND AGREEMENT OF MERGER TO BE FILED WITH THE CALIFORNIA SECRETARY OF STATE TO COMPLETE THE MERGER.	Management	For	For
02	TO VOTE TO ADJOURN THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE.	Management	For	For

NRG ENERGY, INC.

SECURITY 629377508 MEETING TYPE Annual  
 TICKER SYMBOL NRG MEETING DATE 28-Jul-2010  
 ISIN US6293775085 AGENDA 933300434 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: KIRBYJON H. CALDWELL	Management	For	For
1B	ELECTION OF DIRECTOR: DAVID CRANE	Management	For	For
1C	ELECTION OF DIRECTOR: STEPHEN L. CROPPER	Management	For	For
1D	ELECTION OF DIRECTOR: KATHLEEN A. MCGINTY	Management	For	For
1E	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Management	For	For
02	APPROVAL OF THE NRG ENERGY, INC. AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN.	Management	For	For
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS NRG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

NATIONAL DENTEX CORPORATION

SECURITY 63563H109 MEETING TYPE Special  
 TICKER SYMBOL NADX MEETING DATE 29-Jul-2010  
 ISIN US63563H1095 AGENDA 933307046 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE ADOPTION AND APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 2, 2010, AMONG	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

GDC HOLDINGS, INC., A DELAWARE CORPORATION  
 ("PARENT"), ROYAL ACQUISITION CORP., A DELAWARE  
 CORPORATION AND AN INDIRECT WHOLLY OWNED  
 SUBSIDIARY OF PARENT ("MERGER SUB"), AND NATIONAL  
 DENTEX CORPORATION, ALL AS MORE FULLY DESCRIBED  
 IN THE PROXY STATEMENT.

02 THE APPROVAL OF THE ADJOURNMENT OF THE SPECIAL Management For For  
 MEETING, IF NECESSARY, TO PERMIT NATIONAL DENTEX  
 CORPORATION TO SOLICIT ADDITIONAL PROXIES IF THERE  
 ARE INSUFFICIENT VOTES TO ADOPT AND APPROVE THE  
 AGREEMENT AND PLAN OF MERGER.

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 5  
 The GDL Fund

SCOTT WILSON GROUP PLC, BASINGSTOKE

SECURITY G79971100 MEETING TYPE Court Meeting  
 TICKER SYMBOL MEETING DATE 30-Jul-2010  
 ISIN GB00B0WM2V87 AGENDA 702545142 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINS MANAGEMENT
CMMT	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting		
1	Approve the proposed Scheme of Arrangement referred to in the notice convening the Court meeting dated 07 JUL 2010	Management	For	For

SCOTT WILSON GROUP PLC, BASINGSTOKE

SECURITY G79971100 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL MEETING DATE 30-Jul-2010  
 ISIN GB00B0WM2V87 AGENDA 702545205 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAIN MANAGEMENT
S.1	Approve the special resolution to give effect to the Scheme of Arrangement dated 07 JUL 2010 as set out in the notice of general meeting date 07 JUL 2010	Management	For	For

ACXIOM CORPORATION

SECURITY 005125109 MEETING TYPE Annual

Edgar Filing: GDL FUND - Form N-PX

TICKER SYMBOL ACXM MEETING DATE 02-Aug-2010  
 ISIN US0051251090 AGENDA 933303377 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JERRY D. GRAMAGLIA	Management	For	For
1B	ELECTION OF DIRECTOR: CLARK M. KOKICH	Management	For	For
1C	ELECTION OF DIRECTOR: KEVIN M. TWOMEY	Management	For	For
02	APPROVAL OF THE 2010 EXECUTIVE CASH INCENTIVE PLAN OF ACXIOM CORPORATION	Management	For	For
03	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT	Management	For	For

WUXI PHARMATECH (CAYMAN) INC.

SECURITY 929352102 MEETING TYPE Special  
 TICKER SYMBOL WX MEETING DATE 05-Aug-2010  
 ISIN US9293521020 AGENDA 933308238 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE SCHEME OF ARRANGEMENT (AS REFERRED TO IN THE NOTICE DATED JULY 1, 2010 CONVENING THE SCHEME MEETING) BE AND HEREBY IS APPROVED.	Management	For	For

ATS MEDICAL, INC.

SECURITY 002083103 MEETING TYPE Special  
 TICKER SYMBOL ATSI MEETING DATE 05-Aug-2010  
 ISIN US0020831030 AGENDA 933309646 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 28, 2010, BY AND AMONG MEDTRONIC, INC., PILGRIM MERGER CORPORATION AND ATS MEDICAL, INC.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT.	Management	For	For

SOUTHWEST WATER COMPANY

SECURITY 845331107 MEETING TYPE Annual  
 TICKER SYMBOL SWWC MEETING DATE 06-Aug-2010  
 ISIN US8453311073 AGENDA 933308822 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF MERGER AGREEMENT.	Management	For	For
02	DIRECTOR	Management		
	1 KIMBERLY ALEXY		For	For
	2 BRUCE C. EDWARDS		For	For
	3 LINDA GRIEGO		For	For
	4 THOMAS IINO		For	For
	5 WILLIAM D. JONES		For	For
	6 MARK A. SWATEK		For	For
03	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Management	For	For
04	TO ADJOURN THE ANNUAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
6

ODYSSEY HEALTHCARE, INC.

SECURITY 67611V101 MEETING TYPE Special  
TICKER SYMBOL ODSY MEETING DATE 09-Aug-2010  
ISIN US67611V1017 AGENDA 933309393 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO (I) APPROVE THE MERGER (THE "MERGER") OF GTO ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF GENTIVA HEALTH SERVICES, INC. ("GENTIVA"), WITH AND INTO ODYSSEY, RESULTING IN ODYSSEY BECOMING A WHOLLY-OWNED SUBSIDIARY OF GENTIVA, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, AMONG ODYSSEY, GENTIVA AND GTO ACQUISITION CORP., AND (II) ADOPT THE MERGER AGREEMENT.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AND ADOPT THE MERGER AGREEMENT.	Management	For	For

ALCON, INC.

SECURITY H01301102 MEETING TYPE Special  
TICKER SYMBOL ACL MEETING DATE 16-Aug-2010

Edgar Filing: GDL FUND - Form N-PX

ISIN CH0013826497 AGENDA 933310512 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): ENRICO VANNI	Management	For	For
1B	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): NORMAN WALKER	Management	For	For
1C	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): PAUL CHOFFAT	Management	For	For
1D	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): URS BAERLOCHER	Management	For	For
1E	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): JACQUES SEYDOUX	Management	For	For

ALCON, INC.

SECURITY H01301102 MEETING TYPE Special  
 TICKER SYMBOL ACL MEETING DATE 16-Aug-2010  
 ISIN CH0013826497 AGENDA 933315170 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): ENRICO VANNI	Management	For	For
1B	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): NORMAN WALKER	Management	For	For
1C	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): PAUL CHOFFAT	Management	For	For
1D	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): URS BAERLOCHER	Management	For	For
1E	REPLACEMENT ELECTION TO THE BOARD OF DIRECTORS (CONDITIONAL RESOLUTION AS SET FORTH IN THE INVITATION): JACQUES SEYDOUX	Management	For	For

RUBIO'S RESTAURANTS, INC.

SECURITY 78116B102 MEETING TYPE Annual  
 TICKER SYMBOL RUBO MEETING DATE 23-Aug-2010  
 ISIN US78116B1026 AGENDA 933313063 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 9, 2010, AS AMENDED BY THE AMENDMENT TO AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 18, 2010, AMONG RUBIO'S RESTAURANTS, INC., A DELAWARE CORPORATION, MRRC MERGER CO., A DELAWARE CORPORATION, AND MRRC HOLD CO., A DELAWARE CORPORATION.	Management	For	For
02	TO APPROVE A PROPOSAL TO ADJOURN THE ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE ANNUAL MEETING.	Management	For	For
03	DIRECTOR 1 DANIEL E. PITTARD 2 TIMOTHY J. RYAN	Management	For	For
04	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 26, 2010.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
7

GERDAU AMERISTEEL CORPORATION

SECURITY 37373P105 MEETING TYPE Special  
TICKER SYMBOL GNA MEETING DATE 24-Aug-2010  
ISIN CA37373P1053 AGENDA 933310497 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
A	THE APPROVAL OF THE ARRANGEMENT RESOLUTION, THE FULL TEXT OF WHICH IS ATTACHED AS EXHIBIT A TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR OF GERDAU AMERISTEEL CORPORATION.	Management	For	For

SMITH INTERNATIONAL, INC.

SECURITY 832110100 MEETING TYPE Annual  
TICKER SYMBOL SII MEETING DATE 24-Aug-2010  
ISIN US8321101003 AGENDA 933314356 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

Edgar Filing: GDL FUND - Form N-PX

01	TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 21, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG SCHLUMBERGER LIMITED, TURNBERRY MERGER SUB INC., AND SMITH INTERNATIONAL, INC.	Management	For	For
02	DIRECTOR 1 JAMES R. GIBBS 2 DUANE C. RADTKE 3 JOHN YEARWOOD	Management	For	For
03	TO APPROVE THE SMITH INTERNATIONAL, INC. 1989 LONG-TERM INCENTIVE COMPENSATION PLAN, AS AMENDED AND RESTATED.	Management	For	For
04	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS SMITH'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Management	For	For
05	TO APPROVE THE ADJOURNMENT OF SMITH'S ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE ANNUAL MEETING.	Management	For	For

TOMKINS PLC, LONDON

SECURITY	G89158136	MEETING TYPE	Court Meeting
TICKER SYMBOL		MEETING DATE	31-Aug-2010
ISIN	GB0008962655	AGENDA	702567059 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE. PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE ABSTAIN-FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR ISSUERS-AGENT.	Non-Voting		
1.	Approve a scheme of arrangement [the "Scheme of Arrangement"] proposed to be made between the Company and the holders of Independent Scheme Shares and Executive Team Shares	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
8

TOMKINS PLC, LONDON

SECURITY	G89158136	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	31-Aug-2010
ISIN	GB0008962655	AGENDA	702567061 - Management

ITEM	PROPOSAL	TYPE	VOTE	M
------	----------	------	------	---

Edgar Filing: GDL FUND - Form N-PX

S.1 Approve, for the purpose of giving effect to the scheme of arrangement dated 06 AUG 2010 between the Company and the holders of the Scheme Shares (as specified in the said scheme of arrangement), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman hereof, in its original form or subject to such modification, addition or condition as may be agreed between the Company and Pinafore Acquisition Limited ("Pinafore") and approved or imposed by the Court (the "Scheme"): authorize the Directors of the Company to take all such action as they may consider necessary or appropriate for carrying the scheme into effect; the share capital of the company be reduced by canceling and extinguishing all of the Cancellation Shares (as specified in the Scheme); subject to and forthwith upon the reduction of share capital referred to in Paragraph (B) above taking effect and, if appropriate, the Company being re-registered as a private Company pursuant to Section 651 of the Companies Act 2006 and notwithstanding anything to the contrary in the Articles of Association of the Company: the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in Paragraph (B) above be capitalized and applied in paying up in full at par such number of new ordinary shares of 9 US cents each (the "New Tomkins Shares") as shall be equal to the aggregate number of Cancellation Shares cancelled pursuant to Paragraph (B) above, which shall be allotted and issued (free from any liens, charges, equitable interests, encumbrances, rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto) and any other interests of any nature whatsoever and together with all rights attaching thereto, credited as fully paid, to Pinafore and/or its nominee(s) in accordance with the Scheme; and authorize the Directors of the Company for the purposes of Section 551 of the Companies Act to allot the New Tomkins Shares, provided that: the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be the aggregate nominal amount of the New Tomkins Shares; [Authority expires on the 5th anniversary of the date on which this resolution is passed]; and this authority shall be in addition, and without prejudice, to any other authority under the said Section 551 previously granted and in force on the date on which this resolution is passed; and amend, with effect from the passing of this resolution, the Articles of Association of the Company by the adoption and inclusion of the following new Article 133 after Article 132 as specified; amend, subject to and with effect from the Scheme becoming effective in accordance with its terms, the Articles of Association of the Company: by adopting and including the following new Article 7A after Article 7 as specified; by inserting the following as specified at the start of each sentence beginning Article 6 and Article 7; and by deleting Article 77 and 83 and replacing them with the following as specified

Management For F

2. Approve the Executive Team Arrangements (as specified in the Scheme Document), notwithstanding that such arrangements are not extended to all shareholders of the Company, and authorize the Directors of the Company to do or procure to be done all such acts and things or enter into any agreements on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to such arrangements

Management For F



Edgar Filing: GDL FUND - Form N-PX

SECURITY	92763R104	MEETING TYPE	Special
TICKER SYMBOL	VIRL	MEETING DATE	02-Sep-2010
ISIN	US92763R1041	AGENDA	933316324 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED JUNE 9, 2010, BY AND AMONG SYNOPSIS, INC., VORTEX ACQUISITION CORP. AND VIRAGE LOGIC CORPORATION.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

ALLEGHENY ENERGY, INC.

SECURITY	017361106	MEETING TYPE	Special
TICKER SYMBOL	AYE	MEETING DATE	14-Sep-2010
ISIN	US0173611064	AGENDA	933313049 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 10, 2010, BY AND AMONG FIRSTENERGY CORP., ELEMENT MERGER SUB, INC. (A WHOLLY-OWNED SUBSIDIARY OF FIRSTENERGY CORP.) AND ALLEGHENY ENERGY, INC., AS AMENDED AS OF JUNE 4, 2010, AND AS IT MAY BE FURTHER AMENDED FROM TIME TO TIME, AND THE MERGER DESCRIBED THEREIN.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT AND THE MERGER AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
9

MICRUS ENDOVASCULAR CORPORATION

SECURITY	59518V102	MEETING TYPE	Annual
TICKER SYMBOL	MEND	MEETING DATE	14-Sep-2010
ISIN	US59518V1026	AGENDA	933319596 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 11, 2010, BY AND AMONG JOHNSON & JOHNSON, COPE ACQUISITION CORP. AND MICRUS ENDOVASCULAR CORPORATION.	Management	For	For
02	DIRECTOR 1 JOHN T. KILCOYNE 2 JEFFREY H. THIEL	Management	For For	For For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MICRUS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2011 FISCAL YEAR.	Management	For	For
04	TO APPROVE THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES FOR THE ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

AIRGAS, INC.

SECURITY	009363102	MEETING TYPE	Contested-Annual
TICKER SYMBOL	ARG	MEETING DATE	15-Sep-2010
ISIN	US0093631028	AGENDA	933314522 - Opposition

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 JOHN P. CLANCEY 2 ROBERT L. LUMPKINS 3 TED B. MILLER, JR.	Management	For For For	For For For
02	TO AMEND THE AIRGAS BY-LAWS REGARDING THE ELIGIBILITY OF ANY DIRECTOR NOMINATED BY THE AIRGASBOARD FOR ELECTION, BUT NOT NOMINATED BY THEAIRGAS STOCKHOLDERS. ALL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
03	TO AMEND THE AIRGAS BY-LAWS TO REQUIRE AIRGAS TO HOLD ITS 2011 ANNUAL STOCKHOLDER MEETING ON JANUARY 18, 2011 AND ALL SUBSEQUENT ANNUAL STOCKHOLDER MEETINGS IN JANUARY. ALL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
04	TO REPEAL ANY AMENDMENTS TO AIRGAS, INC. AMENDED AND RESTATED BY-LAWS ADOPTED BY THE AIRGAS BOARD OF DIRECTORS WITHOUT THE APPROVAL OF THE AIRGAS STOCKHOLDERS AFTER APRIL 7, 2010 AND PRIOR TO THE EFFECTIVENESS OF THE RESOLUTION PROPOSED IN THIS PROPOSAL 4. ALL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
05	TO RATIFY THE SELECTION OF KPMG LLP AS AIRGAS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
06	TO APPROVE THE AMENDMENT TO AIRGAS'S AMENDED AND RESTATED 2003 EMPLOYEE STOCK PURCHASE PLAN.	Management	For	For

SAUER-DANFOSS INC.

Edgar Filing: GDL FUND - Form N-PX

SECURITY 804137107 MEETING TYPE Annual  
 TICKER SYMBOL SHS MEETING DATE 16-Sep-2010  
 ISIN US8041371076 AGENDA 933319546 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	NIELS B. CHRISTIANSEN		For	For
2	JORGEN M. CLAUSEN		For	For
3	KIM FAUSING		For	For
4	RICHARD J. FREELAND		For	For
5	PER HAVE		For	For
6	WILLIAM E. HOOVER, JR.		For	For
7	JOHANNES F. KIRCHHOFF		For	For
8	SVEN RUDER		For	For
9	ANDERS STAHLSCMIDT		For	For
10	STEVEN H. WOOD		For	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

HEWITT ASSOCIATES, INC.

SECURITY 42822Q100 MEETING TYPE Special  
 TICKER SYMBOL HEW MEETING DATE 20-Sep-2010  
 ISIN US42822Q1004 AGENDA 933321806 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 11, 2010, BY AND AMONG HEWITT, AON CORPORATION AND TWO WHOLLY OWNED SUBSIDIARIES OF AON CORPORATION.	Management	For	For
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF PROPOSAL 1.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 10

HEALTHSCOPE LTD

SECURITY Q4557T107 MEETING TYPE Court Meeting  
 TICKER SYMBOL AU000000HSP8 MEETING DATE 22-Sep-2010  
 ISIN AU000000HSP8 AGENDA 702579143 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Approve, pursuant to and in accordance with the provisions of Section 411 of the Corporations Act, the Members are in favour of the arrangement proposed between Healthscope Limited and the holders of its fully paid ordinary shares, designated the 'Scheme' as contained as specified with or without any modifications or conditions required by the Court to which Healthscope Limited and Asia Pacific Healthcare Group Pty Ltd agree and, subject to approval of the Scheme by the Court, the Board of Directors of Healthscope Limited is authorized to implement the Scheme with any such modifications or conditions	Management	For	For

NBTY, INC.

SECURITY	628782104	MEETING TYPE	Special
TICKER SYMBOL	NTY	MEETING DATE	22-Sep-2010
ISIN	US6287821044	AGENDA	933323545 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 15, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG NBTY, INC., ALPHABET HOLDING COMPANY, INC. AND ALPHABET MERGER SUB, INC.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

CASEY'S GENERAL STORES, INC.

SECURITY	147528103	MEETING TYPE	Contested-Annual
TICKER SYMBOL	CASY	MEETING DATE	23-Sep-2010
ISIN	US1475281036	AGENDA	933319851 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 ROBERT J. MYERS		For	For
	2 DIANE C. BRIDGEWATER		For	For
	3 JOHNNY DANOS		For	For
	4 H. LYNN HORAK		For	For
	5 KENNETH H. HAYNIE		For	For
	6 WILLIAM C. KIMBALL		For	For
	7 JEFFREY M. LAMBERTI		For	For
	8 RICHARD A. WILKEY		For	For

Edgar Filing: GDL FUND - Form N-PX

02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 30, 2011.	Management	For	For
03	COUCHE-TARD PROPOSAL TO REPEAL ANY NEW BYLAWS OR AMENDMENTS TO THE BYLAWS ADOPTED BY THE BOARD OF DIRECTORS, WITHOUT SHAREHOLDER APPROVAL, AFTER JUNE 10, 2009 AND PRIOR TO THE EFFECTIVENESS OF THE RESOLUTION EFFECTING SUCH REPEAL.	Shareholder	Against	For

MENU FOODS INCOME FUND

SECURITY	587289109	MEETING TYPE	Special
TICKER SYMBOL	MNUFF	MEETING DATE	24-Sep-2010
ISIN	CA5872891091	AGENDA	933325070 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	----	-----
01	APPROVING (A) THE SALE OF ALL OF THE SECURITIES OF MENU FOODS LIMITED TO SIMMONS PET FOOD, INC. ON THE TERMS AND CONDITIONS SET OUT IN THE PURCHASE AGREEMENT AMONG SIMMONS PET FOOD, INC., THE FUND AND CERTAIN SUBSIDIARIES OF THE FUND DATED AUGUST 8, 2010; AND (B) AN AMENDMENT TO THE FUND'S DECLARATION OF TRUST, AS OF THE EFFECTIVE DATE OF THE PROPOSED TRANSACTION WITH SIMMONS PET FOOD, INC., AS MORE FULLY DESCRIBED IN THE INFORMATION CIRCULAR.	Management	For	For

DATAFLASH GROUP PLC

SECURITY	G2756Y100	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	27-Sep-2010
ISIN	GB0030440613	AGENDA	702591858 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGEMENT
----	-----	-----	----	-----
S.1	Approve, in connection with the proposed Scheme of Arrangement [the Scheme] referred to in the notice, to authorize the Directors of the Company to carry the Scheme into effect, to approve the associated reduction of the capital in the Company in accordance with the Scheme and to authorize the Directors of the Company to allow new ordinary shares in the Company to Mastercard/Europay U.K. Limited or its nominee, and to amend the Articles of Association of the Company	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

The GDL Fund

DATA CASH GROUP PLC

SECURITY G2756Y100 MEETING TYPE Court Meeting  
 TICKER SYMBOL MEETING DATE 27-Sep-2010  
 ISIN GB0030440613 AGENDA 702592824 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting		
S.1	Approve the Scheme of Arrangement the Scheme	Management	For	For

DANA PETROLEUM PLC, ABERDEEN

SECURITY G26503113 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL MEETING DATE 27-Sep-2010  
 ISIN GB0033252056 AGENDA 702604908 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGEMENT
1	Approve, for the purpose of compliance with Rule 21.1 of the City Code on Takeovers and Mergers, the proposed acquisition of certain assets of Petro-Canada UK Limited	Management	For	For

VALEANT PHARMACEUTICALS INTERNATIONAL

SECURITY 91911X104 MEETING TYPE Special  
 TICKER SYMBOL VRX MEETING DATE 27-Sep-2010  
 ISIN US91911X1046 AGENDA 933323103 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 20, 2010, AMONG VALEANT PHARMACEUTICALS INTERNATIONAL, BIOVAIL CORPORATION, BIOVAIL AMERICAS CORP. (A WHOLLY OWNED SUBSIDIARY OF BIOVAIL CORPORATION) AND BEACH MERGER CORP. (A WHOLLY OWNED SUBSIDIARY OF BIOVAIL AMERICAS CORP.)	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OF THE VALEANT PHARMACEUTICALS INTERNATIONAL SPECIAL MEETING, IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.

MISYS PLC, EVESHAM

SECURITY	G61572148	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Sep-2010
ISIN	GB0003857850	AGENDA	702563760 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	Receive the 2010 financial statements, Directors' and Auditors' reports	Management	For	For
2	Approve the 2010 remuneration report	Management	For	For
3	Re-elect Mike Lawrie as a Director	Management	For	For
4	Re-elect Jeff Ubben as a Director	Management	For	For
5	Re-appoint PwC as the Auditors and authorize the Directors to set their Remuneration	Management	For	For
6	Authorize the Directors to allot shares or grant rights to subscribe for or convert any security into shares	Management	For	For
S.7	Authorize the Directors to allot equity securities for cash within specified limits	Management	For	For
S.8	Authorize the purchase of own shares in the market	Management	For	For
9	Authorize the making of political donations	Management	For	For
S.10	Authorize the calling of general meetings on 14 clear days' notice	Management	For	For
S.11	Adopt the new Articles of Association of the Company	Management	For	For

AMERICREDIT CORP.

SECURITY	03060R101	MEETING TYPE	Special
TICKER SYMBOL	ACF	MEETING DATE	29-Sep-2010
ISIN	US03060R1014	AGENDA	933325842 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE PROPOSAL TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 21, 2010, AMONG GENERAL MOTORS HOLDINGS LLC, GOALIE TEXAS HOLDCO INC., A WHOLLY-OWNED SUBSIDIARY OF GENERAL MOTORS HOLDINGS LLC, AND AMERICREDIT CORP., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR, AMONG OTHER REASONS, THE SOLICITATION OF ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT AND APPROVE THE MERGER AGREEMENT.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 12

THE ALLIED DEFENSE GROUP, INC.

SECURITY 019118108 MEETING TYPE Special  
 TICKER SYMBOL ADG MEETING DATE 30-Sep-2010  
 ISIN US0191181082 AGENDA 933314914 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE PROPOSAL TO AUTHORIZE THE SALE OF SUBSTANTIALLY ALL OF OUR ASSETS TO CHEMRING GROUP PLC PURSUANT TO THE STOCK AND ASSET PURCHASE AGREEMENT DATED JUNE 24, 2010.	Management	For	For
02	THE PROPOSAL TO APPROVE THE DISSOLUTION OF ADG PURSUANT TO THE PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION.	Management	For	For
03	THE PROPOSAL TO ADJOURN THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES FOR ONE OR MORE THAN ONE PROPOSAL IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF TO APPROVE ONE OR MORE OF THE FOREGOING PROPOSALS.	Management	For	For

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

SECURITY 256743105 MEETING TYPE Special  
 TICKER SYMBOL DTG MEETING DATE 30-Sep-2010  
 ISIN US2567431059 AGENDA 933321628 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPT THE AGREEMENT AND PLAN OF MERGER BY AND AMONG HERTZ GLOBAL HOLDINGS, INC., REFERRED TO AS HERTZ, HDTMS, INC., REFERRED TO AS MERGER SUB, AND DOLLAR THRIFTY AUTOMOTIVE GROUP, INC., REFERRED TO AS DTG, PURSUANT TO WHICH MERGER SUB WILL MERGE WITH AND INTO DTG, AND DTG WILL CONTINUE AS THE SURVIVING ENTITY AND A WHOLLY OWNED SUBSIDIARY OF HERTZ.	Management	For	For
02	APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

UTS ENERGY CORPORATION

SECURITY 903396109 MEETING TYPE Special



Edgar Filing: GDL FUND - Form N-PX

TICKER SYMBOL UEYCF MEETING DATE 30-Sep-2010  
 ISIN CA9033961090 AGENDA 933325400 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE INFORMATION CIRCULAR OF UTS ENERGY CORPORATION ("UTS") DATED AUGUST 27, 2010 (THE "INFORMATION CIRCULAR"), TO APPROVE AN ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING UTS, TOTAL E&P CANADA LTD., SILVERBIRCH ENERGY CORPORATION ("SILVERBIRCH") AND THE HOLDERS OF COMMON SHARES OF UTS.	Management	For	For
02	AN ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH UNDER THE HEADING "OTHER MATTERS OF SPECIAL BUSINESS RELATING TO SILVERBIRCH - APPROVAL OF SILVERBIRCH STOCK OPTION PLAN" IN THE INFORMATION CIRCULAR, RATIFYING AND APPROVING A STOCK OPTION PLAN FOR SILVERBIRCH.	Management	For	For
03	AN ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH UNDER THE HEADING "OTHER MATTERS OF SPECIAL BUSINESS RELATING TO SILVERBIRCH - APPROVAL OF SILVERBIRCH SHAREHOLDER RIGHTS PLAN" IN THE INFORMATION CIRCULAR, APPROVING A SHAREHOLDER RIGHTS PLAN FOR SILVERBIRCH.	Management	Against	Against

LANDRY'S RESTAURANTS, INC.

SECURITY 51508L103 MEETING TYPE Special  
 TICKER SYMBOL LNY MEETING DATE 04-Oct-2010  
 ISIN US51508L1035 AGENDA 933321046 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 3, 2009, AS AMENDED ON MAY 23, 2010 AND JUNE 20, 2010, AMONG LANDRY'S RESTAURANTS, INC., FERTITTA GROUP, INC., FERTITTA MERGER CO. AND, FOR CERTAIN LIMITED PURPOSES, TILMAN J. FERTITTA.	Management	For	For
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL NUMBER 1.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

The GDL Fund

UNICA CORPORATION

SECURITY	904583101	MEETING TYPE	Special
TICKER SYMBOL	UNCA	MEETING DATE	05-Oct-2010
ISIN	US9045831016	AGENDA	933326173 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	----	----	-----
01	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 12, 2010, BY AND AMONG INTERNATIONAL BUSINESS MACHINES CORPORATION, A NEW YORK CORPORATION ("IBM"), AMAROO ACQUISITION CORP., A DELAWARE CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF IBM, AND UNICA CORPORATION, A DELAWARE CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	THE PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

PSYCHIATRIC SOLUTIONS, INC.

SECURITY	74439H108	MEETING TYPE	Special
TICKER SYMBOL	PSYS	MEETING DATE	05-Oct-2010
ISIN	US74439H1086	AGENDA	933326476 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	----	----	-----
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF MAY 16, 2010, BY AND AMONG THE COMPANY, UNIVERSAL HEALTH SERVICES, INC., A DELAWARE CORPORATION ("UHS"), AND OLYMPUS ACQUISITION CORP., A DELAWARE CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF UHS ("MERGER SUB"), AS THE MERGER AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For
03	TO CONSIDER AND VOTE ON THE AMENDMENT TO THE PSYCHIATRIC SOLUTIONS, INC. EQUITY INCENTIVE PLAN PREVIOUSLY APPROVED BY STOCKHOLDERS AT THE COMPANY'S 2010 ANNUAL MEETING OF STOCKHOLDERS.	Management	Against	Against

GLG PARTNERS, INC.

