

Edgar Filing: GDL FUND - Form N-PX

GDL FUND
Form N-PX
August 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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
(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, 2012 - June 30, 2013

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.

PROXY VOTING RECORD
FOR PERIOD JULY 1, 2012 TO JUNE 30, 2013

INVESTMENT COMPANY REPORT

CATALYST HEALTH SOLUTIONS, INC.

Edgar Filing: GDL FUND - Form N-PX

SECURITY 14888B103 MEETING TYPE Special
 TICKER SYMBOL CHSI MEETING DATE 02-Jul-2012
 ISIN US14888B1035 AGENDA 933655524 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 17, 2012, BY AND AMONG SXC HEALTH SOLUTIONS CORP., SXC HEALTH SOLUTIONS, INC., CATAMARAN I CORP., CATAMARAN II LLC AND CATALYST HEALTH SOLUTIONS, INC. | Management | For |
| 2. | TO APPROVE, BY NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR CATALYST'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING BY CATALYST'S STOCKHOLDERS IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. | Management | For |

EASYLINK SERVICES INTERNATIONAL CORP.

SECURITY 277858106 MEETING TYPE Special
 TICKER SYMBOL ESIC MEETING DATE 02-Jul-2012
 ISIN US2778581064 AGENDA 933656792 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF MAY 1, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG EASYLINK SERVICES INTERNATIONAL CORPORATION, OPEN TEXT CORPORATION AND EPIC ACQUISITION SUB INC. | Management | For |
| 2. | TO APPROVE, ON A NONBINDING ADVISORY BASIS, THE GOLDEN PARACHUTE COMPENSATION THAT WILL BE PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF EASYLINK SERVICES INTERNATIONAL CORPORATION IN CONNECTION WITH THE CONSUMMATION OF THE MERGER PURSUANT TO THE AGREEMENT AND PLAN OF MERGER. | Management | Abstain |
| 3. | 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 | Management | For |

Edgar Filing: GDL FUND - Form N-PX

ADOPT THE AGREEMENT AND PLAN OF MERGER.

CIMPOR - CIMENTOS DE PORTUGAL S.G.P.S.SA, LISBOA

| | | | |
|---------------|--------------|--------------|--------------------------|
| SECURITY | X13765106 | MEETING TYPE | Ordinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 06-Jul-2012 |
| ISIN | PTCPR0AM0003 | AGENDA | 703936293 - 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 THAT THIS IS A POSTPONEMENT OF THE MEETING HELD ON 20 APR 2012. | Non-Voting | |
| 1 | This item was voted in the general meeting of April 20th 2012 | Non-Voting | |
| 2 | Resolve on the proposal for the allocation of profits | Management | For |
| 3 | Resolve on the general appraisal of the management and supervision of the Company | Management | For |
| 4 | Resolve on the declaration on the remuneration policy of the members of the management and supervisory bodies of the Company | Management | For |
| 5 | 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 | Management | For |
| 6 | Resolve on the disposal of own shares to employees and members of the management body of the Company and affiliates under "3C Plan", as well as the approval of the respective Regulations | Management | For |
| 7 | Resolve on the disposal of own shares to employees of the group and members of the management bodies of the Company and affiliates under "ODS Plan" and its Regulations, approved in 2011, and also on the disposal of own shares to execute the stock options granted in 2010 under the "Stock Options Plan - 2004 Regulations" | Management | For |
| 8 | Resolve on the acquisition and disposal of own shares | Management | For |

Edgar Filing: GDL FUND - Form N-PX

STANDARD MICROSYSTEMS CORPORATION

SECURITY 853626109 MEETING TYPE Special
 TICKER SYMBOL SMSC MEETING DATE 10-Jul-2012
 ISIN US8536261097 AGENDA 933654091 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1 | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 1, 2012, BY AND AMONG MICROCHIP TECHNOLOGY INCORPORATED, A DELAWARE CORPORATION, MICROCHIP TECHNOLOGY MANAGEMENT CO., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF MICROCHIP TECHNOLOGY INCORPORATED, AND STANDARD MICROSYSTEMS CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2 | TO APPROVE ANY MOTION TO ADJOURN 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 SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT. | Management | For |
| 3 | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO STANDARD MICROSYSTEMS CORPORATION'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, INCLUDING THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE. | Management | Abstain |

WSP GROUP PLC, LONDON

SECURITY G98105102 MEETING TYPE Ordinary General Meeting
 TICKER SYMBOL MEETING DATE 12-Jul-2012
 ISIN GB0009323741 AGENDA 703944466 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1 | Giving effect to the scheme, as set out in the notice of General Meeting, including amendments to the articles of association of WSP Group plc and the associated reduction of capital | Management | For |

WSP GROUP PLC, LONDON

Edgar Filing: GDL FUND - Form N-PX

SECURITY G98105102 MEETING TYPE Court Meeting
 TICKER SYMBOL MEETING DATE 12-Jul-2012
 ISIN GB0009323741 AGENDA 703946080 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| | 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 | For the purpose of considering and, if thought fit, approving(with or without modification) a Scheme of Arrangement pursuant to section 899 of the Companies Act 2006 proposed to be made between the Company and the holders of the Scheme Shares | Management | For |

XSTRATA PLC, LONDON

SECURITY G9826T102 MEETING TYPE Ordinary General Meeting
 TICKER SYMBOL MEETING DATE 12-Jul-2012
 ISIN GB0031411001 AGENDA 703958972 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| | 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-CLIENT REPRESENTATIVE. THANK YOU | Non-Voting | |
| | PLEASE NOTE THAT THE DECISION OF ADJOURNMENT WILL BE MADE AT THE MEETING.-THANK YOU | Non-Voting | |
| 1 | Any other business | Non-Voting | |

YAHOO! INC.

SECURITY 984332106 MEETING TYPE Annual
 TICKER SYMBOL YHOO MEETING DATE 12-Jul-2012
 ISIN US9843321061 AGENDA 933658974 - Management

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

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-----|---|------------|---------|
| 1A. | ELECTION OF DIRECTOR: ALFRED J. AMOROSO | Management | For |
| 1B. | ELECTION OF DIRECTOR: JOHN D. HAYES | Management | For |
| 1C. | ELECTION OF DIRECTOR: SUSAN M. JAMES | Management | For |
| 1D. | ELECTION OF DIRECTOR: DAVID W. KENNY | Management | For |
| 1E. | ELECTION OF DIRECTOR: PETER LIGUORI | Management | For |
| 1F. | ELECTION OF DIRECTOR: DANIEL S. LOEB | Management | For |
| 1G. | ELECTION OF DIRECTOR: THOMAS J. MCINERNEY | Management | For |
| 1H. | ELECTION OF DIRECTOR: BRAD D. SMITH | Management | For |
| 1I. | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR. | Management | For |
| 1J. | ELECTION OF DIRECTOR: HARRY J. WILSON | Management | For |
| 1K. | ELECTION OF DIRECTOR: MICHAEL J. WOLF | Management | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | AMENDMENT TO THE COMPANY'S 1995 STOCK PLAN. | Management | For |
| 4. | AMENDMENT TO THE COMPANY'S 1996 DIRECTORS' STOCK PLAN. | Management | For |
| 5. | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For |

LOGICA, LONDON

| | | | |
|---------------|--------------|--------------|--------------------------|
| SECURITY | G55552106 | MEETING TYPE | Ordinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 16-Jul-2012 |
| ISIN | GB0005227086 | AGENDA | 703943262 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1 | For the purposes of giving effect to the proposed Scheme of Arrangement (the Scheme) referred to in the Notice convening the General Meeting in its original form or with or subject to any modification, addition or condition approved or imposed by the Court: (a) the directors of Logica plc be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; (b) the share capital of Logica plc be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme); (c) subject to, and forthwith upon, the reduction of capital referred to in (b) above taking effect, the application of the reserve arising following the reduction in share capital be applied in paying up new ordinary shares to be allotted and issued, credited as fully paid, to CGI Europe (as defined in the Scheme) and/or its nominee(s) in accordance with the Scheme; (d) subject to, and forthwith upon, the reduction of capital referred to in (b) above taking effect, authority be given to the directors under section 551 of the Companies Act 2006 to allot and issue ordinary shares for the purposes of implementing the Scheme; and (e) the inclusion and adoption of a new article 141 in the Articles | Management | For |

Edgar Filing: GDL FUND - Form N-PX

CMMT of Association of Logica plc be approved
PLEASE NOTE THAT THIS IS A REVISION Non-Voting
DUE TO CHANGE IN TEXT OF RESOLUTION.
IF YO-U HAVE ALREADY SENT IN YOUR
VOTES, PLEASE DO NOT RETURN THIS
PROXY FORM UNLESS-YOU DECIDE TO
AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

LOGICA, LONDON

SECURITY G55552106 MEETING TYPE Court Meeting
TICKER SYMBOL MEETING DATE 16-Jul-2012
ISIN GB0005227086 AGENDA 703943274 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 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 proposed Scheme of Arrangement | Management | For |

CIMPOR - CIMENTOS DE PORTUGAL S.G.P.S.SA, LISBOA

SECURITY X13765106 MEETING TYPE ExtraOrdinary General Meeting
TICKER SYMBOL MEETING DATE 16-Jul-2012
ISIN PTCPR0AM0003 AGENDA 703944644 - 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 | |
| 1 | Change and restructure of the company's bylaws taking into consideration the adoption of a | Management | For |

Edgar Filing: GDL FUND - Form N-PX

monistic model composed by the Administration Board, the Supervisory Board and the External Auditor

2 To resolve on the election of the Administration Board, the Supervisory Board and the Remuneration Board for the term 2012-2014 Management For

NAUTICAL PETROLEUM PLC

SECURITY G6400G118 MEETING TYPE Ordinary General Meeting
 TICKER SYMBOL MEETING DATE 16-Jul-2012
 ISIN GB00B3D2ND74 AGENDA 703946725 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1 | To: (i) authorise the directors of the Company to take all actions necessary or appropriate for carrying the Scheme into effect; (ii) approve the Capital Reduction and subsequent restoration of the capital in the Company in accordance with the Scheme referred to in the Notice convening the meeting; (iii) authorise, conditionally upon the Capital Reduction becoming effective, the directors of the Company to allot the relevant securities to Capricorn Energy Limited or its nominees; (iv) approve, conditionally upon the Scheme becoming effective, cancellation of the Company's securities from admission to trading on AIM; and (v) amend the Company's articles of association by adoption of the new article referred to in the Notice convening the meeting | Management | For |

NAUTICAL PETROLEUM PLC

SECURITY G6400G118 MEETING TYPE Court Meeting
 TICKER SYMBOL MEETING DATE 16-Jul-2012
 ISIN GB00B3D2ND74 AGENDA 703946737 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| | 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 | Approving (with or without modification) the proposed scheme of arrangement referred to in the Notice convening the said meeting (the "Scheme") and at such meeting or at any adjournment thereof | Management | For |

Edgar Filing: GDL FUND - Form N-PX

CE FRANKLIN LTD.

SECURITY 125151100 MEETING TYPE Special
 TICKER SYMBOL CFK MEETING DATE 16-Jul-2012
 ISIN CA1251511004 AGENDA 933662276 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | TO APPROVE THE ARRANGEMENT RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A OF THE ACCOMPANYING MANAGEMENT CIRCULAR DATED JUNE 15, 2012. | Management | For |

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

SECURITY G0534R108 MEETING TYPE Court Meeting
 TICKER SYMBOL BMG0534R1088 MEETING DATE 18-Jul-2012
 ISIN BMG0534R1088 AGENDA 703945090 - 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/seh/2012/0624/LTN20120624012.pdf | Non-Voting | |
| CMMT | PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR RESOLUTION "1". THANK YOU. | Non-Voting | |
| 1 | For the purpose of considering and, if thought fit, approving (with or without modifications) the Scheme as set out in the notice convening the Court Meeting (the "Notice") and at the Court Meeting (and at any adjournment thereof) | Management | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE FROM 13 JUL 2-012 TO 17 JUL 2012. 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 | |

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

SECURITY G0534R108 MEETING TYPE Special General Meeting
 TICKER SYMBOL BMG0534R1088 MEETING DATE 18-Jul-2012
 ISIN BMG0534R1088 AGENDA 703945103 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 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/2012/0624/LTN20120624014.pdf | Non-Voting | |
| 1 | That (a) Subject to and immediately upon the scheme of arrangement (the "Scheme") between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and for the purposes of identification initialled by the chairman of this meeting, subject to any modification or addition or condition as may be approved or imposed by the Supreme Court of Bermuda becoming effective, the bye-laws of the Company be amended as Bye-law 1, Bye-law 3, Bye-law 4, Bye-law 5, Bye-law 7, Bye-law 8, Bye-law 9, Bye-law 10, Bye-law 12, Bye-law 14, Bye-law 15, Bye-law 16, Bye-law 20, Bye-law 21, Bye-law 23, Bye-law 25, Bye-law 26, Bye-law 28, Bye-law 38, Bye-law 42, Bye-law 53, Bye-law 54, Bye-law 56, Bye-law 58, Bye-law 63, Bye-law 66, Bye-law 74, Bye-law 75, Bye-CONTD | Management | For |
| CONT | CONTD law 78, Bye-law 83, Bye-law 85, Bye-law 85A, Bye-law 90, Bye-law 96, -Bye-law 99, Bye-law 117, Bye-law 134, Bye-law 177, Bye-law 178, Bye-law 179, -Bye-law 186, Bye-law 187, Bye-law 190 and Bye-law 191 | Non-Voting | |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ACTUAL 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 | |

GRUPO MODELO SAB DE CV

SECURITY P4833F104 MEETING TYPE ExtraOrdinary General Meeting
TICKER SYMBOL MEETING DATE 20-Jul-2012
ISIN MXP4833F1044 AGENDA 703965852 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|----------------|
| I | Discussion and, if deemed appropriate, approval of an increase in the minimum fixed part of the share capital, which would be carried out through the conversion of all of the Series C, Class II shares that fully correspond to the variable part of the share capital, into an equal number of shares of the same series C, Class I, with identical characteristics, which would thereafter correspond to the minimum fixed part of the | Management | Take No Action |

Edgar Filing: GDL FUND - Form N-PX

share capital. as a consequence, the minimum fixed part of the share capital would increase by MXN 955,080,503.00, while the variable part would decrease in an identical amount, for which reason the total share capital of the company would not be changed. resolutions in this regard, including the appropriate amendment to article 6 and article 7 of the corporate bylaws. resolutions in this regard

| | | | |
|------|---|------------|----------------|
| II | Discussion and, if deemed appropriate, approval of an amendment to articles 29 and 41 of the corporate bylaws. resolutions in this regard | Management | Take No Action |
| III | Discussion and, if deemed appropriate, approval of a proposal for the merger of the company, under which Grupo Modelo, S.A.B. De C.V, as the company conducting the merger, would merge with the companies called Diblo, S.A. De C.V. and Direccion De Fabricas, S.A. De C.V., which would be extinguished as the companies being merged. approval of the general balance sheet of the company to May 31, 2012, on the basis of which the merger would be carried out. resolutions in this regard | Management | Take No Action |
| IV | Discussion and, if deemed appropriate, approval of a complete amendment of the corporate bylaws of the company, including the ratification or designation of the members of the board of directors as a consequence of the resolutions that may be passed. resolutions in this regard | Management | Take No Action |
| V | Designation of delegates who will formalize and carry out the resolutions that the general meeting passes. resolutions in this regard | Management | Take No Action |
| CMMT | PLEASE NOTE THAT THIS MEETING HAS NO VOTING RIGHTS. THANK YOU. | Non-Voting | |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT. 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 | |

SRS LABS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 78464M106 | MEETING TYPE | Special |
| TICKER SYMBOL | SRSL | MEETING DATE | 20-Jul-2012 |
| ISIN | US78464M1062 | AGENDA | 933664270 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND REORGANIZATION, DATED AS OF APRIL 16, 2012 (AS THAT AGREEMENT MAY BE AMENDED IN ACCORDANCE WITH ITS TERMS) BY AND AMONG SRS LABS, INC. ("SRS"), DTS, DTS MERGER SUB, INC., A WHOLLY OWNED SUBSIDIARY OF DTS, AND DTS LLC, A WHOLLY OWNED SUBSIDIARY OF | Management | For |

Edgar Filing: GDL FUND - Form N-PX

- | | | | |
|----|--|------------|---------|
| 2. | DTS (THE "MERGER PROPOSAL"). TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO SRS' NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE (THE "MERGER-RELATED COMPENSATION PROPOSAL"). | Management | Abstain |
| 3. | 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 APPROVE THE MERGER PROPOSAL OR THE MERGER-RELATED COMPENSATION PROPOSAL. | Management | For |

GEORESOURCES, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 372476101 | MEETING TYPE | Special |
| TICKER SYMBOL | GEOI | MEETING DATE | 31-Jul-2012 |
| ISIN | US3724761016 | AGENDA | 933665373 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 24, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG GEORESOURCES, INC., HALCON RESOURCES CORPORATION, LEOPARD SUB I, INC. AND LEOPARD SUB II, LLC, AND THE TRANSACTIONS CONTEMPLATED THEREBY. | Management | For |
| 2. | PROPOSAL TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO GEORESOURCES' NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER. | Management | Abstain |
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE PROPOSAL 1 ABOVE. | Management | For |

MEDTOX SCIENTIFIC, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 584977201 | MEETING TYPE | Special |
| TICKER SYMBOL | MTOX | MEETING DATE | 31-Jul-2012 |
| ISIN | US5849772018 | AGENDA | 933666147 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 3, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG MEDTOX SCIENTIFIC, INC., LABORATORY CORPORATION OF AMERICA HOLDINGS AND MERCER ACQUISITION CORP. (THE "AGREEMENT AND PLAN OF MERGER"). | Management | For |
| 2. | 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 |
| 3. | TO APPROVE, ON A NONBINDING ADVISORY BASIS, "GOLDEN PARACHUTE" COMPENSATION (AS DEFINED IN THE REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION) PAYABLE TO CERTAIN OF THE COMPANY'S EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER. | Management | Abstain |

TII NETWORK TECHNOLOGIES, INC.

SECURITY 872479209 MEETING TYPE Special
TICKER SYMBOL TIII MEETING DATE 31-Jul-2012
ISIN US8724792093 AGENDA 933666173 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 13, 2012, BY AND AMONG KELTA, INC., KELTA NETWORKS, INC., AND TII NETWORK TECHNOLOGIES, INC. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING ADVISORY BASIS THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY, 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 |

GEN-PROBE INCORPORATED

SECURITY 36866T103 MEETING TYPE Special

Edgar Filing: GDL FUND - Form N-PX

TICKER SYMBOL GPRO MEETING DATE 31-Jul-2012
 ISIN US36866T1034 AGENDA 933667000 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER BY AND AMONG GEN-PROBE INCORPORATED, HOLOGIC, INC. AND GOLD ACQUISITION CORP., AS IT MAY BE AMENDED FROM TIME TO TIME (THE "AGREEMENT AND PLAN OF MERGER"). | Management | For |
| 2. | PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO APPROVE PROPOSAL 1 AT THE TIME OF THE SPECIAL MEETING. | Management | For |
| 3. | PROPOSAL TO APPROVE, ON A NON-BINDING ADVISORY BASIS, CERTAIN COMPENSATION ARRANGEMENTS FOR GEN-PROBE INCORPORATED'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE AGREEMENT AND PLAN OF MERGER. | Management | Abstain |

LECROY CORPORATION

SECURITY 52324W109 MEETING TYPE Special
 TICKER SYMBOL LCRY MEETING DATE 02-Aug-2012
 ISIN US52324W1099 AGENDA 933668189 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 28, 2012, BY AND AMONG LECROY CORPORATION, A DELAWARE CORPORATION, TELEDYNE TECHNOLOGIES INCORPORATED, A DELAWARE CORPORATION ("TELEDYNE"), AND LUNA MERGER SUB, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF TELEDYNE. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO LECROY CORPORATION'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, INCLUDING THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE. | Management | Abstain |
| 3. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

SPECIAL MEETING TO APPROVE THE
PROPOSAL TO ADOPT THE MERGER AGREEMENT.

