

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, PAPIILLON HOLDINGS, INC., A DELAWARE CORPORATION, AND PAPIILLON ACQUISITION, INC., A DELAWARE CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF PAPIILLON 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 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 MEETING DATE 22-Oct-2010
 ISIN GB0001411924 AGENDA 702600594 - Management

| ITEM | PROPOSAL | TYPE | VOTE | FOR/AGA MANAGEM |
|------|---|------------|------|--------------------|
| 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 1 STEPHEN D. FANTONE 2 SAMUEL H. FULLER 3 CHRIS L. KOLIOPOULOS 4 SEYMOUR E. LIEBMAN 5 ROBERT B. TAYLOR 6 CAROL P. WALLACE 7 GARY K. WILLIS | Management | | For For For For For 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
Meeting Date Range: 07/01/2010 to 06/30/2011
The GDL Fund

Report Date: 07/08/2011
19

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:- http://www.hkexnews.hk/listedco/listconews/sehk/20101130/LTN20101130267.pdf | | 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/AGAIN 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/AG MANAGE |
|------|---|------------|------|------------------|
| 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 D-ECIDE 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 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 Management For

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 | Management | | |
| | 1 MICHELLE L. COLLINS | | For | For |
| | 2 GENE E. LITTLE | | For | For |
| | 3 ROBERT K. ORTBERG | | 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 AU000000APN4 MEETING DATE 03-May-2011
 ISIN 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): HTTP://WWW1.ACTELION.COM/DOCUMENTS/CORPORATE/MEDIA_RELEASES/110307_STATEMENT_DR_MAAG_D.PDF | 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 | F | M |
|------|--|------------|------|---|---|
| | 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 | F |
| 3. | Ratification of the acts of the Board of MDs | Management | For | F | F |
| 4. | Ratification of the acts of the Supervisory Board | Management | For | F | F |
| 5. | Appointment of auditors for the 2011 financial year: PricewaterhouseCoopers AG, Stuttgart | Management | For | F | F |
| 6. | Approval of the remuneration system for the members of the Board of MDs | Management | For | F | 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 | MAN |
|------|---|------------|------|-----|
| 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 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 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: https://balo.journal-officiel.gouv.fr/pdf/2011/-0422/201104221101446.pdf | 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 | For |
| 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 | For |

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 SUITT 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:- http://www.hkexnews.hk/listedco/listconews/sehk/20110418/LTN20110418411.pdf | 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 FR0010400143 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:- https://balo.journal-officiel.gouv.fr/pdf/2011/0420/201104201101464.pdf | 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:- http://www.hkexnews.hk/listedco/listconews/sehk/20110415/LTN20110415327.pdf | 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 1 NIELS B. CHRISTIANSEN 2 JORGEN M. CLAUSEN 3 KIM FAUSING 4 RICHARD J. FREELAND 5 PER HAVE 6 WILLIAM E. HOOVER, JR. 7 JOHANNES F. KIRCHHOFF 8 SVEN RUDER 9 ANDERS STAHLSCHMIDT 10 STEVEN H. WOOD | Management | 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:- http://www.hkexnews.hk/listedco/listconews/sehk/20110330/LTN20110330395.pdf | 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 Quanhong 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 | |
| O.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 | |
| O.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 |
| O.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 | |
| O.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.