Edgar Filing: GDL FUND - Form N-PX

SECURITY 37929X107 MEETING TYPE Special  
 TICKER SYMBOL GLG MEETING DATE 12-Oct-2010  
 ISIN US37929X1072 AGENDA 933328456 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER DATED AS OF MAY 17, 2010, AS AMENDED, AMONG GLG PARTNERS, INC., MAN GROUP PLC, AND ESCALATOR SUB 1 INC. (THE "MERGER PROPOSAL").	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION AND VOTE OF PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER PROPOSAL.	Management	For	For

ABRAXIS BIOSCIENCE, INC.

SECURITY 00383Y102 MEETING TYPE Special  
 TICKER SYMBOL ABII MEETING DATE 13-Oct-2010  
 ISIN US00383Y1029 AGENDA 933329446 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 30, 2010, BY AND AMONG CELGENE CORPORATION, ARTISTRY ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF CELGENE CORPORATION, AND ABRAXIS BIOSCIENCE, INC., AS IT MAY BE AMENDED.	Management	For	For

AMERICAN PHYSICIANS CAPITAL, INC.

SECURITY 028884104 MEETING TYPE Special  
 TICKER SYMBOL ACAP MEETING DATE 20-Oct-2010  
 ISIN US0288841044 AGENDA 933328076 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 7, 2010, AS AMENDED, BY AND AMONG THE DOCTORS COMPANY, RED HAWK ACQUISITION CORP. AND THE COMPANY.	Management	For	For
02	TO GRANT AUTHORITY TO THE NAMED PROXIES TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

MEETING TO APPROVE PROPOSAL 1.

SMARTRAC N.V., AMSTERDAM

SECURITY N81261104 MEETING TYPE ExtraOrdinary General Meeting  
 TICKER SYMBOL N81261104 MEETING DATE 21-Oct-2010  
 ISIN NL0000186633 AGENDA 702616751 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
CMMT	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE-ASSOCIATED WITH THIS MEETING. THANK YOU	Non-Voting		
1	Opening of the meeting	Non-Voting		
2	Discussion of the public offer by OEP Technologie B.V., a wholly owned-subsi-dary of One Equity Partners, to acquire all shares in the capital of-the Company for a cash amount of EUR 20 per share	Non-Voting		
3.a	Appointment of Mr. Christopher von Hugo as a Member of the Supervisory Board	Management	For	For
3.b	Appointment of Dr. Jorg Zirener as a Member of the Supervisory Board	Management	For	For
4	Closing of the meeting	Non-Voting		

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 14  
 The GDL Fund

BRITISH SKY BROADCASTING GROUP PLC

SECURITY G15632105 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL G15632105 MEETING DATE 22-Oct-2010  
 ISIN GB0001411924 AGENDA 702600594 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
1	Receive the financial statements for the YE 30 JUN 2010, together with the report of the Directors and Auditors thereon	Management	For	For
2	Declare a final dividend for the YE 30 JUN 2010	Management	For	For
3	Re-appoint Jeremy Darroch as a Director	Management	For	For
4	Re-appoint Andrew Griffith as a Director	Management	For	For
5	Re-appoint James Murdoch as a Director Member of The Bigger Picture Committee	Management	For	For
6	Re-appoint Daniel Rimer as a Director Member of Remuneration Committee	Management	For	For
7	Re-appoint David F. DeVoe as a Director	Management	For	For
8	Re-appoint Allan Leighton as a Director Member of Audit Committee	Management	For	For
9	Re-appoint Arthur Siskind as a Director Member of Corporate Governance and Nominations Committee	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

10	Re-appoint David Evans as a Director Member of Remuneration Committee	Management	For	For
11	Re-appoint Deloitte LLP as the Auditors of the Company and to authorize the Directors to agree their remuneration	Management	For	For
12	Approve the report on Directors' remuneration for the YE 30 JUN 2010	Management	For	For
13	Authorize the Company and its subsidiaries to make political donations and incur political expenditure	Management	For	For
14	Authorize the Directors to allot shares under Section 551 of the Companies Act 2006	Management	For	For
S.15	Approve to disapply statutory pre-emption rights	Management	For	For
S.16	Approve to allow the Company to hold general meetings other than annual general meetings on 14 days' notice	Management	For	For

ATC TECHNOLOGY CORPORATION

SECURITY 00211W104 MEETING TYPE Special  
TICKER SYMBOL ATAC MEETING DATE 22-Oct-2010  
ISIN US00211W1045 AGENDA 933330526 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF JULY 18, 2010, AS AMENDED, BY AND AMONG GENCO DISTRIBUTION SYSTEM, INC., A PENNSYLVANIA CORPORATION ("BUYER"), TRANSFORMERS MERGER SUB, INC., A DELAWARE CORPORATION AND AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF BUYER, AND ATC TECHNOLOGY CORPORATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE FIRST PROPOSAL DESCRIBED ABOVE.	Management	For	For

ORIGIN ENERGY LTD

SECURITY Q71610101 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 29-Oct-2010  
ISIN AU0000000ORG5 AGENDA 702626079 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 4, 5, AND 6 AND VOTES-CAST BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE-PROPOSAL/S WILL BE DISREGARDED BY THE COMPANY. HENCE, IF YOU HAVE OBTAINED-BENEFIT OR EXPECT TO OBTAIN FUTURE BENEFIT YOU SHOULD NOT VOTE (OR VOTE-"ABSTAIN") ON THE RELEVANT	Non-Voting		

Edgar Filing: GDL FUND - Form N-PX

PROPOSAL ITEMS. BY DOING SO, YOU ACKNOWLEDGE THAT-YOU HAVE OBTAINED BENEFIT OR EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE-RELEVANT PROPOSAL/S. BY VOTING (FOR OR AGAINST) ON PROPOSAL (X AND Y), YOU-ACKNOWLEDGE THAT YOU HAVE NOT OBTAINED BENEFIT NEITHER EXPECT TO OBTAIN-BENEFIT BY THE PASSING OF THE RELEVANT PROPOSAL/S AND YOU COMPLY WITH THE-VOTING EXCLUSION.

2	Re-election of Gordon M Cairns as a Director	Management	For	For
3	Adoption of remuneration report	Management	For	For
4	Increase in aggregate cap of Non-executive Directors' remuneration	Management	For	For
5	Grant of long term incentives to Mr. Grant A King - Managing Director	Management	For	For
6	Grant of long term incentives to Ms. Karen A Moses Executive Director	Management	For	For
7	Adoption of new constitution	Management	For	For
8	Renewal of proportional takeover provisions	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
15

MCAFEE, INC.

SECURITY	579064106	MEETING TYPE	Special
TICKER SYMBOL	MFE	MEETING DATE	02-Nov-2010
ISIN	US5790641063	AGENDA	933331720 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 18, 2010, AMONG INTEL CORPORATION, A DELAWARE CORPORATION, OR INTEL, JEFFERSON ACQUISITION CORPORATION, A DELAWARE CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF INTEL, AND MCAFEE, INC., A DELAWARE CORPORATION, OR MCAFEE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	A PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT OR PURSUANT TO TO THE TERMS OF THE MERGER AGREEMENT.	Management	For	For

DIAMOND MGMT & TECHNOLOGY CONSULTANTS

SECURITY	25269L106	MEETING TYPE	Annual
TICKER SYMBOL	DTPI	MEETING DATE	02-Nov-2010
ISIN	US25269L1061	AGENDA	933333875 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE MERGER AGREEMENT DATED AS OF AUGUST 23, 2010 AMONG THE COMPANY, PRICEWATERHOUSECOOPERS LLP (ALSO REFERRED TO AS "PWC") AND CARBON MERGER SUBSIDIARY, INC., A WHOLLY-OWNED INDIRECT SUBSIDIARY OF PWC, AND APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Management	For	For
02	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For
03	DIRECTOR 1 MELVYN E. BERGSTEIN 2 PAULINE A. SCHNEIDER 3 JOHN J. SVIOKLA	Management	For For For	For For For
04	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED AUDITORS FOR THE COMPANY FOR THE FISCAL YEAR ENDING MARCH 31, 2011.	Management	For	For

BW OFFSHORE LTD

SECURITY	G1190N100	MEETING TYPE	Special General Meeting
TICKER SYMBOL		MEETING DATE	05-Nov-2010
ISIN	BMG1190N1002	AGENDA	702656692 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANA
1	That David Astwood, resident representative of the Company, or in his absence, Susan Reedy, Bermuda counsel to the Company, Chair the Meeting	Management	For	For
2	That the resignation of Kathie Child-Villiers and Rene Huck as Directors of the Company effective 5 November 2010 and the resignation of David Gairns as Director of the Company effective 12 October 2010 be and is hereby acknowledged and accepted	Management	For	For
3	That Ronny Johan Langeland be and is hereby appointed a Director of the Company to serve until the next annual general meeting of members or until his appointment is otherwise terminated in accordance with the Bye-Laws of the Company	Management	For	For
4	That Carine Smith Ihenacho be and is hereby appointed a Director of the Company to serve until the next annual general meeting of members or until her appointment is otherwise terminated in accordance with the Bye-Laws of the Company	Management	For	For
5	That in connection with their resignation from the Board of Directors of the Company the following remuneration to each of Kathie Child-Villiers, David Gairns, and Rene Huck for the period up to 1 October 2011 be and is hereby authorized and approved: Kathie Chile-Villiers: USD 59,375 David Gairns : USD 60,875 Rene Huck : USD 60,125	Management	For	For
6	That the following annual remuneration of Directors, including the Chairman and Deputy Chairman, the Audit committee members	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

and the remuneration committee members of the Company be and is hereby authorized and approved: Directors (other than the chairman and deputy chairman): USD 60,000 Chairman: USD 80,000 Deputy Chairman: USD 70,000 Audit Committee members: USD 10,000 remuneration committee members: USD 5,000

MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED

IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE

PLEASE NOTE THAT THIS IS A REVISION DUE TO REMOVAL OF RECORD DATE, ADDITION OF COMMENTS AND CHANGE IN MEETING TYPE FROM EGM TO SGM. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 16  
 The GDL Fund

ALLOY, INC.

SECURITY	019855303	MEETING TYPE	Special
TICKER SYMBOL	ALOY	MEETING DATE	08-Nov-2010
ISIN	US0198553036	AGENDA	933337429 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 23, 2010 (THE "MERGER AGREEMENT"), BY AND AMONG THE COMPANY, ALLOY MEDIA HOLDINGS, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY ("PARENT"), AND LEXINGTON MERGER SUB INC., A WHOLLY-OWNED SUBSIDIARY OF PARENT, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

OSTEOTECH, INC.



Edgar Filing: GDL FUND - Form N-PX

SECURITY 688582105 MEETING TYPE Special  
 TICKER SYMBOL OSTE MEETING DATE 09-Nov-2010  
 ISIN US6885821057 AGENDA 933338433 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 16, 2010, BY AND AMONG MEDTRONIC, INC., MEDTRONIC SOFAMOR DANEK, INC., ENGLAND MERGER CORPORATION AND OSTEOTECH, INC. AND TO APPROVE THE MERGER.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AND APPROVAL OF THE MERGER.	Management	For	For

WUXI PHARMATECH (CAYMAN) INC.

SECURITY 929352102 MEETING TYPE Annual  
 TICKER SYMBOL WX MEETING DATE 10-Nov-2010  
 ISIN US9293521020 AGENDA 933337986 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	GE LI BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM.	Management	For	For
02	CUONG VIET DO BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM.	Management	For	For
03	STEWART HEN BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM.	Management	For	For
S4	THE WUXI PHARMATECH (CAYMAN) INC. 2007 EMPLOYEE SHARE INCENTIVE PLAN ("PLAN") BE AMENDED TO INCREASE NUMBER OF ORDINARY SHARES AUTHORIZED TO BE ISSUED PURSUANT TO PLAN, AS WELL AS LIMIT ON TOTAL NUMBER OF ORDINARY SHARES THAT MAY BE DELIVERED PURSUANT TO OPTIONS QUALIFIED AS INCENTIVE STOCK OPTIONS GRANTED UNDER THE PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Against	Against

NETEZZA CORPORATION

SECURITY 64111N101 MEETING TYPE Special  
 TICKER SYMBOL NZ MEETING DATE 10-Nov-2010  
 ISIN US64111N1019 AGENDA 933338419 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	------------------------

Edgar Filing: GDL FUND - Form N-PX

01	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 19, 2010, BY AND AMONG INTERNATIONAL BUSINESS MACHINES CORPORATION, A NEW YORK CORPORATION ("IBM"), ONYX ACQUISITION CORP., A DELAWARE CORPORATION AND WHOLLY OWNED SUBSIDIARY OF IBM, AND NETEZZA, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	THE PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 17  
 The GDL Fund

EXPRESSJET HOLDINGS, INC.

SECURITY	30218U306	MEETING TYPE	Special
TICKER SYMBOL	XJT	MEETING DATE	10-Nov-2010
ISIN	US30218U3068	AGENDA	933339687 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	----	-----
01	THE ADOPTION AND APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 3, 2010, AMONG SKYWEST, INC., EXPRESS DELAWARE MERGER CO., AN INDIRECT WHOLLY OWNED SUBSIDIARY OF SKYWEST, INC., AND EXPRESSJET HOLDINGS, INC.	Management	For	For
02	THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES TO APPROVE PROPOSAL 1.	Management	For	For

INTERNATIONAL RECTIFIER CORPORATION

SECURITY	460254105	MEETING TYPE	Annual
TICKER SYMBOL	IRF	MEETING DATE	12-Nov-2010
ISIN	US4602541058	AGENDA	933333647 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	----	-----
01	DIRECTOR 1 MARY B. CRANSTON 2 THOMAS A. LACEY	Management		For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ACCOUNTING FIRM OF THE COMPANY TO SERVE FOR  
FISCAL YEAR 2011.

PACTIV CORPORATION

SECURITY	695257105	MEETING TYPE	Special
TICKER SYMBOL	PTV	MEETING DATE	15-Nov-2010
ISIN	US6952571056	AGENDA	933339675 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 16, 2010, BY AND AMONG PACTIV CORPORATION, RANK GROUP LIMITED, REYNOLDS GROUP HOLDINGS LIMITED AND REYNOLDS ACQUISITION CORPORATION, AN INDIRECT WHOLLY OWNED SUBSIDIARY OF REYNOLDS GROUP HOLDINGS LIMITED, AND APPROVE THE TRANSACTIONS CONTEMPLATED THEREBY.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTING THE MERGER AGREEMENT AND APPROVING THE TRANSACTIONS CONTEMPLATED THEREBY AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

ZYGO CORPORATION

SECURITY	989855101	MEETING TYPE	Annual
TICKER SYMBOL	ZIGO	MEETING DATE	16-Nov-2010
ISIN	US9898551018	AGENDA	933331910 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 STEPHEN D. FANTONE		For	For
	2 SAMUEL H. FULLER		For	For
	3 CHRIS L. KOLIOPOULOS		For	For
	4 SEYMOUR E. LIEBMAN		For	For
	5 ROBERT B. TAYLOR		For	For
	6 CAROL P. WALLACE		For	For
	7 GARY K. WILLIS		For	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED ACCOUNTING FIRM FOR FISCAL 2011.	Management	For	For

CORINTHIAN COLLEGES, INC.

SECURITY	218868107	MEETING TYPE	Annual
TICKER SYMBOL	COCO	MEETING DATE	17-Nov-2010
ISIN	US2188681074	AGENDA	933337481 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 PAUL R. ST. PIERRE 2 LINDA AREY SKLADANY 3 ROBERT LEE 4 JACK D. MASSIMINO 5 HANK ADLER 6 JOHN M. DIONISIO	Management	For	For
02	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE MAXIMUM PERMITTED NUMBER OF DIRECTORS ON THE COMPANY'S BOARD OF DIRECTORS TO THIRTEEN.	Management	For	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE CORINTHIAN COLLEGES, INC. 2003 PERFORMANCE AWARD PLAN, WHICH AUTHORIZES THE ISSUANCE OF AN ADDITIONAL 5,000,000 SHARES UNDER SUCH PLAN, AND CERTAIN OTHER AMENDMENTS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Management	Against	Against
04	APPROVAL OF THE AMENDMENT OF THE CORINTHIAN COLLEGES, INC. EMPLOYEE STOCK PURCHASE PLAN TO EXTEND THE COMPANY'S ABILITY TO GRANT NEW AWARDS UNDER SUCH PLAN UNTIL DECEMBER 31, 2020.	Management	For	For
05	RATIFICATION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2011.	Management	For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

18

The GDL Fund

PHOENIX TECHNOLOGIES LTD.

SECURITY	719153108	MEETING TYPE	Special
TICKER SYMBOL	PTEC	MEETING DATE	19-Nov-2010
ISIN	US7191531083	AGENDA	933332102 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF AUGUST 17, 2010, BY AND AMONG PHOENIX TECHNOLOGIES LTD., PHARAOH ACQUISITION CORP. ("PARENT") AND PHARAOH MERGER SUB CORP., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

KEITHLEY INSTRUMENTS, INC.

SECURITY 487584104 MEETING TYPE Special  
 TICKER SYMBOL KEI MEETING DATE 19-Nov-2010  
 ISIN US4875841045 AGENDA 933342432 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 29, 2010, AMONG DANAHER CORPORATION, AEGEAN ACQUISITION CORP. AND KEITHLEY INSTRUMENTS, INC. AND THE TRANSACTIONS CONTEMPLATED THEREBY.	Management	For	For

OTIX GLOBAL, INC.

SECURITY 68906N200 MEETING TYPE Special  
 TICKER SYMBOL OTIX MEETING DATE 22-Nov-2010  
 ISIN US68906N2009 AGENDA 933341769 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN MERGER DATED AS SEPTEMBER 13, 2010, AMONG WILLIAM DEMANT HOLDING A/S, OI MERGER SUB, INC., AND OTIX GLOBAL, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

NYMAGIC, INC.

SECURITY 629484106 MEETING TYPE Special  
 TICKER SYMBOL NYM MEETING DATE 22-Nov-2010  
 ISIN US6294841068 AGENDA 933342610 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 15, 2010, BY AND AMONG PROSIGHT SPECIALTY INSURANCE HOLDINGS, INC., PSI MERGER SUB INC. AND NYMAGIC, INC.	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

DYNEGY INC.

SECURITY 26817G300 MEETING TYPE Contested-Special  
 TICKER SYMBOL DYN MEETING DATE 23-Nov-2010  
 ISIN US26817G3002 AGENDA 933336631 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 13, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG DYNEGY INC., DENALI PARENT INC. AND DENALI MERGER SUB INC.	Management	Against	Against
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	Against	Against

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 19  
 The GDL Fund

EMULEX CORPORATION

SECURITY 292475209 MEETING TYPE Annual  
 TICKER SYMBOL ELX MEETING DATE 23-Nov-2010  
 ISIN US2924752098 AGENDA 933337380 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 FRED B. COX		For	For
	2 MICHAEL P. DOWNEY		For	For
	3 BRUCE C. EDWARDS		For	For
	4 PAUL F. FOLINO		For	For
	5 ROBERT H. GOON		For	For
	6 DON M. LYLE		For	For
	7 JAMES M. MCCLUNEY		For	For
	8 DEAN A. YOOST		For	For
02	RATIFICATION AND APPROVAL OF THE 2005 EQUITY INCENTIVE PLAN, AS AMENDED AND RESTATED.	Management	Against	Against
03	RATIFICATION AND APPROVAL OF AN AMENDMENT TO THE EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 1,500,000 SHARES.	Management	For	For
04	RATIFICATION OF SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

## Edgar Filing: GDL FUND - Form N-PX

MASSMART HOLDINGS LTD

SECURITY	S4799N114	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	24-Nov-2010
ISIN	ZAE000029534	AGENDA	702696862 - Management

ITEM	PROPOSAL	TYPE	VOTE
-----	-----	-----	-----
1.0.1	Resolved that the annual financial statements of the Company and the Group for the year ended 27TH June 2010, circulated together with this notice, be and are hereby adopted	Management	For
2.0.2	Resolved that Mr. KD Dlamini, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company	Management	For
3.0.3	Resolved that Dr NN Gwagwa, who retires by rotation and has offered herself for re-election, be and is hereby re-elected to the Board of Directors of the Company	Management	For
4.0.4	Resolved that Mr. MJ Lamberti, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company	Management	For
5.0.5	Resolved that Ms P Langeni, who retires by rotation and has offered herself for re-election, be and is hereby re-elected to the Board of Directors of the Company	Management	For
6.0.6	Resolved that Mr. IN Matthews, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company	Management	For
7.0.7	Resolved that the Non-Executive Directors' annual remuneration for the 2011 financial year, be approved	Management	For
8.0.8	Resolved that Deloitte & Touche (with Mr. Andre Dennis as the Audit Partner) be and are hereby re-elected as the Company's Auditors for the ensuing financial year, as approved by the Massmart Audit Committee and recommended to shareholders	Management	For
9.0.9	Resolved that the appointments of the following as Members of the Audit Committee be and are hereby ratified and confirmed: IN Matthews, CS Seabrooke, P Maw and P Langeni	Management	For
10010	Resolved that all the ordinary shares in the authorised but unissued share capital of the Company be and are hereby placed under the control of the Directors in terms of Section 221 (2) of the Companies Act, No.61 of 1973, as amended (the Act), who shall be authorised to allot and issue such shares to such person or persons on such terms and conditions as they may deem fit but not exceeding 5 percent of the number of ordinary shares already in issue. Such allotment will be in accordance with the Act and the JSE Limited (JSE) Listings Requirements (JSE Listings Requirements)	Management	For
11011	Resolved that, subject to the JSE Listings Requirements, the Directors be and are hereby authorised to issue the ordinary shares in the authorised but unissued share capital of the Company for cash to such person or persons on such terms and conditions as they may deem fit, subject to the following: the issues in the aggregate in any one financial year shall not exceed 5 percent of the number of shares already in issue and the authority hereby granted will be valid until the Company's next annual general meeting, provided that it will not extend to beyond 15 months	Management	For
12012	Resolved that, in terms of Schedule 14 of the JSE Listings Requirements and in accordance with Section 222 of the Act,	Management	For

Edgar Filing: GDL FUND - Form N-PX

where applicable, the Company hereby amends the rules of the Massmart Holdings Limited Employee Share Scheme (first adopted by the Company at a General Meeting held on 12th June 2000) incorporated in the Massmart Holdings Limited Employee Share Trust (the Trust) by the substitution in their entirety of the existing terms of the Trust with the amended and restated terms of the Trust . The amended and restated terms of the Trust will be tabled at this annual general meeting and initialed by the Chairman for identification, the salient terms and conditions of which are as set out in the Notice of Amendment to the Massmart Holdings Limited Employee Share Scheme

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
20

ITEM	PROPOSAL	TYPE	VOTE	MA
13S.1	Resolved that, the Company and /or its subsidiaries be and are hereby authorised in terms of Sections 85(2) and 85(3) of the Companies Act, No. 61 of 1973, as amended (the Act), and the JSE Limited (JSE) Listings Requirements, (JSE Listings Requirements), from time to time to acquire the ordinary and/or preference shares in the issued share capital of the Company from such shareholder(s), at such price, in such manner and subject to such terms and conditions as the directors may deem fit, but subject to the Articles of Association of the Company, the Act and the JSE Listings Requirements, and provided that the authority hereby granted will be valid until the Company's next annual general meeting, provided that it will not extend to beyond 15 months from the date of registration of this special resolution and acquisitions in the aggregate in any one financial year shall not exceed 15 percent of that class of the Company's issued share cap	Management	For	Fo
14S.2	Resolved that, Article 43.1.7 of the Articles of Association of the Company be and is hereby amended by the replacement of the words Black Management Trust with Black Scarce Skills Trust	Management	For	Fo
15S.3	Resolved that Article 43.2.12 of the Articles of Association of the Company be and is hereby deleted in its entirety and replaced with the following, A B Preference Share shall, unless it is converted into an ordinary share in the Company pursuant to the provisions of Article 43.2.9, be automatically redeemed at an amount equal to its par value on the date that is the 7th (seventh) anniversary of the date on which that B Preference Share was allocated to a Beneficiary in terms of the Management Trust, or if that B Preference Share has not been allocated in terms of the Management Trust, on 30TH September 2016 or such later date as the Board of Directors of the Company may determine	Management	For	Fo
	PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF TEXT IN RESOLUTION 8. I-F YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UN-LESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

THERMADYNE HOLDINGS CORPORATION



Edgar Filing: GDL FUND - Form N-PX

SECURITY	883435307	MEETING TYPE	Special
TICKER SYMBOL	THMD	MEETING DATE	02-Dec-2010
ISIN	US8834353075	AGENDA	933345161 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 5, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG RAZOR HOLDCO INC., RAZOR MERGER SUB INC. AND THERMADYNE HOLDINGS CORPORATION.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

ANDEAN RESOURCES LIMITED

SECURITY	Q0793X100	MEETING TYPE	Annual
TICKER SYMBOL	ANDPF	MEETING DATE	03-Dec-2010
ISIN	AU0000000AND0	AGENDA	933346505 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	SCHEME RESOLUTION: TO APPROVE THE SCHEME (AS SET OUT IN THE NOTICE OF SCHEME MEETING IN ANNEXURE I OF THE SCHEME BOOKLET).	Management	For	For
02	AGM RESOLUTIONS: RATIFICATION OF THE APPOINTMENT OF MR. CHARLES WINOGRAD AS A DIRECTOR.	Management	For	For
03	ADOPTION OF THE REMUNERATION REPORT.	Management	For	For
4A	APPROVAL OF ISSUE OF SHARES AND OPTIONS TO MR. WAYNE HUBERT.	Management	For	For
4B	APPROVAL OF ISSUE OF SHARES AND OPTIONS TO MR. CHARLES WINOGRAD.	Management	For	For
4C	APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR. CHARLES WINOGRAD.	Management	For	For
05	ADDITIONAL AGM RESOLUTION IF THE SCHEME IS APPROVED BY THE REQUISITE MAJORITY OF SHAREHOLDERS: CANCELLATION OF OPTIONS.	Management	For	For
06	RESOLUTIONS IF SCHEME IS NOT APPROVED BY THE REQUISITE MAJORITY OF SHAREHOLDERS: RE-ELECTION OF MR. IAN HUME AS DIRECTOR.	Management	For	For
07	APPROVAL OF NEW EMPLOYEE SHARE OWNERSHIP PLAN.	Management	For	For
08	RATIFICATION OF ISSUE OF SECURITIES UNDER CAPITAL RAISING.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
21

Edgar Filing: GDL FUND - Form N-PX

NU HORIZONS ELECTRONICS CORP.

SECURITY 669908105 MEETING TYPE Special  
 TICKER SYMBOL NUHC MEETING DATE 07-Dec-2010  
 ISIN US6699081054 AGENDA 933344020 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE MERGER AGREEMENT, DATED AS OF SEPTEMBER 19, 2010 (THE "MERGER AGREEMENT") BY AND AMONG NU HORIZONS ELECTRONICS CORP., ARROW ELECTRONICS, INC., AND NEPTUNE ACQUISITION CORPORATION, INC.	Management	For	For
02	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE SOLICITATION OF ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	For	For

HARMAN INTERNATIONAL INDUSTRIES, INC.

SECURITY 413086109 MEETING TYPE Annual  
 TICKER SYMBOL HAR MEETING DATE 08-Dec-2010  
 ISIN US4130861093 AGENDA 933338976 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 DR. HARALD EINSMANN 2 A. MCLAUGHLIN KOROLOGOS 3 KENNETH M. REISS	Management	For For For	For For For
02	PROPOSAL TO AMEND THE AMENDED AND RESTATED 2002 STOCK OPTION AND INCENTIVE PLAN.	Management	Against	Against

A. SCHULMAN, INC.

SECURITY 808194104 MEETING TYPE Annual  
 TICKER SYMBOL SHLM MEETING DATE 09-Dec-2010  
 ISIN US8081941044 AGENDA 933346303 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 EUGENE R. ALLSPACH 2 GREGORY T. BARMORE 3 DAVID G. BIRNEY	Management	For For For	For For For

Edgar Filing: GDL FUND - Form N-PX

4	HOWARD R. CURD		For	For
5	JOSEPH M. GINGO		For	For
6	MICHAEL A. MCMANUS, JR.		For	For
7	LEE D. MEYER		For	For
8	JAMES A. MITAROTONDA		For	For
9	ERNEST J. NOVAK, JR.		For	For
10	DR. IRVIN D. REID		For	For
11	JOHN B. YASINSKY		For	For
02	THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS A. SCHULMAN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING AUGUST 31, 2011.	Management	For	For
03	THE ADOPTION AND APPROVAL OF A. SCHULMAN'S 2010 VALUE CREATION REWARDS PLAN.	Management	Against	Against

CRUCELL NV, LEIDEN

SECURITY	N23473106	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	10-Dec-2010
ISIN	NL0000358562	AGENDA	702697004 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
----	-----	-----	-----	-----
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 760319 DUE TO VOTING MEETI-NG CHANGE TO INFORMATION MEETING [CHANGE IN VOTING STATUS]. ALL VOTES RECEIVED-ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT O-N THIS MEETING NOTICE. THANK YOU.	Non-Voting		
1	Opening of the General Meeting	Non-Voting		
2	Discussion on the intended bid by Johnson + Johnson on all outstanding shares-in the capital of CruCELL NV and all related aspects hereto	Non-Voting		
3	Closing of the General Meeting "PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIAT-ED WITH THIS MEETING. THANK YOU". PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE-MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLI-ENT REPRESENTATIVE. THANK YOU	Non-Voting Non-Voting Non-Voting		

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
22

AMERICAN COMMERCIAL LINES INC.