TNT EXPRESS NV, AMSTERDAM

| | | | |
|---------------|--------------|--------------|-------------------------------|
| SECURITY | N8726Y106 | MEETING TYPE | ExtraOrdinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 06-Aug-2012 |
| ISIN | NL0009739424 | AGENDA | 703944997 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|------|
| ----- | | | |
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 102681 DUE TO CHANGE IN RE-CORD DATE FROM 08 JUN TO 09 JUL 2012. ALL VOTES RECEIVED ON THE PREVIOUS MEETI-NG WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE.- THANK YOU. | Non-Voting | |
| 1 | Opening and announcements | Non-Voting | |
| 2 | Explanation of the public offer by UPS BidCo B.V. (the Offeror), an indirectly-wholly-owned subsidiary of United Parcel Service, Inc. (UPS) on all issued an-d outstanding ordinary shares and all issued and outstanding American deposita-ry shares in the capital of TNT Express N.V. (the Offer) | Non-Voting | |
| 3.a | Composition of the Supervisory Board: Conditional appointment of Mr D.J. Brutto as member of the Supervisory Board as per the Settlement Date | Management | For |
| 3.b | Composition of the Supervisory Board: Conditional appointment of Mr J. Barber as member of the Supervisory Board as per the Settlement Date | Management | For |
| 3.c | Composition of the Supervisory Board: Conditional appointment of Mr J. Firestone as member of the Supervisory Board as per the Settlement Date | Management | For |
| 3.d | Composition of the Supervisory Board: Full and final release and discharge from liability of Mr A. Burgmans, Mr L.W. Gunning, Ms M.E. Harris and Mr R. King in connection with their conditional resignation as members of the Supervisory Board as per the Settlement Date | Management | For |
| 4 | Any other business | Non-Voting | |
| 5 | Closing | Non-Voting | |

PROGRESS ENERGY, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 743263105 | MEETING TYPE | Annual |
| TICKER SYMBOL | | MEETING DATE | 06-Aug-2012 |
| ISIN | US7432631056 | AGENDA | 933663987 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1A | ELECTION OF DIRECTOR: JOHN D. BAKER II | Management | For |
| 1B | ELECTION OF DIRECTOR: JAMES E. BOSTIC, JR. | Management | For |
| 1C | ELECTION OF DIRECTOR: HARRIS E. DELOACH, JR. | Management | For |
| 1D | ELECTION OF DIRECTOR: JAMES B. HYLER, JR. | Management | For |
| 1E | ELECTION OF DIRECTOR: WILLIAM D. JOHNSON | Management | For |
| 1F | ELECTION OF DIRECTOR: ROBERT W. JONES | Management | For |
| 1G | ELECTION OF DIRECTOR: W. STEVEN JONES | Management | For |
| 1H | ELECTION OF DIRECTOR: MELQUIADES MARTINEZ | Management | For |
| 1I | ELECTION OF DIRECTOR: E. MARIE MCKEE | Management | For |
| 1J | ELECTION OF DIRECTOR: JOHN H. MULLIN, III | Management | For |
| 1K | ELECTION OF DIRECTOR: CHARLES W. PRYOR, JR. | Management | For |
| 1L | ELECTION OF DIRECTOR: CARLOS A. SALADRIGAS | Management | For |
| 1M | ELECTION OF DIRECTOR: THERESA M. STONE | Management | For |
| 1N | ELECTION OF DIRECTOR: ALFRED C. TOLLISON, JR. | Management | For |
| 02 | ADVISORY (NONBINDING) VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION. | Management | Abstain |
| 03 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS PROGRESS ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Management | For |
| 04 | RE-APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE COMPANAY'S 2007 EQUITY INCENTIVE PLAN AS REQUIRED BY SECTION 162(M) OF THE INTERNAL REVENUE CODE. | Management | For |

MICRONETICS, INC.

SECURITY 595125105 MEETING TYPE Special
TICKER SYMBOL NOIZ MEETING DATE 08-Aug-2012
ISIN US5951251058 AGENDA 933668951 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 8, 2012 (WHICH WE REFER TO AS THE MERGER AGREEMENT), BY AND AMONG MERCURY COMPUTER SYSTEMS, INC., WILDCAT MERGER SUB INC. AND MICRONETICS, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|-----------|
| 2. | TO APPROVE ON AN ADVISORY BASIS (NON-BINDING) CERTAIN COMPENSATION THAT MAY BE PAID TO OR RECEIVED BY MICRONETICS' EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT. | Management | For |
| 4. | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF. | Management | No Action |

EDGAR ONLINE, INC.

SECURITY 279765101 MEETING TYPE Special
TICKER SYMBOL EDGR MEETING DATE 14-Aug-2012
ISIN US2797651013 AGENDA 933671299 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 21, 2012, AMONG EDGAR ONLINE, INC., R.R. DONNELLEY & SONS COMPANY, AND LEO ACQUISITION SUB, INC. | Management | For |
| 2. | 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 |
| 3. | TO CONSIDER AND VOTE UPON A NON-BINDING PROPOSAL REGARDING CERTAIN MERGER-RELATED EXECUTIVE COMPENSATION PAYMENTS TO OUR NAMED EXECUTIVE OFFICERS. | Management | Abstain |

EXTORRE GOLD MINES LIMITED

SECURITY 30227B109 MEETING TYPE Special
TICKER SYMBOL XG MEETING DATE 15-Aug-2012
ISIN CA30227B1094 AGENDA 933670526 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|------|
| ----- | | | |
| 01 | TO PASS A SPECIAL RESOLUTION APPROVING AN ARRANGEMENT UNDER | Management | For |

Edgar Filing: GDL FUND - Form N-PX

SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING THE CORPORATION, ITS SHAREHOLDERS AND YAMANA GOLD INC. ("YAMANA") PURSUANT TO WHICH, AMONG OTHER THINGS, YAMANA WILL ACQUIRE ALL OF THE OUTSTANDING COMMON SHARES OF THE CORPORATION (THE "COMMON SHARES") FOR \$3.50 IN CASH AND A 0.0467 OF A COMMON SHARE OF YAMANA IN EXCHANGE FOR EACH COMMON SHARE, ALL AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION.

AEGIS GROUP PLC, LONDON

SECURITY G0105D215 MEETING TYPE Court Meeting
 TICKER SYMBOL GB00B4JV1B90 MEETING DATE 16-Aug-2012
 ISIN GB00B4JV1B90 AGENDA 703982101 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 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 | For the purpose of considering and, if thought fit, approving the Scheme | Management | For |

AEGIS GROUP PLC, LONDON

SECURITY G0105D215 MEETING TYPE Ordinary General Meeting
 TICKER SYMBOL GB00B4JV1B90 MEETING DATE 16-Aug-2012
 ISIN GB00B4JV1B90 AGENDA 703982113 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1 | That: (A) the Scheme between the Company and the holders of Scheme Shares (as defined in the Scheme), be and is hereby approved; (B) for the purpose of giving effect to the Scheme in its original form or with or subject to any modification, addition or condition approved or imposed by the Court: (i) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares; (ii) | Management | For |

Edgar Filing: GDL FUND - Form N-PX

following and contingent upon such capital reduction, the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par such number of new ordinary shares of 5.5 pence each as shall be equal to the number of Scheme Shares cancelled as aforesaid, which shall be allotted and issued, credited as fully paid, in accordance with the Scheme; and CONTD

| | | |
|------|--|------------|
| CONT | <p>CONTD (iii) the directors of the Company be hereby authorised pursuant to and-in accordance with paragraphs 549 and 551 of the Companies Act 2006 to give-effect to this special resolution and accordingly to effect the allotment of-the new ordinary shares referred to in sub-paragraph (B)(ii) above; (C) upon-the passing of this special resolution, the articles of association of the-Company be amended on the terms described in the notice of the General-Meeting</p> | Non-Voting |
|------|--|------------|

ACXIOM CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 005125109 | MEETING TYPE | Annual |
| TICKER SYMBOL | ACXM | MEETING DATE | 16-Aug-2012 |
| ISIN | US0051251090 | AGENDA | 933665412 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1.1 | ELECTION OF DIRECTOR: JOHN L. BATTELLE | Management | For |
| 1.2 | ELECTION OF DIRECTOR: ANN DIE HASSELMO | Management | For |
| 1.3 | ELECTION OF DIRECTOR: WILLIAM J. HENDERSON | Management | For |
| 2. | ADVISORY (NON-BINDING) VOTE TO APPROVE THE COMPENSATION OF ACXIOM CORPORATION'S NAMED EXECUTIVE OFFICERS | Management | Abstain |
| 3. | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT | Management | For |

COLLECTIVE BRANDS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 19421W100 | MEETING TYPE | Special |
| TICKER SYMBOL | PSS | MEETING DATE | 21-Aug-2012 |
| ISIN | US19421W1009 | AGENDA | 933671530 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 1, 2012, AS IT | Management | For |

Edgar Filing: GDL FUND - Form N-PX

- MAY BE AMENDED FROM TIME TO TIME,
 AMONG COLLECTIVE BRANDS, INC., WBG-
 PSS HOLDINGS LLC, WBG-PSS MERGER SUB
 INC. AND WOLVERINE WORLD WIDE, INC.
- | | | | |
|----|--|------------|---------|
| 2. | 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 | For |
| 3. | TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR COLLECTIVE BRANDS, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER. | Management | Abstain |

BENIHANA INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 082047101 | MEETING TYPE | Special |
| TICKER SYMBOL | BNHN | MEETING DATE | 21-Aug-2012 |
| ISIN | US0820471011 | AGENDA | 933673192 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1. | TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 22, 2012 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG BENIHANA INC., A DELAWARE CORPORATION (THE "COMPANY"), SAFFLOWER HOLDINGS CORP., A DELAWARE CORPORATION ("PARENT"), AND SAFFLOWER ACQUISITION CORP., ("MERGER SUB"). | Management | For |
| 2. | TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE, ON AN ADVISORY AND NON-BINDING BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO OUR NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE PROPOSED MERGER. | Management | Abstain |
| 3. | TO CONSIDER AND VOTE UPON THE 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 |

PROGRESS ENERGY RESOURCES CORP.

Edgar Filing: GDL FUND - Form N-PX

SECURITY 74326Y107 MEETING TYPE Special
 TICKER SYMBOL PRQNF MEETING DATE 28-Aug-2012
 ISIN CA74326Y1079 AGENDA 933672722 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 01 | A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE INFORMATION CIRCULAR AND PROXY STATEMENT OF PROGRESS DATED JULY 20, 2012 (THE "INFORMATION CIRCULAR"), APPROVING AN ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING PROGRESS, PETRONAS CARIGALI CANADA LTD., HOLDERS OF COMMON SHARES OF PROGRESS, HOLDERS OF 5.25% CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES OF PROGRESS HOLDERS OF 5.75% SERIES B CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES AND CERTAIN OTHER SECURITYHOLDERS OF PROGRESS. | Management | For |

ARIBA, INC.

SECURITY 04033V203 MEETING TYPE Special
 TICKER SYMBOL ARBA MEETING DATE 29-Aug-2012
 ISIN US04033V2034 AGENDA 933672380 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 22, 2012, BY AND AMONG SAP AMERICA, INC., A DELAWARE CORPORATION (SAP), ANGEL EXPANSION CORPORATION, A DELAWARE CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF SAP, AND ARIBA, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION TO BE PAID TO ARIBA'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER, INCLUDING THE AGREEMENTS AND UNDERSTANDINGS WITH ARIBA PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE, IF THE CHAIRMAN OF THE SPECIAL MEETING | Management | For |

Edgar Filing: GDL FUND - Form N-PX

DETERMINES THAT IT IS NECESSARY OR APPROPRIATE AND IS PERMITTED BY THE MERGER AGREEMENT, TO SOLICIT ADDITIONAL PROXIES IF THERE IS NOT A QUORUM PRESENT OR THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE MEETING.

INTERLINE BRANDS, INC.

SECURITY 458743101 MEETING TYPE Special
 TICKER SYMBOL IBI MEETING DATE 29-Aug-2012
 ISIN US4587431010 AGENDA 933674170 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 29, 2012, BY AND AMONG ISABELLE HOLDING COMPANY INC., ISABELLE ACQUISITION SUB INC. AND INTERLINE BRANDS, INC. | Management | For |
| 2. | APPROVAL, ON AN ADVISORY (NON-BINDING) BASIS, OF THE GOLDEN PARACHUTE COMPENSATION TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE GOLDEN PARACHUTE COMPENSATION. | Management | Abstain |
| 3. | ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES. | Management | For |

HERITAGE OIL PLC, ST HELIER

SECURITY G4509M102 MEETING TYPE ExtraOrdinary General Meeting
 TICKER SYMBOL MEETING DATE 30-Aug-2012
 ISIN JE00B2Q4TN56 AGENDA 703995538 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1 | Approval of the proposed acquisition | Management | For |
| 2 | Approval of the contingent deposit | Management | For |
| 3 | Authority to allot relevant securities | Management | For |

SUN HEALTHCARE GROUP, INC

SECURITY 86677E100 MEETING TYPE Special
 TICKER SYMBOL SUNH MEETING DATE 05-Sep-2012
 ISIN US86677E1001 AGENDA 933672378 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED JUNE 20, 2012, BY AND AMONG GENESIS HEALTHCARE LLC, JAM ACQUISITION LLC AND SUN HEALTHCARE GROUP, INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | APPROVAL OF 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 ADOPT THE MERGER AGREEMENT. | Management | For |
| 3. | APPROVAL, ON AN ADVISORY (NON-BINDING) BASIS, OF THE "GOLDEN PARACHUTE" COMPENSATION ARRANGEMENTS THAT MAY BE PAID OR BECOME PAYABLE TO OUR NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE. | Management | Abstain |

XSTRATA PLC, LONDON

SECURITY G9826T102 MEETING TYPE Court Meeting
TICKER SYMBOL MEETING DATE 07-Sep-2012
ISIN GB0031411001 AGENDA 703964432 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 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 | For the purpose of considering and, if thought fit, approving, with or without modification, the Scheme referred to in the notice convening the Court Meeting | Management | For |

XSTRATA PLC, LONDON

SECURITY G9826T102 MEETING TYPE Ordinary General Meeting
TICKER SYMBOL MEETING DATE 07-Sep-2012
ISIN GB0031411001 AGENDA 704015468 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1 | That, subject to and conditional upon the passing of resolution 2 set out in the notice of the New Xstrata General Meeting, for the purposes of giving effect to the Scheme: (a) the directors of the Company be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into full effect; (b) the re-classification of the ordinary shares of the Company and the Reduction of Capital (including any reversals or contingencies associated therewith) be approved; (c) the capitalisation of the reserve arising from the Reduction of Capital in paying up the New Xstrata Shares to be allotted to Glencore International plc (or its nominee(s)) be approved; (d) the directors of the Company be authorised to allot the New Xstrata Shares to Glencore International plc (or its nominee(s)) as referred to in paragraph (c) above; and (e) the amendments to the articles of association of the Company be approved | Management | For |
| 2 | That, subject to and conditional upon the passing of resolution 1 set out in the notice of the New Xstrata General Meeting and the passing of the resolution set out in the notice of the Court Meeting: 2.1 the Amended Management Incentive Arrangements, as defined in the Supplementary Circular, be approved and the directors of the Company be authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to such arrangements; and 2.2 the New Xstrata 2012 Plan, as defined in the Supplementary Circular, be adopted and that the directors of the Company be authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to the New Xstrata 2012 Plan | Management | For |

THE PEP BOYS - MANNY, MOE & JACK

SECURITY 713278109 MEETING TYPE Annual
TICKER SYMBOL PBY MEETING DATE 12-Sep-2012
ISIN US7132781094 AGENDA 933671376 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--------------------------------------|------------|------|
| 1A. | ELECTION OF DIRECTOR: JANE SCACCETTI | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-----|--|-------------|---------|
| 1B. | ELECTION OF DIRECTOR: JOHN T. SWEETWOOD | Management | For |
| 1C. | ELECTION OF DIRECTOR: M. SHAN ATKINS | Management | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT H. HOTZ | Management | For |
| 1E. | ELECTION OF DIRECTOR: JAMES A. MITAROTONDA | Management | For |
| 1F. | ELECTION OF DIRECTOR: NICK WHITE | Management | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL R. ODELL | Management | For |
| 2. | AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | THE RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For |
| 4. | A SHAREHOLDER PROPOSAL REGARDING REQUIRING OUR EXECUTIVE OFFICERS TO RETAIN PEP BOYS STOCK FOLLOWING THE TERMINATION OF THEIR EMPLOYMENT, IF PRESENTED BY ITS PROPONENT. | Shareholder | Against |

EDELMAN FINANCIAL GROUP INC

SECURITY 27943Q105 MEETING TYPE Special
TICKER SYMBOL EF MEETING DATE 13-Sep-2012
ISIN US27943Q1058 AGENDA 933677695 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | APPROVAL OF THE AGREEMENT AND PLAN OF MERGER DATED AS OF APRIL 16, 2012, AS IT MAY BE AMENDED, BY AND AMONG SUMMER HOLDINGS II, INC., SUMMER MERGER SUB, INC., AND THE EDELMAN FINANCIAL GROUP INC. | Management | For |
| 2. | APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE AGREEMENT AND PLAN OF MERGER. | Management | Abstain |
| 3. | APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING TO ANOTHER TIME AND/OR PLACE FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, IF NECESSARY. | Management | For |

CASEY'S GENERAL STORES, INC.

SECURITY 147528103 MEETING TYPE Annual
TICKER SYMBOL CASY MEETING DATE 14-Sep-2012
ISIN US1475281036 AGENDA 933675994 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|-------------------|
| 1. | DIRECTOR 1 KENNETH H. HAYNIE 2 WILLIAM C. KIMBALL 3 RICHARD A. WILKEY | Management | For For For |
| 2. | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 30, 2013. | Management | For |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Management | Abstain |

INTEGRAMED AMERICA, INC.

SECURITY 45810N302 MEETING TYPE Special
TICKER SYMBOL INMD MEETING DATE 19-Sep-2012
ISIN US45810N3026 AGENDA 933679764 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 10, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG SCP-325 HOLDING CORP., SCP-325 MERGER SUB, INC. AND THE COMPANY. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE MERGER-RELATED EXECUTIVE COMPENSATION PAYABLE UNDER EXISTING AGREEMENTS WITH THE COMPANY THAT THE COMPANY'S NAMED EXECUTIVE OFFICERS WILL OR MAY RECEIVE IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT 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 OR TO CONSTITUTE A QUORUM. | Management | For |

BRIGHTPOINT, INC.

SECURITY 109473405 MEETING TYPE Special
TICKER SYMBOL CELL MEETING DATE 19-Sep-2012
ISIN US1094734050 AGENDA 933680527 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 29, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG THE COMPANY, INGRAM MICRO, INC., A DELAWARE CORPORATION ("PARENT") AND MERGER SUB, INC., AND INDIANA CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF PARENT ("MERGER SUB"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER. | Management | Abstain |
| 3. | 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 MERGER AGREEMENT. | Management | For |

NEXEN INC.

SECURITY 65334H102 MEETING TYPE Special
TICKER SYMBOL NXY MEETING DATE 20-Sep-2012
ISIN CA65334H1029 AGENDA 933680921 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE ACCOMPANYING INFORMATION CIRCULAR AND PROXY STATEMENT OF THE COMPANY DATED AUGUST 16, 2012 (THE "INFORMATION CIRCULAR"), TO APPROVE A PLAN OF ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT, ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR. | Management | For |

CREDO PETROLEUM CORPORATION

SECURITY 225439207 MEETING TYPE Special
TICKER SYMBOL CRED MEETING DATE 25-Sep-2012
ISIN US2254392077 AGENDA 933678875 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 3, 2012, BY AND AMONG FORESTAR GROUP INC., LONGHORN ACQUISITION INC. AND CREDO PETROLEUM CORPORATION, AS DESCRIBED IN THE PROXY STATEMENT (THE "MERGER AGREEMENT"). | Management | For |
| 2. | APPROVAL ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE, IF ANY, TO THE COMPANY'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER (AS DEFINED IN THE PROXY STATEMENT) OR CONTEMPLATED BY THE MERGER AGREEMENT. | Management | Abstain |
| 3. | APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT. | Management | For |

QUEST SOFTWARE, INC.

SECURITY 74834T103 MEETING TYPE Special
TICKER SYMBOL QSFT MEETING DATE 25-Sep-2012
ISIN US74834T1034 AGENDA 933682747 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT & PLAN OF MERGER (THE "MERGER AGREEMENT") AMONG THE COMPANY, DELL INC., A DELAWARE CORPORATION ("PARENT") & DIAMOND MERGER SUB INC. A DELAWARE CORPORATION & WHOLLY OWNED SUBSIDIARY OF PARENT ("MERGER SUB") PROVIDING FOR THE MERGER OF MERGER SUB WITH & INTO THE COMPANY ("MERGER"), WITH THE COMPANY SURVIVING THE MERGER AS A WHOLLY OWNED SUBSIDIARY OF PARENT. | Management | For |
| 2. | TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE COMPLETION OF THE MERGER. | Management | Abstain |
| 3. | 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 | Management | For |

Edgar Filing: GDL FUND - Form N-PX

MEETING TO ADOPT THE MERGER
AGREEMENT.

PAR PHARMACEUTICAL COMPANIES, INC.

SECURITY 69888P106 MEETING TYPE Special
TICKER SYMBOL PRX MEETING DATE 27-Sep-2012
ISIN US69888P1066 AGENDA 933683408 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 14, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG PAR PHARMACEUTICAL COMPANIES, INC. (THE "COMPANY"), SKY GROWTH HOLDINGS CORPORATION, A DELAWARE CORPORATION ("PARENT") AND SKY GROWTH ACQUISITION CORPORATION, A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF PARENT ("MERGER SUB"). | Management | For |
| 2. | TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER. | Management | Abstain |
| 3. | 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 ESTABLISH A QUORUM OR ADOPT THE MERGER AGREEMENT. | Management | For |

PURE ENERGY SERVICES LTD.

SECURITY 74623J100 MEETING TYPE Special
TICKER SYMBOL PUEYF MEETING DATE 28-Sep-2012
ISIN CA74623J1003 AGENDA 933686303 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 01 | THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A OF THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION, DATED AUGUST 31, 2012 (THE "INFORMATION CIRCULAR") TO APPROVE AN ARRANGEMENT UNDER | Management | For |

Edgar Filing: GDL FUND - Form N-PX

SECTION 193 OF THE BUSINESS
CORPORATIONS ACT (ALBERTA), AS ALL
MORE PROPERLY DESCRIBED THEREIN.

SUNOCO, INC.