SECURITY	025195405	MEETING TYPE	Special
TICKER SYMBOL	ACLI	MEETING DATE	14-Dec-2010
ISIN	US0251954055	AGENDA	933348927 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 18, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG AMERICAN COMMERCIAL LINES INC., FINN HOLDING CORPORATION AND FINN MERGER CORPORATION (THE "AGREEMENT AND PLAN OF MERGER").	Management	For	For
02	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

PROSPECT MEDICAL HOLDINGS, INC.

SECURITY	743494106	MEETING TYPE	Special
TICKER SYMBOL	PZZ	MEETING DATE	15-Dec-2010
ISIN	US7434941065	AGENDA	933351722 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF AUGUST 16, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG PROSPECT MEDICAL HOLDINGS, INC., IVY HOLDINGS INC., AND IVY MERGER SUB CORP.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL NUMBER 1.	Management	For	For

CHINA HUIYUAN JUICE GROUP LTD

SECURITY	G21123107	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	16-Dec-2010
ISIN	KYG211231074	AGENDA	702721336 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR RESOLUTION 1. THANK YOU.		Non-Voting	
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/20101130/LTN20101130267.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/20101130/LTN20101130267.pdf</a>		Non-Voting	
1	That the 2011 Raw Materials Purchase and Recyclable Containers Sales Agreement and the proposed annual monetary	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

caps contemplated thereunder be and are hereby approved, and any director of the Company be and is hereby authorised to do all such acts and things, execute all such documents and take all such steps which he/she deems necessary, desirable or expedient to implement and/or give effect to the terms of and the transactions contemplated under the 2011 Raw Materials Purchase and Recyclable Containers Sales Agreement PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE RECORD DATE-. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting

THE STUDENT LOAN CORPORATION

SECURITY	863902102	MEETING TYPE	Special
TICKER SYMBOL	STU	MEETING DATE	16-Dec-2010
ISIN	US8639021026	AGENDA	933345476 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF A RESOLUTION AUTHORIZING THE TRANSACTIONS CONTEMPLATED BY THE ASSET PURCHASE AGREEMENT, DATED AS OF SEPTEMBER 17, 2010, BY AND AMONG THE STUDENT LOAN CORPORATION; CITIBANK, N.A.; CITIBANK (SOUTH DAKOTA) NATIONAL ASSOCIATION; SLC STUDENT LOAN RECEIVABLES I, INC.; BULL RUN 1 LLC; SLM EDUCATION CREDIT FINANCE CORPORATION; AND SALLIE MAE, INC.	Management	For	For
02	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 17, 2010, BY AND AMONG THE STUDENT LOAN CORPORATION, DISCOVER BANK AND ACADEMY ACQUISITION CORP., A WHOLLY OWNED SUBSIDIARY OF DISCOVER BANK, AND APPROVAL OF THE MERGER OF ACADEMY ACQUISITION CORP. WITH AND INTO THE STUDENT LOAN CORPORATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For

ACTIVIDENTITY CORPORATION

SECURITY	00506P103	MEETING TYPE	Special
TICKER SYMBOL	ACTI	MEETING DATE	16-Dec-2010
ISIN	US00506P1030	AGENDA	933349551 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OR MERGER, DATED AS OF OCTOBER 11, 2010 (THE "MERGER AGREEMENT"), BY AND AMONG ASSA ABLOY INC., AN OREGON CORPORATION ("ASSA US"), FITACQUISITION, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF ASSA US ("MERGER SUB"), AND	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ACTIVIDENTITY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

02 PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT. Management For For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
23

INTERNET BRANDS INC

SECURITY 460608102 MEETING TYPE Special  
TICKER SYMBOL INET MEETING DATE 16-Dec-2010  
ISIN US4606081028 AGENDA 933349563 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 17, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG INTERNET BRANDS, INC., A DELAWARE CORPORATION, MICRO HOLDING CORP., A DELAWARE CORPORATION, AND MICRO ACQUISITION CORP., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF MICRO HOLDING CORP.	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

ALBERTO-CULVER COMPANY

SECURITY 013078100 MEETING TYPE Special  
TICKER SYMBOL ACV MEETING DATE 17-Dec-2010  
ISIN US0130781000 AGENDA 933349537 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, BY AND AMONG UNILEVER N.V., A NETHERLANDS CORPORATION, SOLELY WITH RESPECT TO SECTION 5.10 THEREOF, UNILEVER PLC, A COMPANY INCORPORATED UNDER THE LAWS OF AND REGISTERED IN ENGLAND, CONOPCO, INC., A NEW YORK CORPORATION, ACE MERGER, INC., A DELAWARE CORPORATION, AND ALBERTO-CULVER COMPANY.	Management	For	For
02	THE PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.

NIGHTHAWK RADIOLOGY HOLDINGS, INC.

SECURITY 65411N105 MEETING TYPE Special  
 TICKER SYMBOL NHWK MEETING DATE 22-Dec-2010  
 ISIN US65411N1054 AGENDA 933354083 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 26, 2010, BY AND AMONG VIRTUAL RADIOLOGIC CORPORATION, EAGLE MERGER SUB CORPORATION AND NIGHTHAWK RADIOLOGY HOLDINGS, INC. (THE "MERGER AGREEMENT").	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

CELLU TISSUE HOLDINGS, INC.

SECURITY 151169109 MEETING TYPE Special  
 TICKER SYMBOL CLU MEETING DATE 23-Dec-2010  
 ISIN US1511691099 AGENDA 933356974 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE PROPOSAL TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER DATED SEPTEMBER 15, 2010, AS AMENDED FROM TIME TO TIME, BY AND AMONG CELLU TISSUE HOLDINGS, INC, CLEARWATER PAPER CORPORATION, AND SAND DOLLAR ACQUISITION CORPORATION.	Management	For	For
02	THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, FOR ANY PURPOSE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

COMMSCOPE, INC.

SECURITY 203372107 MEETING TYPE Special  
 TICKER SYMBOL CTV MEETING DATE 30-Dec-2010  
 ISIN US2033721075 AGENDA 933357899 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 26, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG COMMSCOPE, INC., CEDAR I HOLDING COMPANY, INC. AND CEDAR I MERGER SUB, INC.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
24

ART TECHNOLOGY GROUP, INC.

SECURITY	04289L107	MEETING TYPE	Special
TICKER SYMBOL	ARTG	MEETING DATE	04-Jan-2011
ISIN	US04289L1070	AGENDA	933354603 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPT THE MERGER AGREEMENT.	Management	For	For
02	APPROVE THE GRANT OF DISCRETIONARY AUTHORITY TO THE NAMED PROXIES TO VOTE YOUR SHARES TO APPROVE ONE OR MORE ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

VOLTAIRE LTD.

SECURITY	M97613109	MEETING TYPE	Special
TICKER SYMBOL	VOLT	MEETING DATE	06-Jan-2011
ISIN	IL0011064263	AGENDA	933359273 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE AGREEMENT OF MERGER, DATED NOVEMBER 29, 2010, BY & AMONG THE COMPANY, MELLANOX TECHNOLOGIES, LTD., A COMPANY FORMED UNDER THE LAWS OF THE STATE OF ISRAEL ("MELLANOX"), AND MONDIAL ACQUISITION CORPORATION LTD., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For



Edgar Filing: GDL FUND - Form N-PX

02 TO APPROVE THE PURCHASE BY THE COMPANY OF A RUN-OFF DIRECTORS' AND OFFICERS' LIABILITY INSURANCE POLICY FOR A PERIOD OF SEVEN YEARS FOLLOWING THE CLOSING OF THE MERGER, AS PERMITTED BY THE AGREEMENT OF MERGER. Management For For

T-3 ENERGY SERVICES, INC.

SECURITY 87306E107 MEETING TYPE Special  
 TICKER SYMBOL TTES MEETING DATE 07-Jan-2011  
 ISIN US87306E1073 AGENDA 933357065 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 6, 2010, AMONG T-3 ENERGY SERVICES, INC. ("T-3"), ROBBINS & MYERS, INC. ("ROBBINS & MYERS"), TRIPLE MERGER I, INC. TRIPLE MERGER II, INC. AS SUCH MERGER AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	PROPOSAL TO APPROVE AN ADJOURNMENT OF THE T-3 SPECIAL MEETING, IF NECESSARY, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES FOR THE PROPOSAL TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.	Management	For	For

CEDAR FAIR, L.P.

SECURITY 150185106 MEETING TYPE Contested-Special  
 TICKER SYMBOL FUN MEETING DATE 11-Jan-2011  
 ISIN US1501851067 AGENDA 933359285 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE UPON A PROPOSAL FROM Q FUNDING III, L.P. AND Q4 FUNDING, L.P. (TOGETHER WITH GEOFFREY RAYNOR, "Q INVESTMENTS") TO AMEND CEDAR FAIR, L.P.'S FIFTH AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP ("PARTNERSHIP AGREEMENT"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Shareholder	Against	For
02	TO CONSIDER AND VOTE UPON A PROPOSAL FROM Q INVESTMENTS TO AMEND THE PARTNERSHIP AGREEMENT TO REQUIRE THE GENERAL PARTNER TO MAKE DIVIDEND DISTRIBUTION A HIGHER PRIORITY THAN DEBT REPAYMENT AND TO TAKE EVERY ACTION POSSIBLE, INCLUDING SEEKING NECESSARY AMENDMENTS TO LOAN AGREEMENTS, INDENTURES & OTHER DOCUMENTATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Shareholder	Against	For

Edgar Filing: GDL FUND - Form N-PX

SYNIVERSE HOLDINGS INC

SECURITY 87163F106 MEETING TYPE Special  
 TICKER SYMBOL SVR MEETING DATE 12-Jan-2011  
 ISIN US87163F1066 AGENDA 933359603 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 28, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG SYNIVERSE HOLDINGS, INC., BUCCANEER HOLDINGS, INC. AND BUCCANEER MERGER SUB, INC.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 25

FIRST MERCURY FINANCIAL CORP.

SECURITY 320841109 MEETING TYPE Special  
 TICKER SYMBOL FMR MEETING DATE 14-Jan-2011  
 ISIN US3208411096 AGENDA 933359792 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 28, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG FAIRFAX FINANCIAL HOLDINGS LIMITED, FAIRFAX INVESTMENTS II USA CORP. AND FIRST MERCURY FINANCIAL CORPORATION.	Management	For	For
02	TO CONSIDER AND VOTE ON A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER REFERENCED IN PROPOSAL 1 ABOVE.	Management	For	For
03	TO TRANSACT ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE SPECIAL MEETING, OR ANY ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, BY OR AT THE DIRECTION OF THE BOARD OF DIRECTORS OF THE COMPANY.	Management	For	For

## Edgar Filing: GDL FUND - Form N-PX

MASSMART HOLDINGS LTD

SECURITY	S4799N114	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	17-Jan-2011
ISIN	ZAE000029534	AGENDA	702729091 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----				
1	Resolved that the requirement contained in Rule 8 of SRP Code, that following the implementation of the Scheme, Walmart is obligated to make a mandatory offer to all Massmart ordinary shareholders, be and is hereby expressly waived	Management	For	For
2	Resolved that in terms of Schedule 14 of the Listings Requirements of the JSE Limited (JSE) and subject to the approval of the JSE, and in accordance with s222 of the Companies Act No. 61 of 1973, as amended, where applicable, that the rules of the Massmart Holdings Limited Employee Share Scheme (first adopted by the Company at an annual general meeting held on 20000612) as amended most recently at the annual general meeting on 20101124 and incorporated in the Massmart Holdings Limited Employee Share Trust (the Trust) be amended, by the insertion of a new clause 40 into the Trust	Management	For	For

MASSMART HOLDINGS LTD

SECURITY	S4799N114	MEETING TYPE	Scheme Meeting
TICKER SYMBOL		MEETING DATE	17-Jan-2011
ISIN	ZAE000029534	AGENDA	702729320 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----				
1	To consider the scheme in terms of which Walmart will acquire 51 (fifty one) Massmart ordinary shares from each Massmart ordinary shareholder (other than the excluded shareholders) for every 100 (one hundred) Massmart ordinary shares held for the scheme consideration of ZAR 148.00 (one hundred and forty eight Rand) per Massmart ordinary share which is payable on the operative date of the scheme, which date is expected to be on Monday, 20110221	Management	For	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TYPE. IF YOU HAVE-ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

SEAGATE TECHNOLOGY PLC

SECURITY	G7945M107	MEETING TYPE	Annual
TICKER SYMBOL	STX	MEETING DATE	18-Jan-2011
ISIN	IE00B58JVZ52	AGENDA	933359401 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	RE-ELECTION OF DIRECTOR: STEPHEN J. LUCZO	Management	For	For
1B	RE-ELECTION OF DIRECTOR: FRANK J. BIONDI, JR.	Management	For	For
1C	RE-ELECTION OF DIRECTOR: LYDIA M. MARSHALL	Management	For	For
1D	RE-ELECTION OF DIRECTOR: CHONG SUP PARK	Management	For	For
1E	RE-ELECTION OF DIRECTOR: ALBERT A. PIMENTEL	Management	For	For
1F	RE-ELECTION OF DIRECTOR: GREGORIO REYES	Management	For	For
1G	RE-ELECTION OF DIRECTOR: JOHN W. THOMPSON	Management	For	For
1H	RE-ELECTION OF DIRECTOR: EDWARD J. ZANDER	Management	For	For
02	TO RECEIVE AND CONSIDER IRISH STATUTORY ACCOUNTS FOR THE FISCAL YEAR ENDED JULY 2, 2010, AND REPORTS OF DIRECTORS AND AUDITORS.	Management	For	For
03	AUTHORIZATION TO HOLD THE 2011 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY AT A LOCATION OUTSIDE OF IRELAND.	Management	For	For
04	AUTHORIZATION OF THE COMPANY AND/OR ANY OF ITS SUBSIDIARIES TO MAKE OPEN-MARKET PURCHASES OF SEAGATE ORDINARY SHARES.	Management	For	For
05	DETERMINATION OF THE PRICE RANGE AT WHICH THE COMPANY CAN RE-ISSUE TREASURY SHARES OFF-MARKET.	Management	For	For
06	TO APPOINT ERNST & YOUNG AS THE INDEPENDENT AUDITORS OF THE COMPANY AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET THE AUDITORS' REMUNERATION.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 26

ROCK OF AGES CORPORATION

SECURITY	772632105	MEETING TYPE	Special
TICKER SYMBOL	ROAC	MEETING DATE	18-Jan-2011
ISIN	US7726321059	AGENDA	933360125 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 18, 2010, BY AND AMONG ROCK OF AGES CORPORATION, SWENSON GRANITE COMPANY, LLC AND GRANITE ACQUISITION, LLC.	Management	For	For
02	TO ADJOURN MEETING IF NECESSARY TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES OF CLASS A COMMON STOCK AT THE TIME OF MEETING TO SATISFY THE CONDITION IN MERGER AGREEMENT THAT MERGER AGREEMENT BE APPROVED BY A MAJORITY OF THE OUTSTANDING SHARES OF OUR CLASS A COMMON STOCK, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

EURAND N.V.

SECURITY	N31010106	MEETING TYPE	Special
TICKER SYMBOL	EURX	MEETING DATE	19-Jan-2011
ISIN	NL0000886448	AGENDA	933363854 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	TO APPOINT JOHN J. FRAHER AS EXECUTIVE DIRECTOR 'A' AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.	Management	For	For
1B	TO APPOINT CECILIA GONZALO AS A NON-EXECUTIVE DIRECTOR 'B' OF THE COMPANY.	Management	For	For
2A	TO REVIEW AND APPROVE COMPENSATION FOR JOHN J. FRAHER, EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.	Management	For	For
2B	TO REVIEW AND APPROVE COMPENSATION FOR ANGELO C. MALAHIAS, CHAIRMAN OF THE BOARD OF THE COMPANY.	Management	For	For
2C	TO REVIEW AND APPROVE COMPENSATION FOR CECILIA GONZALO AS A DIRECTOR OF THE COMPANY.	Management	For	For
03	TO GRANT A DISCHARGE TO THE RESIGNING DIRECTORS (GEAROID FAHERTY AND JONATHAN COSGRAVE) IN RESPECT OF THEIR MANAGEMENT.	Management	For	For
04	TO APPROVE THE SHARE PURCHASE AGREEMENT BY AND AMONG THE COMPANY, AXCAN HOLDINGS INC. AND AXCAN PHARMA HOLDING B.V.	Management	For	For
05	TO REVIEW & APPROVE SALE OF ALL ASSETS & LIABILITIES OF COMPANY TO AXCAN PHARMA HOLDING B.V. OR ONE OR MORE OF ITS DESIGNEES.	Management	For	For
06	TO APPROVE THE DESIGNATION OF THE MEMBERS OF SPECIAL COMMITTEE WITH RESPECT TO SALE OF ASSETS AND LIABILITIES OF THE COMPANY.	Management	For	For
7A	TO APPOINT RICHARD TARTE, VP, CORPORATE DEVELOPMENT AND GENERAL COUNSEL OF AXCAN, AS AN EXECUTIVE DIRECTOR 'A' OF THE COMPANY.	Management	For	For
7B	TO APPOINT RICHARD DEVLEESCHOUWER, SENIOR VICE PRESIDENT, HUMAN RESOURCES OF AXCAN, AS AN EXECUTIVE DIRECTOR 'A' OF THE COMPANY.	Management	For	For
7C	TO APPOINT STEVE GANNON, SENIOR VICE PRESIDENT, CFO OF AXCAN, AS AN EXECUTIVE DIRECTOR 'A' OF THE COMPANY.	Management	For	For
08	TO APPROVE THE DISSOLUTION OF THE COMPANY, EFFECTIVE UPON THE COMPLETION OF THE SUBSEQUENT OFFERING PERIOD.	Management	For	For
09	TO APPROVE THE APPOINTMENT OF AXCAN PHARMA HOLDING B.V. KEEPER OF BOOKS & RECORDS OF COMPANY UPON TERMINATION OF LIQUIDATION.	Management	For	For
10	TO APPROVE ANY OTHER RESOLUTION TABLED IN CONNECTION WITH THE ABOVE.	Management	For	For

BUCYRUS INTERNATIONAL, INC.

SECURITY	118759109	MEETING TYPE	Special
TICKER SYMBOL	BCUY	MEETING DATE	20-Jan-2011
ISIN	US1187591094	AGENDA	933361949 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 14, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, ("THE MERGER AGREEMENT"), BY AND AMONG BUCYRUS INTERNATIONAL, INC., CATERPILLAR INC., AND BADGER MERGER SUB, INC.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
27

CAMINO MINERALS CORPORATION

SECURITY	138050109	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	CAMZF	MEETING DATE	25-Jan-2011
ISIN	CA1380501090	AGENDA	933362864 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO SET THE NUMBER OF DIRECTORS AT FOUR (4).	Management	For	For
02	DIRECTOR	Management		
	1 R.E. GORDON DAVIS		For	For
	2 GORDON BOGDEN		For	For
	3 JAMES TUTTON		For	For
	4 DAVID WATKINS		For	For
03	TO APPOINT PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AT A REMUNERATION TO BE FIXED BY THE DIRECTORS.	Management	For	For
04	TO APPROVE THE OPTION PLAN RESOLUTION RELATING TO THE ADOPTION OF THE STOCK OPTION PLAN OF THE COMPANY, AS DESCRIBED IN THE MANAGEMENT INFORMATION CIRCULAR DATED DECEMBER 6, 2010.	Management	For	For

DRAKA HOLDING NV

SECURITY	N2771R199	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	26-Jan-2011
ISIN	NL0000347813	AGENDA	702733040 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

Edgar Filing: GDL FUND - Form N-PX

CMMT	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE-ASSOCIATED WITH THIS MEETING. THANK YOU	Non-Voting		
1	Opening	Non-Voting		
2	Recent information and developments	Non-Voting		
3	Discussion of the intended public offer by Prysmian S.p.A. on all the issued-and outstanding ordinary shares in the capital of Draka (the "Offer")	Non-Voting		
4.a	Amendment of the articles of association: Proposal to amend the articles of association per the Settlement Date, being the date on which the transfer of shares takes place upon payment of the offer price, subject to the condition precedent that the Offer is declared unconditional	Management	For	Fo
4.b	Amendment of the articles of association: Proposal to amend the articles of association per the date of de-listing on Euronext, subject to the condition precedent that the Offer is declared unconditional	Management	For	Fo
4.c	Amendment of the articles of association: Proposal to grant a power of attorney to each member of the Board of Management and each separate civil law notary, deputy civil law notary and notarial employee of Allen & Overy LLP, to apply for a declaration of no objections to the Ministry of Justice on the draft amendment to the articles of association and to have all the deeds of amendment of the articles of association executed, subject to the condition precedent that the Offer is declared unconditional	Management	For	Fo
5	Resignation of Mrs A.M. Fentener van Vlissingen and Messrs. F.W. Frohlich, B.E. Dijkhuizen, F.H. Fentener van Vlissingen, R.F.W. van Oordt and J.C.M. Schonfeld as members of the Supervisory Board and the proposal to grant full and final release from liability, subject to the condition precedent that the Offer is declared unconditional	Management	For	Fo
6	Appointment of Messrs. M. Battaini, P.F. Facchini and F. Romeo as members of the Supervisory Board, subject to the condition precedent that the Offer is declared unconditional	Management	For	Fo
7	Any other business	Non-Voting		
8	Closing	Non-Voting		

LONMIN PLC, LONDON

SECURITY	G56350112	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	27-Jan-2011
ISIN	GB0031192486	AGENDA	702732733 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	To receive the Report and Accounts for the year ended 30 September 2010	Management	For	For
2	To receive and approve the Director Remuneration Report for the year ended 30 September 2010	Management	For	For
3	To declare a final dividend for the year ended 30 September 2010 of 15 US cents net per share	Management	For	For
4	To re-appoint KPMG Audit Plc as the Company's auditors	Management	For	For
5	To authorise the Board to agree the auditors remuneration	Management	For	For
6	To re-elect Roger Phillimore as a director of the Company	Management	For	For
7	To re-elect Ian Farmer as a director of the Company	Management	For	For
8	To re-elect Michael Hartnall as a director of the Company	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

9	To re-elect Jonathan Leslie as a director of the Company	Management	For	For
10	To re-elect David Munro as a director of the Company	Management	For	For
11	To re-elect Karen de Segundo as a director of the Company	Management	For	For
12	To re-elect Jim Sutcliffe as a director of the Company	Management	For	For
13	To re-elect Len Konar as a director of the Company	Management	For	For
14	To re-elect Cyril Ramaphosa as a director of the Company	Management	For	For
15	To re-elect Simon Scott as a director of the Company	Management	For	For
16	To re-elect Mahomed Seedat as a director of the Company	Management	For	For
17	To authorise the directors to allot shares	Management	For	For
18	To authorise the directors to disapply pre-emption rights	Management	For	For
19	To authorise the Company to purchase own shares	Management	For	For
20	To authorise a notice period of 14 days for general meetings other than AGMs	Management	For	For
21	To adopt the new Annual Share Awards Plan	Management	For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

28

The GDL Fund

ASHLAND INC.

SECURITY	044209104	MEETING TYPE	Annual
TICKER SYMBOL	ASH	MEETING DATE	27-Jan-2011
ISIN	US0442091049	AGENDA	933358853 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF CLASS I DIRECTOR: KATHLEEN LIGOCKI	Management	For	For
1B	ELECTION OF CLASS I DIRECTOR: JAMES J. O'BRIEN	Management	For	For
1C	ELECTION OF CLASS I DIRECTOR: BARRY W. PERRY	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2011.	Management	For	For
03	APPROVAL OF THE 2011 ASHLAND INC. INCENTIVE PLAN.	Management	For	For
04	APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ASHLAND INC. PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.	Management	Abstain	Against
05	WHETHER THE SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS REQUIRED BY SECTION 14A(A)(2) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, SHOULD OCCUR EVERY.	Management	Abstain	Against

L-1 IDENTITY SOLUTIONS, INC.

SECURITY	50212A106	MEETING TYPE	Special
TICKER SYMBOL	ID	MEETING DATE	03-Feb-2011
ISIN	US50212A1060	AGENDA	933363967 - Management



Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 19, 2010, BY AND AMONG L-1 IDENTITY SOLUTIONS, INC., A DELAWARE CORPORATION, SAFRAN SA, A FRENCH SOCIETE ANONYME, AND LASER ACQUISITION SUB INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF SAFRAN SA, AND TO APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Management	For	For
02	PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.	Management	For	For

CRUCELL NV, LEIDEN

SECURITY	N23473106	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	08-Feb-2011
ISIN	NL0000358562	AGENDA	702738949 - Management

ITEM	PROPOSAL	TYPE	VOTE	FO	MA
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 770046 DUE TO ADDITION OF-RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AN-D YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.			Non-Voting	
	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATE-D WITH THIS MEETING. THANK YOU			Non-Voting	
1	Opening of the general meeting			Non-Voting	
2	Discussion of the contemplated offer of Johnson + Johnson for all the outstanding shares in the capital of the company and all aspects in connection therewith	Management	For	Fo	Fo
3.a	Proposal to amend the articles of association of the Company with effect of the Settlement Date, being the date no later than the third business day after the date the Offer has been declared unconditional, under the condition precedent of the contemplated offer of Johnson & Johnson for all the outstanding shares in the capital of the Company (the Offer) being declared unconditional	Management	For	Fo	Fo
3.b	Proposal to authorise each member o f the board of management of the company and also each civil law notary, deputy civil law notary and notarial assistant of allen + overy llp , each of them severally, with effect of the settlement date, under the condition precedent of the offer being declared unconditional, to apply to the dutch ministry of justice for the statement of no objection's and to have the deed of amendment of the articles of association executed	Management	For	Fo	Fo
4	Resignation of Messrs. W.M. Burns, S.A. Davis, P. Satow, J.S.S. Shannon, G.R. Siber, F.F. Waller and C.-E . Wilhelmsson as members of the supervisory board and the proposal to grant discharge with effect of the settlement date, under the condition precedent of the offer being declared unconditional	Management	For	Fo	Fo

Edgar Filing: GDL FUND - Form N-PX

5.a	It is proposed to appoint J.H.J.Peeters as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.b	It is proposed to appoint P.Stoffels as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.c	It is proposed to appoint T.J.Heyman as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.d	It is proposed to appoint J.J.U. Van Hoof as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.e	It is proposed to appoint Ms.J.V.Griffiths as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.f	It is proposed to appoint B.W. Van Zijll Langhout as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.g	It is proposed to appoint P.Korte as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.h	It is proposed to appoint D.-J. Zweers as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2: 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
5.i	It is proposed to appoint J.C. Bot as member of the supervisory board where all details as laid down in article 2:158 paragraph 5, section 2 142 paragraph 3 of the dutch civil code are available for the general meeting of shareholders	Management	For	Fo
6	Any other business	Non-Voting		
7	Closing of the general meeting	Non-Voting		
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 3A. IF-YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNL-ESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
29

CRUCELL N.V.

SECURITY	228769105	MEETING TYPE	Special
TICKER SYMBOL	CRXL	MEETING DATE	08-Feb-2011
ISIN	US2287691057	AGENDA	933366608 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

## Edgar Filing: GDL FUND - Form N-PX

3A	PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY WITH EFFECT OF THE SETTLEMENT DATE, BEING THE DATE NO LATER THAN THE THIRD BUSINESS DAY AFTER THE DATE THE OFFER HAS BEEN DECLARED UNCONDITIONAL, UNDER THE CONDITION PRECEDENT OF THE CONTEMPLATED OFFER OF JOHNSON & JOHNSON FOR ALL THE ISSUED AND OUTSTANDING SHARES IN THE CAPITAL OF THE COMPANY (THE OFFER) BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
3B	PROPOSAL TO AUTHORISE EACH MEMBER OF THE BOARD OF MANAGEMENT OF THE COMPANY AND ALSO EACH CIVIL LAW NOTARY, DEPUTY CIVIL LAW NOTARY AND NOTARIAL ASSISTANT OF ALLEN & OVERY LLP, EACH OF THEM SEVERALLY, WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL, TO APPLY TO THE DUTCH MINISTRY OF JUSTICE FOR THE STATEMENT OF NO OBJECTIONS AND TO HAVE THE DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION EXECUTED. (RESOLUTION).	Management	For	For
04	RESIGNATION SUPERVISORY BOARD AND DISCHARGE: RESIGNATION OF MESSRS. W.M. BURNS, S.A. DAVIS, P. SATOW, J.S.S. SHANNON, G.R. SIBER, F.F. WALLER AND C.-E. WILHELMSSON AS MEMBERS OF THE SUPERVISORY BOARD AND THE PROPOSAL TO GRANT DISCHARGE WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5A	PROPOSAL TO APPOINT MR. J.H.J. PEETERS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5B	PROPOSAL TO APPOINT MR. P. STOFFELS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5C	PROPOSAL TO APPOINT MR. T.J. HEYMAN AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5D	PROPOSAL TO APPOINT MR. J.J.U. VAN HOOF AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5E	PROPOSAL TO APPOINT MS. J.V. GRIFFITHS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5F	PROPOSAL TO APPOINT MR. B.W. VAN ZIJLL LANGHOUT AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5G	PROPOSAL TO APPOINT MR. P. KORTE AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

- 5H PROPOSAL TO APPOINT MR. D.-J. ZWEERS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION). Management For For
- 5I PROPOSAL TO APPOINT MR. J.C. BOT AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION). Management For For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 30  
 The GDL Fund

CPI INTERNATIONAL, INC.

SECURITY 12618M100 MEETING TYPE Special  
 TICKER SYMBOL CPII MEETING DATE 10-Feb-2011  
 ISIN US12618M1009 AGENDA 933366280 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 24, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG CPI INTERNATIONAL, INC., CATALYST HOLDINGS, INC. AND CATALYST ACQUISITION, INC.	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE AGREEMENT AND PLAN OF MERGER AT THE SPECIAL MEETING.	Management	For	For

TALECRIS BIOTHERAPEUTICS HOLDINGS CORP

SECURITY 874227101 MEETING TYPE Special  
 TICKER SYMBOL TLCR MEETING DATE 14-Feb-2011  
 ISIN US8742271013 AGENDA 933367662 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 6, 2010, AMONG GRIFOLS, S.A., GRIFOLS, INC., AND TALECRIS BIOTHERAPEUTICS HOLDINGS CORP., AS IT MAY BE AMENDED FROM TIME TO TIME	Management	For	For
02	TO APPROVE ANY MOTION TO ADJOURN THE TALECRIS SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ATLAS ENERGY INC

SECURITY 049298102 MEETING TYPE Special  
 TICKER SYMBOL ATLS MEETING DATE 16-Feb-2011  
 ISIN US0492981024 AGENDA 933366266 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 8, 2010 AND AMENDED AS OF DECEMBER 7, 2010, BY AND AMONG ATLAS ENERGY, INC., CHEVRON CORPORATION AND ARKHAN CORPORATION, PROVIDING FOR THE MERGER OF ARKHAN CORPORATION, AN INDIRECT WHOLLY OWNED SUBSIDIARY OF CHEVRON CORPORATION, WITH AND INTO ATLAS ENERGY, INC.	Management	For	For
02	THE PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, IN THE VIEW OF THE ATLAS ENERGY, INC. BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT.	Management	For	For

NOVELL, INC.

SECURITY 670006105 MEETING TYPE Special  
 TICKER SYMBOL NOVL MEETING DATE 17-Feb-2011  
 ISIN US6700061053 AGENDA 933367244 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 21, 2010, BY AND AMONG NOVELL, INC., ATTACHMATE CORPORATION AND LONGVIEW SOFTWARE ACQUISITION CORP., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	TO AUTHORIZE THE BOARD OF DIRECTORS OF NOVELL, INC., IN ITS DISCRETION, TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 21, 2010, BY AND AMONG NOVELL, INC., ATTACHMATE CORPORATION AND LONGVIEW SOFTWARE ACQUISITION CORP. AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 31

Edgar Filing: GDL FUND - Form N-PX

DYNAMEX INC.

SECURITY 26784F103 MEETING TYPE Special  
 TICKER SYMBOL DDMX MEETING DATE 18-Feb-2011  
 ISIN US26784F1030 AGENDA 933367561 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 14, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG DYNAMEX INC., TRANSFORCE INC., AND TRANSFORCE ACQUISITION CORP.	Management	For	For
02	TO APPROVE ANY ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

COMPELLENT TECHNOLOGIES, INC.

SECURITY 20452A108 MEETING TYPE Special  
 TICKER SYMBOL CML MEETING DATE 22-Feb-2011  
 ISIN US20452A1088 AGENDA 933366254 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 12, 2010, AMONG DELL INTERNATIONAL L.L.C., DELL TRINITY HOLDINGS CORP. AND COMPELLENT TECHNOLOGIES, INC. (THE "MERGER AGREEMENT"), UNDER WHICH COMPELLENT TECHNOLOGIES, INC. WILL BECOME A WHOLLY-OWNED SUBSIDIARY OF DELL INTERNATIONAL L.L.C.	Management	For	For
02	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO VOTE IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

ALLIS-CHALMERS ENERGY INC.

SECURITY 019645506 MEETING TYPE Special  
 TICKER SYMBOL ALY MEETING DATE 23-Feb-2011  
 ISIN US0196455069 AGENDA 933368359 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

Edgar Filing: GDL FUND - Form N-PX

01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 12, 2010, AMONG ALLIS-CHALMERS ENERGY INC., SEAWELL LIMITED AND WELLCO SUB COMPANY.	Management	For	For
02	TO APPROVE AND ADOPT AN AMENDMENT TO THE CERTIFICATE OF DESIGNATION OF 7% CONVERTIBLE PERPETUAL PREFERRED STOCK.	Management	For	For
03	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF THE STOCKHOLDERS OF ALLIS-CHALMERS, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE FOREGOING PROPOSALS.	Management	For	For

HYPERCOM CORPORATION

SECURITY	44913M105	MEETING TYPE	Special
TICKER SYMBOL	HYC	MEETING DATE	24-Feb-2011
ISIN	US44913M1053	AGENDA	933366228 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	-----	-----
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 17, 2010, BY AND AMONG HYPERCOM, VERIFONE SYSTEMS, INC., A DELAWARE CORPORATION, AND HONEY ACQUISITION CO., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF VERIFONE, AND APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING OF STOCKHOLDERS OF HYPERCOM, IF NECESSARY, FOR ANY PURPOSE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE AND ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER AT THE TIME OF THE SPECIAL MEETING OF STOCKHOLDERS OF HYPERCOM	Management	For	For

ALBERTO-CULVER COMPANY

SECURITY	013078100	MEETING TYPE	Annual
TICKER SYMBOL	ACV	MEETING DATE	24-Feb-2011
ISIN	US0130781000	AGENDA	933368878 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	-----	-----
01	DIRECTOR 1 THOMAS A. DATTILO 2 JIM EDGAR 3 SAM J. SUSSER	Management	For For For	For For For
02	A NON-BINDING ADVISORY VOTE ON THE APPROVAL OF	Management	Abstain	Against

Edgar Filing: GDL FUND - Form N-PX

EXECUTIVE COMPENSATION.  
 03 A NON-BINDING ADVISORY Management Abstain Against  
 VOTE ON THE APPROVAL OF  
 THE FREQUENCY OF SHAREHOLDER  
 VOTES ON  
 EXECUTIVE COMPENSATION.

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 32  
 The GDL Fund

BMP SUNSTONE CORPORATION

SECURITY 05569C105 MEETING TYPE Special  
 TICKER SYMBOL BJGP MEETING DATE 24-Feb-2011  
 ISIN US05569C1053 AGENDA 933370188 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 28, 2010, AS AMENDED BY THE FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 22, 2010, BY AND AMONG SANOFI-AVENTIS, STAR 2010, INC. AND BMP SUNSTONE CORPORATION AND TO APPROVE THE MERGER.	Management	For	For
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND APPROVE THE MERGER.	Management	For	For

CONSOLIDATED THOMPSON IRON MINES LIMITED

SECURITY 210206108 MEETING TYPE Special  
 TICKER SYMBOL CLMZF MEETING DATE 25-Feb-2011  
 ISIN CA2102061082 AGENDA 933370544 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE SPECIAL RESOLUTION AUTHORIZING, APPROVING AND ADOPTING, AMONG OTHER THINGS, THE ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING THE CORPORATION, ITS SHAREHOLDERS AND OTHER SECURITYHOLDERS AND 7744846 CANADA INC. ("ACQUIRECO"), AN INDIRECT WHOLLY OWNED SUBSIDIARY OF CLIFFS NATURAL RESOURCES INC., IN THE FORM ATTACHED AS APPENDIX A OF THE MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION DATED JANUARY 28, 2011.	Management	For	For



Edgar Filing: GDL FUND - Form N-PX

CONSOLIDATED THOMPSON IRON MINES LIMITED

SECURITY 210206108 MEETING TYPE Special  
 TICKER SYMBOL CLMZF MEETING DATE 25-Feb-2011  
 ISIN CA2102061082 AGENDA 933370544 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE SPECIAL RESOLUTION AUTHORIZING, APPROVING AND ADOPTING, AMONG OTHER THINGS, THE ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING THE CORPORATION, ITS SHAREHOLDERS AND OTHER SECURITYHOLDERS AND 7744846 CANADA INC. ("ACQUIRECO"), AN INDIRECT WHOLLY OWNED SUBSIDIARY OF CLIFFS NATURAL RESOURCES INC., IN THE FORM ATTACHED AS APPENDIX A OF THE MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION DATED JANUARY 28, 2011.	Management	For	For

J.CREW GROUP, INC.

SECURITY 46612H402 MEETING TYPE Special  
 TICKER SYMBOL JCG MEETING DATE 01-Mar-2011  
 ISIN US46612H4020 AGENDA 933370087 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED NOVEMBER 23, 2010, AS AMENDED BY AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER, DATED JANUARY 18, 2011 (AS AMENDED, THE "MERGER AGREEMENT") WITH CHINOS HOLDINGS, INC., ("PARENT"), AND CHINOS ACQUISITION CORPORATION, ("MERGER SUB") AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

MEDIACOM COMMUNICATIONS CORPORATION

SECURITY 58446K105 MEETING TYPE Special  
 TICKER SYMBOL MCCC MEETING DATE 04-Mar-2011  
 ISIN US58446K1051 AGENDA 933370809 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 12, 2010, BY AND AMONG MEDIACOM COMMUNICATIONS CORPORATION, JMC COMMUNICATIONS LLC AND ROCCO B. COMMISSO, AS IT MAY BE AMENDED FROM TIME TO TIME, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE ANY INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1.	Management	For	For
03	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 33

DEL MONTE FOODS COMPANY

SECURITY 24522P103 MEETING TYPE Special  
 TICKER SYMBOL DLM MEETING DATE 07-Mar-2011  
 ISIN US24522P1030 AGENDA 933366177 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 24, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG DEL MONTE FOODS COMPANY, BLUE ACQUISITION GROUP, INC., AND BLUE MERGER SUB INC.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

WESTERN COAL CORP.

SECURITY 95801T107 MEETING TYPE Special  
 TICKER SYMBOL WTNCF MEETING DATE 08-Mar-2011  
 ISIN CA95801T1075 AGENDA 933371647 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE SPECIAL RESOLUTION (THE "ARRANGEMENT RESOLUTION"), THE FULL TEXT OF WHICH	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

IS SET FORTH IN APPENDIX D TO THE MANAGEMENT PROXY CIRCULAR OF THE COMPANY DATED FEBRUARY 2, 2011 (THE "CIRCULAR"), APPROVING AN ARRANGEMENT PURSUANT TO DIVISION 5 OF PART 9 OF THE BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA), AS AMENDED, ALL AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR.

MERCER INSURANCE GROUP, INC.

SECURITY	587902107	MEETING TYPE	Special
TICKER SYMBOL	MIGP	MEETING DATE	16-Mar-2011
ISIN	US5879021070	AGENDA	933372891 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 30, 2010, AMONG MERCER INSURANCE GROUP, INC., UNITED FIRE & CASUALTY COMPANY, AND RED OAK ACQUISITION CORP., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	PROPOSAL TO APPROVE AN ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER REFERENCED IN PROPOSAL 1.	Management	For	For

ATHEROS COMMUNICATIONS, INC.

SECURITY	04743P108	MEETING TYPE	Special
TICKER SYMBOL	ATHR	MEETING DATE	18-Mar-2011
ISIN	US04743P1084	AGENDA	933373982 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 5, 2011 (THE "MERGER AGREEMENT"), BY AND AMONG ATHEROS COMMUNICATIONS, INC., (THE "COMPANY"), QUALCOMM INCORPORATED, ("PARENT"), AND T MERGER SUB, INC., ("MERGER SUB"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	TO APPROVE THE POSTPONEMENT OR ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

JO-ANN STORES, INC.

SECURITY	47758P307	MEETING TYPE	Special
TICKER SYMBOL	JAS	MEETING DATE	18-Mar-2011
ISIN	US47758P3073	AGENDA	933374807 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 23, 2010 (THE "MERGER AGREEMENT"), AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG JO-ANN STORES, INC., AN OHIO CORPORATION, NEEDLE HOLDINGS INC., A DELAWARE CORPORATION, AND NEEDLE MERGER SUB CORP., AN OHIO CORPORATION.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 34

WILMINGTON TRUST CORPORATION

SECURITY	971807102	MEETING TYPE	Special
TICKER SYMBOL	WL	MEETING DATE	22-Mar-2011
ISIN	US9718071023	AGENDA	933373259 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, OR MERGER AGREEMENT, DATED AS OF OCTOBER 31, 2010, BY AND AMONG M&T BANK CORPORATION, A NEW YORK CORPORATION, MTB ONE, INC., A DELAWARE CORPORATION AND WHOLLY OWNED DIRECT SUBSIDIARY OF M&T, AND WILMINGTON TRUST CORPORATION, PURSUANT TO WHICH MTB ONE, INC. WILL MERGE WITH AND INTO WILMINGTON TRUST CORPORATION.	Management	For	For
02	TO ADJOURN, POSTPONE OR CONTINUE THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

AIRTRAN HOLDINGS, INC.

SECURITY	00949P108	MEETING TYPE	Special
TICKER SYMBOL	AAI	MEETING DATE	23-Mar-2011

Edgar Filing: GDL FUND - Form N-PX

ISIN US00949P1084 AGENDA 933373247 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 26, 2010, BY AND AMONG SOUTHWEST AIRLINES CO. ("SOUTHWEST"), AIRTRAN HOLDINGS, INC. AND GUADALUPE HOLDINGS CORP., A WHOLLY OWNED SUBSIDIARY OF SOUTHWEST.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE PROPOSAL 1.	Management	For	For

Q-MED AB, UPPSALA

SECURITY W71001106 MEETING TYPE ExtraOrdinary General Meeting  
 TICKER SYMBOL MEETING DATE 28-Mar-2011  
 ISIN SE0000426462 AGENDA 702826198 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 794777 DUE TO CHANGE IN VO-TING STATUS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AN-D YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting		
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTION-S IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED-. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVI-DE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED	Non-Voting		
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VO-TE OPTION. THANK YOU	Non-Voting		
1	Opening of the Extraordinary General Meeting	Non-Voting		
2	Election of the Chair for the meeting	Non-Voting		
3	Drawing up and approval of the voting list	Non-Voting		
4	Approval of the agenda for the meeting	Non-Voting		
5	Election of one or two people to verify the minutes	Non-Voting		
6	Consideration of whether the meeting has been duly convened	Non-Voting		
7	Determination of the number of Board members	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

8	Determination of fees for each Board member	Management	For	For
9	Election of members of the Board	Management	For	For
10	Resolution regarding election committee	Management	For	For
11	Resolution regarding principles for remuneration and other conditions of employment for senior management	Management	For	For
12	Closing of the Extraordinary General Meeting	Non-Voting		

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 35  
 The GDL Fund

FRONTEER GOLD INC.

SECURITY	359032109	MEETING TYPE	Special
TICKER SYMBOL	FRG	MEETING DATE	30-Mar-2011
ISIN	CA3590321095	AGENDA	933379972 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS ATTACHED AS APPENDIX "A" TO THE MANAGEMENT INFORMATION CIRCULAR DATED MARCH 2, 2011 (THE "INFORMATION CIRCULAR"), TO APPROVE A PLAN OF ARRANGEMENT PURSUANT TO SECTION 182 OF THE BUSINESS CORPORATIONS ACT (ONTARIO), INVOLVING THE CORPORATION, NEWMONT MINING CORPORATION, PILOT GOLD INC. ("PILOT GOLD") AND THE SECURITYHOLDERS, ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR;	Management	For	For
02	THE ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN THE INFORMATION CIRCULAR UNDER THE HEADING "OTHER MATTERS TO BE CONSIDERED AT THE MEETING - APPROVAL OF PILOT GOLD OPTION PLAN", TO APPROVE A STOCK OPTION PLAN OF PILOT GOLD, AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR.	Management	For	For

CARDO AB

SECURITY	W1991F100	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	04-Apr-2011
ISIN	SE0000262982	AGENDA	702814131 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR	Non-Voting	

## Edgar Filing: GDL FUND - Form N-PX

	CLIENT SERVICE-REPRESENTATIVE		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED		Non-Voting
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID-VOTE OPTION. THANK YOU		Non-Voting
1	Opening of the meeting		Non-Voting
2	Election of Claes Boustedt as a chairman to preside at the meeting	Management	For
3	Preparation and approval of voting list	Management	For
4	Approval of agenda	Management	For
5	Election of two people to check the minutes	Management	For
6	Question of whether the meeting has been properly convened	Management	For
7	Presentation of (a) the annual report and audit report, (b) the consolidated-financial statements and the audit report for the Group, (c) the Board of-Directors' proposal for dividend		Non-Voting
8	The President's report	Management	For
9	Resolution on adoption of the income statement and balance sheet as well as of the consolidated income statement and consolidated balance sheet, all as per December 31 2010	Management	For
10	The Board of Directors proposes declaring a dividend of SEK 10.00 per share for the financial year 2010. The proposed record day is April 7 2011. Provided the meeting resolves in accordance with the proposal, Euroclear Sweden AB expects to be able to distribute dividend on April 12 2011. Should the Annual General Meeting resolve on dividend in accordance with the Board's proposal, the price of SEK 420 per share that Assa Abloy has offered the shareholders in Cardo, within the framework of the public offer that Assa Abloy announced on December 13 2010, will be reduced by an equivalent amount per share	Management	For
11	Resolution on discharge from responsibility for the members of the Board of Directors and the President	Management	For
12	Establishment of the number of Directors	Management	For
13	Establishment of fees for the Board of Directors and auditors	Management	For
14	Election of L E Lundbergforetagen AB, Johan Stahl, Lannebo funds, Bjorn Franzon, Swedbank Robur funds and Fredrik Lundberg, as Board of Directors	Management	For
15	The Board of Directors proposes that the Annual General Meeting resolve on guidelines for remuneration of senior management, principally involving the utilization of market rates of pay and other terms of employment that bear a relation to responsibility and authority for Group management. Besides a fixed annual salary, Group management shall also be able to receive variable remuneration, which shall be based on predetermined and measurable criteria such as the earnings trend and the return on capital employed compared with set targets. Variable remuneration shall be equivalent	Management	For
CONT	CONTD to a maximum of 50 percent of the fixed annual salary for the President-and to a maximum of 40 percent of the fixed annual salary for other members-of Group management. Remuneration shall not be made in the form of options or-other share-related incentive programs. The proposed guidelines entirely-accord with the previous year's guidelines		Non-Voting
16	Closing of the meeting		Non-Voting

Edgar Filing: GDL FUND - Form N-PX

LUNDIN MINING CORPORATION

SECURITY 550372106 MEETING TYPE Special  
 TICKER SYMBOL LUNMF MEETING DATE 04-Apr-2011  
 ISIN CA5503721063 AGENDA 933373603 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE PLAN OF ARRANGEMENT (THE "ARRANGEMENT") UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT PROVIDING FOR THE AMALGAMATION OF LUNDIN MINING CORPORATION AND INMET MINING CORPORATION, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING JOINT MANAGEMENT INFORMATION CIRCULAR OF LUNDIN MINING CORPORATION AND INMET MINING CORPORATION.	Management	For	For

ProxyEdge Meeting Date Range: 07/01/2010 to 06/30/2011 The GDL Fund Report Date: 07/08/2011 36

ALCON, INC.

SECURITY H01301102 MEETING TYPE Annual  
 TICKER SYMBOL ACL MEETING DATE 07-Apr-2011  
 ISIN CH0013826497 AGENDA 933378499 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVAL OF MERGER AGREEMENT, AS OF DECEMBER 14, 2010, ENTERED INTO BY AND BETWEEN ALCON, INC. AND NOVARTIS AG	Management	For	For
02	APPROVAL OF THE 2010 BUSINESS REPORT, INCLUDING THE OPERATING REVIEW, SWISS STATUTORY FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF ALCON, INC. AND ITS SUBSIDIARIES	Management	For	For
03	DISCHARGE OF THE CURRENT AND FORMER MEMBERS OF THE BOARD OF DIRECTORS OF ALCON, INC. FOR THEIR TERM OF OFFICE FROM JANUARY 1, 2010 UP TO APRIL 1, 2011	Management	For	For
04	RE-ELECTION OF KPMG AG, ZUG, SWITZERLAND, AS AUDITORS FOR PERIOD BETWEEN THE ALCON, INC. ANNUAL GENERAL MEETING AND COMPLETION OF THE MERGER OF ALCON, INC. WITH AND INTO NOVARTIS AG	Management	For	For
5A	RE-ELECTION OF THE BOARD OF DIRECTOR: THOMAS G. PLASKETT	Management	For	For
5B	RE-ELECTION OF THE BOARD OF DIRECTOR: CARY R. RAYMENT	Management	For	For
5C	RE-ELECTION OF THE BOARD OF DIRECTOR: DR. ENRICO VANNI	Management	For	For
5D	RE-ELECTION OF THE BOARD OF DIRECTOR: DR. DANIEL	Management	For	For



Edgar Filing: GDL FUND - Form N-PX

VASELLA  
 5E RE-ELECTION OF THE BOARD OF DIRECTOR: NORMAN Management For For  
 WALKER

ALCON, INC.

SECURITY H01301102 MEETING TYPE Annual  
 TICKER SYMBOL ACL MEETING DATE 07-Apr-2011  
 ISIN CH0013826497 AGENDA 933393237 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVAL OF MERGER AGREEMENT, AS OF DECEMBER 14, 2010, ENTERED INTO BY AND BETWEEN ALCON, INC. AND NOVARTIS AG	Management	For	For
02	APPROVAL OF THE 2010 BUSINESS REPORT, INCLUDING THE OPERATING REVIEW, SWISS STATUTORY FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF ALCON, INC. AND ITS SUBSIDIARIES	Management	For	For
03	DISCHARGE OF THE CURRENT AND FORMER MEMBERS OF THE BOARD OF DIRECTORS OF ALCON, INC. FOR THEIR TERM OF OFFICE FROM JANUARY 1, 2010 UP TO APRIL 1, 2011	Management	For	For
04	RE-ELECTION OF KPMG AG, ZUG, SWITZERLAND, AS AUDITORS FOR PERIOD BETWEEN THE ALCON, INC. ANNUAL GENERAL MEETING AND COMPLETION OF THE MERGER OF ALCON, INC. WITH AND INTO NOVARTIS AG	Management	For	For
5A	RE-ELECTION OF THE BOARD OF DIRECTOR: THOMAS G. PLASKETT	Management	For	For
5B	RE-ELECTION OF THE BOARD OF DIRECTOR: CARY R. RAYMENT	Management	For	For
5C	RE-ELECTION OF THE BOARD OF DIRECTOR: DR. ENRICO VANNI	Management	For	For
5D	RE-ELECTION OF THE BOARD OF DIRECTOR: DR. DANIEL VASELLA	Management	For	For
5E	RE-ELECTION OF THE BOARD OF DIRECTOR: NORMAN WALKER	Management	For	For

WIMM BILL DANN FOODS

SECURITY 97263M109 MEETING TYPE Special  
 TICKER SYMBOL WBD MEETING DATE 08-Apr-2011  
 ISIN US97263M1099 AGENDA 933398251 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	EARLY TERMINATION OF THE POWERS OF ALL THE BOARD OF DIRECTORS MEMBERS OF WBD FOODS OJSC.	Management	Abstain	For
02	DIRECTOR	Management		
1	RAMON LUIS LAGUARTA		For	For
2	A.N. SEYMOUR HAMPTON		For	For
3	W. TIMOTHY HEAVISIDE		For	For

Edgar Filing: GDL FUND - Form N-PX

4	PAUL DOMINIC KIESLER	For	For
5	ANDREAS EPIFANIOU	For	For
6	ANDREW JOHN MACLEOD	For	For
7	SERGIO EZAMA	For	For
8	R.V. BOLOTOVSKY	For	For
9	SILVIU EUGENIU POPOVICI	For	For
10	MARCUS RHODES	For	For
11	D. VLADIMIROVICH IVANOV	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 37

SMITH & NEPHEW GROUP PLC

SECURITY G82343164 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL MEETING DATE 14-Apr-2011  
 ISIN GB0009223206 AGENDA 702820463 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
1	To adopt the report and accounts	Management	For	For
2	To approve the remuneration report	Management	For	For
3	To declare a final dividend	Management	For	For
4	Re-election of director Mr Ian E Barlow	Management	For	For
5	Re-election of director Prof Genevieve B Berger	Management	For	For
6	Re-election of director Mr Olivier Bohuon	Management	For	For
7	Re-election of director Mr John Buchanan	Management	For	For
8	Re-election of director Mr Adrian Hennah	Management	For	For
9	Re-election of director Dr Pamela J Kirby	Management	For	For
10	Re-election of director Mr Brian Larcombe	Management	For	For
11	Re-election of director Mr Joseph C Papa	Management	For	For
12	Re-election of director Mr Richard De Schutter	Management	For	For
13	Re-election of director Dr Rolf W H Stomberg	Management	For	For
14	To reappoint the auditors	Management	For	For
15	To authorise the directors to determine the remuneration of the auditors	Management	For	For
16	To renew the directors authority to allot shares	Management	For	For
17	To renew the directors authority for the disapplication of pre-emption rights	Management	For	For
18	To renew the directors limited authority to make market purchases of the Company's own shares	Management	For	For
19	To authorise general meetings to be held on 14 days notice	Management	For	For

ANSWERS CORPORATION

SECURITY 03662X100 MEETING TYPE Special  
 TICKER SYMBOL ANSW MEETING DATE 14-Apr-2011  
 ISIN AGENDA 933378069 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

Edgar Filing: GDL FUND - Form N-PX

01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF FEBRUARY 2, 2011, BY AND AMONG ANSWERS CORPORATION, AFCV HOLDINGS, LLC ("AFCV") AND A-TEAM ACQUISITION SUB, INC., AN INDIRECT WHOLLY OWNED SUBSIDIARY OF AFCV.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	For	For

ANSWERS CORPORATION

SECURITY	03662X100	MEETING TYPE	Special
TICKER SYMBOL	ANSW	MEETING DATE	14-Apr-2011
ISIN		AGENDA	933385761 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----				
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF FEBRUARY 2, 2011, BY AND AMONG ANSWERS CORPORATION, AFCV HOLDINGS, LLC ("AFCV") AND A-TEAM ACQUISITION SUB, INC., AN INDIRECT WHOLLY OWNED SUBSIDIARY OF AFCV.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	For	For

BULGARI SPA, ROMA

SECURITY	T23079113	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	18-Apr-2011
ISIN	IT0001119087	AGENDA	702838220 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----				
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 20 APR 2011 CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN-VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU		Non-Voting	
1	Balance sheet as of 31-Dec-10. Board of Directors report on management activity, Internal and External Auditors' reports. Profit allocation. Consolidated balance sheet as of 31-Dec-10. Resolutions related there to	Management	For	For
2	To appoint Internal Auditors for financial years 2011 - 2013 and to state related emolument. Resolutions related there to	Management	For	For
3	Proposal to authorize the purchase and sale of own shares also by using financial instruments (put and call options). Resolutions related there to	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 38

CIMPOR - CIMENTOS DE PORTUGAL LISBOA

SECURITY X13765106 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL MEETING DATE 18-Apr-2011  
 ISIN PTCPR0AM0003 AGENDA 702902594 - Management

ITEM	PROPOSAL	TYPE	VOTE	F	M
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 785085 DUE TO ADDITION OF-RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AN-D YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting			
1	Resolve on the accounts' reporting documents, notably the management report, the corporate governance report and the financial accounts, and other corporate, supervisory and audit information documents regarding the financial year of 2010	Management	For		
2	Resolve on the proposal for the allocation of profits	Management	For		
3	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolve on the general appraisal of the management and supervision of the company	Shareholder	Against		
4	Resolve on the declaration on the remuneration policy of the members of the management and supervisory bodies of the company	Management	For		
5	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolve on the election of a new director of the company for the current term-of-office (2009 2012), in view of the resignation submitted	Shareholder	Against		
6	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolve on the uthorization to be granted, for the purpose of article 398(3) of the Portuguese Companies Code, to Mr. Paulo Henrique de Oliveira Santos, elected as member of the Board of Directors of the Company under the preceding Item, for discharging competing activity and/or functions in a competing company, in the context of his appointment for the account or on behalf of a shareholder deemed as competing company	Shareholder	Against		
7	Resolve on the disposal of own shares to company employees and members of the management body and employees of affiliates under the share allocation plan to employees and management team, as well as the approval of the respective regulation	Management	For		
8	Resolve on the disposal of own shares to executives of the group and members of the management bodies of the Company and of affiliates in implementation of the stock options plans approved in 2009 and 2010, as well as the approval of the Company's new stock options plan and respective regulation	Management	For		
9	Resolve on the acquisition and disposal of own shares	Management	For		
10	Resolve on the partial amendment to article seven of the articles of association	Management	For		
11	Resolve on the partial amendment to article sixteen of the articles of association	Management	For		

Edgar Filing: GDL FUND - Form N-PX

12     Resolve on the group relationship with two wholly controlled                             Management     For  
           companies, named KANDMAD - Sociedade Gestora de  
           Participacoes Sociais, Lda. and CIMPOR     Servicos de Apoio a  
           Gestao de Empresas, S.A., in accordance with article 489 of the  
           Portuguese Companies Code

NAVISITE, INC.