SECURITY 86764P109 MEETING TYPE Special
TICKER SYMBOL SUN MEETING DATE 04-Oct-2012
ISIN US86764P1093 AGENDA 933684450 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO APPROVE AND ADOPT AGREEMENT & PLAN OF MERGER, DATED AS OF APRIL 29, 2012, AS AMENDED BY AMENDMENT NO. 1 THERETO, DATED AS OF JUNE 15, 2012, BY AND AMONG SUNOCO, INC. ("SUNOCO"), ENERGY TRANSFER PARTNERS, L.P. ("ETP"), ENERGY TRANSFER PARTNERS GP, L.P., SAM ACQUISITION CORPORATION, AND, FOR LIMITED PURPOSES SET FORTH THEREIN, ENERGY TRANSFER EQUITY, L.P. | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, SPECIFIED COMPENSATION THAT MAY BE RECEIVED BY SUNOCO'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | TO APPROVE ANY ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT. | Management | For |

AUTHENTEC, INC

SECURITY 052660107 MEETING TYPE Special
TICKER SYMBOL AUTH MEETING DATE 04-Oct-2012
ISIN US0526601077 AGENDA 933685894 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | AGREEMENT AND PLAN OF MERGER, BY & AMONG AUTHENTEC, INC., APPLE INC. & BRYCE ACQUISITION CORPORATION, A WHOLLY OWNED SUBSIDIARY OF APPLE INC., AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH BRYCE ACQUISITION CORPORATION WILL MERGE INTO AUTHENTEC, INC. WITH AUTHENTEC, INC. SURVIVING THE MERGER AS A WHOLLY OWNED SUBSIDIARY OF APPLE INC. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING ADVISORY | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

BASIS, THE COMPENSATION THAT MAY BECOME PAYABLE TO AUTHENTEC, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.

- | | | | |
|----|--|------------|-----|
| 3. | 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 |
|----|--|------------|-----|

COMVERSE TECHNOLOGY, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 205862402 | MEETING TYPE | Special |
| TICKER SYMBOL | CMVT | MEETING DATE | 10-Oct-2012 |
| ISIN | US2058624022 | AGENDA | 933686757 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | TO AUTHORIZE THE DISTRIBUTION TO COMVERSE TECHNOLOGY, INC. SHAREHOLDERS OF 100% OF THE OUTSTANDING SHARES OF COMVERSE, INC. COMMON STOCK. | Management | For |
| 2. | TO APPROVE THE COMVERSE, INC. 2012 STOCK INCENTIVE COMPENSATION PLAN. | Management | For |
| 3. | TO APPROVE THE COMVERSE, INC. 2012 ANNUAL PERFORMANCE BONUS PLAN. | Management | For |
| 4. | TO APPROVE A CONTINGENT AMENDMENT TO COMVERSE TECHNOLOGY, INC.'S CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT OF ISSUED AND OUTSTANDING COMVERSE TECHNOLOGY, INC. COMMON STOCK. | Management | For |
| 5. | TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF SHAREHOLDERS OF COMVERSE TECHNOLOGY, INC., IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO AUTHORIZE OR APPROVE THE FOREGOING PROPOSALS. | Management | For |

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

| | | | |
|---------------|--------------|--------------|-------------------------|
| SECURITY | G0534R108 | MEETING TYPE | Special General Meeting |
| TICKER SYMBOL | | MEETING DATE | 18-Oct-2012 |
| ISIN | BMG0534R1088 | AGENDA | 704067328 - Management |

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

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|------|---|------------|-----|
| CMMT | PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM IS AVAILABLE BY CLICKING-ON THE URL LINK:- http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0926/LTN20120926238.pdf -AND- http://www.hkexnews.hk/listedco/listconews/sehk/2012/0926/LTN20120926226.pdf | Non-Voting | |
| CMMT | PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR RESOLUTION "1". THANK YOU. | Non-Voting | |
| 1 | To approve, confirm and ratify the Renewed Transponder Master Agreement and the Proposed Transactions (both as defined in the circular of the Company dated 27 September 2012 (the "Circular") (including the Proposed Caps (as defined in the Circular)), and to authorise the directors of the Company to execute such documents and to do such acts as may be considered by such directors in their discretion to be necessary or incidental in connection with the Renewed Transponder Master Agreement | Management | For |

AMERIGROUP CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 03073T102 | MEETING TYPE | Special |
| TICKER SYMBOL | AGP | MEETING DATE | 23-Oct-2012 |
| ISIN | US03073T1025 | AGENDA | 933684842 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 9, 2012, BY AND AMONG WELLPOINT, INC., THE COMPANY AND WELLPOINT MERGER SUB, INC., AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF WELLPOINT (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"). | Management | For |
| 2. | TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT. | Management | For |
| 3. | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER. | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

GARDA WORLD SECURITY CORPORATION

SECURITY 36485M109 MEETING TYPE Special
 TICKER SYMBOL GWDAF MEETING DATE 24-Oct-2012
 ISIN CA36485M1095 AGENDA 933694134 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|------------------------------|------------|------|
| 01 | APPROVAL OF THE ARRANGEMENT. | Management | For |

THE HILLSHIRE BRANDS COMPANY

SECURITY 432589109 MEETING TYPE Annual
 TICKER SYMBOL HSH MEETING DATE 25-Oct-2012
 ISIN US4325891095 AGENDA 933686694 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1A. | ELECTION OF DIRECTOR: TODD A. BECKER | Management | For |
| 1B. | ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY | Management | For |
| 1C. | ELECTION OF DIRECTOR: ELLEN L. BROTHERS | Management | For |
| 1D. | ELECTION OF DIRECTOR: VIRGIS W. COLBERT | Management | For |
| 1E. | ELECTION OF DIRECTOR: SEAN M. CONNOLLY | Management | For |
| 1F. | ELECTION OF DIRECTOR: LAURETTE T. KOELLNER | Management | For |
| 1G. | ELECTION OF DIRECTOR: CRAIG P. OMTVEDT | Management | For |
| 1H. | ELECTION OF DIRECTOR: SIR IAN PROSSER | Management | For |
| 1I. | ELECTION OF DIRECTOR: JONATHAN P. WARD | Management | For |
| 1J. | ELECTION OF DIRECTOR: JAMES D. WHITE | Management | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2013. | Management | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Management | Abstain |
| 4. | VOTE ON APPROVAL OF THE 2012 LONG-TERM INCENTIVE STOCK PLAN. | Management | Against |

U.S. HOME SYSTEMS, INC.

SECURITY 90335C100 MEETING TYPE Special
 TICKER SYMBOL USHS MEETING DATE 26-Oct-2012
 ISIN US90335C1009 AGENDA 933690655 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 6, 2012, BY AND AMONG THD AT-HOME SERVICES, INC., A DELAWARE CORPORATION, UMPIRE ACQUISITION CORP., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF THD AT-HOME SERVICES, INC., AND U.S. HOME SYSTEMS, INC., AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | TO APPROVE ON A NON-BINDING, ADVISORY BASIS, THE "GOLDEN PARACHUTE" COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO U.S. HOME SYSTEMS, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER. | Management | Abstain |
| 3. | TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT. | Management | For |

COOPER INDUSTRIES PLC

SECURITY G24140111 MEETING TYPE Special
TICKER SYMBOL MEETING DATE 26-Oct-2012
ISIN IE00B40K9117 AGENDA 933692736 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | APPROVAL OF THE SCHEME OF ARRANGEMENT. | Management | For |
| 2. | CANCELLATION OF COOPER SHARES PURSUANT TO THE SCHEME OF ARRANGEMENT. | Management | For |
| 3. | DIRECTORS' AUTHORITY TO ALLOT SECURITIES AND APPLICATION OF RESERVES. | Management | For |
| 4. | AMENDMENT TO ARTICLES OF ASSOCIATION. | Management | For |
| 5. | CREATION OF DISTRIBUTABLE RESERVES OF NEW EATON. | Management | For |
| 6. | APPROVAL ON AN ADVISORY BASIS OF SPECIFIED COMPENSATORY ARRANGEMENTS BETWEEN COOPER AND ITS NAMED EXECUTIVES. | Management | Abstain |
| 7. | ADJOURNMENT OF THE EXTRAORDINARY GENERAL MEETING. | Management | For |

COOPER INDUSTRIES PLC

Edgar Filing: GDL FUND - Form N-PX

SECURITY G24140108 MEETING TYPE Special
 TICKER SYMBOL CBE MEETING DATE 26-Oct-2012
 ISIN IE00B40K9117 AGENDA 933692748 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---------------------------------------|------------|------|
| 1. | TO APPROVE THE SCHEME OF ARRANGEMENT. | Management | For |

PEET'S COFFEE & TEA, INC.

SECURITY 705560100 MEETING TYPE Special
 TICKER SYMBOL PEET MEETING DATE 26-Oct-2012
 ISIN US7055601006 AGENDA 933696633 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 21, 2012, AMONG JAB HOLDINGS BV, PANTHER MERGER CO. AND PEET'S COFFEE & TEA, INC. (THE "MERGER AGREEMENT"). | Management | For |
| 2. | APPROVE, ON AN ADVISORY BASIS, THE MERGER-RELATED COMPENSATION OF THE NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3. | APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO VOTE IN THE FAVOR OF THE ADOPTION AND APPROVAL OF THE MERGER AGREEMENT. | Management | For |

CHINA KANGHUI HOLDINGS

SECURITY 16890V100 MEETING TYPE Special
 TICKER SYMBOL KH MEETING DATE 31-Oct-2012
 ISIN US16890V1008 AGENDA 933698625 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| S1. | TO APPROVE, BY SPECIAL RESOLUTION, THE MERGER AND ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF SEPTEMBER 27, 2012 BY AND AMONG THE COMPANY, MEDTRONIC, INC., AND KERRY MERGER CORP., AS IT MAY BE AMENDED FROM TIME TO TIME, AND ANY AND ALL | Management | For |

Edgar Filing: GDL FUND - Form N-PX

TRANSACTIONS CONTEMPLATED THEREBY
(INCLUDING, BUT NOT LIMITED TO, THE
PLAN OF MERGER REFERRED TO IN
SECTION 233(3) OF THE COMPANIES LAW OF
THE CAYMAN ISLANDS (2011 REVISION),
AND THE AMENDMENT AND RESTATEMENT
OF THE COMPANY'S MEMORANDUM AND
ARTICLES OF ASSOCIATION).

- | | | | |
|----|---|------------|-----|
| 2. | TO CONSIDER SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING, INCLUDING ANY PROPOSAL TO ADJOURN THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE APPROVAL OF THE MERGER AND THE APPROVAL AND ADOPTION OF THE MERGER AGREEMENT IN THE EVENT THAT THERE ARE INSUFFICIENT PROXIES RECEIVED TO PASS THE SPECIAL RESOLUTIONS DURING THE MEETING. | Management | For |
| 3. | MARK BOX AT RIGHT IF YOU WISH TO GIVE A DISCRETIONARY PROXY TO A PERSON DESIGNATED BY THE COMPANY. (MARK "FOR" = YES AND "AGAINST" = NO) | Management | For |

BRITISH SKY BROADCASTING GROUP PLC, ISLEWORTH MIDD

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G15632105 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 01-Nov-2012 |
| ISIN | GB0001411924 | AGENDA | 704068584 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| 1 | To receive the financial statements for the year ended 30 June 2012, together with the reports of the Directors and Auditors thereon | Management | For |
| 2 | To declare a final dividend for the year ended 30 June 2012 of 16.20 pence for each ordinary share in the capital of the Company | Management | For |
| 3 | To reappoint Tracy Clarke as a Director | Management | For |
| 4 | To reappoint Jeremy Darroch as a Director | Management | For |
| 5 | To reappoint David F. DeVoe as a Director | Management | For |
| 6 | To reappoint Nicholas Ferguson as a Director | Management | For |
| 7 | To reappoint Martin Gilbert as a Director | Management | For |
| 8 | To reappoint Andrew Griffith as a Director | Management | For |
| 9 | To reappoint Andrew Higginson as a Director | Management | For |
| 10 | To reappoint Thomas Mockridge as a Director | Management | For |
| 11 | To reappoint James Murdoch as a Director | Management | For |
| 12 | To reappoint Matthieu Pigasse as a Director | Management | For |
| 13 | To reappoint Daniel Rimer as a Director | Management | For |
| 14 | To reappoint Arthur Siskind as a Director | Management | For |
| 15 | To reappoint Lord Wilson of Dinton as a Director | Management | For |
| 16 | To reappoint Deloitte LLP as Auditors of the Company and to authorise the Directors to agree their remuneration | Management | For |
| 17 | To approve the report on Directors' remuneration for the year ended 30 June 2012 | Management | For |
| 18 | That, in accordance with sections 366 and 367 of | Management | For |

Edgar Filing: GDL FUND - Form N-PX

the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at the time at which this Resolution is passed or at any time during the period for which this Resolution has effect are generally and unconditionally authorised to: (a) make political donations to political parties or independent election candidates, not exceeding GBP 100,000 in total; (b) make political donations to political organisations other than political parties, not exceeding GBP 100,000 in total; and (c) incur political expenditure, not exceeding GBP 100,000 in total, (as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution and ending on 31 December 2013 or, if sooner, the conclusion of the annual general meeting of the Company to be held in 2013, provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same

- | | | | |
|----|---|------------|-----|
| 19 | <p>That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 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 (Rights) up to a maximum nominal amount of GBP 273,000,000 (being approximately 33% of the issued ordinary share capital of the Company), provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2013, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked</p> | Management | For |
| 20 | <p>That, (a) subject to the passing of Resolution 19 set out above, the Directors be empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities, within the meaning of section 560 of that Act, for cash pursuant to the authority conferred by Resolution 18, as if section 561 (1) of that Act did not apply to any such allotment, provided that this power shall be limited to: (i) the allotment of</p> | Management | For |

Edgar Filing: GDL FUND - Form N-PX

equity securities in connection with a rights issue; and (ii) the allotment to any person or persons (otherwise than in connection with a rights issue) of equity securities up to an aggregate nominal amount of GBP 41,000,000 (being approximately 5% of the issued ordinary share capital of the Company); (b) the power given by this resolution shall expire upon the expiry of the authority conferred by Resolution 18 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired; and (c) for the purposes of this Resolution, "rights issue" means a rights issue, open offer or other offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to their respective holdings of such equity securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements, of any recognised body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter)

- | | | | |
|----|---|------------|-----|
| 21 | That until the conclusion of the annual general meeting of the Company in 2013, a general meeting of the Company, other than an annual general meeting of the Company, may be called on not less than 14 clear days' notice | Management | For |
| 22 | That, subject to and conditional on the passing of Resolutions 23 and 24 set out below, the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of GBP 0.50 each on such terms and in such manner as the Directors may from time to time determine provided that: (a) the maximum number of ordinary shares authorised to be purchased is 248,313,994 (representing approximately 14.99% of the Company's issued share capital as at 17 September 2012); (b) the minimum price (excluding expenses) which may be paid for each ordinary share is GBP 0.50; (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of: (i) 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such | Management | For |

Edgar Filing: GDL FUND - Form N-PX

share is contracted to be purchased; and (ii) the amount stipulated by Article 5(1) of the EU Buyback and Stabilisation Regulation (being the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out); (d) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire on the date on which the annual general meeting of the Company is held in 2013 or, if earlier, when the Company has repurchased such number of ordinary shares as shall result in the aggregate total payment by the Company to shareholders of GBP 500,000,000 pursuant to market purchases made under this authority and off-market purchases made pursuant to the authority granted by Resolution 23; and (e) the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority

23 That, subject to and conditional upon the passing of Resolution 22 set out above and Resolution 24 set out below, the terms of the agreement between the Company, BSKyB Holdco Inc., News Corporation and News UK Nominees Limited dated 25 July 2012 (a copy of which has been produced to the meeting and made available at the Company's registered office for not less than 15 days ending with the date of this meeting) pursuant to which the Company may make off-market purchases (as defined by section 693(2) of the Companies Act 2006) of its ordinary shares of GBP 0.50 each from BSKyB Holdco Inc. (as beneficial owner) and News UK Nominees Limited (as legal owner), be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and that: (a) the Company be and is hereby authorised to make such off-market purchases from News UK Nominees Limited, provided that this authority shall expire on the date on which the annual general meeting of the Company is held in 2013 or, if earlier, when the Company has repurchased such number of ordinary shares as shall result in the aggregate total payment by the Company to shareholders of GBP 500,000,000 pursuant to off-market purchases made pursuant to this authority and market purchases made under the authority granted by Resolution 22; and (b) the Company may, before expiry of the authority granted by this resolution enter into a contract to purchase ordinary shares which will be executed wholly or partly after the expiry of such authority

24 That subject to and conditional upon the passing of Resolutions 22 and 23 set out above, the agreement between the Company, BSKyB Holdco Inc., News Corporation and News UK Nominees Limited dated 25 July 2012 (a copy of which has been produced to the meeting) pursuant to which the Company may make off-

Management For

Management For

Edgar Filing: GDL FUND - Form N-PX

market purchases (as defined by section 693(2) of the Companies Act 2006) of its ordinary shares of GBP 0.50 each from B SkyB Holdco Inc. (as beneficial owner) and News UK Nominees Limited (as legal owner), be and is hereby approved and that the Directors be and are hereby authorised to take all such steps as may be necessary or desirable in relation thereto and to carry the same into effect

JAKKS PACIFIC, INC.

SECURITY 47012E106 MEETING TYPE Annual
 TICKER SYMBOL JAKK MEETING DATE 02-Nov-2012
 ISIN US47012E1064 AGENDA 933694514 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | DIRECTOR | Management | |
| | 1 STEPHEN G. BERMAN | | For |
| | 2 DAN ALMAGOR | | For |
| | 3 MARVIN W. ELLIN | | For |
| | 4 ROBERT E. GLICK | | For |
| | 5 MICHAEL G. MILLER | | For |
| | 6 MURRAY L. SKALA | | For |
| | 7 PETER F. REILLY | | For |
| | 8 LEIGH ANNE BRODSKY | | For |
| 2. | APPROVAL OF APPOINTMENT OF THE FIRM OF BDO USA, LLP AS THE COMPANY'S AUDITORS. | Management | For |
| 3. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Management | Abstain |

WUXI PHARMATECH (CAYMAN) INC.

SECURITY 929352102 MEETING TYPE Annual
 TICKER SYMBOL WX MEETING DATE 06-Nov-2012
 ISIN US9293521020 AGENDA 933696936 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 01 | XUESONG (JEFF) LENG BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM. | Management | For |
| 02 | ZHAOHUI ZHANG BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM. | Management | For |
| 03 | NING ZHAO BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM. | Management | For |

MEDIWARE INFORMATION SYSTEMS, INC.

Edgar Filing: GDL FUND - Form N-PX

SECURITY 584946107 MEETING TYPE Special
 TICKER SYMBOL MEDW MEETING DATE 08-Nov-2012
 ISIN US5849461075 AGENDA 933697902 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT AND APPROVE THE MERGER AGREEMENT AND APPROVE THE MERGER. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION AND RELATED AGREEMENTS AND ARRANGEMENTS OF THE NAMED EXECUTIVE OFFICERS OF MEDIWARE THAT ARE BASED UPON OR OTHERWISE RELATE TO THE MERGER. | Management | Abstain |
| 3. | TO APPROVE 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 ADOPT AND APPROVE THE MERGER AGREEMENT AND APPROVE THE MERGER. | Management | For |

PHYSICIANS FORMULA HOLDINGS, INC.

SECURITY 719427106 MEETING TYPE Special
 TICKER SYMBOL FACE MEETING DATE 08-Nov-2012
 ISIN US7194271067 AGENDA 933698649 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 26, 2012, BY AND AMONG PHYSICIANS FORMULA HOLDINGS, INC., A DELAWARE CORPORATION, MARKWINS INTERNATIONAL CORPORATION, A CALIFORNIA CORPORATION, AND MARKWINS MERGER SUB, INC., A DELAWARE CORPORATION. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT MAY BECOME PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF PHYSICIANS FORMULA HOLDINGS, INC. IN CONNECTION WITH THE MERGER UNDER CERTAIN CIRCUMSTANCES. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES TO ADOPT THE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

MERGER AGREEMENT DESCRIBED ABOVE
AT THE TIME OF THE SPECIAL MEETING.

NRG ENERGY, INC.