SECURITY             63935M208             MEETING TYPE         Special  
 TICKER SYMBOL       NAVI                   MEETING DATE         20-Apr-2011  
 ISIN                 US63935M2089         AGENDA                933398225 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 1, 2011, BY AND AMONG NAVISITE, INC., TIME WARNER CABLE INC. AND AVATAR MERGER SUB INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT").	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

BUCYRUS INTERNATIONAL, INC.

SECURITY             118759109             MEETING TYPE         Annual  
 TICKER SYMBOL       BCUY                   MEETING DATE         21-Apr-2011  
 ISIN                 US1187591094         AGENDA                933379605 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	DIRECTOR 1 MICHELLE L. COLLINS 2 GENE E. LITTLE 3 ROBERT K. ORTBERG	Management	For For For	For For For
2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
3	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	
4	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

39

NRG ENERGY, INC.

SECURITY	629377508	MEETING TYPE	Annual
TICKER SYMBOL	NRG	MEETING DATE	26-Apr-2011
ISIN	US6293775085	AGENDA	933379629 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: LAWRENCE S. COBEN	Management	For	For
1B	ELECTION OF DIRECTOR: PAUL W. HOBBY	Management	For	For
1C	ELECTION OF DIRECTOR: GERALD LUTERMAN	Management	For	For
1D	ELECTION OF DIRECTOR: HERBERT H. TATE	Management	For	For
1E	ELECTION OF DIRECTOR: WALTER R. YOUNG	Management	For	For
02	TO RATIFY THE APPOINTMENT BY THE BOARD OF DIRECTORS OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Management	For	For
03	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY OF HOLDING A FUTURE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

FORTUNE BRANDS, INC.

SECURITY	349631101	MEETING TYPE	Annual
TICKER SYMBOL	FO	MEETING DATE	26-Apr-2011
ISIN	US3496311016	AGENDA	933380153 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN	Management	For	For
1B	ELECTION OF DIRECTOR: PIERRE E. LEROY	Management	For	For
1C	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Management	For	For
1D	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Management	For	For
1E	ELECTION OF DIRECTOR: NORMAN H. WESLEY	Management	For	For
1F	ELECTION OF DIRECTOR: PETER M. WILSON	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against
04	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVAL OF AN AMENDMENT TO THE COMPANY'S	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

RESTATED CERTIFICATE OF INCORPORATION TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS.

06 APPROVAL OF THE FORTUNE BRANDS, INC. 2011 LONG-TERM INCENTIVE PLAN. Management Against Against

NORTHWESTERN CORPORATION

SECURITY 668074305 MEETING TYPE Annual  
 TICKER SYMBOL NEW MEETING DATE 27-Apr-2011  
 ISIN US6680743050 AGENDA 933378730 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 STEPHEN P. ADIK		For	For
	2 DOROTHY M. BRADLEY		For	For
	3 E. LINN DRAPER, JR.		For	For
	4 DANA J. DYKHOUSE		For	For
	5 JULIA L. JOHNSON		For	For
	6 PHILIP L. MASLOWE		For	For
	7 DENTON LOUIS PEOPLES		For	For
	8 ROBERT C. ROWE		For	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVE THE COMPANY'S AMENDED 2005 LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN.	Management	For	For

DIEBOLD, INCORPORATED

SECURITY 253651103 MEETING TYPE Annual  
 TICKER SYMBOL DBD MEETING DATE 28-Apr-2011  
 ISIN US2536511031 AGENDA 933380317 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 PATRICK W. ALLENDER		For	For
	2 BRUCE L. BYRNES		For	For
	3 MEI-WEI CHENG		For	For
	4 PHILLIP R. COX		For	For
	5 RICHARD L. CRANDALL		For	For
	6 GALE S. FITZGERALD		For	For
	7 PHILLIP B. LASSITER		For	For
	8 JOHN N. LAUER		For	For
	9 THOMAS W. SWIDARSKI		For	For
	10 HENRY D.G. WALLACE		For	For
	11 ALAN J. WEBER		For	For

Edgar Filing: GDL FUND - Form N-PX

02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE YEAR 2011.	Management	For	For
03	TO HOLD AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
04	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY FOR FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against

ProxyEdge Meeting Date Range: 07/01/2010 to 06/30/2011 The GDL Fund Report Date: 07/08/2011 40

LIFE TECHNOLOGIES CORPORATION

SECURITY	53217V109	MEETING TYPE	Annual
TICKER SYMBOL	LIFE	MEETING DATE	28-Apr-2011
ISIN	US53217V1098	AGENDA	933384973 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: BALAKRISHNAN S. IYER	Management	For	For
1B	ELECTION OF DIRECTOR: GREGORY T. LUCIER	Management	For	For
1C	ELECTION OF DIRECTOR: RONALD A. MATRICARIA	Management	For	For
1D	ELECTION OF DIRECTOR: DAVID C. U'PRICHARD, PHD	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM H. LONGFIELD	Management	For	For
1F	ELECTION OF DIRECTOR: ORA H. PESCOVITZ, MD	Management	For	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	ADOPTION OF AMENDMENTS TO THE COMPANY'S CERTIFICATE OF INCORPORATION.	Management	For	For
04	APPROVAL OF A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
05	APPROVAL OF A NON-BINDING ADVISORY VOTE REGARDING THE FREQUENCY OF STOCKHOLDER VOTING ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

CAN SURETY CORPORATION

SECURITY	12612L108	MEETING TYPE	Annual
TICKER SYMBOL	SUR	MEETING DATE	28-Apr-2011
ISIN	US12612L1089	AGENDA	933385367 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	------------------------



Edgar Filing: GDL FUND - Form N-PX

01	DIRECTOR	Management		
	1 PHILIP H. BRITT		For	For
	2 ANTHONY S. CLEBERG		For	For
	3 DAVID B. EDELSON		For	For
	4 D. CRAIG MENSE		For	For
	5 ROBERT A. TINSTMAN		For	For
	6 JOHN F. WELCH		For	For
	7 PETER W. WILSON		For	For
02	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, DELOITTE & TOUCHE LLP, FOR THE FISCAL YEAR 2011.	Management	For	For
03	TO APPROVE THE RESTATED CAN SURETY CORPORATION 2006 LONG-TERM EQUITY COMPENSATION PLAN.	Management	For	For
04	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
05	TO DETERMINE, ON AN ADVISORY BASIS, THE FREQUENCY WITH WHICH THE COMPANY IS TO HOLD A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

GTSI CORP.

SECURITY	36238K103	MEETING TYPE	Annual
TICKER SYMBOL	GTSI	MEETING DATE	28-Apr-2011
ISIN	US36238K1034	AGENDA	933406248 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 LEE JOHNSON		For	For
	2 THOMAS L. HEWITT		For	For
	3 S.E. PHILLIPS, JR.		For	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 41  
 The GDL Fund

MYERS INDUSTRIES, INC.

SECURITY	628464109	MEETING TYPE	Contested-Annual
TICKER SYMBOL	MYE	MEETING DATE	29-Apr-2011
ISIN	US6284641098	AGENDA	933419726 - Opposition

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 ROBERT S. PRATHER, JR.		For	For
	2 F. JACK LIEBAU, JR.		For	For
02	THE RATIFICATION OF THE BOARD'S APPOINTMENT OF	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

ERNST & YOUNG AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR FISCAL 2011.

- |    |   |            |         |     |
|----|---|------------|---------|-----|
| 03 | A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Management | Against | For |
| 04 | A VOTE ON THE FREQUENCY FOR HOLDING THE NON-BINDING ADVISORY VOTE ON SAY-ON-PAY (EVERY ONE, TWO, OR THREE YEARS). | Management | 1 Year  | For |

APN NEWS & MEDIA LTD

SECURITY	Q1076J107	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	03-May-2011
ISIN	AU000000APN4	AGENDA	702889417 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
CMMT	VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 4 AND 5 AND VOTES CAST-BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE-PROPOSAL/S WILL BE DISREGARDED BY THE COMPANY. HENCE, IF YOU HAVE OBTAINED-BENEFIT OR EXPECT TO OBTAIN FUTURE BENEFIT YOU SHOULD NOT VOTE (OR VOTE-"ABSTAIN") ON THE RELEVANT PROPOSAL ITEMS. BY DOING SO, YOU ACKNOWLEDGE THAT-YOU HAVE OBTAINED BENEFIT OR EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE-RELEVANT PROPOSAL/S. BY VOTING (FOR OR AGAINST) ON PROPOSALS (4 AND 5), YOU-ACKNOWLEDGE THAT YOU HAVE NOT OBTAINED BENEFIT NEITHER EXPECT TO OBTAIN-BENEFIT BY THE PASSING OF THE RELEVANT PROPOSAL/S AND YOU COMPLY WITH THE-VOTING EXCLUSION.	Non-Voting		
2(a)	To re-elect Mr J H Maasland as a Director	Management	For	For
2(b)	To re-elect Mr G K O'Reilly as a Director	Management	For	For
2(c)	To re-elect Mr E J Harvey as a Director	Management	For	For
2(d)	To re-elect Mr B D Chenoweth as a Director	Management	For	For
3	To adopt the Remuneration Report for the year ended 31 December 2010	Management	For	For
4	Approval of the APN News & Media Limited Long Term Incentive Plan	Management	For	For
5	Approval of grant of Performance Rights under the LTI Plan to Mr B D Chenoweth	Management	For	For
6	Adoption of new Constitution	Management	For	For

TALECRIS BIOTHERAPEUTICS HOLDINGS CORP

SECURITY	874227101	MEETING TYPE	Annual
TICKER SYMBOL	TLCR	MEETING DATE	03-May-2011
ISIN	US8742271013	AGENDA	933404268 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 W. BRETT INGERSOLL 2 LAWRENCE D. STERN 3 RUEDI E. WAEGER	Management	For For For	For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	TO CONSIDER AND APPROVE AN ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	TO CONSIDER AND ACT UPON AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

XSTRATA PLC

SECURITY	G9826T102	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	04-May-2011
ISIN	GB0031411001	AGENDA	702882906 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAI MANAGEMENT
1	To receive and consider and, if thought fit, adopt the Annual Report and Financial Statements of the Company, and the reports of the directors and auditors thereon, for the year ended 31 December 2010	Management	For	For
2	To declare a final dividend of USD 0.20 per Ordinary Share in respect of the year ended 31 December 2010	Management	For	For
3	To receive and consider and, if thought fit, to approve the directors' Remuneration Report (on pages 119 to 129 of the Annual Report) for the year ended 31 December 2010	Management	For	For
4	To re-elect Mick Davis as a director	Management	For	For
5	To re-elect Dr Con Fauconnier as a director	Management	For	For
6	To re-elect Ivan Glasenberg as a director	Management	For	For
7	To re-elect Peter Hooley as a director	Management	For	For
8	To re-elect Claude Lamoureux as a director	Management	For	For
9	To re-elect Trevor Reid as a director	Management	For	For
10	To re-elect Sir Steve Robson as a director	Management	For	For
11	To re-elect David Rough as a director	Management	For	For
12	To re-elect Ian Strachan as a director	Management	For	For
13	To re-elect Santiago Zaldumbide as a director	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
42

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VO
14	To elect Sir John Bond as a director	Management	Fo
15	To elect Aristotelis Mistakidis as a director	Management	Fo
16	To elect Tor Peterson as a director	Management	Fo
17	To re-appoint Ernst & Young LLP as auditors to the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine the remuneration of the auditors	Management	Fo
18	That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to: (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company: (A) up to an aggregate nominal amount of USD 494,115,346; and (B) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of USD 988,230,692 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue: (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the CONTD	Management	Fo
CONT	CONTD directors consider it necessary, as permitted by the rights of those-securities, and so that the directors may impose any limits or restrictions-and make any arrangements which they consider necessary or appropriate to-deal with treasury shares, fractional entitlements, record dates, legal,-regulatory or practical problems in, or under, the laws of, any territory or-any other matter; for a period expiring (unless previously renewed, varied or-revoked by the Company in a general meeting) at the end of the next Annual-General Meeting of the Company after the date on which this resolution is-passed; and (ii) make an offer or agreement which would or might require-shares to be allotted, or rights to subscribe for or convert any security-into shares to be granted, after expiry of this authority and the directors-may CONTD	Non-Voting	
CONT	CONTD allot shares and grant rights in pursuance of that offer or agreement-as if this authority had not expired. (b) That, subject to paragraph (c)-below, all existing authorities given to the directors to allot shares in the-Company, and to grant rights to subscribe for or to convert any security into-shares in the Company be revoked by this resolution. (c) That paragraph (b)-above shall be without prejudice to the continuing authority of the directors-to allot shares, or grant rights to subscribe for or convert any securities-into shares, pursuant to an offer or agreement made by the Company before the-expiry of the authority pursuant to which such offer or agreement was made	Non-Voting	
19	That, subject to the passing of resolution 18 in the Notice of Annual General Meeting, the directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, pursuant to the authority conferred by resolution 18 in the Notice of Annual General Meeting as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power: (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors	Management	Fo

Edgar Filing: GDL FUND - Form N-PX

may CONTD

CONTD allot equity securities in pursuance of that offer or agreement as if this power had not expired; and (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 18 (a) (i) (B), by way of a rights issue only): (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, CONTD

CONTD legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and (c) in the case of the authority granted under resolution 18 (a) (i) (A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) above up to an aggregate nominal amount of USD 74,117,301. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 18 in the Notice of Annual General Meeting" were omitted

20 That any Extraordinary General Meeting of the Company (as defined in the Company's Articles of Association as a general meeting other than an Annual General Meeting) may be called on not less than 20 clear days' notice

Non-Voting

Non-Voting

Management Fo

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 43  
 The GDL Fund

ACTELION LTD

SECURITY	H0032X135	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	05-May-2011
ISIN	CH0010532478	AGENDA	702952323 - Management

ITEM	PROPOSAL	TYPE	VOTE
-----	-----	-----	-----
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING-754778, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION	Non-Voting	

## Edgar Filing: GDL FUND - Form N-PX

	FOLLOWING A TRADE. IF YOU H-AVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.		
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST' FOR-ALL RESOLUTIONS. THANK YOU.	Non-Voting	
CMMT	SUPPORTIVE STATEMENT FROM SHAREHOLDER (GERMAN): <a href="http://www1.actelion.com/documents/corporate/media_releases/110307_statement_dr_maag_d.pdf">HTTP://WWW1.ACTELION.COM/DOCUMENTS/CORPORATE/MEDIA_RELEASES/110307_STATEMENT_DR_MAAG_D.PDF</a>	Non-Voting	
1	Approval of the Business Report consisting of the Annual Report as well as of the Annual Statutory Accounts and Consolidated Accounts as of 31 December 2010	Management	No A
2	Appropriation of Available Earnings and Distribution Against Reserve from Capital Contribution	Management	No A
3.2	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Agenda item submitted by The Liverpool Limited Partnership and Elliott International, L.P. ("Elliott"): Request for Special Investigation	Shareholder	No A
4	Discharge of the Board of Directors and of the Senior Management	Management	No A
5	Approval of Share Buy-Back	Management	No A
6.1	Amendments of the Articles of Association: Introduction of a Consultative Vote on the Compensation Report	Management	No A
6.2	Amendments of the Articles of Association: Implementation of the Book Entry Securities Act	Management	No A
6.3	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Amendments of the Articles of Association: Agenda item submitted by Elliott: Removal of Maximum Number of Board Members	Shareholder	No A
6.4	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Amendments of the Articles of Association: Agenda item submitted by Elliott: Reduction of Term of Office of Board Members	Shareholder	No A
6.5	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Amendments of the Articles of Association: Agenda item submitted by Elliott: Election of Chairman by the Shareholders Meeting	Shareholder	No A
7.A.a	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Agenda item submitted by Elliott: Removal of Board Member: Removal of Mr. Robert E. Cawthorn	Shareholder	No A
7.A.b	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Agenda item submitted by Elliott: Removal of Board Member: Removal of Mr. Werner Henrich	Shareholder	No A
7.A.c	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Agenda item submitted by Elliott: Removal of Board Member: Removal of Dr. Michael Jacobi	Shareholder	No A
7.A.d	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Agenda item submitted by Elliott: Removal of Board Member: Removal of Dr. Armin Kessler	Shareholder	No A
7.A.e	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Agenda item submitted by Elliott: Removal of Board Member: Removal of Mr. Jean Malo	Shareholder	No A
8.1aa	Board Election: Re-Election of Board Member: Re-Election of Dr. Jean-Paul Clozel	Management	No A
8.1bb	Board Election: Re-Election of Board Member: Re-Election of Mr. Juhani Anttila	Management	No A
8.1cc	Board Election: Re-Election of Board Member: Re-Election of Mr. Carl Feldbaum	Management	No A
8.2Aa	Election of New Board Member: Nominated by Board of Directors: Dr. Jean-Pierre Garnier	Management	No A
8.2Ab	Election of New Board Member: Nominated by Board of Directors:	Management	No A

Edgar Filing: GDL FUND - Form N-PX

8.2Ba	Mr. Robert Bertolini PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Election of New Board Member: Nominated by Elliott: Dr. James Shannon	Shareholder	No A
8.2Bb	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Election of New Board Member: Nominated by Elliott: Mr. Peter Allen	Shareholder	No A
8.2Bc	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Election of New Board Member: Nominated by Elliott: Dr. Anders Haerfstrand	Shareholder	No A
8.2Bd	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Election of New Board Member: Nominated by Elliott: Dr. Robert H.O. Hock	Shareholder	No A
8.2Be	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Election of New Board Member: Nominated by Elliott: Mr. Elmar Schnee	Shareholder	No A
8.2Bf	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Election of New Board Member: Nominated by Elliott: Mr. Hans-Christian Semmler	Shareholder	No A
8.3.A	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Agenda item submitted by Elliott: Election of Chairman: Nominated by Elliott: Dr. James Shannon	Shareholder	No A
8.3.B	Election of Chairman: Nominated by Board of Directors: Mr. Robert E. Cawthorn	Management	No A
9	Election of Ernst & Young AG, Basel, as the Statutory Auditors for the Business Year 2011	Management	No A

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
44

AVON PRODUCTS, INC.

SECURITY	054303102	MEETING TYPE	Annual
TICKER SYMBOL	AVP	MEETING DATE	05-May-2011
ISIN	US0543031027	AGENDA	933394190 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 W. DON CORNWELL		For	For
	2 V. ANN HAILEY		For	For
	3 FRED HASSAN		For	For
	4 ANDREA JUNG		For	For
	5 MARIA ELENA LAGOMASINO		For	For
	6 ANN S. MOORE		For	For
	7 PAUL S. PRESSLER		For	For
	8 GARY M. RODKIN		For	For
	9 PAULA STERN		For	For
	10 LAWRENCE A. WEINBACH		For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	HOLD AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

05 APPROVE AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION AND BY-LAWS. Management For For

PORTUGAL TELECOM SGPS S A

SECURITY	X6769Q104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	06-May-2011
ISIN	PTPTC0AM0009	AGENDA	702929425 - Management

ITEM	PROPOSAL	TYPE	VOTE
-----	-----	-----	-----
CMMT	PLEASE NOTE THAT VOTING IN PORTUGUESE MEETINGS REQUIRES THE DISCLOSURE OF-BENEFICIAL OWNER INFORMATION, THROUGH DECLARATIONS OF PARTICIPATION AND-VOTING. BROADRIDGE WILL DISCLOSE THE BENEFICIAL OWNER INFORMATION FOR YOUR-VOTED ACCOUNTS. ADDITIONALLY, PORTUGUESE LAW DOES NOT PERMIT BENEFICIAL-OWNERS TO VOTE INCONSISTENTLY ACROSS THEIR HOLDINGS. OPPOSING VOTES MAY BE-REJECTED SUMMARILY BY THE COMPANY HOLDING THIS BALLOT. PLEASE CONTACT YOUR-CLIENT SERVICE REPRESENTATIVE FOR FURTHER DETAILS.	Non-Voting	
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 23 MAY 2011. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL-REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
1	To resolve on the management report, balance sheet and accounts for the year 2010	Management	For
2	To resolve on the consolidated management report, balance sheet and accounts for the year 2010	Management	For
3	To resolve on the proposal for application of profits	Management	For
4	To resolve on a general appraisal of the company's management and supervision	Management	For
5	To resolve on an amendment to article 13 and article 17 of the articles of association of the company	Management	For
6	To resolve on the acquisition and disposal of own shares	Management	For
7	To resolve, pursuant to article 8, number 4, of the articles of association, on the parameters applicable in the event of any issuance of bonds convertible into shares that may be resolved upon by the board of directors	Management	For
8	To resolve on the suppression of the pre-emptive right of shareholders in the subscription of any issuance of convertible bonds as referred to under item 7 hereof as may be resolved upon by the board of directors	Management	For
9	To resolve on the issuance of bonds and other securities, of whatever nature, by the board of directors, and notably on the fixing of the value of such securities, in accordance with articles 8, number 3 and 15, number 1, paragraph e), of the articles of association	Management	For
10	To resolve on the acquisition and disposal of own bonds and other own securities	Management	For
11	To resolve on the statement of the compensation committee on the remuneration policy for the members of the management and supervisory bodies of the company	Management	For
12	To resolve on the ratification of the appointment of new members of the board of directors to complete the 2009-2011 term-of-office	Management	For



Edgar Filing: GDL FUND - Form N-PX

LADISH CO., INC.

SECURITY	505754200	MEETING TYPE	Special
TICKER SYMBOL	LDSH	MEETING DATE	06-May-2011
ISIN	US5057542004	AGENDA	933411794 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 16, 2010, BY AND AMONG ALLEGHENY TECHNOLOGIES INCORPORATED, REFERRED TO AS ATI, LPAD CO., A WHOLLY OWNED SUBSIDIARY OF ATI, REFERRED TO AS LPAD, PADL LLC, A WHOLLY OWNED SUBSIDIARY OF ATI, AND LADISH, AS AMENDED FROM TIME TO TIME, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 45

ENDESA SA, MADRID

SECURITY	E41222113	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	09-May-2011
ISIN	ES0130670112	AGENDA	702971880 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 09 MAY 2011 AT 12:31 PM. CONSEQUENTLY, YOUR VOTING-INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED.-THANK YOU.	Non-Voting	
1	Examination and approval, if any, of the individual financial statements of Endesa, SA (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes), as well as of the consolidated financial statements of Endesa, SA and Subsidiaries (Consolidated Balance Sheet, Profit and Loss Account Consolidated Consolidated Result Global, Statement of Changes in Equity Consolidated Cash Flow Statement Consolidated Report) for the year ended December 31, 2010	Management	For
2	Examination and approval, where appropriate, the individual management report of Endesa, SA and Consolidated	Management	For

## Edgar Filing: GDL FUND - Form N-PX

	Management Report of Endesa, SA and Subsidiaries for the year ended December 31, 2010		
3	Examination and approval, if any, of the Social Management for the year ended December 31, 2010	Management	For
4	Examination and approval, if applicable, the allocation of profits and the distribution of dividends for the year ended December 31, 2010	Management	For
5	Re-election of Director, Mr. Borja Prado Eulate	Management	For
6	Revocation and Appointment of Auditors	Management	For
7.1	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 8 of the Bylaws. Non-voting, redeemable and preference	Management	For
7.2	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 11 of the Bylaws. Modalities of the increase	Management	For
7.3	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 12 of the Bylaws. Delegation to managers of increased social capital	Management	For
7.4	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 14 of the Bylaws. Exclusion of pre-emptive rights	Management	For
7.5	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 15 of the Bylaws. Reduction of social capital	Management	For
7.6	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 16 of the Bylaws. Issuance of bonds	Management	For
7.7	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 22 of the Bylaws. Convocation of the General Board	Management	For
7.8	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 23 of the Bylaws. Convening authority and obligation	Management	For
7.9	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 26 of the Bylaws. Special agreements. Constitution	Management	For
7.10	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 33 of the Bylaws. Right to information	Management	For
7.11	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 36 of the Bylaws. Board of Directors. General functions	Management	For
7.12	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 40 of the Bylaws. Remuneration	Management	For
7.13	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 42 of the Bylaws. Incompatibilities of the Directors	Management	For
7.14	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 44 of the Bylaws. Constitution of the Council	Management	For
7.15	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 51 of the Bylaws. Audit and Compliance Committee	Management	For
7.16	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 54 of the Bylaws. Contents of the annual accounts	Management	For
7.17	Modification of adaptation to the latest legislative reforms of the Association: Approve the revised text of the Bylaws	Management	For
8.1	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 3 of the General Meeting Regulations. Advertising	Management	For
8.2	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 7 of the General Meeting Regulations. Convening authority and obligation	Management	For

Edgar Filing: GDL FUND - Form N-PX

8.3	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 8 of the General Meeting Regulations. Publication and notice of meeting	Management	For
8.4	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 9 of the General Meeting Regulations. Right to information	Management	For
8.5	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 10 of the General Meeting Regulations. Right to attend	Management	For
8.6	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 11 of the General Meeting Regulations. Representation	Management	For
8.7	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 24 of the General Meeting Regulations. Publication	Management	For
8.8	Modification of adaptation to the latest legislative reforms of the General Regulations: To approve the revised text of the General Meeting Regulations	Management	For
9	Annual Report on Remuneration of Directors for the advisory vote	Management	For
10	Delegation to the Board of Directors for the execution and development of resolutions adopted by the Board, so as to substitute the powers received from the Board and granting of powers to a public deed and registration of such agreements and for correction, if necessary	Management	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE RECORD DATE-. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 46

ITT CORPORATION

SECURITY	450911102	MEETING TYPE	Annual
TICKER SYMBOL	ITT	MEETING DATE	10-May-2011
ISIN	US4509111021	AGENDA	933396586 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 STEVEN R. LORANGER		For	For
	2 CURTIS J. CRAWFORD		For	For
	3 CHRISTINA A. GOLD		For	For
	4 RALPH F. HAKE		For	For
	5 JOHN J. HAMRE		For	For
	6 PAUL J. KERN		For	For
	7 FRANK T. MACINNIS		For	For
	8 SURYA N. MOHAPATRA		For	For
	9 LINDA S. SANFORD		For	For
	10 MARKOS I. TAMBAKERAS		For	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITT'S INDEPENDENT REGISTERED PUBLIC	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

	ACCOUNTING FIRM FOR 2011.			
03	APPROVAL OF THE ITT CORPORATION 2011 OMNIBUS INCENTIVE PLAN.	Management	For	For
04	APPROVAL OF A PROPOSAL TO AMEND THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO CALL SPECIAL MEETINGS.	Management	For	For
05	TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
06	TO DETERMINE, IN A NON-BINDING VOTE, WHETHER A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS.	Management	Abstain	Against
07	TO VOTE ON A SHAREHOLDER PROPOSAL REQUESTING THAT THE COMPANY AMEND, WHERE APPLICABLE, ITT'S POLICIES RELATED TO HUMAN RIGHTS.	Shareholder	Against	For

ENZON PHARMACEUTICALS, INC.

SECURITY	293904108	MEETING TYPE	Annual
TICKER SYMBOL	ENZN	MEETING DATE	10-May-2011
ISIN	US2939041081	AGENDA	933424400 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ALEXANDER J. DENNER	Management	For	For
1B	ELECTION OF DIRECTOR: RICHARD C. MULLIGAN	Management	For	For
1C	ELECTION OF DIRECTOR: THOMAS F. DEUEL	Management	For	For
1D	ELECTION OF DIRECTOR: ROBERT LEBUHN	Management	For	For
1E	ELECTION OF DIRECTOR: HAROLD J. LEVY	Management	For	For
1F	ELECTION OF DIRECTOR: ROBERT C. SALISBURY	Management	For	For
1G	ELECTION OF DIRECTOR: RICHARD A. YOUNG	Management	For	For
02	APPROVAL OF THE COMPANY'S 2011 STOCK OPTION AND INCENTIVE PLAN	Management	Against	Against
03	RATIFICATION OF KPMG LLP, INDEPENDENT ACCOUNTANTS, TO AUDIT THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011	Management	For	For
04	APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
05	VOTE ON THE FREQUENCY FOR HOLDING AN ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Against

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 47

TOGNUM AG, FRIEDRICHSHAFEN

SECURITY	D836B5109	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	11-May-2011
ISIN	DE000A0N4P43	AGENDA	702888352 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU	Non-Voting		
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 20 APR 2011, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU	Non-Voting		
	COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 26.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON-PROXYEDGE	Non-Voting		
1.	Presentation of the financial statements and annual report for the 2010 financial year with the report of the Supervisory Board, the group financial statements and group annual report as well as the report by the Board of MDs pursuant to Sections 289(4) and 315(4) of the German Commercial Code	Non-Voting		
2.	Resolution on the appropriation of the distributable profit of EUR 164,904,419.52 as follows: Payment of a dividend of EUR 0.50 per share EUR 99,216,919.52 shall be carried forward Ex-dividend and payable date: May 12, 2011	Management	For	F
3.	Ratification of the acts of the Board of MDs	Management	For	F
4.	Ratification of the acts of the Supervisory Board	Management	For	F
5.	Appointment of auditors for the 2011 financial year: PricewaterhouseCoopers AG, Stuttgart	Management	For	F
6.	Approval of the remuneration system for the members of the Board of MDs	Management	For	F

PROGRESS ENERGY, INC.

SECURITY	743263105	MEETING TYPE	Annual
TICKER SYMBOL	PGN	MEETING DATE	11-May-2011
ISIN	US7432631056	AGENDA	933401983 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	------------------------

Edgar Filing: GDL FUND - Form N-PX

1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES E. BOSTIC JR.	Management	For	For
1C	ELECTION OF DIRECTOR: HARRIS E. DELOACH JR.	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES B. HYLER JR.	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM D. JOHNSON	Management	For	For
1F	ELECTION OF DIRECTOR: ROBERT W. JONES	Management	For	For
1G	ELECTION OF DIRECTOR: W. STEVEN JONES	Management	For	For
1H	ELECTION OF DIRECTOR: MELQUIADES R. MARTINEZ	Management	For	For
1I	ELECTION OF DIRECTOR: E. MARIE MCKEE	Management	For	For
1J	ELECTION OF DIRECTOR: JOHN H. MULLIN III	Management	For	For
1K	ELECTION OF DIRECTOR: CHARLES W. PRYOR JR.	Management	For	For
1L	ELECTION OF DIRECTOR: CARLOS A. SALADRIGAS	Management	For	For
1M	ELECTION OF DIRECTOR: THERESA M. STONE	Management	For	For
1N	ELECTION OF DIRECTOR: ALFRED C. TOLLISON JR.	Management	For	For
2	AN ADVISORY (NONBINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
3	TO RECOMMEND, BY AN ADVISORY (NONBINDING) VOTE, THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
4	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS PROGRESS ENERGY INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 48

THE MIDDLEBY CORPORATION

SECURITY	596278101	MEETING TYPE	Annual
TICKER SYMBOL	MIDD	MEETING DATE	11-May-2011
ISIN	US5962781010	AGENDA	933402757 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: SELIM A. BASSOUL	Management	For	For
1B	ELECTION OF DIRECTOR: ROBERT B. LAMB	Management	For	For
1C	ELECTION OF DIRECTOR: RYAN LEVENSON	Management	For	For
1D	ELECTION OF DIRECTOR: JOHN R. MILLER III	Management	For	For
1E	ELECTION OF DIRECTOR: GORDON O'BRIEN	Management	For	For
1F	ELECTION OF DIRECTOR: PHILIP G. PUTNAM	Management	For	For
1G	ELECTION OF DIRECTOR: SABIN C. STREETER	Management	For	For
02	APPROVAL OF THE ADOPTION OF THE COMPANY'S 2011 LONG-TERM INCENTIVE PLAN.	Management	Against	Against
03	APPROVAL OF THE ADOPTION OF THE COMPANY'S VALUE CREATION INCENTIVE PLAN.	Management	For	For
04	APPROVAL, BY AN ADVISORY VOTE, OF THE 2010 COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION ("SEC").	Management	Abstain	Against
05	SELECTION, BY AN ADVISORY VOTE, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE	Management	Abstain	Against

Edgar Filing: GDL FUND - Form N-PX

COMPENSATION.  
 06 RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE Management For For  
 LLP AS THE COMPANY'S INDEPENDENT PUBLIC  
 ACCOUNTANTS FOR THE CURRENT FISCAL YEAR ENDING  
 DECEMBER 31, 2011.

Q-MED AB, UPPSALA

SECURITY W71001106 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL MEETING DATE 12-May-2011  
 ISIN SE0000426462 AGENDA 703000810 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting	
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID-VOTE OPTION. THANK YOU	Non-Voting	
1	Election of the Chair for the meeting. lawyer Ola Ahman	Management	For
2	Drawing up and approval of the voting list	Management	For
3	Approval of the agenda for the meeting	Management	For
4	Election of one or two people to verify the minutes	Management	For
5	Consideration of whether the meeting has been duly convened	Management	For
6	Submission of the annual accounts and the auditor's report, as well as the consolidated accounts and consolidated auditor's report, for the financial year 2010	Management	For
7.a	Adoption of the income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet	Management	For
7.b	Treatment of the company's unappropriated earnings in accordance with the adopted balance sheet; The Board proposes that the net income for the year, 175,4 MSEK, and other earnings at the disposal of the Annual General Meeting are carried forward	Management	For
7.c	The question of discharging the members of the Board and the President from liability	Management	For
8	Determination of the number of Board members and any deputy members of the Board, as well as auditors and any deputy auditors. The members of the Board continue to be six in number, with no deputy members of the Board	Management	For
9	Determination of fees for the Board and the auditors. that no board fee be paid to any of the directors of the board; and that for the period up until the end of the next Annual General Meeting the auditors' fees be paid in accordance with reasonable invoicing	Management	For
10	Election of members of the Board, any deputy members of the Board and auditors and any deputy auditors. Re-election of	Management	For

Edgar Filing: GDL FUND - Form N-PX

Humberto Antunes , Albert Draaijer , Alain Jacot , Jean-Pierre Dasriaux , Chris de Bruyne , and Lydie Frere , the registered accounting firm KPMG AB, be elected as the company's auditor for the period up until the end of the Annual General Meeting in 2012 . KPMG AB has advised that Asa Wiren Linder will be appointed auditor in charge

11 Closing of the Annual General Meeting Non-Voting

ARTHROCARE CORPORATION

SECURITY 043136100 MEETING TYPE Annual  
 TICKER SYMBOL ARTC MEETING DATE 12-May-2011  
 ISIN US0431361007 AGENDA 933394239 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 CHRISTIAN P. AHRENS		For	For
	2 GREGORY A. BELINFANTI		For	For
	3 BARBARA D. BOYAN, PH.D.		For	For
	4 DAVID FITZGERALD		For	For
	5 JAMES G. FOSTER		For	For
	6 TERRENCE E. GEREMSKI		For	For
	7 TORD B. LENDAU		For	For
	8 PETER L. WILSON		For	For
02	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2011 FISCAL YEAR.	Management	For	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 49  
 The GDL Fund

BCE INC.

SECURITY 05534B760 MEETING TYPE Annual  
 TICKER SYMBOL BCE MEETING DATE 12-May-2011  
 ISIN CA05534B7604 AGENDA 933399366 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 B.K. ALLEN		For	For
	2 A. BERARD		For	For



Edgar Filing: GDL FUND - Form N-PX

3	R.A. BRENNEMAN		For	For
4	S. BROCHU		For	For
5	R.E. BROWN		For	For
6	G.A. COPE		For	For
7	A.S. FELL		For	For
8	E.C. LUMLEY		For	For
9	T.C. O'NEILL		For	For
10	R.C. SIMMONDS		For	For
11	C. TAYLOR		For	For
12	P.R. WEISS		For	For
02	APPOINTMENT OF DELOITTE & TOUCHE LLP AS AUDITORS.	Management	For	For
03	RESOLVED, ON AN ADVISORY BASIS AND NOT TO DIMINISH THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS, THAT THE SHAREHOLDERS ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN THE 2011 MANAGEMENT PROXY CIRCULAR DATED MARCH 10, 2011 DELIVERED IN ADVANCE OF THE 2011 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BCE.	Management	For	For
4A	CRITICAL MASS OF QUALIFIED WOMEN ON BOARD.	Shareholder	Against	For
4B	EQUITY RATIO.	Shareholder	Against	For
4C	ADDITIONAL INFORMATION ON COMPARATOR GROUPS.	Shareholder	Against	For

MENTOR GRAPHICS CORPORATION

SECURITY	587200106	MEETING TYPE	Contested-Annual
TICKER SYMBOL	MENT	MEETING DATE	12-May-2011
ISIN	US5872001061	AGENDA	933408468 - Opposition

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 MR. JOSE MARIA ALAPONT		For	For
	2 MR. GARY MEYERS		Withheld	Against
	3 MR. DAVID SCHECHTER		Withheld	Against
	4 MGT NOM P.L. BONFIELD		Withheld	Against
	5 MGT NOM K.C. MCDONOUGH		Withheld	Against
	6 MGT NOM W.C. RHINES		Withheld	Against
	7 MGT NOM G.K. HINCKLEY		Withheld	Against
	8 MGT NOM P.B. MCMANUS		Withheld	Against
02	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
03	SHAREHOLDER ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	PROPOSAL TO AMEND THE COMPANY'S 1989 EMPLOYEE STOCK PURCHASE PLAN AND FOREIGN SUBSIDIARY EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE UNDER EACH OF THE PLANS.	Management	For	Against
05	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS FISCAL YEAR ENDING JANUARY 31, 2012	Management	For	For
06	PROPOSAL TO AMEND THE COMPANY'S BYLAWS BY ADDING A NEW ARTICLE XI TO OPT OUT OF CERTAIN PROVISIONS OF THE OREGON BUSINESS CORPORATION ACT RELATING TO BUSINESS COMBINATIONS WITH	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

INTERESTED SHAREHOLDERS

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 50

NOVELL, INC.

SECURITY 670006105 MEETING TYPE Annual  
 TICKER SYMBOL NOVL MEETING DATE 13-May-2011  
 ISIN US6700061053 AGENDA 933415665 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ALBERT AIELLO	Management	For	For
1B	ELECTION OF DIRECTOR: FRED CORRADO	Management	For	For
1C	ELECTION OF DIRECTOR: RICHARD L. CRANDALL	Management	For	For
1D	ELECTION OF DIRECTOR: GARY G. GREENFIELD	Management	For	For
1E	ELECTION OF DIRECTOR: JUDITH H. HAMILTON	Management	For	For
1F	ELECTION OF DIRECTOR: RONALD W. HOVSEPIAN	Management	For	For
1G	ELECTION OF DIRECTOR: PATRICK S. JONES	Management	For	For
1H	ELECTION OF DIRECTOR: RICHARD L. NOLAN	Management	For	For
1I	ELECTION OF DIRECTOR: JOHN W. PODUSKA, SR.	Management	For	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011	Management	For	For
03	TO ADOPT A NONBINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF NOVELL, INC.'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN ITS PROXY STATEMENT.	Management	Abstain	Against
04	TO SELECT, ON A NONBINDING, ADVISORY BASIS, THE FREQUENCY OF FUTURE STOCKHOLDER NONBINDING, ADVISORY VOTES ON THE COMPENSATION OF NOVELL, INC.'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

DANVERS BANCORP, INC.

SECURITY 236442109 MEETING TYPE Special  
 TICKER SYMBOL DNBK MEETING DATE 13-May-2011  
 ISIN US2364421097 AGENDA 933422735 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER BY AND BETWEEN DANVERS BANCORP, INC. AND PEOPLE'S UNITED FINANCIAL, INC., DATED AS OF JANUARY 20, 2011, PURSUANT TO WHICH DANVERS WILL MERGE WITH AND INTO PEOPLE'S UNITED, WITH PEOPLE'S UNITED BEING THE SURVIVING CORPORATION.	Management	For	For
02	APPROVAL OF ONE OR MORE ADJOURNMENTS OF THE	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING, OR AT ANY ADJOURNMENT OR POSTPONEMENT OF THAT MEETING, TO ADOPT THE MERGER AGREEMENT.

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

SECURITY	18451C109	MEETING TYPE	Annual
TICKER SYMBOL	CCO	MEETING DATE	16-May-2011
ISIN	US18451C1099	AGENDA	933425426 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 THOMAS R. SHEPHERD		For	For
	2 CHRISTOPHER M. TEMPLE		For	For
	3 SCOTT R. WELLS		For	For
02	APPROVAL OF THE ADVISORY (NON-BINDING) RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For	For

FIRSTENERGY CORP.

SECURITY	337932107	MEETING TYPE	Annual
TICKER SYMBOL	FE	MEETING DATE	17-May-2011
ISIN	US3379321074	AGENDA	933406995 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 PAUL T. ADDISON		For	For
	2 ANTHONY J. ALEXANDER		For	For
	3 MICHAEL J. ANDERSON		For	For
	4 DR. CAROL A. CARTWRIGHT		For	For
	5 WILLIAM T. COTTLE		For	For
	6 ROBERT B. HEISLER, JR.		For	For
	7 JULIA L. JOHNSON		For	For
	8 TED J. KLEISNER		For	For
	9 ERNEST J. NOVAK, JR.		For	For
	10 CATHERINE A. REIN		For	For
	11 GEORGE M. SMART		For	For
	12 WES M. TAYLOR		For	For
	13 JESSE T. WILLIAMS, SR.		For	For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	REDUCE THE PERCENTAGE OF SHARES REQUIRED TO	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

04	CALL A SPECIAL MEETING OF SHAREHOLDER APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
05	RECOMMEND ADVISORY VOTE ON FREQUENCY OF FUTURE VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against
06	SHAREHOLDER PROPOSAL: REPORT ON COAL COMBUSTION WASTE	Shareholder	Against	For
07	SHAREHOLDER PROPOSAL: LOWER PERCENTAGE REQUIRED FOR SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Against	For
08	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS	Shareholder	Against	For
09	SHAREHOLDER PROPOSAL: REPORT ON FINANCIAL RISKS OF RELIANCE ON COAL	Shareholder	Against	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 51

MARSHALL & ILSLEY CORPORATION

SECURITY 571837103 MEETING TYPE Special  
 TICKER SYMBOL MI MEETING DATE 17-May-2011  
 ISIN US5718371033 AGENDA 933424929 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 17, 2010, BY AND BETWEEN BANK OF MONTREAL AND MARSHALL & ILSLEY CORPORATION.	Management	For	For
02	APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE FOREGOING PROPOSAL.	Management	For	For

BEL FUSE INC.

SECURITY 077347201 MEETING TYPE Annual  
 TICKER SYMBOL BELFA MEETING DATE 17-May-2011  
 ISIN US0773472016 AGENDA 933429272 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 AVI EDEN 2 ROBERT H. SIMANDL	Management	For	For
02	WITH RESPECT TO THE RATIFICATION OF THE DESIGNATION OF DELOITTE & TOUCHE LLP TO AUDIT BEL'S BOOKS AND ACCOUNTS FOR 2011.	Management	For	For
03	WITH RESPECT TO THE APPROVAL, ON AN ADVISORY	Management	Abstain	Against

Edgar Filing: GDL FUND - Form N-PX

BASIS, OF THE EXECUTIVE COMPENSATION OF BEL'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.

04	WITH RESPECT TO THE VOTE, ON AN ADVISORY BASIS, ON HOW OFTEN TO CONDUCT THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	WITH RESPECT TO THE APPROVAL OF THE BEL FUSE INC. 2011 EQUITY COMPENSATION PLAN.	Management	Against	Against

DRAGON OIL PLC

SECURITY	G2828W132	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	18-May-2011
ISIN	IE0000590798	AGENDA	702969087 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR
1	To receive the financial statements for year ended 31 December 2010	Management	For	For
2	To declare a dividend	Management	For	For
3.a	To re-elect Mr. Muhammed Al Ghurair as a Director	Management	For	For
3.b	To re-elect Dr. Abdul Jaleel Al Khalifa as a Director	Management	For	For
3.c	To re-elect Mr. Nigel McCue as a Director	Management	For	For
4	To receive the Directors' Remuneration Report for the year ended 31 December 2010	Management	For	For
5	To authorise the Directors to fix the Auditors' remuneration	Management	For	For
6	To authorise general meetings outside the Republic of Ireland	Management	For	For
7	To authorise the calling of general meetings on not less than 14 days' notice	Management	For	For
8	To authorise the Directors to allot equity securities	Management	For	For
9	To authorise the repurchase of the Company's Shares	Management	For	For
10	To amend the Articles of Association	Management	For	For
11	To approve the adoption of the 2011 Employee Share Purchase Plan	Management	For	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RES-OLUTION 3C. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS-PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
52

RHODIA

SECURITY	F7813K523	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	18-May-2011
ISIN	FR0010479956	AGENDA	703016522 - Management

ITEM	PROPOSAL	TYPE	VOTE
------	----------	------	------

Edgar Filing: GDL FUND - Form N-PX

CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 800629 DUE TO DELETION OF-RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AN-D YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AN-D "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative-to obtain the necessary card, account details and directions. The following ap-plies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be fo-warded to the Global Custodians that have become Registered Intermediaries, o-n the Vote Deadline Date. In capacity as Registered Intermediary, the Global C-ustodian will sign the Proxy Card and forward to the local custodian. If you a-re unsure whether your Global Custodian acts as Registered Intermediary, pleas-e contact your representative	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/-0422/201104221101446.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/-0422/201104221101446.pdf</a>	Non-Voting	
O.1	Approval of the corporate financial statements for the financial year 2010	Management	For
O.2	Approval of the consolidated financial statements for the financial year 2010	Management	For
O.3	Allocation of income for the financial year ended December 31, 2010 and setting the dividend	Management	For
O.4	Option for payment of dividend in shares	Management	For
O.5	Authorization to be granted to the Board of Directors to trade the Company's shares	Management	For
E.6	Authorization to be granted to the Board of Directors to reduce capital by cancellation of treasury shares	Management	For
E.7	Delegation of authority granted to the Board of Directors to increase capital by issuing shares and/or securities providing access to capital, issued by the Company in favor of members of a company savings plan	Management	For
E.8	Delegation of authority granted to the Board of Directors to increase capital by issuing shares and/or securities providing access to capital, issued by the Company reserved for employees of foreign companies of Rhodia Group, outside of a company savings plan	Management	For
E.9	Powers	Management	For

CHAUCER HOLDINGS PLC

SECURITY	G2071N102	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	19-May-2011
ISIN	GB0000293950	AGENDA	702967792 - Management

ITEM	PROPOSAL	TYPE	VO
1	To receive the Directors' Report and Financial Statements of the Company for the year ended 31 December 2010, together with the	Management	Fo

Edgar Filing: GDL FUND - Form N-PX

	Independent Auditors' Report thereon		
2	To approve the Directors' Remuneration Report for the year ended 31 December 2010	Management	Fo
3	To approve a final dividend of 2.7 pence on the ordinary shares to be paid on 27 May 2011 to those shareholders on the register at the close of business on 6 May 2011	Management	Fo
4	To re-elect Christopher Stooke as a director in accordance with Article 91 of the Company's Articles of Association	Management	Fo
5	To re-elect Mark Wood as a director in accordance with Article 91 of the Company's Articles of Association	Management	Fo
6	To re-elect Martin Gilbert as a director in accordance with Article 122 of the Company's Articles of Association	Management	Fo
7	To re-elect Robert Stuchbery as a director in accordance with Article 122 of the Company's Articles of Association	Management	Fo
8	To re appoint Ernst & Young LLP as Auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the meeting	Management	Fo
9	To authorise the Directors to determine the remuneration of the Auditors	Management	Fo
10	That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (CA 2006) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company: (a) up to an aggregate nominal amount of GBP45,674,303; and (b) comprising equity securities (within the meaning of section 560 CA 2006) up to a further aggregate nominal amount of GBP45,674,303 in connection with an offer by way of a rights issue: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, and so that CONTD	Management	Fo
CONT	CONTD Directors may impose any limits or restrictions and make any-arrangements which they consider necessary or appropriate to deal with-treasury shares, fractional entitlements, record dates, legal, regulatory or-practical problems in, or under the laws of, any territory or the-requirements of any regulatory body or stock exchange or any other matter-(including any such problems arising by virtue of equity securities being-represented by depositary receipts). The authorities conferred on the-Directors under paragraphs (a) and (b) above shall expire at the conclusion-of the next AGM of the Company after the passing of this resolution or, if-earlier, 30 June 2012 (unless previously revoked, varied or renewed by the-Company in general meeting) save that the Company may before such expiry make-an offer or agreement which CONTD	Non-Voting	
CONT	CONTD would or might require shares to be allotted or rights to subscribe-for, or to convert any security into, shares to be granted after such expiry-and the Directors may allot shares or grant rights to subscribe for, or to-convert any security into, shares (as the case may be) in pursuance of such-an offer or agreement as if the authority conferred hereby had not expired	Non-Voting	

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VO
11	That, subject to the passing of resolution 10 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered pursuant to section 570 and section 573 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by resolution 10, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power: (a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 10, by way of a rights issue only): (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by CONTD	Management	Fo
CONT	CONTD the rights of those securities or as the Directors otherwise consider-necessary, and so that the Directors may impose any limits or restrictions-and make any arrangements which they consider necessary or appropriate to-deal with any treasury shares, fractional entitlements, record dates, legal,-regulatory or practical problems in, or under the laws of, any territory or-the requirements of any regulatory body or stock exchange or any other matter-(including any such problems arising by virtue of equity securities being-represented by depositary receipts); and (b) in the case of the authority-granted under paragraph (a) of resolution 10, shall be limited to the-allotment (otherwise than under paragraph (a) of this resolution 11, of-equity securities up to an aggregate nominal amount of GBP6,851,145, (c)-shall apply CONTD	Non-Voting	
CONT	CONTD in relation to a sale of shares which is an allotment of equity-securities by virtue of section 560(3) CA 2006 as if in the first paragraph-of this resolution 11 the words "subject to the passing of resolution 10-above and" were omitted, and shall expire at the conclusion of the next AGM-of the Company after the passing of this resolution or on 30 June 2012,-whichever is the earlier, except that the Company may before such expiry make-an offer or agreement which would or might require equity securities to be-allotted after such expiry and the Directors may allot equity securities in-pursuance of such offer or agreement as if the power conferred hereby had not-expired	Non-Voting	
12	That the Directors be and are hereby generally and unconditionally authorised, pursuant to and in accordance with section 701 CA 2006, to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of 25 pence each in the capital of the Company (Ordinary Shares) on such terms and in such manner as the Directors shall from time to time determine, provided that: (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 54,809,164; (b) the minimum price which may be paid for an Ordinary Share is its nominal value (exclusive of expenses); (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations of an Ordinary Share (as derived from the London Stock Exchange CONTD	Management	Fo
CONT	CONTD Daily Official List) for the five business days immediately preceding-the date on which that Ordinary Share is contracted to be purchased; (d) the-authority hereby conferred shall expire at the conclusion of the next AGM of-the Company following the passing of this resolution or, if earlier, 30 June-2012 (unless	Non-Voting	



Edgar Filing: GDL FUND - Form N-PX

previously revoked, varied or renewed by the Company in general-meeting); (e) the Company may at any time prior to the expiry of such-authority make a contract or contracts to purchase Ordinary Shares under such-authority which will or might be completed or executed wholly or partly after-the expiration of such authority and may make a purchase of Ordinary Shares-in pursuance of any such contract or contracts; and (f) in executing this-authority, the Company may purchase Ordinary Shares using any currency, CONTD

CONT	CONTD including, without limitation, pounds sterling, US dollars and euros	Non-Voting	
13	That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice	Management	Fo
14	That the Articles of Association of the Company be altered by substituting the existing article 135.1 with the following article: The Directors may delegate any of their powers to such committee, to such an extent in relation to such matters, and on such terms and conditions as they think fit	Management	Fo

SLM CORPORATION

SECURITY	78442P106	MEETING TYPE	Annual
TICKER SYMBOL	SLM	MEETING DATE	19-May-2011
ISIN	US78442P1066	AGENDA	933412063 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ANN TORRE BATES	Management	For	For
1B	ELECTION OF DIRECTOR: W.M. DIEFENDERFER III	Management	For	For
1C	ELECTION OF DIRECTOR: DIANE SUIT GILLELAND	Management	For	For
1D	ELECTION OF DIRECTOR: EARL A. GOODE	Management	For	For
1E	ELECTION OF DIRECTOR: RONALD F. HUNT	Management	For	For
1F	ELECTION OF DIRECTOR: ALBERT L. LORD	Management	For	For
1G	ELECTION OF DIRECTOR: MICHAEL E. MARTIN	Management	For	For
1H	ELECTION OF DIRECTOR: BARRY A. MUNITZ	Management	For	For
1I	ELECTION OF DIRECTOR: HOWARD H. NEWMAN	Management	For	For
1J	ELECTION OF DIRECTOR: A. ALEXANDER PORTER, JR.	Management	For	For
1K	ELECTION OF DIRECTOR: FRANK C. PULEO	Management	For	For
1L	ELECTION OF DIRECTOR: WOLFGANG SCHOELLKOPF	Management	For	For
1M	ELECTION OF DIRECTOR: STEVEN L. SHAPIRO	Management	For	For
1N	ELECTION OF DIRECTOR: J. TERRY STRANGE	Management	For	For
1O	ELECTION OF DIRECTOR: ANTHONY P. TERRACCIANO	Management	For	For
1P	ELECTION OF DIRECTOR: BARRY L. WILLIAMS	Management	For	For
02	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	APPROVAL OF AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

REDDY ICE HOLDINGS, INC.

SECURITY	75734R105	MEETING TYPE	Annual
TICKER SYMBOL	FRZ	MEETING DATE	19-May-2011
ISIN	US75734R1059	AGENDA	933427874 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	----	-----
01	DIRECTOR	Management		
	1 GILBERT M. CASSAGNE		For	For
	2 WILLIAM P. BRICK		For	For
	3 KEVIN J. CAMERON		For	For
	4 THEODORE J. HOST		For	For
	5 MICHAEL S. MCGRATH		For	For
	6 MICHAEL H. RAUCH		For	For
	7 ROBERT N. VERDECCHIO		For	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS REDDY ICE HOLDINGS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For

RETAIL VENTURES INC.

SECURITY	76128Y102	MEETING TYPE	Special
TICKER SYMBOL	RVI	MEETING DATE	19-May-2011
ISIN	US76128Y1029	AGENDA	933430679 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	----	-----
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED FEBRUARY 8, 2011, AMONG DSW INC., DSW MS LLC, AN OHIO LIMITED LIABILITY COMPANY AND A WHOLLY OWNED SUBSIDIARY OF DSW, AND RETAIL VENTURES, INC., AND APPROVE THE MERGER.	Management	For	For
02	TO APPROVE ANY MOTION TO ADJOURN OR POSTPONE THE RETAIL VENTURES SPECIAL MEETING TO ANOTHER TIME OR PLACE, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE RETAIL VENTURES SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.	Management	For	For

EMERGENCY MEDICAL SERVICES CORP.

SECURITY	29100P102	MEETING TYPE	Special
TICKER SYMBOL	EMS	MEETING DATE	20-May-2011
ISIN	US29100P1021	AGENDA	933439235 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 13, 2011, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG CDRT ACQUISITION CORPORATION, A DELAWARE CORPORATION, CDRT MERGER SUB, INC., A DELAWARE CORPORATION, AND EMERGENCY MEDICAL SERVICES CORPORATION, A DELAWARE CORPORATION	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT	Management	For	For

FORSYS METALS CORP.

SECURITY	34660G104	MEETING TYPE	Annual
TICKER SYMBOL	FOSYF	MEETING DATE	20-May-2011
ISIN	CA34660G1046	AGENDA	933440480 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS ("PWC"), AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.	Management	For	For
02	THE ELECTION OF THE DIRECTORS AS NOMINATED BY MANAGEMENT OF THE COMPANY AS SET FORTH IN THE MANAGEMENT INFORMATION CIRCULAR.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
55

FORSYS METALS CORP.