SECURITY 629377508 MEETING TYPE Special
TICKER SYMBOL NRG MEETING DATE 09-Nov-2012
ISIN US6293775085 AGENDA 933696974 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1. | TO APPROVE THE ISSUANCE OF NRG ENERGY, INC. COMMON STOCK, PAR VALUE \$0.01 PER SHARE, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 20, 2012, BY AND AMONG NRG ENERGY, INC., PLUS MERGER CORPORATION AND GENON ENERGY, INC. | Management | For |
| 2. | TO APPROVE AN AMENDMENT TO NRG ENERGY, INC.'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO FIX THE MAXIMUM NUMBER OF DIRECTORS THAT MAY SERVE ON NRG'S BOARD OF DIRECTORS AT 16 DIRECTORS. | Management | For |
| 3. | TO APPROVE ANY MOTION TO ADJOURN THE NRG ENERGY, INC. SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES. | Management | For |

ORIGIN ENERGY LTD

SECURITY Q71610101 MEETING TYPE Annual General Meeting
TICKER SYMBOL AU000000ORG5 MEETING DATE 12-Nov-2012
ISIN AU000000ORG5 AGENDA 704064067 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| CMMT | VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 6, 7, 8 AND 9 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 (6, 7, 8 AND | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

9), -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 | Election of Sir Ralph J Norris KNZM | Management | For |
| 3 | Re-election of Mr John H Akehurst | Management | For |
| 4 | Re-election of Ms Karen A Moses | Management | For |
| 5 | Re-election of Dr Helen M Nugent AO | Management | For |
| 6 | Adoption of Remuneration Report (Non-binding advisory vote) | Management | For |
| 7 | Grant of long term incentives to Mr Grant A King- Managing Director | Management | For |
| 8 | Grant of long term incentives to Ms Karen A Moses-Executive Director | Management | For |
| 9 | Approval of potential termination benefits | Management | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE FROM 24 OCT-2012 TO 12 NOV 2012 AND CHANGE IN MEETING TIME FROM 10:30 TO 10:00. IF YOU HAV-E ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU-DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | |

PERVASIVE SOFTWARE INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 715710109 | MEETING TYPE | Annual |
| TICKER SYMBOL | PVSW | MEETING DATE | 12-Nov-2012 |
| ISIN | US7157101095 | AGENDA | 933696099 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 DAVID A. BOUCHER | | For |
| | 2 JEFFREY S. HAWN | | For |
| | 3 MICHAEL E. HOSKINS | | For |
| 2. | TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2013. | Management | For |

AMIL PARTICIPACOES SA

| | | | |
|---------------|--------------|--------------|-------------------------------|
| SECURITY | P0R997100 | MEETING TYPE | ExtraOrdinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 14-Nov-2012 |
| ISIN | BRAMILACNOR0 | AGENDA | 704150591 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|-----------------------------|------------|-------|
| ----- | ----- | ----- | ----- |
| CMMT | IMPORTANT MARKET PROCESSING | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

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

CMMT PLEASE NOTE THAT VOTES 'IN FAVOR' AND 'AGAINST' IN THE SAME AGENDA ITEM ARE NOT ALLOWED. ONLY VOTES IN FAVOR AND/OR ABSTAIN OR AGAINST AND/OR ABSTAIN ARE ALLOWED. THANK YOU Non-Voting

1.I Of the choice of the specialized company to be hired for the preparation of the valuation report for the company at economic value, for the purpose of the public tender offer for acquisition for the delisting of the company as a publicly traded company in category a with the Brazilian securities commission, from here onwards the delisting and the CVM, and its consequent delisting from the special securities trading segment of BM and Fbovespa S.A., Bolsa De Valores, Mercadorias e Futuros, which is called the novo Mercado, from here onwards the BM and Fbovespa and the Novo Mercado, respectively, as well as for the discontinuation, by the company, of the differentiated corporate governance practices established in the novo mercado listing rules, from here onwards the novo Mercado rules and the delisting from the novo mercado, respectively, in accordance with that which is provided for in sections x and xi of the novo mercado rules, in chapter vi of the corporate bylaws of the company, in article 4, paragraph 4, of law number 6404 of December 15, 1976, as amended, from here onwards the Brazilian corporate law, and in CVM instruction number 361 of March 5, 2002, as amended, in accordance with the following list of three valuation companies prepared by the board of directors of the company Goldman Sachs Do Brasil Banco Multiplo S.A., Management For

CMMT PLEASE NOTE THAT ALTHOUGH THERE ARE 2 SPECIALIZED COMPANIES TO BE ELECTED, THERE IS ONLY 1 VACANCY 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 OF THE 2 SPECIALIZED COMPANIES. THANK YOU. Non-Voting

1.II UBS Brasil Servicos DE Assessoria Financeira Ltda Management For

1.III Deutsche Bank S.A., Banco Alemao Management

2 Of the proposal for the increase in the number of members and the election of new members to the board of directors Management For

3 Of the proposal for the inclusion of a new article in the corporate bylaws of the company, which will be article 42, as well as the renumbering of Management For

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|------|---|------------|-----|
| | the current article 42 and of articles 43, 44 and 45 of the corporate bylaws of the company | | |
| 4 | Of the proposal for the amendment of the wording of the following articles of the corporate bylaws of the company, articles 11, 12, 14, 15, 16, 17 and 18 and, as necessary, of the respective lines and paragraphs | Management | For |
| CMMT | PLEASE NOTE THAT SHAREHOLDERS SUBMITTING A VOTE TO ELECT A MEMBER MUST INCLUDE-THE NAME OF THE CANDIDATE TO BE ELECTED. IF INSTRUCTIONS TO VOTE ON THIS ITEM-IS RECEIVED WITHOUT A CANDIDATE'S NAME, YOUR VOTE WILL BE PROCESSED IN FAVOR-OR AGAINST OF THE DEFAULT COMPANY'S CANDIDATE. THANK YOU. | Non-Voting | |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF COMMENT. 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 | |

CORINTHIAN COLLEGES, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 218868107 | MEETING TYPE | Annual |
| TICKER SYMBOL | COCO | MEETING DATE | 14-Nov-2012 |
| ISIN | US2188681074 | AGENDA | 933694300 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 PAUL R. ST. PIERRE | | For |
| | 2 LINDA AREY SKLADANY | | For |
| | 3 ROBERT LEE | | For |
| | 4 JACK D. MASSIMINO | | For |
| | 5 TERRY O. HARTSHORN | | For |
| | 6 TIMOTHY J. SULLIVAN | | For |
| | 7 SHARON P. ROBINSON | | For |
| | 8 HANK ADLER | | For |
| | 9 JOHN M. DIONISIO | | For |
| | 10 ALICE T. KANE | | For |
| 2. | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE CORINTHIAN COLLEGES, INC. EMPLOYEE STOCK PURCHASE PLAN, WHICH AUTHORIZES THE ISSUANCE OF ADDITIONAL SHARES UNDER SUCH PLAN AND CERTAIN OTHER AMENDMENTS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT. | Management | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2013. | Management | For |
| 4. | APPROVAL, BY A NONBINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION PAID | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

BY THE COMPANY TO ITS NAMED
EXECUTIVE OFFICERS.

ARBOR MEMORIAL SERVICES INC.

SECURITY 038916102 MEETING TYPE Special
TICKER SYMBOL AROAF MEETING DATE 16-Nov-2012
ISIN CA0389161021 AGENDA 933697368 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | TO CONSIDER, PURSUANT TO AN INTERIM ORDER OF THE ONTARIO SUPERIOR COURT OF JUSTICE DATED OCTOBER 5, 2012 (THE "INTERIM ORDER") AND, IF THOUGHT ADVISABLE, TO PASS, WITH OR WITHOUT VARIATION, A SPECIAL RESOLUTION (THE "ARRANGEMENT RESOLUTION"), THE FULL TEXT OF WHICH IS SET OUT IN EXHIBIT B TO THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR (THE "CIRCULAR"), APPROVING A STATUTORY ARRANGEMENT (THE "ARRANGEMENT"). PLEASE REFER TO THE VOTING INSTRUCTION FORM FOR A COMPLETE DESCRIPTION OF THIS RESOLUTION. | Management | For |

LONMIN PLC, LONDON

SECURITY G56350112 MEETING TYPE Ordinary General Meeting
TICKER SYMBOL MEETING DATE 19-Nov-2012
ISIN GB0031192486 AGENDA 704153307 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1 | Authorise the directors to allot shares | Management | For |

SEABRIGHT HOLDINGS, INC.

SECURITY 811656107 MEETING TYPE Special
TICKER SYMBOL SBX MEETING DATE 19-Nov-2012
ISIN US8116561072 AGENDA 933699918 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF | Management | For |

Edgar Filing: GDL FUND - Form N-PX

AUGUST 27, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG ENSTAR GROUP LIMITED, A BERMUDA EXEMPTED COMPANY, AML ACQUISITION, CORP., A DELAWARE CORPORATION AND AN INDIRECT WHOLLY OWNED SUBSIDIARY OF ENSTAR, AND SEABRIGHT HOLDINGS, INC. (THE "COMPANY").

- | | | | |
|----|---|------------|---------|
| 2. | 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 |
| 3. | PROPOSAL TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |

XSTRATA PLC, LONDON

| | | | |
|---------------|--------------|--------------|--------------------------|
| SECURITY | G9826T102 | MEETING TYPE | Ordinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 20-Nov-2012 |
| ISIN | GB0031411001 | AGENDA | 704123443 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1 | That, for the purposes of giving effect to the New Scheme: (a) the directors of the Company be authorised to take all such actions as they may consider necessary or appropriate for carrying the New Scheme into full effect; (b) the re-classification of the ordinary shares of the Company and the Reduction of Capital (including any reversals or contingencies associated therewith) be approved; (c) the capitalisation of the reserve arising from the Reduction of Capital in paying up the Further Xstrata Shares to be allotted to Glencore International plc (or its nominee(s)) be approved; (d) the directors of the Company be authorised to allot the New Xstrata Shares to Glencore International plc (or its nominee(s)) as referred to in paragraph (c) above; and (e) the amendments to the articles of association of the Company be approved | Management | For |
| 2 | That: 2.1 the Revised Management Incentive Arrangements, as defined in the New Scheme Circular, be approved and the directors of the Company be authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to such arrangements; and 2.2 the Revised New Xstrata 2012 Plan, as defined in the New Scheme Circular, be adopted and that the directors of the | Management | For |

Edgar Filing: GDL FUND - Form N-PX

Company be authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to the Revised New Xstrata 2012 Plan

XSTRATA PLC, LONDON

SECURITY G9826T102 MEETING TYPE Court Meeting
 TICKER SYMBOL GB0031411001 MEETING DATE 20-Nov-2012
 ISIN AGENDA 704126730 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|-------------|------|
| 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 said New Scheme subject to the Revised Management Incentive Arrangements Resolution to be proposed at the Further Xstrata General Meeting being passed | Management | For |
| 2 | PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: To approve the said New Scheme subject to the Revised Management Incentive Arrangements Resolution to be proposed at the Further Xstrata General Meeting not being passed | Shareholder | For |

COVENTRY HEALTH CARE, INC.

SECURITY 222862104 MEETING TYPE Special
 TICKER SYMBOL CVH MEETING DATE 21-Nov-2012
 ISIN US2228621049 AGENDA 933700329 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 19, 2012, AS AMENDED, AND AS MAY BE FURTHER AMENDED, AMONG AETNA INC., JAGUAR MERGER SUBSIDIARY, INC. AND COVENTRY HEALTH CARE, INC. | Management | For |
| 2. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE COVENTRY SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER | Management | For |

Edgar Filing: GDL FUND - Form N-PX

AGREEMENT AT THE TIME OF THE COVENTRY SPECIAL MEETING.

3. PROPOSAL TO APPROVE ON AN ADVISORY, (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY COVENTRY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. Management Abstain

AMIL PARTICIPACOES SA

SECURITY POR997100 MEETING TYPE ExtraOrdinary General Meeting
 TICKER SYMBOL MEETING DATE 28-Nov-2012
 ISIN BRAMILACNOR0 AGENDA 704143623 - 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 | PLEASE NOTE THAT VOTES 'IN FAVOR' AND 'AGAINST' IN THE SAME AGENDA ITEM ARE-NOT ALLOWED. ONLY VOTES IN FAVOR AND/OR ABSTAIN OR AGAINST AND/ OR ABSTAIN-ARE ALLOWED. THANK YOU | Non-Voting | |
| 1 | To vote regarding the delisting of the Company as a publicly traded company in the A category with the Brazilian Securities Commission, from here onwards the Delisting, and its consequent delisting from the special securities trading segment of the BM and FBOVESPA S.A., Bolsa de Valores, Mercadorias e Futuros, called the Novo Mercado, from here onwards the Novo Mercado, as well as for the discontinuation, by the Company, of the differentiated corporate governance practices established in the Novo Mercado Listing Rules, from here onwards the Delisting from the Novo Mercado, in accordance with that which is provided for in Sections X and XI of the Novo Mercado Listing Rules, in Chapter VI of the corporate bylaws of the Company, in article 4, paragraph 4, of Law number 6404 of December 15, 1976, as amended, and in CONTD | Management | For |
| CONT | CONTD CVM Instruction number 361 of March 5, 2002, as amended. The Delisting-and the Delisting from the Novo Mercado is part of the transaction for-Association between the UnitedHealth Group and the Company, as announced in-the notices of material fact released on October 8, 2012, and on this date.- | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

The Board of Directors approved the Delisting and Delisting from the Novo-Mercado at a meeting held on October 26, 2012

LTX CREDENCE CORPORATION

SECURITY 502403207 MEETING TYPE Annual
 TICKER SYMBOL LTXC MEETING DATE 28-Nov-2012
 ISIN US5024032071 AGENDA 933701561 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------------|
| 1. | DIRECTOR 1 ROGER W. BLETHEN 2 ROGER J. MAGGS | Management | For For |
| 2. | TO APPROVE, IN A NON-BINDING, ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT, INCLUDING THE DISCLOSURES UNDER THE HEADING "COMPENSATION DISCUSSION AND ANALYSIS," THE COMPENSATION TABLES, AND ANY RELATED MATERIALS INCLUDED IN THE PROXY STATEMENT. | Management | Abstain |
| 3. | TO APPROVE THE SECOND AMENDED AND RESTATED COMPANY 2004 EMPLOYEE STOCK PURCHASE PLAN. | Management | For |
| 4. | TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS FISCAL YEAR ENDING JULY 31, 2013. | Management | For |

FLAGSTONE REINSURANCE HOLDINGS S.A.

SECURITY L3466T104 MEETING TYPE Special
 TICKER SYMBOL FSR MEETING DATE 28-Nov-2012
 ISIN LU0490650438 AGENDA 933701927 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| E1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 30, 2012, AMONG FLAGSTONE REINSURANCE HOLDINGS, S.A. ("FLAGSTONE"), FLAGSTONE REINSURANCE HOLDINGS (BERMUDA) LIMITED ("FLAGSTONE BERMUDA"), VALIDUS HOLDINGS, LTD. ("VALIDUS") AND VALIDUS UPS, LTD. ("MERGER SUB"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |

Edgar Filing: GDL FUND - Form N-PX

S2. TO APPROVE A NON-BINDING, ADVISORY PROPOSAL REQUIRED UNDER THE DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT AND SECTION 14A OF THE SECURITIES EXCHANGE ACT OF 1934, AND THE RULES THEREUNDER TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO FLAGSTONE'S NAMED EXECUTIVE OFFICERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

Management Abstain

KENEXA CORPORATION

SECURITY 488879107 MEETING TYPE Special
 TICKER SYMBOL KNXA MEETING DATE 03-Dec-2012
 ISIN US4888791070 AGENDA 933702171 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 25, 2012, BY AND AMONG INTERNATIONAL BUSINESS MACHINES CORPORATION, A NEW YORK CORPORATION ("IBM"), JASMINE ACQUISITION CORP., A PENNSYLVANIA CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF IBM, AND KENEXA CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | THE PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY AND APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | Management | For |
| 3. | THE PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, CERTAIN "GOLDEN PARACHUTE" COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO KENEXA CORPORATION'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, INCLUDING THE AGREEMENTS AND UNDERSTANDINGS WITH KENEXA CORPORATION PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE. | Management | Abstain |

GEOEYE, INC.

SECURITY 37250W108 MEETING TYPE Special
 TICKER SYMBOL GEOY MEETING DATE 03-Dec-2012
 ISIN US37250W1080 AGENDA 933704327 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF JULY 22, 2012, AS AMENDED, AND AS MAY BE FURTHER AMENDED, BY AND AMONG DIGITALGLOBE, INC., 20/20 ACQUISITION SUB, INC., WORLDVIEW, LLC, AND GEOEYE, INC., AND TO APPROVE THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT. | Management | For |
| 2. | PROPOSAL TO APPROVE, BY A NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR GEOEYE, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT. | Management | Abstain |
| 3. | PROPOSAL TO APPROVE ANY MOTION TO ADJOURN THE GEOEYE, INC. SPECIAL MEETING OF STOCKHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES. | Management | For |

HARMAN INTERNATIONAL INDUSTRIES, INC.

SECURITY 413086109 MEETING TYPE Annual
TICKER SYMBOL HAR MEETING DATE 05-Dec-2012
ISIN US4130861093 AGENDA 933699728 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1A. | ELECTION OF DIRECTOR: DR. JIREN LIU | Management | For |
| 1B. | ELECTION OF DIRECTOR: EDWARD H. MEYER | Management | For |
| 1C. | ELECTION OF DIRECTOR: DINESH C. PALIWAL | Management | For |
| 1D. | ELECTION OF DIRECTOR: HELLENE S. RUNTAGH | Management | For |
| 1E. | ELECTION OF DIRECTOR: FRANK SKLARSKY | Management | For |
| 1F. | ELECTION OF DIRECTOR: GARY G. STEEL | Management | For |
| 2. | RATIFY THE APPOINTMENT OF KPMG LLP FOR FISCAL 2013. | Management | For |
| 3. | TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION. | Management | Abstain |

TPC GROUP INC

SECURITY 89236Y104 MEETING TYPE Special
TICKER SYMBOL TPCG MEETING DATE 05-Dec-2012
ISIN US89236Y1047 AGENDA 933705709 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AUGUST 24, 2012, AMONG TPC GROUP INC., SAWGRASS HOLDINGS INC. AND SAWGRASS MERGER SUB INC., AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | 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 ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | Management | For |
| 3. | TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR TPC GROUP'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |

MEDICIS PHARMACEUTICAL CORPORATION

SECURITY 584690309 MEETING TYPE Special
TICKER SYMBOL MRX MEETING DATE 07-Dec-2012
ISIN US5846903095 AGENDA 933704860 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 2, 2012, BY AND AMONG VALEANT PHARMACEUTICALS INTERNATIONAL, INC., VALEANT PHARMACEUTICALS INTERNATIONAL, MERLIN MERGER SUB, INC. AND MEDICIS PHARMACEUTICAL CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL VOTES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | Management | For |
| 3. | TO APPROVE A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE GOLDEN PARACHUTE COMPENSATION PAYABLE TO MEDICIS' NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

HERITAGE OIL PLC, ST HELIER

SECURITY G4509M102 MEETING TYPE ExtraOrdinary General Meeting
 TICKER SYMBOL TICKER SYMBOL MEETING DATE 12-Dec-2012
 ISIN JE00B2Q4TN56 AGENDA 704167130 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1 | Approval of the proposed Divestment | Management | For |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINK: https://materials.proxyvote.com/Approved/99999Z-/19840101/NPS_148919.PDF | Non-Voting | |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK. IF YOU HAVE A-LREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DEC-IDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | |

TALISON LITHIUM LIMITED

SECURITY Q88128105 MEETING TYPE Special
 TICKER SYMBOL TLTHF MEETING DATE 13-Dec-2012
 ISIN AU000000TLH5 AGENDA 933703832 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | "THAT, PURSUANT TO AND IN ACCORDANCE WITH THE PROVISIONS OF SECTION 411 OF THE CORPORATIONS ACT, TALISON SHAREHOLDERS APPROVE THE ARRANGEMENT PROPOSED BETWEEN TALISON LITHIUM LIMITED AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES, DESIGNATED THE "SHARE SCHEME". PLEASE REFER TO THE VOTING INSTRUCTION FORM FOR A COMPLETE DESCRIPTION OF THIS RESOLUTION. | Management | For |

HEELYS, INC

SECURITY 42279M107 MEETING TYPE Special
 TICKER SYMBOL HLYS MEETING DATE 13-Dec-2012
 ISIN US42279M1071 AGENDA 933710394 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | THE SALE OF SUBSTANTIALLY ALL OF THE ASSETS OF HEELYS, INC. (THE "COMPANY") AND ITS SUBSIDIARIES PURSUANT TO, AND THE OTHER TRANSACTIONS CONTEMPLATED BY, THE ASSET PURCHASE AGREEMENT ATTACHED AS ANNEX A TO THE ACCOMPANYING PROXY STATEMENT (THE "SALE"). | Management | For |
| 2. | AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO CHANGE ITS CORPORATE NAME, CONTINGENT ON AND EFFECTIVE UPON THE CONSUMMATION OF THE SALE. | Management | For |
| 3. | APPROVAL OF THE PLAN OF LIQUIDATION AND DISSOLUTION, PURSUANT TO WHICH THE COMPANY WILL BE LIQUIDATED, WOUND UP AND DISSOLVED, CONTINGENT UPON THE CONSUMMATION OF THE SALE, IN THE FORM ATTACHED AS ANNEX B TO THE ACCOMPANYING PROXY STATEMENT (THE "PLAN OF DISSOLUTION"). | Management | For |
| 4. | A NON-BINDING, ADVISORY PROPOSAL TO APPROVE CERTAIN EXECUTIVE COMPENSATION PAYABLE AS A RESULT OF THE SALE, AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT. | Management | Abstain |
| 5. | THE GRANT OF AUTHORITY TO THE BOARD OF DIRECTORS OF THE COMPANY (THE "BOARD") TO ADJOURN THE MEETING, EVEN IF A QUORUM IS PRESENT, IF NECESSARY OR APPROPRIATE IN THE SOLE DISCRETION OF THE BOARD, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |

CELTIC EXPLORATION LTD.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 15118Q109 | MEETING TYPE | Special |
| TICKER SYMBOL | CEXJF | MEETING DATE | 14-Dec-2012 |
| ISIN | CA15118Q1090 | AGENDA | 933712158 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE ACCOMPANYING INFORMATION CIRCULAR AND PROXY STATEMENT DATED NOVEMBER 16, 2012 (THE "INFORMATION CIRCULAR"), TO APPROVE A PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA), ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR; | Management | For |
| 02 | THE ORDINARY RESOLUTION, THE FULL | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|-----|
| | TEXT OF WHICH IS SET FORTH UNDER THE HEADING "OTHER MATTERS OF SPECIAL BUSINESS RELATING TO KELT - KELT OPTION PLAN" IN THE INFORMATION CIRCULAR, TO APPROVE A STOCK OPTION PLAN FOR KELT EXPLORATION LTD. ("KELT"), ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR; | | |
| 03 | THE ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH UNDER THE HEADING "OTHER MATTERS OF SPECIAL BUSINESS RELATING TO KELT - KELT RSU PLAN" IN THE INFORMATION CIRCULAR, TO APPROVE A RESTRICTED SHARE UNIT PLAN FOR KELT, ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR; | Management | For |
| 04 | THE ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH UNDER THE HEADING "OTHER MATTERS OF SPECIAL BUSINESS RELATING TO KELT - PRIVATE PLACEMENT" IN THE INFORMATION CIRCULAR, TO APPROVE A PRIVATE PLACEMENT OF UP TO 6,000,000 COMMON SHARES OF KELT FOR GROSS PROCEEDS OF APPROXIMATELY \$13.9 MILLION AT A PRICE OF \$2.32 PER SHARE, ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR. | Management | For |

DEVGEN NV, ZWIJNAARDE

| | | | |
|---------------|--------------|--------------|-------------------------|
| SECURITY | B33555127 | MEETING TYPE | Special General Meeting |
| TICKER SYMBOL | | MEETING DATE | 15-Dec-2012 |
| ISIN | BE0003821387 | AGENDA | 704166645 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) MAY BE 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 | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|--|---|------------|-----|
| INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED | | | |
| 1 | The meeting approves the clause enshrined in the license and research agreement entered into between the Company and Syngenta AG on 14 May 2012, and that entitles the latter, in the event of a change of control within the Company, to request a partial or a total refund of fees and payments made in exchange for partial or total termination of licenses granted | Management | For |
| 2 | The meeting approves the grant of bonuses to certain key managers (including Thierry Bogaert), key employees and key consultants. For the beneficiaries who perform a board mandate within a subsidiary of the Company, this bonus will be paid by the relevant subsidiary for services rendered for the benefit of these subsidiaries. The aggregate amount of all bonuses will equal EUR 4.03 million, to be increased, in the event of a successful counterbid or higher bid, by an amount equal to 1% of the excess transaction value of such counterbid or higher bid. The bonuses will only be due in case of a successful closing of the takeover bid on the Company that was announced on 21 September 2012 (or a thereto related counterbid or higher bid) | Management | For |
| 3 | The meeting approves the clause that is enshrined in the management services agreement of the CEO of the Company dated 19 June 2012 that, in case of a change of control within the Company, provides for an accelerated granting of 32,211 warrants at an exercise price of EUR 5.43 per warrant and for an accelerated becoming due of certain bonuses by the subsidiaries of the Company, the maximum aggregate amount of which is EUR 557,668, which would, in principle, have become due in the course of the agreement | Management | For |

PLX TECHNOLOGY, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 693417107 | MEETING TYPE | Annual |
| TICKER SYMBOL | PLXT | MEETING DATE | 19-Dec-2012 |
| ISIN | US6934171074 | AGENDA | 933708022 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 D. JAMES GUZY | | For |
| | 2 JOHN H. HART | | For |
| | 3 THOMAS RIORDAN | | For |
| | 4 MICHAEL J. SALAMEH | | For |
| | 5 RALPH H. SCHMITT | | For |
| | 6 ROBERT H. SMITH | | For |
| | 7 PATRICK VERDERICO | | For |
| 2. | TO RATIFY THE APPOINTMENT OF BDO SEIDMAN LLP AS THE COMPANY'S | Management | For |

Edgar Filing: GDL FUND - Form N-PX

INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM FOR THE FISCAL YEAR
ENDING DECEMBER 31, 2012.

3. TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. Management Abstain

LBI INTERNATIONAL N.V., AMSTERDAM

SECURITY N5168J100 MEETING TYPE ExtraOrdinary General Meeting
TICKER SYMBOL NL0009508720 MEETING DATE 20-Dec-2012
ISIN NL0009508720 AGENDA 704161532 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1 | Discussion public offer (discussion item) | Non-Voting | |
| 2 | Amendment of the Articles of Association | Management | For |
| 3 | Resignation and Discharge Supervisory Board members: Mr. J.F.P. Farrell; Mr. R.J.C. Easton and Mr. A.H.A.M. van Laack | Management | For |
| 4 | Appointment of new Supervisory Board members: Mr. J-Y Naouri; Mr. J-M Etienne; Mr. F. Voris; Mr. B. Lord and Mr. J. Tomasulo | Management | For |
| 5 | Compliance Corporate Governance Code (discussion item) | Non-Voting | |
| 6 | Any other business | Management | Abstain |

GRAINCORP LIMITED

SECURITY Q42655102 MEETING TYPE Annual General Meeting
TICKER SYMBOL AU000000GNC9 MEETING DATE 20-Dec-2012
ISIN AU000000GNC9 AGENDA 704166912 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| CMMT | VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 2 AND 4 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 (2 AND 4), YOU-ACKNOWLEDGE THAT YOU HAVE NOT OBTAINED BENEFIT NEITHER EXPECT TO OBTAIN-BENEFIT BY THE PASSING OF THE | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-----|---|------------|-----|
| | RELEVANT PROPOSAL/S AND YOU COMPLY WITH THE-VOTING EXCLUSION. | | |
| 1 | Consideration of Financial Statements and Reports | Non-Voting | |
| 2 | Adoption of the Remuneration Report | Management | For |
| 3.1 | That for the purposes of ASX Listing Rule 14.4, article 11.3(a) of the Constitution and for all other purposes, Mr Don Taylor, retiring by rotation, being eligible and offering himself for re-election, be reelected as a Director of the Company | Management | For |
| 3.2 | That for the purposes of ASX Listing Rule 14.4, article 11.3(a) of the Constitution and for all other purposes, Mr David Trebeck, retiring by rotation, being eligible and offering himself for election, be re-elected as a Director of the Company | Management | For |
| 3.3 | That for the purposes of ASX Listing Rule 14.4, article 11.3(a) of the Constitution and for all other purposes, Mr Donald McGauchie, retiring by rotation, being eligible and offering himself for election, be re-elected as a Director of the Company | Management | For |
| 4 | Long Term Incentive Plan and Deferred Equity Plan - amendment to allow the Board to issue shares to satisfy vested rights | Management | For |
| 5 | Financial Assistance | Management | For |

PRESIDENTIAL LIFE CORPORATION

SECURITY 740884101 MEETING TYPE Special
TICKER SYMBOL PLFE MEETING DATE 20-Dec-2012
ISIN US7408841010 AGENDA 933709707 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 12, 2012, BY AND AMONG ATHENE ANNUITY & LIFE ASSURANCE COMPANY ("ATHENE"), EAGLE ACQUISITION CORP., A WHOLLY OWNED SUBSIDIARY OF ATHENE ("MERGER SUB"), AND THE COMPANY, AS IT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT"), PURSUANT TO WHICH MERGER SUB WILL MERGE WITH AND INTO THE COMPANY. | Management | For |
| 2. | TO ADJOURN 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 SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT. | Management | For |
| 3. | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF CERTAIN COMPENSATION ARRANGEMENTS FOR PRESIDENTIAL'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

THE SHAW GROUP INC.

SECURITY 820280105 MEETING TYPE Special
 TICKER SYMBOL SHAW MEETING DATE 21-Dec-2012
 ISIN US8202801051 AGENDA 933709795 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 01 | PROPOSAL TO APPROVE THE TRANSACTION AGREEMENT (AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, THE "TRANSACTION AGREEMENT"), DATED AS OF JULY 30, 2012, BETWEEN SHAW, CHICAGO BRIDGE & IRON COMPANY N.V. ("CB&I") AND CRYSTAL ACQUISITION SUBSIDIARY INC., A WHOLLY OWNED SUBSIDIARY OF CB&I ("ACQUISITION SUB"), PURSUANT TO WHICH ACQUISITION SUB WILL MERGE WITH AND INTO SHAW. | Management | For |
| 02 | PROPOSAL, ON AN ADVISORY (NON-BINDING) BASIS, TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO SHAW'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE TRANSACTION. | Management | Abstain |
| 03 | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO ENABLE THE BOARD OF DIRECTORS OF SHAW TO SOLICIT ADDITIONAL PROXIES TO APPROVE THE TRANSACTION AGREEMENT. | Management | For |

METROPOLITAN HEALTH NETWORKS, INC.

SECURITY 592142103 MEETING TYPE Special
 TICKER SYMBOL MDF MEETING DATE 21-Dec-2012
 ISIN US5921421039 AGENDA 933713376 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1. | TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, AMONG HUMANA INC. MINER ACQUISITION SUBSIDIARY, INC., A WHOLLY-OWNED SUBSIDIARY OF HUMANA, INC., AND METROPOLITAN HEALTH NETWORKS, INC., PURSUANT TO WHICH METROPOLITAN HEALTH NETWORKS, INC., WILL BECOME A WHOLLY-OWNED SUBSIDIARY OF HUMANA, INC. WHICH IS REFERRED TO AS THE MERGER, AND TO APPROVE THE MERGER. | Management | For |

Edgar Filing: GDL FUND - Form N-PX

- | | | | |
|----|---|------------|---------|
| 2. | A PROPOSAL TO APPROVE AN ADJOURNMENT OF THE METROPOLITAN SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE FOREGOING PROPOSAL. | Management | For |
| 3. | A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY METROPOLITAN TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |

THE SHAW GROUP INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 820280105 | MEETING TYPE | Special |
| TICKER SYMBOL | SHAW | MEETING DATE | 21-Dec-2012 |
| ISIN | US8202801051 | AGENDA | 933717172 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 01 | PROPOSAL TO APPROVE THE TRANSACTION AGREEMENT (AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, THE "TRANSACTION AGREEMENT"), DATED AS OF JULY 30, 2012, BETWEEN SHAW, CHICAGO BRIDGE & IRON COMPANY N.V. ("CB&I") AND CRYSTAL ACQUISITION SUBSIDIARY INC., A WHOLLY OWNED SUBSIDIARY OF CB&I ("ACQUISITION SUB"), PURSUANT TO WHICH ACQUISITION SUB WILL MERGE WITH AND INTO SHAW. | Management | For |
| 02 | PROPOSAL, ON AN ADVISORY (NON- BINDING) BASIS, TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO SHAW'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE TRANSACTION. | Management | Abstain |
| 03 | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO ENABLE THE BOARD OF DIRECTORS OF SHAW TO SOLICIT ADDITIONAL PROXIES TO APPROVE THE TRANSACTION AGREEMENT. | Management | For |

ROBBINS & MYERS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 770196103 | MEETING TYPE | Special |
| TICKER SYMBOL | RBN | MEETING DATE | 27-Dec-2012 |
| ISIN | US7701961036 | AGENDA | 933715368 - Management |

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

Edgar Filing: GDL FUND - Form N-PX

- | | | | |
|----|---|------------|-----|
| 1. | ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AUGUST 8, 2012, BY AND AMONG NATIONAL OILWELL VARCO, INC., RAVEN PROCESS CORP., AND ROBBINS & MYERS, INC. AND APPROVE THE TRANSACTIONS CONTEMPLATED BY THAT AGREEMENT. | Management | For |
| 2. | APPROVAL IN AN ADVISORY (NON-BINDING) VOTE OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | For |
| 3. | ANY ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT TO ADOPT THE MERGER AGREEMENT. | Management | For |

ANCESTRY.COM INC

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 032803108 | MEETING TYPE | Special |
| TICKER SYMBOL | ACOM | MEETING DATE | 27-Dec-2012 |
| ISIN | US0328031085 | AGENDA | 933716675 - Management |

- | ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), DATED AS OF OCTOBER 21, 2012, BY AND AMONG THE COMPANY, GLOBAL GENERATIONS INTERNATIONAL INC., A DELAWARE CORPORATION ("PARENT"), AND GLOBAL GENERATIONS MERGER SUB INC., A DELAWARE CORPORATION AND WHOLLY OWNED SUBSIDIARY OF PARENT. | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, SPECIFIED COMPENSATION THAT MAY BECOME PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF THE COMPANY IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | 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 ADOPT THE MERGER AGREEMENT. | Management | For |
| 4. | TO ACT UPON OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING (PROVIDED THE COMPANY DOES NOT KNOW, AT A REASONABLE TIME BEFORE THE SPECIAL MEETING, THAT SUCH MATTERS ARE TO BE PRESENTED AT | Management | For |

Edgar Filing: GDL FUND - Form N-PX

THE MEETING) OR ANY ADJOURNMENT OR
POSTPONEMENT THEREOF.

TARO PHARMACEUTICAL INDUSTRIES LTD.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | M8737E108 | MEETING TYPE | Annual |
| TICKER SYMBOL | TARO | MEETING DATE | 30-Dec-2012 |
| ISIN | IL0010827181 | AGENDA | 933718504 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|--------------------------|
| 1. | ELECTION OF SUBRAMANIAN KALYANASUNDARAM (KNOWN IN INDUSTRY CIRCLES AS KAL SUNDARAM) AS DIRECTOR TO SERVE UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING. | Management | For |
| 2. | DIRECTOR 1 SUDHIR VALIA 2 AALOK SHANGHVI 3 JAMES KEDROWSKI 4 DOV PEKELMAN | Management | For For For For |
| 3. | APPOINTMENT OF ZIV HAFT, CERTIFIED PUBLIC ACCOUNTANTS (ISRAEL), A BDO MEMBER FIRM, AS THE COMPANY'S INDEPENDENT AUDITORS UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY AND AUTHORIZE THEIR REMUNERATION TO BE FIXED, IN ACCORDANCE WITH THE VOLUME AND NATURE OF THEIR SERVICES, BY THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS. | Management | For |
| 4. | APPROVAL OF AN AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION, SO AS TO CONFIRM AND RATIFY THE CHANGE OF THE COMPANY'S FISCAL YEAR END FROM DECEMBER 31 TO MARCH 31. | Management | For |

SUNRISE SENIOR LIVING, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 86768K106 | MEETING TYPE | Special |
| TICKER SYMBOL | SRZ | MEETING DATE | 07-Jan-2013 |
| ISIN | US86768K1060 | AGENDA | 933717348 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 21, 2012, BY AND AMONG SUNRISE SENIOR LIVING, INC. ("SUNRISE"), HEALTH CARE REIT, INC., BREWER HOLDCO, INC., BREWER HOLDCO SUB, INC. AND RED FOX, INC., ALL AS MORE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

- FULLY DESCRIBED IN THE PROXY STATEMENT.
- | | | | |
|----|---|------------|---------|
| 2. | TO APPROVE AN ADVISORY, NONBINDING VOTE REGARDING THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO SUNRISE NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE SUNRISE 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 THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF. | Management | For |

RETALIX LTD.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | M8215W109 | MEETING TYPE | Special |
| TICKER SYMBOL | RTLX | MEETING DATE | 07-Jan-2013 |
| ISIN | IL0010806706 | AGENDA | 933719493 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | APPROVAL OF THE MERGER OF THE COMPANY WITH MERGER SUB, AN INDIRECT, WHOLLYOWNED SUBSIDIARY OF NCR, INCLUDING APPROVAL OF: (I) THE MERGER; (II) THE MERGER AGREEMENT; (III) THE MERGER CONSIDERATION, WITHOUT ANY INTEREST THEREON; (IV) THE CONVERSION OF EACH OUTSTANDING OPTION, AND EACH WARRANT, TO PURCHASE ONE ORDINARY SHARE; (V) ALL OTHER TRANSACTIONS AND ARRANGEMENTS CONTEMPLATED BY THE MERGER AGREEMENT. (ALL CAPITALIZED TERMS ARE DEFINED IN THE ACCOMPANYING PROXY STATEMENT.) | Management | For |
| 2. | TO ACT UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR ADJOURNMENTS THEREOF. | Management | For |

AMERICAN REALTY CAPITAL TRUST

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 02917L101 | MEETING TYPE | Special |
| TICKER SYMBOL | ARCT | MEETING DATE | 16-Jan-2013 |
| ISIN | US02917L1017 | AGENDA | 933718073 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO APPROVE THE MERGER OF THE COMPANY WITH AND INTO TAU ACQUISITION LLC ("MERGER SUB") PURSUANT TO THE MERGER AGREEMENT, DATED SEPTEMBER 6, 2012, AMONG REALTY INCOME CORPORATION, MERGER SUB AND THE COMPANY AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY AND APPROPRIATE, TO ANOTHER TIME AND PLACE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSAL 1. | Management | For |

ASIA PACIFIC BREWERIES LTD

SECURITY Y0370C108 MEETING TYPE Annual General Meeting
TICKER SYMBOL SG1E49001316 MEETING DATE 17-Jan-2013
ISIN SG1E49001316 AGENDA 704219181 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1 | To receive and adopt the report of the Directors and audited financial statements for the year ended 30 September 2012 | Management | For |
| 2 | To approve a final tax-exempt (one-tier) dividend of 85 cents per share in respect of the year ended 30 September 2012 | Management | For |
| 3 | That Mr Roland Pirmez, who retires by rotation, be and is hereby re-appointed as a Director of the Company | Management | For |
| 4 | To approve Directors' fees of SGD 617,000 payable by the Company for the year ending 30 September 2013 (last year: SGD 617,000) | Management | For |
| 5 | To re-appoint auditors for the ensuing year and to authorise the Directors to fix their remuneration | Management | For |
| 6 | To transact any other business which may properly be brought forward | Management | Abstain |

HEELYS, INC

SECURITY 42279M107 MEETING TYPE Special
TICKER SYMBOL HLYS MEETING DATE 24-Jan-2013
ISIN US42279M1071 AGENDA 933722630 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER ATTACHED AS ANNEX A TO THE ENCLOSED PROXY STATEMENT AND APPROVE THE MERGER THEREUNDER (THE "MERGER"). | Management | For |
| 2. | A NON-BINDING, ADVISORY PROPOSAL TO APPROVE CERTAIN EXECUTIVE COMPENSATION PAYABLE AS A RESULT OF THE MERGER, AS DISCLOSED IN THE ENCLOSED PROXY STATEMENT. | Management | Abstain |
| 3. | THE GRANT OF AUTHORITY TO BOARD OF DIRECTORS (THE "BOARD") TO ADJOURN THE MEETING, EVEN IF A QUORUM IS PRESENT, IF NECESSARY OR APPROPRIATE IN THE SOLE DISCRETION OF THE BOARD, INCLUDING TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE INSUFFICIENT SHARES PRESENT IN PERSON OR BY PROXY VOTING IN FAVOR OF ADOPTING THE MERGER AGREEMENT AND APPROVING THE MERGER. | Management | For |

RALCORP HOLDINGS, INC.

SECURITY 751028101 MEETING TYPE Special
TICKER SYMBOL RAH MEETING DATE 29-Jan-2013
ISIN US7510281014 AGENDA 933723543 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 26, 2012, AMONG RALCORP HOLDINGS, INC., CONAGRA FOODS, INC. AND PHOENIX ACQUISITION SUB INC., A WHOLLY OWNED SUBSIDIARY OF CONAGRA FOODS, INC., AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH PHOENIX ACQUISITION SUB INC. WILL MERGE WITH AND INTO RALCORP HOLDINGS, INC. | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO RALCORP HOLDINGS, INC.'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER OF PHOENIX ACQUISITION SUB INC. WITH AND INTO RALCORP HOLDINGS, INC. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO | Management | For |

Edgar Filing: GDL FUND - Form N-PX

SOLICIT ADDITIONAL PROXIES IN THE
EVENT THERE ARE INSUFFICIENT VOTES AT
THE TIME OF THE SPECIAL MEETING OR
ANY ADJOURNMENT OR POSTPONEMENT
THEREOF TO APPROVE PROPOSAL 1.