SECURITY	34660G104	MEETING TYPE	Annual
TICKER SYMBOL	FOSYF	MEETING DATE	20-May-2011
ISIN	CA34660G1046	AGENDA	933443866 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS ("PWC"), AS AUDITORS OF THE COMPANY	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

FOR THE ENSUING YEAR AND AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.

02 THE ELECTION OF THE DIRECTORS AS NOMINATED BY Management For For  
MANAGEMENT OF THE COMPANY AS SET FORTH IN THE  
MANAGEMENT INFORMATION CIRCULAR.

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

SECURITY G0534R108 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 24-May-2011  
ISIN BMG0534R1088 AGENDA 702968097 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/20110418/LTN20110418411.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/20110418/LTN20110418411.pdf</a>	Non-Voting	
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST' FOR-ALL RESOLUTIONS. THANK YOU.	Non-Voting	
1	To receive and approve the audited consolidated financial statements for the year ended 31 December 2010 and the reports of the Directors and auditor thereon	Management	For
2	To declare a final dividend for the year ended 31 December 2010	Management	For
3.(a)	To re-elect Mr. Mark Chen as a Director	Management	For
3.(b)	To re-elect Mr. Guan Yi as a Director	Management	For
3.(c)	To re-elect Mr. Peter Jackson as a Director	Management	For
3.(d)	To re-elect Mr. William Wade as a Director	Management	For
3.(e)	To re-elect Mr. James Watkins as a Director	Management	For
3.(f)	To authorise the Board to fix the remuneration of the directors	Management	For
4	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration for the year ending 31 December 2011	Management	For
5	To grant a general mandate to the Directors to allot, issue and dispose of new shares in the capital of the Company	Management	For
6	To grant a general mandate to the Directors to repurchase shares of the Company	Management	For
7	To extend, conditional upon the passing of Resolutions (5) and (6), the general mandate to allot, issue and dispose of new shares by adding the number of shares repurchased	Management	For

ECO BUSINESS-IMMOBILIEN AG, WIEN

SECURITY A19521102 MEETING TYPE Ordinary General Meeting  
TICKER SYMBOL MEETING DATE 24-May-2011  
ISIN AT0000617907 AGENDA 703018704 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	PLEASE NOTE THAT THE MEETING HAS BEEN SET UP USING THE RECORD DATE 13 MAY 2011-WHICH AT THIS	Non-Voting		

Edgar Filing: GDL FUND - Form N-PX

TIME WE ARE UNABLE TO SYSTEMATICALLY UPDATE. THE TRUE RECORD DATE FOR THIS MEETING IS 14 MAY 2011. THANK YOU

1	Presentation annual report	Management	For	For
2	Approval of usage of earnings	Management	For	For
3	Approval of discharge of BOD	Management	For	For
4	Approval of discharge of Sup.Board	Management	For	For
5	Election auditor	Management	For	For
6	Elections to sup board (split)	Management	For	For
7	Amendment bylaws	Management	For	For

CABLEVISION SYSTEMS CORPORATION

SECURITY	12686C109	MEETING TYPE	Annual
TICKER SYMBOL	CVC	MEETING DATE	24-May-2011
ISIN	US12686C1099	AGENDA	933435542 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 ZACHARY W. CARTER 2 THOMAS V. REIFENHEISER 3 JOHN R. RYAN 4 VINCENT TESE 5 LEONARD TOW	Management	For	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2011.	Management	For	For
03	TO APPROVE CABLEVISION SYSTEMS CORPORATION 2011 CASH INCENTIVE PLAN.	Management	For	For
04	TO APPROVE AN ADVISORY VOTE ON THE COMPENSATION OF EXECUTIVE OFFICERS.	Management	Abstain	Against
05	AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR EXECUTIVE OFFICERS.	Management	Abstain	Against

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
56

MKS INC.

SECURITY	55309B206	MEETING TYPE	Special
TICKER SYMBOL	MKSBF	MEETING DATE	24-May-2011
ISIN	CA55309B2066	AGENDA	933444539 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE SPECIAL RESOLUTION (THE "ARRANGEMENT RESOLUTION") SET OUT IN APPENDIX "A" TO THE	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

MANAGEMENT INFORMATION CIRCULAR OF MKS DATED APRIL 20, 2011 (THE "CIRCULAR") TO APPROVE THE PLAN OF ARRANGEMENT UNDER SECTION 182 OF THE BUSINESS CORPORATIONS ACT (ONTARIO) INVOLVING MKS, ITS SHAREHOLDERS, PARAMETRIC TECHNOLOGY CORPORATION ("PTC") AND PTC NS ULC ("ACQUIRECO"), A WHOLLY-OWNED SUBSIDIARY OF PTC.

HUGHES COMMUNICATIONS, INC.

SECURITY	444398101	MEETING TYPE	Annual
TICKER SYMBOL	HUGH	MEETING DATE	25-May-2011
ISIN	US4443981018	AGENDA	933417669 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 PRADMAN P. KAUL		For	For
	2 ANDREW D. AFRICK		For	For
	3 O. GENE GABBARD		For	For
	4 JEFFREY A. LEDDY		For	For
	5 LAWRENCE J. RUISI		For	For
	6 AARON J. STONE		For	For
	7 MICHAEL D. WEINER		For	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE AND TOUCHE, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	NON-BINDING ADVISORY VOTE ON A RESOLUTION APPROVING THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, OR "SAY ON PAY" VOTE.	Management	Abstain	Against
04	NON-BINDING ADVISORY VOTE ON THE FREQUENCY WITH WHICH SAY ON PAY VOTES SHOULD BE HELD IN THE FUTURE.	Management	Abstain	Against

MCCORMICK & SCHMICK'S SEAFOOD RESTAURANT

SECURITY	579793100	MEETING TYPE	Annual
TICKER SYMBOL	MSSR	MEETING DATE	26-May-2011
ISIN	US5797931004	AGENDA	933436164 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 WILLIAM T. FREEMAN		For	For
	2 DOUGLAS L. SCHMICK		For	For
	3 E.H. JURGENSEN, JR.		For	For
	4 JAMES R. PARISH		For	For
	5 J. RICE EDMONDS		For	For
	6 CHRISTINE F. DEPUTY OTT		For	For

Edgar Filing: GDL FUND - Form N-PX

02	7 ERIC P. BAUER PROPOSAL TO CONSIDER AND APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS FURTHER DESCRIBED IN THE PROXY STATEMENT.	Management	For Abstain	For Against
03	ADVISORY VOTE REGARDING THE FREQUENCY WITH WHICH THE COMPANY SHOULD HOLD AN ADVISORY VOTE REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED ACCOUNTING FIRM FOR THE 2011 FISCAL YEAR.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
57

EDF ENERGIES NOUVELLES SA

SECURITY	F31932100	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	27-May-2011
ISIN	FR0010400143	AGENDA	702981449 - Management

ITEM	PROPOSAL	TYPE	VOTE	F	M
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting			
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions.-The following applies to Non-Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as-Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please contact your representative	Non-Voting			
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0420/201104201101464.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0420/201104201101464.pdf</a>	Non-Voting			
0.1	Approval of the annual financial statements	Management	For	F	F
0.2	Approval of the consolidated financial statements	Management	For	F	F
0.3	Allocation of income	Management	For	F	F
0.4	Agreements referred to in article L. 225-38 et seq. of the Commercial code	Management	For	F	F
0.5	In-house audit procedures	Management	For	F	F
0.6	Attendance allowance	Management	For	F	F
0.7	Ratification of the cooptation of Mr. Stephane Tortajada as Board member	Management	For	F	F
0.8	Ratification of the cooptation of Mr. Jean-Louis Mathias as Board member	Management	For	F	F
0.9	Ratification of the cooptation of Mr. Yves Giraud as Board	Management	For	F	F

Edgar Filing: GDL FUND - Form N-PX

	member			
O.10	Ratification of the transfer of the head office	Management	For	F
O.11	Authorization granted to the Board of directors in view of the Company purchasing its own shares	Management	For	F
O.12	Powers to accomplish the formalities	Management	For	F
E.13	Modification of article 15 of the articles of association - Deliberations of the Board of directors	Management	For	F
E.14	Powers to accomplish the formalities	Management	For	F

CONSTELLATION ENERGY GROUP, INC.

SECURITY	210371100	MEETING TYPE	Annual
TICKER SYMBOL	CEG	MEETING DATE	27-May-2011
ISIN	US2103711006	AGENDA	933414550 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: YVES C. DE BALMANN	Management	For	For
1B	ELECTION OF DIRECTOR: ANN C. BERZIN	Management	For	For
1C	ELECTION OF DIRECTOR: JAMES T. BRADY	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES R. CURTISS	Management	For	For
1E	ELECTION OF DIRECTOR: FREEMAN A. HRABOWSKI, III	Management	For	For
1F	ELECTION OF DIRECTOR: NANCY LAMPTON	Management	For	For
1G	ELECTION OF DIRECTOR: ROBERT J. LAWLESS	Management	For	For
1H	ELECTION OF DIRECTOR: MAYO A. SHATTUCK III	Management	For	For
1I	ELECTION OF DIRECTOR: JOHN L. SKOLDS	Management	For	For
1J	ELECTION OF DIRECTOR: MICHAEL D. SULLIVAN	Management	For	For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

SMURFIT-STONE CONTAINER CORPORATION

SECURITY	83272A104	MEETING TYPE	Special
TICKER SYMBOL	SSCC	MEETING DATE	27-May-2011
ISIN	US83272A1043	AGENDA	933445935 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVAL AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED JANUARY 23, 2011 (AS IT MAY BE AMENDED FROM TIME TO TIME), AMONG ROCK-TENN COMPANY, SMURFIT-STONE, AND SAM ACQUISITION, LLC, A WHOLLY-OWNED SUBSIDIARY OF ROCKTENN.	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING FOR ANY PURPOSE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE	Management	For	For



Edgar Filing: GDL FUND - Form N-PX

PROPOSAL NUMBER 1.

SPECTRUM CONTROL, INC.

SECURITY	847615101	MEETING TYPE	Special
TICKER SYMBOL	SPEC	MEETING DATE	27-May-2011
ISIN	US8476151019	AGENDA	933451851 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED MARCH 28, 2011, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG API TECHNOLOGIES CORP., ERIE MERGER CORP. AND SPECTRUM CONTROL, INC. (THE "MERGER AGREEMENT").	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
58

SCMP GROUP LTD

SECURITY	G7867B105	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	30-May-2011
ISIN	BMG7867B1054	AGENDA	702966194 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR ALL RESOLUTIONS. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/20110415/LTN20110415327.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/20110415/LTN20110415327.pdf</a>	Non-Voting	
1	To adopt the Audited Financial Statements and the Directors' Report and Independent Auditor's Report for the year ended 31 December 2010	Management	For
2	To approve the payment of a final dividend	Management	For
3.a	To re-elect Dr. David J. Pang as Non-executive Director	Management	For
3.b	To re-elect The Hon. Ronald J. Arculli as Independent Non-executive Director	Management	For
3.c	To re-elect Tan Sri Dr. Khoo Kay Peng as Non-executive Director	Management	For
4	To authorise the Board to fix Directors' fee	Management	For
5	To re-appoint PricewaterhouseCoopers as Auditor and authorise	Management	For

Edgar Filing: GDL FUND - Form N-PX

	the Board to fix their remuneration		
6	To grant a general mandate to the Directors to issue shares in terms of the proposed ordinary resolution set out in item 6 in the notice of the meeting	Management	For
7	To grant a general mandate to the Directors to repurchase shares in terms of the proposed ordinary resolution set out in item 7 in the notice of the meeting	Management	For
8	To grant a general mandate to the Directors to add repurchased shares to the share issue general mandate in terms of the proposed ordinary resolution set out in item 8 in the notice of the meeting	Management	For

IBERDROLA RENOVABLES SA, VALENCIA

SECURITY	E6244B103	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	30-May-2011
ISIN	ES0147645016	AGENDA	702972414 - Management

ITEM	PROPOSAL	TYPE	VO
----	-----	-----	----
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 31 MAY 2011 AT 12:30 P.M. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS-WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
1	Approval of the individual annual financial statements of the Company and of the annual financial statements consolidated with those of its subsidiaries for the fiscal year ended on December 31, 2010	Management	Fo
2	Approval of the individual management report of the Company and of the consolidated management report of the Company and its subsidiaries for the fiscal year ended on December 31, 2010	Management	Fo
3	Approval of the management and activities of the Board of Directors during the fiscal year ended on December 31, 2010	Management	Fo
4	Re-election of the auditor of the Company and of its consolidated group for the fiscal year 2011	Management	Fo
5	Approval of the proposal for the allocation of profits/losses and the distribution of dividends for the fiscal year ended on December 31, 2010	Management	Fo
6	Ratification of the interim appointment as Director of Mr. Aurelio Izquierdo Gomez to fill a vacancy made after the holding of the last General Shareholders' Meeting, as external proprietary Director	Management	Fo
7	Authorization to the Board of Directors, with the express power of substitution, to create and fund associations and foundations, pursuant to applicable legal provisions, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of June 9, 2010 is hereby deprived of effect to the extent of the unused amount	Management	Fo

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VO
8	<p>Information regarding any significant changes in the assets or liabilities of the companies participating in the merger (i.e., Iberdrola, S.A. (as absorbing company) and Iberdrola Renovables, S.A. (as absorbed company)) between the date of the common terms of merger and the holding of the General Shareholders' Meeting at which such merger is decided. Approval of the common terms of merger by absorption between Iberdrola, S.A. and Iberdrola Renovables, S.A. Approval as the merger balance sheet of the balance sheet of Iberdrola Renovables, S.A. as of December 31, 2010. Approval of the merger by absorption between Iberdrola, S.A. and Iberdrola Renovables, S.A. through the absorption of the latter by the former, causing the termination without liquidation of Iberdrola Renovables, S.A. and the transfer en bloc and as a whole of all of its assets to Iberdrola, S.A., with an express provision for the exchange to be covered by the delivery of treasury shares of Iberdrola, S.A. and, if required, by newly-issued shares of Iberdrola, S.A. pursuant to a capital increase subject to the above, all in accordance with the common terms of merger. Provide acquiescence, within the framework of the provisions of the common terms of merger, to the conditional increase in the share capital of Iberdrola, S.A. in the amount of one hundred and forty-eight million, four hundred and seventy thousand and eleven Euros, and twenty-five cents (EUR 148,470,011.25), by means of the issuance of one hundred and ninety seven million, nine hundred and sixty thousand, and fifteen (197,960,015) shares with a par value of seventy five cents of Euro (EUR 0.75) each, of the same class and series as those currently outstanding, as a result of the merger by absorption of Iberdrola Renovables, S.A. by Iberdrola, S.A. Establishment of procedure to facilitate the merger exchange. Adherence of the transaction to the special tax rules provided for in Chapter VIII of Title VII of the restated text of the Corporate Income Tax Law. Insofar as they are approved, provide acquiesce, as it may be deemed necessary, to the proposed resolutions of the Board of Directors of Iberdrola, S.A. and submitted to the General Shareholders' Meeting of Iberdrola, S.A. which first call is to be held on May 27, 2011, in connection with the items of its Agenda regarding: (i) approval of an increase in share capital by means of a scrip issue at a maximum reference market value of one thousand nine hundred nine (1,909) million Euros for the free-of-charge allocation of new shares to the shareholders of Iberdrola, S.A. (item six of its Agenda); (ii) authorization to the Board of Directors, with the express power of substitution, for a term of five (5) years, to increase the share capital pursuant to the provisions of Section 297.1.b) of the Companies Law, by up to one-half of the share capital on the date of the authorization (item eight of its Agenda); (iii) authorization to the Board of Directors, with the express power of substitution, for a term of five (5) years, of the power to issue debentures or bonds that are exchangeable for and/or convertible into shares of Iberdrola, S.A. or of other companies within or outside of its Group, and warrants on newly-issued or outstanding shares of Iberdrola, S.A. or of other companies within or outside of its Group, up to a maximum limit of five (5) billion Euros (item nine of its Agenda); (iv) authorization to the Board of Directors, with the express power of substitution, for a term of five (5) years, to issue: a) bonds or simple debentures</p>	Management	Fo

Edgar Filing: GDL FUND - Form N-PX

and other fixed-income securities of a like nature (other than notes), as well as preferred stock, up to a maximum amount of twenty (20) billion Euros, and b) notes up to a maximum amount at any given time, independently of the foregoing, of six (6) billion Euros (item ten of its Agenda); (v) amendment of the By-Laws and approval of a Restated Text (item thirteen of its Agenda); (vi) amendment of the Regulations for the General Shareholders' Meeting and approval of a New Restated Text (item fourteen of its Agenda. Delegation of powers

9	Approval of the distribution of an extraordinary dividend in the gross amount of one euro and twenty cents (EUR 1.20) per share which will be entitled to receive it with charge to premium issuance reserve	Management	Fo
10	Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration and registration	Management	Fo
11	Consultative vote regarding the Director compensation policy of the Company for the current fiscal year (2011) and the application of the current compensation policy during the preceding fiscal year (2010)	Management	Fo
CMMT	SHAREHOLDERS WHO PARTICIPATE IN ANY FORM AT THE ORDINARY GENERAL MEETING, WHETHER DIRECTLY, BY PROXY, OR BY LONG-DISTANCE VOTING, SHALL BE ENTITLED TO RECEIVE AN ATTENDANCE PREMIUM (0.0035 EUROS GROSS PER SHARE).	Non-Voting	

PRIDE INTERNATIONAL, INC.

SECURITY	74153Q102	MEETING TYPE	Special
TICKER SYMBOL	PDE	MEETING DATE	31-May-2011
ISIN	US74153Q1022	AGENDA	933444490 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	----	-----
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED FEBRUARY 6, 2011 AND AS AMENDED ON MARCH 1, 2011, BY AND AMONG ENSCO PLC, PRIDE INTERNATIONAL, INC., ENSCO INTERNATIONAL INCORPORATED AND ENSCO VENTURES LLC.	Management	For	For
02	APPROVAL OF ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

AMERICA SERVICE GROUP INC.

SECURITY	02364L109	MEETING TYPE	Special
TICKER SYMBOL	ASGR	MEETING DATE	01-Jun-2011
ISIN	US02364L1098	AGENDA	933449034 - Management

FOR/AGAINST

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAGEMENT
01	ADOPTION OF THE MERGER AGREEMENT. TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATE AS OF MARCH 2, 2011 (AS THAT AGREEMENT MAY BE AMENDED IN ACCORDANCE WITH ITS TERMS, THE "MERGER AGREEMENT"), BY AND AMONG VALITAS HEALTH SERVICES, INC., WHISKEY ACQUISITION CORP. AND THE COMPANY.	Management	For	For
02	ADJOURNMENT OF THE SPECIAL MEETING OF STOCKHOLDERS, IF NECESSARY. TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO CONSTITUTE A QUORUM OR TO ADOPT THE MERGER AGREEMENT.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 60

WESTERNZAGROS RESOURCES LTD.

SECURITY	960008100	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	WZGRF	MEETING DATE	01-Jun-2011
ISIN	CA9600081009	AGENDA	933449161 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ON THE ELECTION OF DIRECTORS, FOR THE NOMINEES SET FORTH IN THE MANAGEMENT PROXY CIRCULAR OF THE CORPORATION DATED APRIL 11, 2011 (THE "MANAGEMENT PROXY CIRCULAR"):	Management	For	For
02	ON THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION AT SUCH REMUNERATION AS MAY BE APPROVED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF THE CORPORATION:	Management	For	For
03	ON THE RENEWAL AND APPROVAL OF THE CORPORATION'S STOCK OPTION PLAN AS SET FORTH IN THE MANAGEMENT PROXY CIRCULAR.	Management	For	For

BIOGEN IDEC INC.

SECURITY	09062X103	MEETING TYPE	Annual
TICKER SYMBOL	BIIB	MEETING DATE	02-Jun-2011
ISIN	US09062X1037	AGENDA	933413394 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

Edgar Filing: GDL FUND - Form N-PX

1A	ELECTION OF DIRECTOR: CAROLINE D. DORSA	Management	For	For
1B	ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS	Management	For	For
1C	ELECTION OF DIRECTOR: GEORGE A. SCANGOS	Management	For	For
1D	ELECTION OF DIRECTOR: LYNN SCHENK	Management	For	For
1E	ELECTION OF DIRECTOR: ALEXANDER J. DENNER	Management	For	For
1F	ELECTION OF DIRECTOR: NANCY L. LEAMING	Management	For	For
1G	ELECTION OF DIRECTOR: RICHARD C. MULLIGAN	Management	For	For
1H	ELECTION OF DIRECTOR: ROBERT W. PANGIA	Management	For	For
1I	ELECTION OF DIRECTOR: BRIAN S. POSNER	Management	For	For
1J	ELECTION OF DIRECTOR: ERIC K. ROWINSKY	Management	For	For
1K	ELECTION OF DIRECTOR: STEPHEN A. SHERWIN	Management	For	For
1L	ELECTION OF DIRECTOR: WILLIAM D. YOUNG	Management	For	For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	TO APPROVE AN AMENDMENT TO BIOGEN IDEC'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION ELIMINATING THE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Management	For	For

SANDRIDGE ENERGY, INC.

SECURITY	80007P307	MEETING TYPE	Annual
TICKER SYMBOL	SD	MEETING DATE	03-Jun-2011
ISIN	US80007P3073	AGENDA	933436760 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 ROY T. OLIVER 2 TOM L. WARD	Management	For	For
02	RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	APPROVE AN AMENDMENT TO THE SANDRIDGE ENERGY, INC. 2009 INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMPANY COMMON STOCK ISSUABLE UNDER THE PLAN.	Management	For	For
04	APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION PROVIDED TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF SECURITIES AND REGULATION S-K UNDER THE SECURITIES AND EXCHANGE ACT OF 1934.	Management	Abstain	Against
05	RECOMMEND, IN A NON-BINDING VOTE, WHETHER A NON- BINDING STOCKHOLDER VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS.	Management	Abstain	Against

Edgar Filing: GDL FUND - Form N-PX

CHAUCER HOLDINGS PLC

SECURITY G2071N102 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL TICKER SYMBOL MEETING DATE 07-Jun-2011  
 ISIN GB0000293950 AGENDA 703068533 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINS MANAGEMENT
1	To approve the scheme of arrangement and the reduction of capital involved therein and certain related matters	Management	For	For
cmmt	PLEASE NOTE THAT THIS IS A REVISION DUE TO POSTPONEMENT OF MEETING FROM 03 JUN-TO 07 JUN 2011 AND CHANGE IN MEETING TYPE FROM EGM TO OGM. IF YOU HAVE ALREAD-Y SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE T-O AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 61

CHAUCER HOLDINGS PLC

SECURITY G2071N102 MEETING TYPE Court Meeting  
 TICKER SYMBOL TICKER SYMBOL MEETING DATE 07-Jun-2011  
 ISIN GB0000293950 AGENDA 703068583 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting		
1	To approve the Scheme of Arrangement notice dated 11 May 2011	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO POSTPONEMENT OF MEETING FROM 03 JUN-TO 07 JUN 2011. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN-THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK Y-OU.	Non-Voting		

SANDISK CORPORATION

SECURITY 80004C101 MEETING TYPE Annual  
 TICKER SYMBOL SNDK MEETING DATE 07-Jun-2011  
 ISIN US80004C1018 AGENDA 933433738 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 MICHAEL MARKS 2 KEVIN DENUCCIO 3 IRWIN FEDERMAN 4 STEVEN J. GOMO 5 EDDY W. HARTENSTEIN 6 DR. CHENMING HU 7 CATHERINE P. LEGO 8 SANJAY MEHROTRA	Management	For	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 1, 2012.	Management	For	For
03	TO APPROVE AMENDMENTS TO THE SANDISK CORPORATION 2005 INCENTIVE PLAN.	Management	Against	Against
04	TO APPROVE AMENDMENTS TO THE SANDISK CORPORATION 2005 EMPLOYEE STOCK PURCHASE PLANS.	Management	For	For
05	TO APPROVE AN ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
06	TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against

ANIMAL HEALTH INTERNATIONAL, INC.

SECURITY	03525N109	MEETING TYPE	Special
TICKER SYMBOL	AHII	MEETING DATE	08-Jun-2011
ISIN	US03525N1090	AGENDA	933454984 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT") DATED AS OF MARCH 14, 2011, AMONG ANIMAL HEALTH INTERNATIONAL, INC., LEXTRON, INC. AND BUFFALO ACQUISITION, INC., A WHOLLY-OWNED SUBSIDIARY OF LEXTRON , INC., ALL AS MORE FULLY DESCRIBED AS PER THE PROXY STATEMENT.	Management	For	For
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

HEELYS, INC

SECURITY	42279M107	MEETING TYPE	Annual
TICKER SYMBOL	HLYS	MEETING DATE	09-Jun-2011
ISIN	US42279M1071	AGENDA	933438106 - Management



Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 JERRY R. EDWARDS		For	For
	2 PATRICK F. HAMNER		For	For
	3 THOMAS C. HANSEN		For	For
	4 GARY L. MARTIN		For	For
	5 N RODERICK MCGEACHY III		For	For
	6 GLENN M. NEBLETT		For	For
	7 RALPH T. PARKS		For	For
	8 RICHARD F. STRUP		For	For
02	RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED 2011.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
62

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

SECURITY	256743105	MEETING TYPE	Annual
TICKER SYMBOL	DTG	MEETING DATE	09-Jun-2011
ISIN	US2567431059	AGENDA	933439540 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 THOMAS P. CAPO		For	For
	2 MARYANN N. KELLER		For	For
	3 HON. EDWARD C. LUMLEY		For	For
	4 RICHARD W. NEU		For	For
	5 JOHN C. POPE		For	For
	6 SCOTT L. THOMPSON		For	For
02	RATIFICATION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Management	For	For
03	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

THE LUBRIZOL CORPORATION

SECURITY	549271104	MEETING TYPE	Special
TICKER SYMBOL	LZ	MEETING DATE	09-Jun-2011
ISIN	US5492711040	AGENDA	933450710 - Management

FOR/AGAINST

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAGEMENT
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 13, 2011, BY AND AMONG BERKSHIRE HATHAWAY INC., OHIO MERGER SUB, INC., AND THE LUBRIZOL CORPORATION.	Management	For	For
02	ANY PROPOSAL TO ADJOURN OR POSTPONE 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 MERGER AGREEMENT.	Management	For	For

TOMOTHERAPY INC

SECURITY 890088107 MEETING TYPE Special  
TICKER SYMBOL TOMO MEETING DATE 09-Jun-2011  
ISIN US8900881074 AGENDA 933458209 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 6, 2011, BY AND AMONG ACCURAY INCORPORATED, TOMOTHERAPY INCORPORATED AND JAGUAR ACQUISITION, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	For	For

GLOBAL CROSSING LIMITED

SECURITY G3921A175 MEETING TYPE Annual  
TICKER SYMBOL GLBC MEETING DATE 14-Jun-2011  
ISIN BMG3921A1751 AGENDA 933433803 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 CHARLES MACALUSO 2 MICHAEL RESCOE	Management	For	For
02	TO APPROVE THE REDUCTION OF GLOBAL CROSSING'S SHARE PREMIUM ACCOUNT BY TRANSFERRING US\$1.2 BILLION TO ITS CONTRIBUTED SURPLUS ACCOUNT.	Management	For	For
03	TO APPOINT ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GLOBAL CROSSING FOR THE YEAR ENDING DECEMBER 31, 2011 AND TO AUTHORIZE THE AUDIT COMMITTEE TO	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

	DETERMINE THEIR REMUNERATION.			
04	TO APPROVE BY A NON-BINDING ADVISORY VOTE, OUR EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	TO RECOMMEND, BY A NON-BINDING ADVISORY VOTE, THE FREQUENCY OF THE ADVISORY VOTE ON OUR EXECUTIVE COMPENSATION.	Management	Abstain	Against

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 63

NICOR INC.

SECURITY	654086107	MEETING TYPE	Annual
TICKER SYMBOL	GAS	MEETING DATE	14-Jun-2011
ISIN	US6540861076	AGENDA	933437217 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 R.M. BEAVERS, JR.		For	For
	2 B.P. BICKNER		For	For
	3 J.H. BIRDSALL, III		For	For
	4 N.R. BOBINS		For	For
	5 B.J. GAINES		For	For
	6 R.A. JEAN		For	For
	7 D.J. KELLER		For	For
	8 R.E. MARTIN		For	For
	9 G.R. NELSON		For	For
	10 A.J. OLIVERA		For	For
	11 J. RAU		For	For
	12 J.C. STALEY		For	For
	13 R.M. STROBEL		For	For
02	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF NICOR'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.	Management	Abstain	Against
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER VOTE ON THE COMPENSATION OF NICOR'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NICOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

MGM RESORTS INTERNATIONAL

SECURITY	552953101	MEETING TYPE	Annual
TICKER SYMBOL	MGM	MEETING DATE	14-Jun-2011
ISIN	US5529531015	AGENDA	933443676 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	------------------------

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 ROBERT H. BALDWIN 2 WILLIAM A. BIBLE 3 BURTON M. COHEN 4 WILLIE D. DAVIS 5 ALEXIS M. HERMAN 6 ROLAND HERNANDEZ 7 ANTHONY MANDEKIC 8 ROSE MCKINNEY-JAMES 9 JAMES J. MURREN 10 DANIEL J. TAYLOR 11 MELVIN B. WOLZINGER	Management	For	For
02	TO RATIFY THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON FREQUENCY OF THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	TO AMEND AND RESTATE THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK TO 1,000,000,000.	Management	For	For
06	TO APPROVE THE COMPANY'S AMENDED AND RESTATED ANNUAL PERFORMANCE-BASED INCENTIVE PLAN FOR EXECUTIVE OFFICERS.	Management	For	For
07	STOCKHOLDER PROPOSAL IF PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against	For

CARACO PHARMACEUTICAL LABORATORIES, LTD.

SECURITY	14075T107	MEETING TYPE	Special
TICKER SYMBOL	CPD	MEETING DATE	14-Jun-2011
ISIN	US14075T1079	AGENDA	933456976 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	VOTE TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 21, 2011, BY AND AMONG SUN PHARMACEUTICAL INDUSTRIES LIMITED, SUN PHARMA GLOBAL, INC., SUN LABORATORIES, INC. AND CARACO PHARMACEUTICAL LABORATORIES, LTD., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For

NICOR INC.

SECURITY	654086107	MEETING TYPE	Special
TICKER SYMBOL	GAS	MEETING DATE	14-Jun-2011
ISIN	US6540861076	AGENDA	933458259 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	------------------------

Edgar Filing: GDL FUND - Form N-PX

01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 6, 2010, BY AND AMONG AGL RESOURCES INC., APOLLO ACQUISITION CORP., OTTAWA ACQUISITION LLC AND NICOR INC.	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY AND APPROPRIATE.	Management	For	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 64  
 The GDL Fund

TIMBERWEST FOREST CORP.

SECURITY	887147130	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	TMWEF	MEETING DATE	14-Jun-2011
ISIN	CA8871471303	AGENDA	933460432 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 DAVID L. EMERSON		For	For
	2 ROBERT J. HOLMES		For	For
	3 MAUREEN E. HOWE		For	For
	4 PAUL J. MCELLIGOTT		For	For
	5 ROBERT W. MURDOCH		For	For
	6 MARIA M. POPE		For	For
02	THE APPOINTMENT OF KPMG LLP AS AUDITORS OF THE COMPANY	Management	For	For
03	THE AUTHORITY OF THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS	Management	For	For
04	THE APPROVAL OF THE CONTINUATION OF THE COMPANY AS A FEDERAL CORPORATION UNDER THE CANADA BUSINESS CORPORATIONS ACT (THE "CBCA") BY WAY OF A SPECIAL RESOLUTION OF THE HOLDERS OF STAPLED UNITS, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE MANAGEMENT INFORMATION CIRCULAR	Management	For	For
05	TO APPROVE A STATUTORY PLAN OF ARRANGEMENT UNDER SECTION 192 OF THE CBCA BY WAY OF A SPECIAL RESOLUTION OF THE HOLDERS OF STAPLED UNITS AND OPTIONS (VOTING TOGETHER AS A SINGLE CLASS), THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX B TO THE MANAGEMENT INFORMATION CIRCULAR.	Management	For	For

DYNEGY INC.

SECURITY	26817G300	MEETING TYPE	Annual
TICKER SYMBOL	DYN	MEETING DATE	15-Jun-2011
ISIN	US26817G3002	AGENDA	933441470 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 THOMAS W. ELWARD 2 MICHAEL J. EMBLER 3 ROBERT C. FLEXON 4 E. HUNTER HARRISON 5 VINCENT J. INTRIERI 6 SAMUEL MERKSAMER 7 FELIX PARDO	Management	For	For
02	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF DYNEGY'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN ITS PROXY STATEMENT.	Management	Abstain	Against
03	TO ACT UPON A RESOLUTION, ON AN ADVISORY BASIS, REGARDING WHETHER THE STOCKHOLDER VOTE ON THE COMPENSATION OF DYNEGY'S NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS.	Management	Abstain	Against
04	TO APPROVE THE STOCKHOLDER PROTECTION RIGHTS AGREEMENT, AS AMENDED.	Management	Against	
05	TO ACT UPON A PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS DYNEGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
06	TO ACT UPON A STOCKHOLDER PROPOSAL REGARDING GREENHOUSE GAS EMISSIONS, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against	For

AMERICAN MEDICAL SYSTEMS HOLDINGS, INC.

SECURITY	02744M108	MEETING TYPE	Special
TICKER SYMBOL	AMMD	MEETING DATE	15-Jun-2011
ISIN	US02744M1080	AGENDA	933456635 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 10, 2011, BY AND AMONG ENDO PHARMACEUTICALS HOLDINGS INC., NIKA MERGER SUB, INC., A WHOLLY OWNED INDIRECT SUBSIDIARY OF ENDO PHARMACEUTICALS HOLDINGS INC., AND AMERICAN MEDICAL SYSTEMS HOLDINGS, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
65

Edgar Filing: GDL FUND - Form N-PX

SAUER-DANFOSS INC.

SECURITY	804137107	MEETING TYPE	Annual
TICKER SYMBOL	SHS	MEETING DATE	17-Jun-2011
ISIN	US8041371076	AGENDA	933441761 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 NIELS B. CHRISTIANSEN		For	For
	2 JORGEN M. CLAUSEN		For	For
	3 KIM FAUSING		For	For
	4 RICHARD J. FREELAND		For	For
	5 PER HAVE		For	For
	6 WILLIAM E. HOOVER, JR.		For	For
	7 JOHANNES F. KIRCHHOFF		For	For
	8 SVEN RUDER		For	For
	9 ANDERS STAHLSCHMIDT		For	For
	10 STEVEN H. WOOD		For	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	TO REAPPROVE THE COMPANY'S 2006 OMNIBUS INCENTIVE PLAN.	Management	For	For
04	TO CAST AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	TO CAST AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

GSI COMMERCE, INC.

SECURITY	36238G102	MEETING TYPE	Special
TICKER SYMBOL	GSIC	MEETING DATE	17-Jun-2011
ISIN	US36238G1022	AGENDA	933457788 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----	-----	-----	-----	-----
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 27, 2011, AMONG GSI COMMERCE, INC., EBAY INC., AND GIBRALTAR ACQUISITION CORP.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

VERIGY LTD.

SECURITY	Y93691106	MEETING TYPE	Special
TICKER SYMBOL	VRGY	MEETING DATE	17-Jun-2011

Edgar Filing: GDL FUND - Form N-PX

ISIN SG9999002885 AGENDA 933468933 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	A PROPOSAL TO APPROVE THE SCHEME OF ARRANGEMENT, BY AND AMONG VERIGY LTD., THE SCHEME SHAREHOLDERS, AND ADVANTEST CORPORATION, PURSUANT TO WHICH ADVANTEST CORPORATION WILL ACQUIRE ALL OF THE OUTSTANDING ORDINARY SHARES OF VERIGY LTD. FOR \$15.00 PER SHARE IN CASH.	Management	For	For
02	A PROPOSAL TO ADJOURN OR POSTPONE THE COURT MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE COURT MEETING TO APPROVE THE SCHEME OF ARRANGEMENT.	Management	For	For

CHINA HUIYUAN JUICE GROUP LTD

SECURITY	G21123107	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	20-Jun-2011
ISIN	KYG211231074	AGENDA	702887918 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR ALL RESOLUTIONS. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/20110330/LTN20110330395.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/20110330/LTN20110330395.pdf</a>	Non-Voting	
1	To receive, consider and approve the audited financial statements and the reports of directors and auditors for the year ended 31 December 2010	Management	For
2	To declare a final dividend for the year ended 31 December 2010	Management	For
3.a	To re-elect Mr. Jiang Xu as director and authorise the board of directors of the Company to fix his remuneration	Management	For
3.b	To re-elect Ms. Zhao Yali as director and authorise the board of directors of the Company to fix her remuneration	Management	For
3.c	To re-elect Mr. Song Quanhou as director and authorise the board of directors of the Company to fix his remuneration	Management	For
3.d	To re-elect Mr. Andrew Y. Yan as director and authorise the board of directors of the Company to fix his remuneration	Management	For
3.e	To re-elect Mr. QI Daqing as director and authorize the board of directors of the Company to fix his remuneration	Management	For
4	To re-appoint PricewaterhouseCoopers as the auditors and authorise the board of directors of the Company to fix their remuneration	Management	For
5	Ordinary resolutions No. 5 set out in the notice of Annual General Meeting (to give general mandate to the directors to repurchase shares in the Company not exceeding 10% of the issued share	Management	For



Edgar Filing: GDL FUND - Form N-PX

- capital of the Company)
- 6 Ordinary resolutions No. 6 set out in the notice of Annual General Meeting (to give a general mandate to the director to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company) Management For
- 7 Ordinary resolution No. 7 set out in the notice of Annual General Meeting (to give a general mandate to extend the general mandate to the directors to allot, issue and deal with additional shares in the Company to include the nominal amount of shares repurchased under resolution No. 5, if passed) Management For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The GDL Fund

Report Date: 07/08/2011  
66

HERITAGE OIL PLC, ST HELIER

SECURITY	G4509M102	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	20-Jun-2011
ISIN	JE00B2Q4TN56	AGENDA	703096417 - Management

ITEM	PROPOSAL	TYPE	VOT
----	-----	-----	-----
1	To receive the Directors' Report and the financial statements of the Company for the year ended 31 December 2010, together with the report of the Auditors	Management	For
2	To approve the Directors' Remuneration Report contained in the financial statements and reports of the Company for the year ended 31 December 2010	Management	For
3	To re-elect General Sir Michael Wilkes as a Director of the Company for a term from the conclusion of this AGM to the conclusion of the next AGM	Management	For
4	To re-elect Salim Macki as a Director of the Company for a term from the conclusion of this AGM to the conclusion of the next AGM	Management	For
5	To re-appoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the next AGM	Management	For
6	To authorise the Directors to determine the remuneration of the auditors	Management	For
7	To resolve that the waiver granted by the Panel of the obligation which might otherwise arise, pursuant to Rule 9 of the Code, for Anthony Buckingham (or any person with whom Mr. Buckingham is, or is deemed to be, acting in concert) to make a general offer to the other Shareholders for all of their Ordinary Shares as a result of exercise of options and LTIP awards granted prior to the date of this notice and/or market purchases of Ordinary Shares by the Company pursuant to the authority granted under Resolution 10 below, that could potentially increase Mr. Buckingham's shareholding from approximately 29.4% of the issued share capital to a maximum of 35.6% of the issued share capital, be and is hereby approved	Management	For
8	That the Heritage 2011 Long Term Incentive Plan (the 2011 LTIP or the Plan ) to be constituted by the rules produced in draft to this meeting and for the purpose of identification initialled by the	Management	For

Edgar Filing: GDL FUND - Form N-PX

Chairman thereof is hereby approved and adopted and the Directors are hereby authorised to do all acts and things necessary to carry the 2011 LTIP into effect

9 That the authority conferred on the Directors by Article 10.4 of the Articles of Association of the Company shall be renewed and for this purpose the Authorised Allotment Number shall be 96,000,000 Ordinary Shares of no par value, the Non Pre-emptive Number shall be 28,900,000 Ordinary Shares of no par value and the Allotment Period shall be the period commencing on 20 June 2011. and ending on the conclusion of the next AGM or, if earlier, 20 September 2012, unless previously renewed, varied or revoked by the Company in general meeting, and the Directors may, during such Allotment Period, make offers or arrangements which would or might require securities to be allotted or sold after the expiry of such Allotment Period Management For

10 That the Company be and is hereby generally and unconditionally authorised: pursuant to Article 57 of the Companies (Jersey) Law 1991, to make market purchases of Ordinary Shares of no par value in the capital of the Company ( Ordinary Shares ), provided that: the maximum number of Ordinary Shares authorised to be purchased is 28,900,000 (representing approximately 10% of the Company's voting share capital as at 16 May 2011); the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is GBP 0.01; the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of: an amount equal to 5% above the average of the middle market quotations for Ordinary Shares CONTD Management For

CONTD taken from the London Stock Exchange Daily Official List for the five-business days immediately preceding the day on which such shares are contracted to be purchased; and the higher of the price of the last-independent trade and the highest current independent bid on the London Stock-Exchange Daily Official List at the time that the purchase is carried out;-and the authority hereby conferred shall expire on the conclusion of the-Annual General Meeting of the Company to be held in 2012 (except that the-Company may make a contract to purchase Ordinary Shares under this authority-before the expiry of this authority, which will or may be executed wholly or-partly after the expiry of this authority, CONTD Non-Voting

CONTD and may make purchases of Ordinary Shares in pursuance of any such-contract as if such authority had not expired); and (b)pursuant to Article-58A of the Companies (Jersey) Law 1991, to hold as treasury shares any-Ordinary Shares purchased pursuant to the authority conferred by this-resolution Non-Voting

CMMT PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN NUMBERING. IF YOU HAVE AL-READY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECI-DE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. Non-Voting

ProxyEdge Meeting Date Range: 07/01/2010 to 06/30/2011 The GDL Fund Report Date: 07/08/2011 67

NATIONAL SEMICONDUCTOR CORPORATION

SECURITY 637640103 MEETING TYPE Special  
 TICKER SYMBOL NSM MEETING DATE 21-Jun-2011

Edgar Filing: GDL FUND - Form N-PX

ISIN US6376401039 AGENDA 933460533 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER BY AND AMONG TEXAS INSTRUMENTS INCORPORATED, A DELAWARE CORPORATION, ORION MERGER CORP., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF TEXAS INSTRUMENTS ("MERGER SUB"), & THE COMPANY, PROVIDING FOR MERGER OF MERGER SUB WITH AND INTO THE COMPANY, WITH THE COMPANY CONTINUING AS A WHOLLY OWNED SUBSIDIARY OF TEXAS INSTRUMENTS.	Management	For	For
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	For	For

PRE-PAID LEGAL SERVICES, INC.

SECURITY 740065107 MEETING TYPE Special  
 TICKER SYMBOL PPD MEETING DATE 21-Jun-2011  
 ISIN US7400651078 AGENDA 933462020 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 30, 2011, BY AND AMONG THE COMPANY, MIDOCEAN PPL HOLDINGS CORP. AND PPL ACQUISITION CORP., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT").	Management	For	For
02	TO AUTHORIZE THE COMPANY'S BOARD OF DIRECTORS, IN ITS DISCRETION, TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

WIMM BILL DANN FOODS

SECURITY 97263M109 MEETING TYPE Annual  
 TICKER SYMBOL MEETING DATE 21-Jun-2011  
 ISIN US97263M1099 AGENDA 933480167 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	------------------------

Edgar Filing: GDL FUND - Form N-PX

01	TO APPROVE THE ANNUAL REPORT PREPARED ON BASIS OF BOOK RECORDS FOR 2010 FINANCIAL YEAR DRAWN UP ACCORDING TO RUSSIAN STANDARDS	Management	For	For
02	TO APPROVAL THE WBD FOODS OJSC ANNUAL FINANCIAL STATEMENTS, INCLUDING PROFIT AND LOSS STATEMENTS FOR 2010	Management	For	For
03	TO LEAVE AMOUNT OF NET PROFIT REFLECTED IN BOOK RECORDS FOR 2010 FINANCIAL YEAR UNDISTRIBUTED. DO NOT DECLARE PAYMENT OF DIVIDEND	Management	For	For
04	FOR PURPOSE OF VERIFYING FINANCIAL & BUSINESS ACTIVITIES OF WBD FOODS OJSC, IN ACCORDANCE WITH LEGAL ACTS OF RUSSIAN FEDERATION, TO ASSIGN AS THE AUDITOR OF THE COMPANY IN 2011 KPMG CJSC	Management	For	For
05	DIRECTOR	Management		
	1 LAGUARTA RAMON LUIS		For	For
	2 HAMPTON A.N. SEYMOUR		For	For
	3 HEAVISIDE W. TIMOTHY		For	For
	4 KIESLER, PAUL DOMINIC		For	For
	5 EPIFANIOU, ANDREAS		For	For
	6 MACLEOD, ANDREW JOHN		For	For
	7 EZAMA, SERGIO		For	For
	8 BOLOTOVSKY R.V.		For	For
	9 POPOVICI SIIVIU EUGENIU		For	For
	10 IVANOV D. VLADIMIROVICH		For	For
	11 RHODES, MARCUS JAMES		For	For
6A	ELECTION OF THE WBD FOODS OJSC AUDITING COMMISSION MEMBER : VOLKOVA NATALIA BORISOVNA	Management	For	For
6B	ELECTION OF THE WBD FOODS OJSC AUDITING COMMISSION MEMBER : ERMAKOVA SVETLANA ALEXANDROVNA	Management	For	For
6C	ELECTION OF THE WBD FOODS OJSC AUDITING COMMISSION MEMBER : POLIKARPOVA NATALIA LEONIDOVNA	Management	For	For
6D	ELECTION OF THE WBD FOODS OJSC AUDITING COMMISSION MEMBER : PEREGUDOVA EKATERINA ALEXANDROVNA	Management	For	For
6E	ELECTION OF THE WBD FOODS OJSC AUDITING COMMISSION MEMBER : SOLNTSEVA EVGENIA SOLOMONOVNA	Management	For	For
6F	ELECTION OF THE WBD FOODS OJSC AUDITING COMMISSION MEMBER : KOLESNIKOVA NATALIA NIKOLAEVNA	Management	For	For
6G	ELECTION OF THE WBD FOODS OJSC AUDITING COMMISSION MEMBER : CHERKUNOVA OLGA NIKOLAEVNA	Management	For	For
07	TO AMEND WBD FOODS CHARTER WITH THE REVISED VERSION OF CLAUSE 15, PARAGRAPH 15.10	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 68

YAHOO! INC.

SECURITY	984332106	MEETING TYPE	Annual
TICKER SYMBOL	YHOO	MEETING DATE	23-Jun-2011
ISIN	US9843321061	AGENDA	933448575 - Management

Edgar Filing: GDL FUND - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: CAROL BARTZ	Management	For	For
1B	ELECTION OF DIRECTOR: ROY J. BOSTOCK	Management	For	For
1C	ELECTION OF DIRECTOR: PATTI S. HART	Management	For	For
1D	ELECTION OF DIRECTOR: SUSAN M. JAMES	Management	For	For
1E	ELECTION OF DIRECTOR: VYOMESH JOSHI	Management	For	For
1F	ELECTION OF DIRECTOR: DAVID W. KENNY	Management	For	For
1G	ELECTION OF DIRECTOR: ARTHUR H. KERN	Management	For	For
1H	ELECTION OF DIRECTOR: BRAD D. SMITH	Management	For	For
1I	ELECTION OF DIRECTOR: GARY L. WILSON	Management	For	For
1J	ELECTION OF DIRECTOR: JERRY YANG	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
05	SHAREHOLDER PROPOSAL REGARDING HUMAN RIGHTS PRINCIPLES, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against	For

LABARGE, INC.

SECURITY	502470107	MEETING TYPE	Special
TICKER SYMBOL	LB	MEETING DATE	23-Jun-2011
ISIN	US5024701071	AGENDA	933464884 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 3, 2011 AMONG DUCOMMUN INCORPORATED, DLBMS, INC. AND LABARGE, INC.	Management	For	For
02	PROPOSAL TO APPROVE ADJOURNMENTS OR POSTPONEMENTS OF THE LABARGE, INC. SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

WESCO FINANCIAL CORPORATION

SECURITY	950817106	MEETING TYPE	Special
TICKER SYMBOL	WSC	MEETING DATE	24-Jun-2011
ISIN	US9508171066	AGENDA	933465848 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

FEBRUARY 4, 2011, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG BERKSHIRE HATHAWAY INC., A DELAWARE CORPORATION, MONTANA ACQUISITIONS, LLC, A DELAWARE LIMITED LIABILITY COMPANY & AN INDIRECT WHOLLY OWNED SUBSIDIARY OF BERKSHIRE HATHAWAY INC., AND WESCO FINANCIAL CORPORATION.

LUNDIN MINING CORPORATION

SECURITY	550372106	MEETING TYPE	Annual
TICKER SYMBOL	LUNMF	MEETING DATE	24-Jun-2011
ISIN	CA5503721063	AGENDA	933470609 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 COLIN K. BENNER		For	For
	2 DONALD K. CHARTER		For	For
	3 JOHN H. CRAIG		For	For
	4 BRIAN D. EDGAR		For	For
	5 LUKAS H. LUNDIN		For	For
	6 DALE C. PENIUK		For	For
	7 WILLIAM A. RAND		For	For
	8 PHILIP J. WRIGHT		For	For
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The GDL Fund

Report Date: 07/08/2011  
 69

RURAL/METRO CORPORATION

SECURITY	781748108	MEETING TYPE	Special
TICKER SYMBOL	RURL	MEETING DATE	27-Jun-2011
ISIN	US7817481085	AGENDA	933472324 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----	-----	-----	-----	-----
01	TO APPROVE THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 28, 2011, BY AND AMONG RURAL/METRO CORPORATION, WP ROCKET HOLDINGS LLC AND WP ROCKET MERGER SUB, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER.	Management	For	For

Edgar Filing: GDL FUND - Form N-PX

PARMALAT S P A

SECURITY	T7S73M107	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	28-Jun-2011
ISIN	IT0003826473	AGENDA	703148797 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 813670 DUE TO RECEIPT OF N-AMES OF DIRECTORS AND AUDITORS AND APPLICATION OF SPIN CONTROL. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE FROM 25 JUNE-2011 TO 28 JUNE 2011. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	
0.1	To approve financial statement as of 31-Dec-10 and report on management activity. Proposal of profit allocation. To examine Internal Auditors' report. Resolutions related thereto	Management	For
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 3 SLATES TO BE ELECTED AS DIRECTORS, THERE IS ONLY 1 SLATE AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO VOTE FOR ONLY 1 SLATE OF THE 3 SLATES OF DIRECTORS. THANK YOU	Non-Voting	
0.2.1	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Board of Directors presented by Groupe Lactalis SA, holding 33,840,033 ordinary shares of Parmalat S.p.A are the following: Antonio Sala, Marco Reboa, Francesco Gatti, Francesco Tato, Daniel Jaouen, Marco Jesi, Olivier Savary, Riccardo Zingales and Ferdinando Grimaldi Gualtieri	Shareholder	Against
0.2.2	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Board of Directors presented by Mackenzie Financial corporation, holding 135,972,662 ordinary shares, Skagen As, holding 95,375,464 ordinary shares and Zenit Asset management holding 34,396,826 ordinary shares of Parmalat S.p.A are the following: Rainer Maserà, Massimo Rossi, Enrico Salza, Peter Harf, Gerardus Wenceslaus Ignatius Maria van Kesteren, Johannes Gerardus Maria Priem, Dario Trevisan, Marco Pinciroli, Marco Rigotti, Francesco Daveri and Valter Lazzari	Shareholder	
0.2.3	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Group of Minority shareholders: Aletti Gestierre SGR S.p.A, Anima SGR S.p.A, APG Algemene Pensioen Groep NV, Arca SGR S.p.A, Bancoposta Fondi SGR, BNP Paribas Investment partners SGR S.p.A, Eurizon Capital SGR S.p.A, Fideuram gestions S.p.A, Governance for Owners LLP, Interfund Sicav, Mediolanum Gestione fondi SGR and Pioneer investment management SGRpa: The candidate slate for the Board of Directors presented by Group of Minority shareholders holding 39,647,014 ordinary shares of Parmalat S.p.A are the following:	Shareholder	

Edgar Filing: GDL FUND - Form N-PX

CMMT	Gatetano Mele, Nigel Cooper and Paolo Dal Pino PLEASE NOTE THAT ALTHOUGH THERE ARE 3 SLATES TO BE ELECTED AS AUDITORS, THERE-IS ONLY 1 VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCT-IONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO-VOTE FOR ONLY 1 OF THE 3 SLATES. THANK YOU.	Non-Voting	
O.3.1	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Internal Auditors presented by Groupe Lactalis SA, holding 33,840,033 ordinary shares of Parmalat S.p.A are the following: Alfredo Malguzzi (Effective auditor), Roberto Cravero (Effective auditor), Massimilano Nova (Effective auditor), Andrea Lionzo (alternate auditor) and Enrico Cossa (alternate auditor)	Shareholder	Agai
O.3.2	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Internal Auditors presented by Mackenzie Financial corporation, holding 135,972,662 ordinary shares, Skagen As, holding 95,375,464 ordinary shares and Zenit Asset management holding 34,396,826 ordinary shares of Parmalat S.p.A are the following: Giorgio Picone (Effective auditor), Paolo Alinovi (Effective auditor), Angelo Anedda (Effective auditor), Andrea Foschi (alternate auditor) and Cristian Tundo (alternate auditor)	Shareholder	Agai
O.3.3	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slates for the Internal Auditors presented by Group of Minority shareholders holding 39,647,014 ordinary shares of Parmalat S.p.A are the following: Mario Stella Richter (Effective auditor) and Michele Rutigliano (alternate auditor)	Shareholder	Agai
E.1	Proposal to issue ordinary shares, free of payment, for maximum EUR 90,019,822 by using the allocation to issue new shares upon partial amendment of the capital increase resolution approved by the extraordinary shareholders meeting held on 01-Mar-05. To modify art. 5 (Stock capital) of the Bylaw a part from stock capital's nominal value approved by the shareholders meeting held on 01-Mar-05. Resolution related thereto	Management	For
E.2	Proposal to modify art. 8 (Shareholders Meeting), 9 (Proxy Voting) and 23 (Audit) of the Bylaw and amendment of the audit paragraph's title. Resolution related thereto	Management	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 70  
 The GDL Fund

VECTOR AEROSPACE CORPORATION

SECURITY	921950101	MEETING TYPE	Annual
TICKER SYMBOL	VCAOF	MEETING DATE	28-Jun-2011
ISIN	CA9219501017	AGENDA	933474443 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	-----	-----
01	DIRECTOR	Management		
	1 GORDON CUMMINGS		For	For
	2 ROBERT J. DELUCE		For	For
	3 BARRY ECCLESTON		For	For



Edgar Filing: GDL FUND - Form N-PX

	4 F. ROBERT HEWETT		For	For
	5 DONALD K. JACKSON		For	For
	6 DECLAN O'SHEA		For	For
	7 STEPHEN K. PLUMMER		For	For
	8 KENNETH C. ROWE		For	For
	9 COLIN D. WATSON		For	For
02	IN RESPECT OF THE REAPPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For

ALEO SOLAR AG, OLDENBURG

SECURITY	D03137102	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Jun-2011
ISIN	DE000A0JM634	AGENDA	703096479 - Management

ITEM	PROPOSAL	TYPE	VOTE
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	
	COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 14.06.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON-PROXYEDGE.	Non-Voting	
1.	Presentation of the financial statements of Aleo Solar AG 31 December 2010, the approved consolidated financial statements 31 December 2010, the annual report for Aleo Solar AG and the group including the explanatory report of the executive board. To the information under 289 para 4 and para 5, 315 section 4 and the report of the supervisory board	Non-Voting	
2.	Resolution on the appropriation of retained earnings of Aleo Solar AG	Management	For
3.	Resolution on the discharge of the members of the board	Management	For
4.	Resolution on the approval of the supervisory board	Management	For
5.	Appointment of auditors for the 2011 financial year: PricewaterhouseCoopers AG	Management	For
	For German registered shares, the shares have to be registered within the company's shareholder book. Depending on the	Non-Voting	

## Edgar Filing: GDL FUND - Form N-PX

processing of the local sub custodian-if a client wishes to withdraw its voting instruction due to intentions to trade/lend their stock, a Take No Action vote must be received by the vote deadline as displayed on ProxyEdge to facilitate de-registration of shares from the-company's shareholder book. Please contact your client services representative if you require further information. Thank you.

LAWSON SOFTWARE, INC.

SECURITY	52078P102	MEETING TYPE	Special
TICKER SYMBOL	LWSN	MEETING DATE	29-Jun-2011
ISIN	US52078P1021	AGENDA	933475142 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
-----				
01	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 26, 2011, BY AND AMONG LAWSON SOFTWARE, INC., OR LAWSON, GGC SOFTWARE HOLDINGS, INC., OR PARENT, AND ATLANTIS MERGER SUB, INC., A WHOLLY OWNED SUBSIDIARY OF PARENT, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO ALLOW FOR THE SOLICITATION OF ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT.	Management	For	For
03	TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR LAWSON'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain	Against

### 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.

Registrant      The GDL Fund (formerly, The Gabelli Global Deal Fund)

By (Signature and Title)\* /s/ Bruce N. Alpert

-----  
Bruce N. Alpert, Principal Executive Officer

Date 8/10/11

-----  
\*    Print the name and title of each signing officer under his or her signature.