YOUNG INNOVATIONS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 987520103 | MEETING TYPE | Special |
| TICKER SYMBOL | YDNT | MEETING DATE | 30-Jan-2013 |
| ISIN | US9875201033 | AGENDA | 933725460 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 3, 2012, BY AND AMONG YOUNG INNOVATIONS HOLDINGS LLC, YI ACQUISITION CORP. AND YOUNG INNOVATIONS, INC. | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION. | Management | Abstain |
| 3. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES. | Management | For |

LONMIN PLC, LONDON

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G56350112 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 31-Jan-2013 |
| ISIN | GB0031192486 | AGENDA | 704211717 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|------|
| ----- | | | |
| 1 | To receive the 2012 Report and Accounts | Management | For |
| 2 | To approve the 2012 Directors Remuneration Report | Management | For |
| 3 | To reappoint the auditors: KPMG Audit plc | Management | For |
| 4 | To authorise the Board to agree the auditors remuneration | Management | For |
| 5 | To re elect Roger Phillimore | Management | For |
| 6 | To re elect Ian Farmer | Management | For |
| 7 | To re elect Len Konar | Management | For |
| 8 | To re elect Jonathan Leslie | Management | For |
| 9 | To re elect David Munro | Management | For |
| 10 | To re elect Cyril Ramaphosa | Management | For |
| 11 | To re elect Simon Scott | Management | For |
| 12 | To re elect Mahomed Seedat | Management | For |
| 13 | To re elect Karen de Segundo | Management | For |
| 14 | To re elect Jim Sutcliffe | Management | For |
| 15 | To authorise the directors to allot shares | Management | For |
| 16 | To authorise the purchase of own shares | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|------|--|------------|-----|
| 17 | To authorize a 14 day notice period for general meetings other than annual general meetings | Management | For |
| 18 | To approve the Balanced Scorecard Bonus Plan | Management | For |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINK: https://materials.proxyvote.com/Approved/99999Z-/19840101/NPS_151648.pdf | Non-Voting | |
| CMMT | PLEASE NOTE THAT RESOLUTION 6 IS NOT LONGER VALID AS IAN FARMER HAS REQUESTED-TO STEP DOWN AS CHIEF EXECUTIVE OFFICER (CEO) DUE TO SERIOUS ILLNESS. PLEASE V-OTE ABSTAIN ON THIS RESOLUTION. THANK YOU. | Non-Voting | |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE ADDITION OF URL LINK AND COMMENT. IF Y-OU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLES-S YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | |

ASHLAND INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 044209104 | MEETING TYPE | Annual |
| TICKER SYMBOL | ASH | MEETING DATE | 31-Jan-2013 |
| ISIN | US0442091049 | AGENDA | 933716853 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1.1 | ELECTION OF CLASS III DIRECTOR: BRENDAN M. CUMMINS | Management | For |
| 1.2 | ELECTION OF CLASS III DIRECTOR: MARK C. ROHR | Management | For |
| 1.3 | ELECTION OF CLASS III DIRECTOR: JANICE J. TEAL | Management | For |
| 1.4 | ELECTION OF CLASS III DIRECTOR: MICHAEL J. WARD | Management | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2013. | Management | For |
| 3. | APPROVAL OF AN AMENDMENT TO THE 2011 ASHLAND INC. INCENTIVE PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 2,000,000 SHARES AND TO MAKE CERTAIN OTHER AMENDMENTS INCLUDED THEREIN. | Management | For |
| 4. | A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION PAID TO ASHLAND'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

5. NARRATIVE DISCUSSION.
 SHAREHOLDER PROPOSAL Shareholder Against
 RECOMMENDING THAT THE BOARD OF
 DIRECTORS TAKE ACTION TO DECLASSIFY
 THE BOARD.

POST HLDGS INC

SECURITY 737446104 MEETING TYPE Annual
 TICKER SYMBOL POST MEETING DATE 31-Jan-2013
 ISIN US7374461041 AGENDA 933721791 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|-------------------|
| 1. | DIRECTOR 1 GREGORY L. CURL 2 WILLIAM H. DANFORTH 3 DAVID P. SKARIE | Management | For For For |
| 2. | APPROVAL OF AMENDMENT TO 2012 POST HOLDINGS, INC. LONG-TERM INCENTIVE PLAN. | Management | For |
| 3. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2013. | Management | For |
| 4. | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Management | Abstain |
| 5. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Management | Abstain |

TALISON LITHIUM LIMITED

SECURITY Q88128105 MEETING TYPE Consent
 TICKER SYMBOL TLTHF MEETING DATE 31-Jan-2013
 ISIN AU000000TLH5 AGENDA 933724090 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | RE-ELECTION OF MR. PETER OLIVER AS A DIRECTOR OF THE COMPANY | Management | For |
| 02 | RE-ELECTION OF MR. PETER ROBINSON AS A DIRECTOR OF THE COMPANY | Management | For |
| 03 | RE-ELECTION OF MR. RONNIE BEEVOR AS A DIRECTOR OF THE COMPANY | Management | For |
| 04 | ELECTION OF MR CHRISTOPHER CORBETT AS A DIRECTOR OF THE COMPANY | Management | For |
| 05 | RE-ELECTION OF MR. MARK SMITH AS A DIRECTOR OF THE COMPANY | Management | For |
| 06 | RE-ELECTION OF MR. DAVID SHAW AS A DIRECTOR OF THE COMPANY | Management | For |

Edgar Filing: GDL FUND - Form N-PX

07 RE-ELECTION OF MR. FRANK WHEATLEY AS Management For
A DIRECTOR OF THE COMPANY

YM BIOSCIENCES INC.

SECURITY 984238105 MEETING TYPE Special
TICKER SYMBOL YMI MEETING DATE 31-Jan-2013
ISIN CA9842381050 AGENDA 933724608 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | THE SPECIAL RESOLUTION (THE "ARRANGEMENT RESOLUTION"), THE FULL TEXT OF WHICH IS ATTACHED AS SCHEDULE B TO THE MANAGEMENT PROXY CIRCULAR DATED DECEMBER 31, 2012, WITH OR WITHOUT VARIATION, APPROVING AN ARRANGEMENT UNDER SECTION 130 OF THE COMPANIES ACT (NOVA SCOTIA) BETWEEN THE COMPANY, ITS SHAREHOLDERS, GILEAD SCIENCES, INC. AND 3268218 NOVA SCOTIA LIMITED (THE "PURCHASER") PURSUANT TO WHICH, AMONG OTHER THINGS, THE PURCHASER WILL ACQUIRE ALL OF THE ISSUED AND OUTSTANDING COMMON SHARES OF THE COMPANY AT A PRICE OF U.S.\$2.95 PER COMMON SHARE IN CASH. | Management | For |

COMVERSE TECHNOLOGY, INC.

SECURITY 205862402 MEETING TYPE Special
TICKER SYMBOL CMVT MEETING DATE 04-Feb-2013
ISIN US2058624022 AGENDA 933724139 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1. | ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 12, 2012, AMONG COMVERSE TECHNOLOGY, INC., VERINT SYSTEMS INC. AND VICTORY ACQUISITION I LLC AND APPROVAL OF THE TRANSACTIONS CONTEMPLATED BY THAT AGREEMENT, INCLUDING THE MERGER. | Management | For |
| 2. | THE ADJOURNMENT OF THE CTI SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE CTI SPECIAL MEETING. | Management | For |

Edgar Filing: GDL FUND - Form N-PX

CYMER, INC.

SECURITY 232572107 MEETING TYPE Special
 TICKER SYMBOL CYMI MEETING DATE 05-Feb-2013
 ISIN US2325721072 AGENDA 933725458 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 16, 2012, BY AND AMONG ASML HOLDING N.V., AMSL US INC., KONA TECHNOLOGIES, LLC., KONA ACQUISITION COMPANY, INC. AND CYMER, INC., AS MAY BE AMENDED. | Management | For |
| 2. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE FOREGOING PROPOSAL. | Management | For |
| 3. | TO APPROVE A NON-BINDING ADVISORY PROPOSAL TO APPROVE CERTAIN COMPENSATION ARRANGEMENTS FOR CYMER'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |

GRUPO MODELO SAB DE CV

SECURITY P4833F104 MEETING TYPE Ordinary General Meeting
 TICKER SYMBOL MEETING DATE 06-Feb-2013
 ISIN MXP4833F1044 AGENDA 704246049 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| CMMT | PLEASE NOTE THAT ONLY MEXICAN NATIONALS MAY PARTICIPATE IN THIS MEETING-THEREFORE THESE SHARES HAVE NO VOTING RIGHTS | Non-Voting | |
| I | Discussion and approval, if deemed appropriate, for the declaration of a-dividend in an amount and under the terms and conditions that are approved by-the general meeting of shareholders, after approval of the financial-statements of the company to December 31, 2012. Resolutions in this regard | Non-Voting | |
| II | Designation of delegates who will carry out the resolutions passed by this-general meeting and, if deemed appropriate, formalize them as appropriate | Non-Voting | |

ELOQUA, INC.

SECURITY 290139104 MEETING TYPE Special

Edgar Filing: GDL FUND - Form N-PX

TICKER SYMBOL ELOQ MEETING DATE 08-Feb-2013
 ISIN US2901391043 AGENDA 933727654 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1. | ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 19, 2012, AMONG ELOQUA, INC., ("ELOQUA"), OC ACQUISITION LLC ("PARENT"), A DELAWARE LIMITED LIABILITY COMPANY AND WHOLLY OWNED SUBSIDIARY OF ORACLE CORPORATION ("ORACLE"), ESPERANZA ACQUISITION CORPORATION, A DELAWARE CORPORATION AND WHOLLY OWNED SUBSIDIARY OF PARENT, AND ORACLE. | Management | For |
| 2. | A PROPOSAL TO APPROVE ONE OR MORE ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF ELOQUA HAS NOT OBTAINED SUFFICIENT AFFIRMATIVE STOCKHOLDER VOTES TO ADOPT THE MERGER AGREEMENT. | Management | For |

KBW, INC.

SECURITY 482423100 MEETING TYPE Special
 TICKER SYMBOL KBW MEETING DATE 12-Feb-2013
 ISIN US4824231009 AGENDA 933725181 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 5, 2012 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), AMONG STIFEL FINANCIAL CORP., SFKBW ONE, INC., SFKBW TWO, LLC, AND KBW, INC., AND THEREBY TO APPROVE THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, INCLUDING THE MERGER OF SFKBW ONE, INC. WITH AND INTO KBW, INC. | Management | For |
| 2. | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, BY A NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR KBW, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, FOR ANY PURPOSE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AND THEREBY TO APPROVE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

THE TRANSACTIONS CONTEMPLATED BY
THE MERGER AGREEMENT, INCLUDING THE
MERGER, AT THE TIME OF THE SPECIAL
MEETING.

THE WARNACO GROUP, INC.

SECURITY 934390402 MEETING TYPE Special
TICKER SYMBOL WRC MEETING DATE 13-Feb-2013
ISIN US9343904028 AGENDA 933727008 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 29, 2012, AMONG THE WARNACO GROUP, INC., PVH CORP., AND WAND ACQUISITION CORP., A WHOLLY OWNED SUBSIDIARY OF PVH CORP., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT"). | Management | For |
| 2. | PROPOSAL TO APPROVE THE (NON-BINDING) ADVISORY RESOLUTION ON MERGER-RELATED COMPENSATION FOR NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3. | 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 ADOPT THE MERGER AGREEMENT. | Management | For |

TNS, INC.

SECURITY 872960109 MEETING TYPE Special
TICKER SYMBOL TNS MEETING DATE 15-Feb-2013
ISIN US8729601091 AGENDA 933726234 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 11, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG TNS, INC., TRIDENT PRIVATE HOLDINGS I, LLC, AND TRIDENT PRIVATE ACQUISITION CORP. | Management | For |
| 2. | 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 OR IF A | Management | For |

Edgar Filing: GDL FUND - Form N-PX

QUORUM IS NOT PRESENT AT THE SPECIAL MEETING.

| | | | |
|----|---|------------|---------|
| 3. | TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR TNS, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER. | Management | Abstain |
|----|---|------------|---------|

PSS WORLD MEDICAL, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 69366A100 | MEETING TYPE | Special |
| TICKER SYMBOL | PSSI | MEETING DATE | 19-Feb-2013 |
| ISIN | US69366A1007 | AGENDA | 933727349 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 24, 2012, BY AND AMONG MCKESSON CORPORATION, PALM MERGER SUB, INC., AND PSS WORLD MEDICAL, INC. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION THAT MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN SUPPORT OF PROPOSAL 1 IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER. | Management | For |

BIOMIMETIC THERAPEUTICS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 09064X101 | MEETING TYPE | Special |
| TICKER SYMBOL | BMTI | MEETING DATE | 26-Feb-2013 |
| ISIN | US09064X1019 | AGENDA | 933729076 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|------|
| ----- | | | |
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 19, 2012, BY AND AMONG BIOMIMETIC THERAPEUTICS, INC., WRIGHT MEDICAL GROUP, INC., ACHILLES MERGER SUBSIDIARY, INC., A WHOLLY-OWNED SUBSIDIARY OF WRIGHT MEDICAL GROUP, INC., AND ACHILLES ACQUISITION SUBSIDIARY, LLC., A WHOLLY-OWNED | Management | For |

Edgar Filing: GDL FUND - Form N-PX

- SUBSIDIARY OF WRIGHT MEDICAL GROUP, INC., AS IT MAY BE AMENDED.
- | | | | |
|----|---|------------|---------|
| 2. | PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY BIOMIMETIC THERAPEUTICS, INC. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER IDENTIFIED IN ITEM 1. | Management | Abstain |
| 3. | PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE PROPOSAL IN ITEM 1. | Management | For |

TRAUSON HOLDINGS COMPANY LTD, CAYMAN ISLANDS

| | | | |
|---------------|--------------|--------------|-------------------------------|
| SECURITY | G90137103 | MEETING TYPE | ExtraOrdinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 27-Feb-2013 |
| ISIN | KYG901371032 | AGENDA | 704265392 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 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 AND PROXY FORM ARE AVAILABLE BY CLICKING-ON THE URL LINKS:- http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0207/LTN20130207013.pdf -AND- http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0207/LTN20130207011.pdf | Non-Voting | |
| 1 | To approve and confirm the Service Agreements dated January 17, 2013 entered between Stryker Singapore Pte Ltd and each of Mr. Qian Fu Qing and Mr. Qian Xiao Jin, pursuant to which each of Mr. Qian Fu Qing and Mr. Qian Xiao Jin will be engaged as an independent service provider to provide certain services to Stryker Corporation, the Company and its subsidiaries for a period of three years | Management | For |

TALISON LITHIUM LIMITED

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | Q88128105 | MEETING TYPE | Special |
| TICKER SYMBOL | TLTHF | MEETING DATE | 27-Feb-2013 |
| ISIN | AU000000TLH5 | AGENDA | 933730687 - Management |

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

Edgar Filing: GDL FUND - Form N-PX

01 "THAT, PURSUANT TO AND IN ACCORDANCE WITH THE PROVISIONS OF SECTION 411 OF THE CORPORATIONS ACT, TALISON SHAREHOLDERS APPROVE THE ARRANGEMENT PROPOSED BETWEEN TALISON LITHIUM LIMITED AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES, DESIGNATED THE "SHARE SCHEME". PLEASE REFER TO THE VOTING INSTRUCTION FORM FOR A COMPLETE DESCRIPTION OF THIS RESOLUTION.

Management For

ASTRAL MEDIA INC.

SECURITY 046346300 MEETING TYPE Annual
 TICKER SYMBOL MEETING DATE 27-Feb-2013
 ISIN CA0463463004 AGENDA 933731514 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | DIRECTOR | Management | |
| | 1 AUSTIN C. BEUTEL | | For |
| | 2 PAUL A. BRONFMAN | | For |
| | 3 ANDRE BUREAU | | For |
| | 4 JACK L. COCKWELL | | For |
| | 5 GEORGE A. COHON | | For |
| | 6 PAUL V. GODFREY | | For |
| | 7 IAN GREENBERG | | For |
| | 8 SIDNEY GREENBERG | | For |
| | 9 STEPHEN GREENBERG | | For |
| | 10 SIDNEY M. HORN | | For |
| | 11 MONIQUE JEROME-FORGET | | For |
| | 12 TIMOTHY R. PRICE | | For |
| | 13 PHYLLIS YAFFE | | For |
| 02 | THE APPOINTMENT OF ERNST & YOUNG LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, MONTREAL, AS AUDITORS OF THE CORPORATION. | Management | For |

ASTRAL MEDIA INC.

SECURITY 046346300 MEETING TYPE Annual
 TICKER SYMBOL MEETING DATE 27-Feb-2013
 ISIN CA0463463004 AGENDA 933732352 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--------------------|------------|------|
| 01 | DIRECTOR | Management | |
| | 1 AUSTIN C. BEUTEL | | For |
| | 2 PAUL A. BRONFMAN | | For |
| | 3 ANDRE BUREAU | | For |
| | 4 JACK L. COCKWELL | | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|-----|
| 5 | GEORGE A. COHON | | For |
| 6 | PAUL V. GODFREY | | For |
| 7 | IAN GREENBERG | | For |
| 8 | SIDNEY GREENBERG | | For |
| 9 | STEPHEN GREENBERG | | For |
| 10 | SIDNEY M. HORN | | For |
| 11 | MONIQUE JEROME-FORGET | | For |
| 12 | TIMOTHY R. PRICE | | For |
| 13 | PHYLLIS YAFFE | | For |
| 02 | THE APPOINTMENT OF ERNST & YOUNG LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, MONTREAL, AS AUDITORS OF THE CORPORATION. | Management | For |

METROPCS COMMUNICATIONS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 591708102 | MEETING TYPE | Special |
| TICKER SYMBOL | PCS | MEETING DATE | 01-Mar-2013 |
| ISIN | US5917081029 | AGENDA | 933738330 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | TO APPROVE THE STOCK ISSUANCE PROPOSAL | Management | Against |
| 2. | TO APPROVE THE RECAPITALIZATION PROPOSAL | Management | Against |
| 3. | TO APPROVE THE DECLASSIFICATION PROPOSAL | Management | Against |
| 4. | TO APPROVE THE DEUTSCHE TELEKOM DIRECTOR DESIGNATION PROPOSAL | Management | Against |
| 5. | TO APPROVE THE DIRECTOR REMOVAL PROPOSAL | Management | Against |
| 6. | TO APPROVE THE DEUTSCHE TELEKOM APPROVALS PROPOSAL | Management | Against |
| 7. | TO APPROVE THE CALLING OF STOCKHOLDER MEETING PROPOSAL | Management | Against |
| 8. | TO APPROVE THE ACTION BY WRITTEN CONSENT PROPOSAL | Management | Against |
| 9. | TO APPROVE THE BYLAW AMENDMENTS PROPOSAL | Management | Against |
| 10. | TO APPROVE THE GOVERNING LAW AND EXCLUSIVE FORUM PROPOSAL | Management | Against |
| 11. | TO APPROVE THE CHANGE IN CONTROL PAYMENTS PROPOSAL | Management | Against |
| 12. | TO APPROVE THE ADJOURNMENT PROPOSAL | Management | Against |

ZIPCAR, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 98974X103 | MEETING TYPE | Special |
| TICKER SYMBOL | ZIP | MEETING DATE | 07-Mar-2013 |
| ISIN | US98974X1037 | AGENDA | 933733380 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 31, 2012, BY AND AMONG AVIS BUDGET GROUP, INC., MILLENNIUM ACQUISITION SUB, INC. AND ZIPCAR, INC. (THE "COMPANY"), AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | PROPOSAL TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT. | Management | For |

URANIUM ONE INC.

SECURITY 91701P105 MEETING TYPE Special
TICKER SYMBOL XRZFF MEETING DATE 07-Mar-2013
ISIN CA91701P1053 AGENDA 933734483 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 01 | TO APPROVE THE RESOLUTION ATTACHED AS APPENDIX A TO THE MANAGEMENT INFORMATION CIRCULAR OF URANIUM ONE INC. DATED FEBRUARY 8, 2013, TO APPROVE A PLAN OF ARRANGEMENT PURSUANT TO SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT, INVOLVING URANIUM ONE INC., JSC ATOMREDMETZOLOTO AND EFFECTIVE ENERGY N.V. AND THE SECURITYHOLDERS, ALL AS MORE PARTICULARLY DESCRIBED IN SAID MANAGEMENT INFORMATION CIRCULAR. | Management | For |

EPOCRATES INC

SECURITY 29429D103 MEETING TYPE Special
TICKER SYMBOL EPOC MEETING DATE 11-Mar-2013
ISIN US29429D1037 AGENDA 933734281 - Management

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

Edgar Filing: GDL FUND - Form N-PX

- | | | | |
|----|---|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 7, 2013, BY AND AMONG ATHENAHEALTH, INC., ECHO MERGER SUB, INC., A DIRECT WHOLLY-OWNED SUBSIDIARY OF ATHENAHEALTH, INC., AND EPOCRATES, INC. (THE "MERGER AGREEMENT"). | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE MERGER-RELATED COMPENSATION FOR EPOCRATES' NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3. | TO VOTE TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO VOTE IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT. | Management | For |

SPARTECH CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 847220209 | MEETING TYPE | Special |
| TICKER SYMBOL | SEH | MEETING DATE | 12-Mar-2013 |
| ISIN | US8472202097 | AGENDA | 933734077 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 23, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG POLYONE CORPORATION, SPARTECH CORPORATION, 2012 REDHAWK, INC., AND 2012 REDHAWK, LLC. | Management | For |
| 2. | PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE MERGER-RELATED EXECUTIVE OFFICER COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY SPARTECH CORPORATION TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | Management | For |

INTERMEC, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 458786100 | MEETING TYPE | Special |
| TICKER SYMBOL | IN | MEETING DATE | 19-Mar-2013 |
| ISIN | US4587861000 | AGENDA | 933734762 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1. | TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 9, 2012 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG INTERMEC, INC., HONEYWELL INTERNATIONAL INC., AND HAWKEYE MERGER SUB CORP., A WHOLLY OWNED SUBSIDIARY OF HONEYWELL INTERNATIONAL INC. | Management | For |
| 2. | TO CONSIDER AND VOTE UPON ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF DETERMINED NECESSARY BY INTERMEC, INC., TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT. | Management | For |
| 3. | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY INTERMEC, INC. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | For |

EPOCH HOLDING CORPORATION

SECURITY 29428R103 MEETING TYPE Special
TICKER SYMBOL EPHC MEETING DATE 26-Mar-2013
ISIN US29428R1032 AGENDA 933737895 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), BY AND BETWEEN EPOCH HOLDING CORPORATION ("EPOCH"), THE TORONTO-DOMINION BANK ("TD") AND EMPIRE MERGER SUB, INC. ("MERGER SUB"), WHICH PROVIDES FOR THE MERGER OF MERGER SUB, A WHOLLY OWNED SUBSIDIARY OF TD, WITH AND INTO EPOCH, WITH EPOCH CONTINUING AS THE SURVIVING CORPORATION ("MERGER"). | Management | For |
| 2. | TO APPROVE, IN A NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO EPOCH'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE EPOCH | Management | For |

Edgar Filing: GDL FUND - Form N-PX

BOARD OF DIRECTORS, TO PERMIT
 FURTHER SOLICITATION OF PROXIES IF
 THERE ARE NOT SUFFICIENT VOTES AT THE
 TIME OF THE SPECIAL MEETING TO ADOPT
 THE MERGER AGREEMENT.

JUPITER TELECOMMUNICATIONS CO.,LTD.

SECURITY J28710101 MEETING TYPE Annual General Meeting
 TICKER SYMBOL MEETING DATE 27-Mar-2013
 ISIN JP3392750000 AGENDA 704317937 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|----------------------------------|------------|------|
| 1 | Approve Appropriation of Surplus | Management | For |
| 2.1 | Appoint a Director | Management | For |
| 2.2 | Appoint a Director | Management | For |
| 2.3 | Appoint a Director | Management | For |
| 2.4 | Appoint a Director | Management | For |
| 2.5 | Appoint a Director | Management | For |
| 2.6 | Appoint a Director | Management | For |
| 2.7 | Appoint a Director | Management | For |
| 2.8 | Appoint a Director | Management | For |
| 2.9 | Appoint a Director | Management | For |
| 2.10 | Appoint a Director | Management | For |
| 2.11 | Appoint a Director | Management | For |
| 3 | Appoint a Corporate Auditor | Management | For |

ACME PACKET, INC.

SECURITY 004764106 MEETING TYPE Special
 TICKER SYMBOL APKT MEETING DATE 28-Mar-2013
 ISIN US0047641065 AGENDA 933739205 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | ADOPT THE AGREEMENT AND PLAN OF MERGER AMONG ACME PACKET, INC., ("ACME PACKET"), OC ACQUISITION LLC ("PARENT"), A DELAWARE LIMITED LIABILITY COMPANY AND WHOLLY OWNED SUBSIDIARY OF ORACLE CORPORATION ("ORACLE"), ANDES ACQUISITION CORPORATION, AND ORACLE, SOLELY WITH RESPECT TO CERTAIN OBLIGATIONS SET FORTH THEREIN, AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | A PROPOSAL TO APPROVE, ON A NON- BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BECOME PAYABLE TO ACME PACKET'S NAMED EXECUTIVE OFFICERS IN CONNECTION | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

3. WITH THE COMPLETION OF THE MERGER.
 A PROPOSAL TO APPROVE ONE OR MORE
 ADJOURNMENTS OR POSTPONEMENTS OF
 THE SPECIAL MEETING, IF NECESSARY, TO
 SOLICIT ADDITIONAL PROXIES IF ACME
 PACKET HAS NOT OBTAINED SUFFICIENT
 AFFIRMATIVE STOCKHOLDER VOTES TO
 ADOPT THE MERGER AGREEMENT.

Management For

TNT EXPRESS NV, AMSTERDAM

SECURITY N8726Y106 MEETING TYPE Annual General Meeting
 TICKER SYMBOL MEETING DATE 10-Apr-2013
 ISIN NL0009739424 AGENDA 704284114 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1 | Open meeting and receive announcements | Non-Voting | |
| 2 | Presentation by Bernard Bot, CEO AD Interim | Non-Voting | |
| 3 | Receive report of management board and supervisory board | Non-Voting | |
| 4 | Discussion on company's corporate governance structure | Non-Voting | |
| 5 | Adopt financial statements and statutory reports | Management | For |
| 6.A | Receive explanation on company's reserves and dividend policy | Non-Voting | |
| 6.B | Approve dividends of EUR 0.03 per share | Management | For |
| 7 | Approve discharge of management board | Management | For |
| 8 | Approve discharge of supervisory board | Management | For |
| 9 | Elect Louis Willem (Tex) Gunning to executive board | Management | For |
| 10.A | Re-elect Shemaya Levy to supervisory board | Management | For |
| 10.B | Re-elect Margot Scheltema to supervisory board | Management | For |
| 10.C | Elect Sjoerd Vollebregt to supervisory board | Management | For |
| 11 | Extension of the designation of the Executive Board as authorised body to issue ordinary shares | Management | Against |
| 12 | Extension of the designation of the Executive Board as authorised body to limit or exclude the pre-emptive right upon the issue of ordinary shares | Management | Against |
| 13 | Authorisation of the Executive Board to have the company acquire its own shares | Management | For |
| 14 | Allow questions | Non-Voting | |
| 15 | Close meeting | Non-Voting | |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTIONS 9, 11-TO 13. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROX-Y FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | |

METALS USA HOLDINGS CORP.

SECURITY 59132A104 MEETING TYPE Special

Edgar Filing: GDL FUND - Form N-PX

TICKER SYMBOL MUSA MEETING DATE 10-Apr-2013
 ISIN US59132A1043 AGENDA 933748076 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 6, 2013, BY AND AMONG RELIANCE STEEL & ALUMINUM CO. ("RELIANCE"), METALS USA HOLDINGS CORP. ("METALS USA") AND RSAC ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF RELIANCE (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |
| 2. | TO APPROVE AN ADVISORY, NON-BINDING PROPOSAL REGARDING THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO METALS USA'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER. | Management | Abstain |
| 3. | TO APPROVE ONE OR MORE ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, INCLUDING ADJOURNMENTS TO PERMIT FURTHER SOLICITATION OF PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. | Management | For |

PERVASIVE SOFTWARE INC.

SECURITY 715710109 MEETING TYPE Special
 TICKER SYMBOL PVSU MEETING DATE 10-Apr-2013
 ISIN US7157101095 AGENDA 933762470 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1. | ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF JANUARY 28, 2013, BY AND AMONG ACTIAN CORPORATION, A DELAWARE CORPORATION ("PARENT"), ACTIAN SUB II, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF PARENT ("MERGER SUB"), AND PERVASIVE SOFTWARE INC., A DELAWARE CORPORATION (THE "COMPANY"), AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | A PROPOSAL TO APPROVE THE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

ADJOURNMENT OF THE SPECIAL MEETING
 (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.

SMITH & NEPHEW PLC

SECURITY G82343164 MEETING TYPE Annual General Meeting
 TICKER SYMBOL MEETING DATE 11-Apr-2013
 ISIN GB0009223206 AGENDA 704294254 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1 | To receive and adopt the audited accounts | Management | For |
| 2 | To approve the Directors Remuneration Report | Management | For |
| 3 | To declare a final dividend | Management | For |
| 4 | To re-elect Ian Barlow as a Director | Management | For |
| 5 | To re-elect Olivier Bohuon as a Director | Management | For |
| 6 | To re-elect The Rt Hon Baroness Bottomley of Nettlestone DL as a Director | Management | For |
| 7 | To re-elect Julie Brown as a Director | Management | For |
| 8 | To re-elect Sir John Buchanan as a Director | Management | For |
| 9 | To re-elect Richard De Schutter as a Director | Management | For |
| 10 | To re-elect Michael Friedman as a Director | Management | For |
| 11 | To re-elect Dr Pamela Kirby as a Director | Management | For |
| 12 | To re-elect Brian Larcombe as a Director | Management | For |
| 13 | To re-elect Joseph Papa as a Director | Management | For |
| 14 | To re-elect Ajay Piramal as a Director | Management | For |
| 15 | To re-appoint the auditors | Management | For |
| 16 | To authorise the Directors to determine the remuneration of the auditors | Management | For |
| 17 | To renew the Directors authority to allot shares | Management | For |
| 18 | To renew the Directors authority for the disapplication of the pre-emption rights | Management | Against |
| 19 | To renew the Directors limited authority to make market purchases of the Company's own shares | Management | For |
| 20 | To authorise general meetings to be held on 14 clear days notice | Management | For |

COPEINCA ASA

SECURITY R15888119 MEETING TYPE Annual General Meeting
 TICKER SYMBOL MEETING DATE 12-Apr-2013
 ISIN NO0010352412 AGENDA 704321912 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 166870 DUE TO | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|------|--|------------|-----------|
| | POSTPONEMENT-OF THE MEETING DATE FROM 19 MARCH 2013 TO 12 APRIL 2013 AND CHANGE IN TEXT OF-RESOLUTION 7. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | | |
| 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 | 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 | SHARES HELD IN AN OMNIBUS/NOMINEE ACCOUNT NEED TO BE RE-REGISTERED IN THE BENEFICIAL OWNERS NAME TO BE ALLOWED TO VOTE AT MEETINGS. SHARES WILL BE TEMPORARILY TRANSFERRED TO A SEPARATE ACCOUNT IN THE BENEFICIAL OWNER'S NAME ON THE PROXY DEADLINE AND TRANSFERRED BACK TO THE OMNIBUS/NOMINEE ACCOUNT THE DAY AFTER-THE MEETING. | Non-Voting | |
| CMMT | BLOCKING SHOULD ALWAYS BE APPLIED, RECORD DATE OR NOT. | Non-Voting | |
| 1 | Election of Chairperson of the meeting | Management | No Action |
| 2 | Approval of the Notice and Agenda for the General Meeting | Management | No Action |
| 3 | Election of one person to co-sign the Minutes | Management | No Action |
| 4 | Approval of the Annual Accounts and Annual Report for the financial year 2012 including distribution of dividends: NOK 208,260,000 (NOK 3.56 per share) | Management | No Action |
| 5 | Statement on corporate governance in accordance with the Accounting Act Section 3- 3b | Non-Voting | |
| 6 | Approval of auditor's fee: The Board of Directors proposes that the Annual General Meeting approves the Auditor's fee in the amount of USD 380,600 (approximately NOK 2,085,098) | Management | No Action |
| 7 | Approval of the remuneration of the members of the Board of Directors | Management | No Action |
| 8 | The Board of Directors' statement on remuneration of the Management of the Company | Management | No Action |
| 9 | Board of Directors. The Board proposes that the following persons be elected as the new Board of Directors for the period 2013-2015: Mr. Samuel | Management | No Action |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|---|------------|-----------|
| | Dyer Coriat, Chairman; Mr. Kristjan Th. Davidsson, Deputy Chairman; Mr. Samuel Dyer Ampudia, Member; Mrs. Mimi K. Berdal, Member; Mrs. Marianne Johnsen, Member; Mr. Ivan Orlic Ticeran, Member; Mrs. Sheyla Dyer Coriat, Member; Mr. William Dyer Osorio, Member | | |
| 10 | Nominations Committee: Luis Felipe Arizmendi (Chairman), Samuel Dyer Ampudia, Helge Midttun | Management | No Action |
| 11 | General authorization to increase the Company's share capital | Management | No Action |
| 12 | Authorization to purchase Copeinca ASA shares | Management | No Action |

ARBITRON INC.

SECURITY 03875Q108 MEETING TYPE Special
TICKER SYMBOL ARB MEETING DATE 16-Apr-2013
ISIN US03875Q1085 AGENDA 933752924 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 17, 2012, BY AND AMONG ARBITRON INC., NIELSEN HOLDINGS N.V. AND TNC SUB I CORPORATION, AS AMENDED BY AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 25, 2013, AS SUCH AGREEMENT MAY BE FURTHER AMENDED FROM TIME TO TIME. | Management | For |
| 2. | 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 ADOPT THE MERGER AGREEMENT. | Management | For |
| 3. | APPROVAL, ON AN ADVISORY (NON-BINDING) BASIS OF THE "GOLDEN PARACHUTE" COMPENSATION ARRANGEMENTS THAT MAY BE PAID OR BECOME PAYABLE TO OUR NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE. | Management | Abstain |

GRUPO MODELO SAB DE CV

SECURITY P4833F104 MEETING TYPE Annual General Meeting
TICKER SYMBOL MXP4833F104 MEETING DATE 18-Apr-2013
ISIN MXP4833F1044 AGENDA 704351232 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| CMMT | PLEASE NOTE THAT ONLY MEXICAN NATIONALS MAY PARTICIPATE IN THIS MEETING-THEREFORE THESE SHARES HAVE NO VOTING RIGHTS | Non-Voting | |
| I | Board of director's reports regarding the fiscal year ended on December 31,-2012, in terms of article 28 section IV of the securities market law and-other related governing regulations. Resolutions in such regard | Non-Voting | |
| II | Report regarding the situation of the fund destined for repurchase own-shares, and proposal, and approval if applicable, of the maximum amount of-funds that may be used for repurchase of own shares during the fiscal year-2013. Resolutions in such regard | Non-Voting | |
| III | Compensation for the members of the boards of directors, and alternate, as-well as secretary and pro-secretary of the company. Resolutions thereto | Non-Voting | |
| IV | Appointment or ratification, as the case may be, of members of the board of-directors proprietary as well as the secretary and alternate secretary of the-company. Resolutions thereto | Non-Voting | |
| V | Appointment or ratification, as the case may be, of the members of the-executive committee of the company. Resolutions in such | Non-Voting | |
| VI | Appointment or ratification, as the case may be, of the presidents of the-audit, corporate practices and finances committees of the company committees-of the company | Non-Voting | |
| VII | Appointment of special delegates to carry out the resolution adopted by the-meeting, and, if applicable, to formalize them as required | Non-Voting | |

HUDSON CITY BANCORP, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 443683107 | MEETING TYPE | Special |
| TICKER SYMBOL | HCBK | MEETING DATE | 18-Apr-2013 |
| ISIN | US4436831071 | AGENDA | 933738467 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 27, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG M&T BANK CORPORATION, HUDSON CITY BANCORP, INC. AND WILMINGTON TRUST CORPORATION (THE "MERGER" PROPOSAL). | Management | For |
| 2. | THE APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION TO BE PAID TO HUDSON CITY BANCORP | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

INC.'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER PURSUANT TO THE MERGER AGREEMENT (THE "MERGER-RELATED NAMED EXECUTIVE OFFICER COMPENSATION" PROPOSAL).

3. THE APPROVAL OF ONE OR MORE ADJOURNMENTS OF THE HUDSON CITY BANCORP, INC. SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING ADJOURNMENTS TO PERMIT FURTHER SOLICITATION OF PROXIES IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT (THE "HUDSON CITY ADJOURNMENT" PROPOSAL).

Management For

ENDESA SA, MADRID

SECURITY E41222113 MEETING TYPE Ordinary General Meeting
 TICKER SYMBOL MEETING DATE 22-Apr-2013
 ISIN ES0130670112 AGENDA 704337434 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1 | Approval annual accounts, for both the company and its consolidated group | Management | For |
| 2 | Approval management report | Management | For |
| 3 | Approval social management | Management | For |
| 4 | Approval application of results | Management | For |
| 5 | Re-election of D. Fulvio Conti | Management | For |
| 6 | Re-election D. Gianluca Comin | Management | For |
| 7 | Re-election D. Alejandro Echevarria | Management | For |
| 8 | Re-election D. Miguel Roca Junyent | Management | For |
| 9 | Annual report remuneration for counselors | Management | For |
| 10 | Delegation of powers | Management | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE FROM 18 APR 2-013 TO 15 APR 2013. 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 | |

PARMALAT SPA, COLLECCHIO

SECURITY T7S73M107 MEETING TYPE MIX
 TICKER SYMBOL MEETING DATE 22-Apr-2013
 ISIN IT0003826473 AGENDA 704370864 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|------------------------------|------------|------|
| CMMT | PLEASE NOTE THAT THE ITALIAN | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

LANGUAGE AGENDA IS AVAILABLE BY
 CLICKING ON THE U-RL LINK:
https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158820.P-DF

| | | | |
|-----|---|------------|---------|
| 0.1 | Approval of the statement of financial position, income statement and accompanying notes at 31 December, 2012, and the related report on operations. Motion for the appropriation of the year's net profit. Review of the report of the board of statutory auditors. Pertinent and related resolutions | Management | Abstain |
| 0.2 | Approval of the compensation policy, for the purposes of article 123 ter. paragraph 6, of the uniform financial code and the 2013 to 2015 three year cash incentive plan for the top management of Parmalat Group. Integration of the compensation of the board of directors. Pertinent and related resolutions | Management | Abstain |
| 0.3 | Award of the assignment pursuant to article 13 of legislative decree no. 39 2010. Pertinent and related resolutions | Management | For |
| 0.4 | Election of two statutory auditors pursuant to article 2401 of the Italian civil code and election of the chairman of the board of statutory auditors. Pertinent and related resolutions | Management | For |
| E.1 | Amendments to articles 8, 9, 10, 11, 12, 13, 17, 18, 21 and abolition of article 31 of the bylaws. Pertinent and related resolutions | Management | For |

DUFF & PHELPS CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 26433B107 | MEETING TYPE | Special |
| TICKER SYMBOL | DUF | MEETING DATE | 22-Apr-2013 |
| ISIN | US26433B1070 | AGENDA | 933757796 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1 | TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF DECEMBER 30, 2012 AMONG DUFF & PHELPS CORPORATION, DUFF & PHELPS ACQUISITIONS, LLC, DAKOTA HOLDING CORPORATION, DAKOTA ACQUISITIONS I, INC AND DAKOTA ACQUISITIONS II, LLC. | Management | For |
| 2 | TO CAST AN ADVISORY (NON-BINDING) VOTE TO APPROVE CERTAIN AGREEMENTS OR UNDERSTANDINGS WITH, AND ITEMS OF COMPENSATION PAYABLE TO CERTAIN DUFF & PHELPS NAMED EXECUTIVE OFFICERS THAT ARE BASED ON OR OTHERWISE RELATED TO THE MERGER. | Management | Abstain |
| 3 | 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 |

Edgar Filing: GDL FUND - Form N-PX

BEAM INC.

SECURITY 073730103 MEETING TYPE Annual
 TICKER SYMBOL BEAM MEETING DATE 23-Apr-2013
 ISIN US0737301038 AGENDA 933741072 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1A. | ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN | Management | For |
| 1B. | ELECTION OF DIRECTOR: STEPHEN W. GOLSBY | Management | For |
| 1C. | ELECTION OF DIRECTOR: ANN F. HACKETT | Management | For |
| 1D. | ELECTION OF DIRECTOR: A.D. DAVID MACKAY | Management | For |
| 1E. | ELECTION OF DIRECTOR: GRETCHEN W. PRICE | Management | For |
| 1F. | ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK | Management | For |
| 1G. | ELECTION OF DIRECTOR: ROBERT A. STEELE | Management | For |
| 1H. | ELECTION OF DIRECTOR: PETER M. WILSON | Management | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Management | Abstain |

SEACUBE CONTAINER LEASING LTD.

SECURITY G79978105 MEETING TYPE Special
 TICKER SYMBOL BOX MEETING DATE 23-Apr-2013
 ISIN BMG799781056 AGENDA 933760262 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1. | TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF AMALGAMATION, DATED AS OF JANUARY 18, 2013, BY AND AMONG 2357575 ONTARIO LIMITED, THE COMPANY AND SC ACQUISITIONCO LTD., A SUBSIDIARY OF 2357575 ONTARIO LIMITED AND TO APPROVE THE AMALGAMATION OF THE COMPANY AND SC ACQUISITIONCO LTD. (THE "AMALGAMATION"). | Management | For |
| 2. | TO APPROVE AN ADJOURNMENT OF MEETING, IF NECESSARY OR APPROPRIATE IN THE VIEW OF BOARD, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE AND ADOPT | Management | For |

Edgar Filing: GDL FUND - Form N-PX

AMALGAMATION AGREEMENT AND TO APPROVE AMALGAMATION IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE AND ADOPT AMALGAMATION AGREEMENT AND TO APPROVE AMALGAMATION.

3. TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE AMALGAMATION. Management Abstain

TELENET GROUP HOLDING NV, MECHELEN

SECURITY B89957110 MEETING TYPE MIX
 TICKER SYMBOL MEETING DATE 24-Apr-2013
 ISIN BE0003826436 AGENDA 704372971 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-----------|
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF AT-TORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUC-TIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJE-CTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTA-TIVE | 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 | |
| A.1 | Reports on the statutory financial statements | Non-Voting | |
| A.2 | Communication and approval of the statutory financial statements | Management | No Action |
| A.3 | Reports on the consolidated financial statements | Non-Voting | |
| A.4 | Communication of and discussion on the remuneration report | Management | No Action |
| A.5 | Communication of and discussion on the consolidated financial statements | Non-Voting | |
| A.6.A | Discharge from liability to the director: Frank Donck | Management | No Action |
| A.6.B | Discharge from liability to the director: Duco Sickinghe | Management | No Action |
| A.6.C | Discharge from liability to the director: Alex Brabers | Management | No Action |
| A.6.D | Discharge from liability to the director: Andre | Management | No Action |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-------|--|------------|-----------|
| | Sarens | | |
| A.6.E | Discharge from liability to the director: De Wilde J. Management BVBA (Julien De Wilde) | Management | No Action |
| A.6.F | Discharge from liability to the director: Friso van Oranje-Nassau | Management | No Action |
| A.6.G | Discharge from liability to the director: Cytifinance NV (Michel Delloye) | Management | No Action |
| A.6.H | Discharge from liability to the director: Cytindus NV (Michel Delloye) | Management | No Action |
| A.6.I | Discharge from liability to the director: Charles Bracken | Management | No Action |
| A.6.J | Discharge from liability to the director: Jim Ryan | Management | No Action |
| A.6.K | Discharge from liability to the director: Ruth Pirie | Management | No Action |
| A.6.L | Discharge from liability to the director: Niall Curran | Management | No Action |
| A.6.M | Discharge from liability to the director: Diederik Karsten | Management | No Action |
| A.6.N | Discharge from liability to the director: Manuel Kohnstamm | Management | No Action |
| A.6.O | Discharge from liability to the director: Balan Nair | Management | No Action |
| A.6.P | Discharge from liability to the director: Angela McMullen | Management | No Action |
| A.7 | Discharge from liability to the statutory auditor | Management | No Action |
| A.8 | Resignation and appointment of directors: Appointment, upon recommendation by the board of directors, based on the advice of the remuneration & nomination committee of the board of directors of the company, of Mr. John Porter as director of the company, for a term of 4 years, with immediate effect and until the closing of the annual general shareholders' meeting of 2017 | Management | No Action |
| A.9 | Remuneration of directors | Management | No Action |
| A.10 | Approvals in relation to future performance share plans, stock option plans and warrant plans issued by the board of directors | Management | No Action |
| E.1 | Amendment to warrants as a result of the extraordinary dividend payment | Management | No Action |

FIRST NIAGARA FINANCIAL GROUP, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 33582V108 | MEETING TYPE | Annual |
| TICKER SYMBOL | FNFG | MEETING DATE | 24-Apr-2013 |
| ISIN | US33582V1089 | AGENDA | 933746301 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 ROXANNE J. COADY | | For |
| | 2 CARL A. FLORIO | | For |
| | 3 NATHANIEL D. WOODSON | | For |
| | 4 CARLTON L. HIGHSMITH | | For |
| | 5 N/A | | For |
| | 6 GEORGE M. PHILIP | | For |
| 2. | AN ADVISORY (NON-BINDING) VOTE TO APPROVE OUR EXECUTIVE COMPENSATION PROGRAMS AND POLICIES AS DESCRIBED | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

3. IN THIS PROXY STATEMENT
 THE RATIFICATION OF THE APPOINTMENT Management For
 OF KPMG LLP AS OUR INDEPENDENT
 REGISTERED PUBLIC ACCOUNTING FIRM
 FOR THE YEAR ENDING DECEMBER 31, 2013

METROPCS COMMUNICATIONS, INC.

SECURITY 591708102 MEETING TYPE Contested-Special
 TICKER SYMBOL PCS MEETING DATE 24-Apr-2013
 ISIN US5917081029 AGENDA 933748204 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO APPROVE THE STOCK ISSUANCE PROPOSAL | Management | For |
| 2. | TO APPROVE THE RECAPITALIZATION PROPOSAL | Management | For |
| 3. | TO APPROVE THE DECLASSIFICATION PROPOSAL | Management | For |
| 4. | TO APPROVE THE DEUTSCHE TELEKOM DIRECTOR DESIGNATION PROPOSAL | Management | For |
| 5. | TO APPROVE THE DIRECTOR REMOVAL PROPOSAL | Management | For |
| 6. | TO APPROVE THE DEUTSCHE TELEKOM APPROVALS PROPOSAL | Management | For |
| 7. | TO APPROVE THE CALLING OF STOCKHOLDER MEETING PROPOSAL | Management | For |
| 8. | TO APPROVE THE ACTION BY WRITTEN CONSENT PROPOSAL | Management | For |
| 9. | TO APPROVE THE BYLAW AMENDMENTS PROPOSAL | Management | For |
| 10. | TO APPROVE THE GOVERNING LAW AND EXCLUSIVE FORUM PROPOSAL | Management | For |
| 11. | TO APPROVE THE CHANGE IN CONTROL PAYMENTS PROPOSAL | Management | Abstain |
| 12. | TO APPROVE THE ADJOURNMENT PROPOSAL | Management | For |

WALTER ENERGY, INC.

SECURITY 93317Q105 MEETING TYPE Contested-Annual
 TICKER SYMBOL WLT MEETING DATE 25-Apr-2013
 ISIN US93317Q1058 AGENDA 933743735 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---------------------------|------------|------|
| 1 | DIRECTOR | Management | |
| | 1 DAVID R. BEATTY O.B.E. | | For |
| | 2 MARY R. HENDERSON | | For |
| | 3 JERRY W. KOLB | | For |
| | 4 PATRICK A. KRIEGSHAUSER | | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | | |
|---|----|--|------------|---------|
| | 5 | JOSEPH B. LEONARD | | For |
| | 6 | GRAHAM MASCALL | | For |
| | 7 | BERNARD G. RETHORE | | For |
| | 8 | WALTER J. SCHELLER, III | | For |
| | 9 | MICHAEL T. TOKARZ | | For |
| | 10 | A. J. WAGNER | | For |
| 2 | | TO APPROVE, IN A NON-BINDING, ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3 | | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013. | Management | For |

NRG ENERGY, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 629377508 | MEETING TYPE | Annual |
| TICKER SYMBOL | NRG | MEETING DATE | 25-Apr-2013 |
| ISIN | US6293775085 | AGENDA | 933746589 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1A | ELECTION OF DIRECTOR: KIRBYJON H. CALDWELL | Management | For |
| 1B | ELECTION OF DIRECTOR: DAVID CRANE | Management | For |
| 1C | ELECTION OF DIRECTOR: KATHLEEN A. MCGINTY | Management | For |
| 1D | ELECTION OF DIRECTOR: EVAN J. SILVERSTEIN | Management | For |
| 1E | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER | Management | For |
| 2 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013. | Management | For |

NYSE EURONEXT

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 629491101 | MEETING TYPE | Annual |
| TICKER SYMBOL | NYX | MEETING DATE | 25-Apr-2013 |
| ISIN | US6294911010 | AGENDA | 933756718 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF DIRECTOR: ANDRE BERGEN | Management | For |
| 1B. | ELECTION OF DIRECTOR: ELLYN L. BROWN | Management | For |
| 1C. | ELECTION OF DIRECTOR: MARSHALL N. CARTER | Management | For |
| 1D. | ELECTION OF DIRECTOR: DOMINIQUE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-----|--|------------|---------|
| | CERUTTI | | |
| 1E. | ELECTION OF DIRECTOR: SIR GEORGE COX | Management | For |
| 1F. | ELECTION OF DIRECTOR: SYLVAIN HEFES | Management | For |
| 1G. | ELECTION OF DIRECTOR: JAN-MICHIEL HESSELS | Management | For |
| 1H. | ELECTION OF DIRECTOR: LAWRENCE E. LEIBOWITZ | Management | For |
| 1I. | ELECTION OF DIRECTOR: DUNCAN M. MCFARLAND | Management | For |
| 1J. | ELECTION OF DIRECTOR: JAMES J. MCNULTY | Management | For |
| 1K. | ELECTION OF DIRECTOR: DUNCAN L. NIEDERAUER | Management | For |
| 1L. | ELECTION OF DIRECTOR: LUIS MARIA VIANA PALHA DA SILVA | Management | For |
| 1M. | ELECTION OF DIRECTOR: ROBERT G. SCOTT | Management | For |
| 1N. | ELECTION OF DIRECTOR: JACKSON P. TAI | Management | For |
| 1O. | ELECTION OF DIRECTOR: RIJNHARD VAN TETS | Management | For |
| 1P. | ELECTION OF DIRECTOR: SIR BRIAN WILLIAMSON | Management | For |
| 2. | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2013. | Management | For |
| 3. | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION (THE "SAY-ON-PAY" PROPOSAL). | Management | Abstain |
| 4. | TO APPROVE THE AMENDED AND RESTATED NYSE EURONEXT OMNIBUS INCENTIVE PLAN. | Management | For |
| 5. | TO REAPPROVE THE PERFORMANCE GOALS UNDER THE NYSE EURONEXT OMNIBUS INCENTIVE PLAN. | Management | For |
| 6. | TO AMEND CERTAIN PROVISIONS IN OUR CHARTER TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS. | Management | For |
| 7. | TO AMEND CERTAIN PROVISIONS IN OUR CHARTER TO ALLOW STOCKHOLDERS TO ACT BY WRITTEN CONSENT. | Management | For |

ATLAS ENERGY L P

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 04930A104 | MEETING TYPE | Annual |
| TICKER SYMBOL | ATLS | MEETING DATE | 25-Apr-2013 |
| ISIN | US04930A1043 | AGENDA | 933763927 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------------------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR 1 CARLTON M. ARRENDELL 2 MARK C. BIDERMAN 3 JONATHAN Z. COHEN | Management | For For For |
| 2. | APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

THE SEC, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION.

- | | | | |
|----|--|------------|-----|
| 3. | RATIFICATION OF THE SELECTION OF GRANT THORNTON LLP AS THE PARTNERSHIP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO CONDUCT THE ANNUAL AUDIT OF THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR 2013. | Management | For |
|----|--|------------|-----|

AMERISTAR CASINOS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 03070Q101 | MEETING TYPE | Special |
| TICKER SYMBOL | ASCA | MEETING DATE | 25-Apr-2013 |
| ISIN | US03070Q1013 | AGENDA | 933764347 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 20, 2012, AS AMENDED BY A FIRST AND SECOND AMENDMENT TO AGREEMENT AND PLAN OF MERGER ("MERGER AGREEMENT"), BY AND AMONG PINNACLE ENTERTAINMENT, INC., PNK HOLDINGS, INC., PNK DEVELOPMENT 32, INC., AND AMERISTAR CASINOS, INC. | Management | For |
| 2. | PROPOSAL TO CONSIDER AND VOTE ON A NONBINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE COMPLETION OF THE MERGER. | Management | Abstain |
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR, AMONG OTHER REASONS, THE SOLICITATION OF ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT. | Management | For |

K-SWISS INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 482686102 | MEETING TYPE | Special |
| TICKER SYMBOL | KSWS | MEETING DATE | 26-Apr-2013 |
| ISIN | US4826861027 | AGENDA | 933752974 - Management |

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

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|---------|
| 1. | TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 16, 2013, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG E-LAND WORLD LIMITED, IAN ACQUISITION SUB, INC., AND K-SWISS INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |
| 2. | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, CERTAIN COMPENSATION ARRANGEMENTS FOR K-SWISS INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER. | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OR POSTPONEMENT 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 AND APPROVE THE AGREEMENT AND PLAN OF MERGER OR IF A QUORUM IS NOT PRESENT AT THE SPECIAL MEETING. | Management | For |

MYERS INDUSTRIES, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 628464109 | MEETING TYPE | Contested-Annual |
| TICKER SYMBOL | MYE | MEETING DATE | 26-Apr-2013 |
| ISIN | US6284641098 | AGENDA | 933793235 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | DIRECTOR | Management | |
| | 1 VINCENT C. BYRD | | For |
| | 2 SARAH R. COFFIN | | For |
| | 3 JOHN B. CROWE | | For |
| | 4 WILLIAM A. FOLEY | | For |
| | 5 ROBERT B. HEISLER, JR. | | For |
| | 6 RICHARD P. JOHNSTON | | For |
| | 7 EDWARD W. KISSEL | | For |
| | 8 JOHN C. ORR | | For |
| | 9 ROBERT A. STEFANKO | | For |
| | 10 DANIEL R. LEE | | For |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013. | Management | For |
| 3. | TO CAST A NON-BINDING ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Management | Abstain |
| 4. | TO APPROVE THE ADOPTION OF THE PERFORMANCE BONUS PLAN OF MYERS INDUSTRIES, INC. | Management | Against |

Edgar Filing: GDL FUND - Form N-PX

HOGANAS AB, HOGANAS

SECURITY W4175J146 MEETING TYPE Annual General Meeting
 TICKER SYMBOL MEETING DATE 29-Apr-2013
 ISIN SE0000232175 AGENDA 704351321 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 151802 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 the AGM and election of the Chairman of the AGM : Attorney Ragnar Lind-qvist | Non-Voting | |
| 2 | Preparing and approving the Voting List | Non-Voting | |
| 3 | Approval of the AGENDA | Non-Voting | |
| 4 | Appointment of two people to verify the minutes | Non-Voting | |
| 5 | Consideration of whether the AGM has been duly convened | Non-Voting | |
| 6 | Submission of the Annual Report and Audit Report, and the Consolidated Financi-al Statements and Consolidated Audit Report, including statements from the Chi-ef Executive Officer and a statement on the activities of the Board and the Bo-ard's Committees | Non-Voting | |
| 7A | Resolution on: Adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet | Management | For |
| 7B | Resolution on: Appropriation of the company's profits pursuant to the adopted Balance Sheet and the record date for dividend distribution: The Board of Directors proposes a dividend of SEK | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|-----|
| | 10 per share for the financial year 2012, with Friday 3 May 2013 as the record date. If the AGM resolves pursuant to the proposal, dividends will be scheduled for disbursement from Euroclear Sweden AB on Wednesday 8 May 2013 | | |
| 7C | Resolution on: Discharge of the Board members and Chief Executive Officer from liability | Management | For |
| 8 | Establishment of the number of Board members : The number of Board members will be seven, with no deputies | Management | For |
| 9 | Establishment of Directors' fees | Management | For |
| 10 | Re-election of the following Board members Anders G Carlberg, Alrik Danielson, Peter Gossas, Urban Jansson, Jenny Linden Urnes, Bjorn Rosengren and Erik Urnes; Re-election of Anders G Carlberg as Chairman of the Board | Management | For |
| 11 | Establishment of the number of auditors | Management | For |
| 12 | Establishment of auditors' fees | Management | For |
| 13 | Re-election of the registered auditing company KPMG AB as auditors for the period until the end of the Annual General Meeting 2014 | Management | For |
| 14 | Proposal regarding the Election Committee | Management | For |
| 15 | Proposal regarding the guidelines for remunerating the corporate Management | Management | For |
| 16 | Proposal regarding transfer of class B treasury shares due to the employee stock option plan 2009 | Management | For |
| 17 | Closing of the AGM | Non-Voting | |

AMIL PARTICIPACOES SA

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | POR997100 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 29-Apr-2013 |
| ISIN | BRAMILACNOR0 | AGENDA | 704373480 - 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 | PLEASE NOTE THAT SHAREHOLDERS SUBMITTING A VOTE TO ELECT A MEMBER MUST-INCLUDE THE NAME OF THE CANDIDATE TO BE ELECTED. IF INSTRUCTIONS TO VOTE ON-THIS ITEM IS RECEIVED WITHOUT A CANDIDATE'S NAME, YOUR VOTE WILL BE PROCESSED-IN FAVOR OR AGAINST OF THE DEFAULT COMPANY'S CANDIDATE. THANK YOU | Non-Voting | |
| CMMT | PLEASE NOTE THAT VOTES 'IN FAVOR' AND | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

'AGAINST' IN THE SAME AGENDA ITEM ARE-
NOT ALLOWED. ONLY VOTES IN FAVOR
AND/OR ABSTAIN OR AGAINST AND/ OR
ABSTAIN-ARE ALLOWED. THANK YOU

| | | | |
|-----|---|------------|-----|
| I | To examine, discuss and vote upon the board of directors annual report, the financial statements and independent auditors report relating to fiscal year ending December 31, 2012 | Management | For |
| II | Decide on proposal of allocation of the results related to the fiscal year ended on December 31, 2012 | Management | For |
| III | To elect the members of the board of directors | Management | For |
| IV | To set the global remuneration of the company directors for the 2013 | Management | For |

FORTUNE BRANDS HOME & SECURITY, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 34964C106 | MEETING TYPE | Annual |
| TICKER SYMBOL | FBHS | MEETING DATE | 29-Apr-2013 |
| ISIN | US34964C1062 | AGENDA | 933742997 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF CLASS II DIRECTOR: RICHARD A. GOLDSTEIN | Management | For |
| 1B. | ELECTION OF CLASS II DIRECTOR: CHRISTOPHER J. KLEIN | Management | For |
| 2 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For |
| 3 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Management | Abstain |
| 4 | APPROVAL OF THE FORTUNE BRANDS HOME & SECURITY, INC. 2013 LONG-TERM INCENTIVE PLAN. | Management | Against |
| 5 | APPROVAL OF THE FORTUNE BRANDS HOME & SECURITY, INC. ANNUAL EXECUTIVE INCENTIVE COMPENSATION PLAN. | Management | For |

SGL CARBON SE, WIESBADEN

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | D6949M108 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 30-Apr-2013 |
| ISIN | DE0007235301 | AGENDA | 704342651 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

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
 HAV-E 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 NO-T HAVE ANY INDICATION
 REGARDING SUCH CONFLICT OF INTEREST,
 OR ANOTHER EXCLUSION FROM VOTING,
 PLEASE SUBMIT YOUR VOTE AS USUAL.
 THANK YOU.

PLEASE NOTE THAT THE TRUE RECORD
 DATE FOR THIS MEETING IS 09 APR 2013,
 WHEREA-S THE MEETING HAS BEEN SETUP
 USING THE ACTUAL RECORD DATE - 1
 BUSINESS DAY. TH-IS IS DONE TO ENSURE
 THAT ALL POSITIONS REPORTED ARE IN
 CONCURRENCE WITH THE G-ERMAN LAW.
 THANK YOU.

Non-Voting

COUNTER PROPOSALS MAY BE SUBMITTED
 UNTIL 15.04.2013. FURTHER INFORMATION
 ON CO-UNTER 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 ITE-MS, 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 adopted annual financial statements of SGL Carbon SE and t-he approved consolidated financial statements for the year ended December 31,-2012, the consolidated management report of SGL Carbon SE and the Group for fi-scal year 2012, the report of the Supervisory Board, the report of the Executive Committee pursuant to sections 289 (4) and 315 (4) of the German Commercial-Code (Handelsgesetzbuch - HGB) as well as the proposal by the Executive Commi-ttee on the appropriation of net profit | Non-Voting | |
| 2. | Resolution on the appropriation of net profit for fiscal year 2012 | Management | No Action |
| 3. | Resolution approving the actions of the Executive Committee during fiscal year 2012 | Management | No Action |
| 4. | Resolution approving the actions of the Supervisory Board during fiscal year 2012 | Management | No Action |
| 5. | Appointment of the Auditors and Group Auditors for fiscal year 2013: Ernst + Young GmbH, Stuttgart | Management | No Action |
| 6.a.1 | Election to the Supervisory Board: Dr. Christine Bortenlaenger | Management | No Action |
| 6.a.2 | Election to the Supervisory Board: Dr. Daniel | Management | No Action |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-------|--|------------|-----------|
| | Camus | | |
| 6.a.3 | Election to the Supervisory Board: Dr. Ing. Hubert Lienhard | Management | No Action |
| 6.a.4 | Election to the Supervisory Board: Andrew H. Simon OBE MBA | Management | No Action |
| 6.b.1 | Election to the Supervisory Board: Ana Cristina Ferreira Cruz | Management | No Action |
| 6.b.2 | Election to the Supervisory Board: Michael Leppek | Management | No Action |
| 6.b.3 | Election to the Supervisory Board: Helmut Jodl | Management | No Action |
| 6.b.4 | Election to the Supervisory Board: Marcin Rzeminski | Management | No Action |
| 6.b.5 | Election to the Supervisory Board: Markus Stettberger | Management | No Action |
| 6.b.6 | Election to the Supervisory Board: Hans-Werner Zorn | Management | No Action |
| 6.c.1 | Election to the Supervisory Board: Amilcar Raimundo | Management | No Action |
| 6.c.2 | Election to the Supervisory Board: Jurgen Glaser | Management | No Action |
| 6.c.3 | Election to the Supervisory Board: Birgit Burkert | Management | No Action |
| 6.c.4 | Election to the Supervisory Board: Izabela Urbas-Mokrzycka | Management | No Action |
| 6.c.5 | Election to the Supervisory Board: Josef Jung | Management | No Action |
| 6.c.6 | Election to the Supervisory Board: Dieter Zullighofen | Management | No Action |
| 7. | Resolution for the Adjustment of the Compensation of the Supervisory Board and for an Amendment of the Articles of Association | Management | No Action |

DRAGON OIL PLC

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G2828W132 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 30-Apr-2013 |
| ISIN | IE0000590798 | AGENDA | 704374379 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | | | |
| 1 | To receive the Financial Statements for the year ended 31 December 2012 | Management | For |
| 2 | To declare a dividend | Management | For |
| 3.a | To re-elect Mohammed Al Ghurair as a Director | Management | For |
| 3.b | To re-elect Abdul Jaleel Al Khalifa as a Director | Management | For |
| 3.c | To re-elect Ahmad Sharaf as a Director | Management | For |
| 3.d | To re-elect Ahmad Al Muhairbi as a director | Management | For |
| 3.e | To re-elect Saeed Al Mazrooei as a Director | Management | For |
| 3.f | To re-elect Thor Haugnaess as a director | Management | For |
| 4 | To receive the Directors' Remuneration Report for the year ended 31 December 2012 | Management | For |
| 5 | To authorise the Directors to fix the Auditors' remuneration | Management | For |
| 6 | To authorise general meetings outside the Republic of Ireland | Management | For |
| 7 | To authorise the calling of general meetings on 14 days' notice | Management | For |
| 8 | To authorise the Directors to allot relevant securities | Management | For |
| 9 | To disapply statutory pre-emption rights | Management | Against |

Edgar Filing: GDL FUND - Form N-PX

10 To authorise the repurchase of the Company's Management For
 shares and re-issue of treasury shares

H.J. HEINZ COMPANY

SECURITY 423074103 MEETING TYPE Special
 TICKER SYMBOL HNZ MEETING DATE 30-Apr-2013
 ISIN US4230741039 AGENDA 933766377 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO APPROVE AND ADOPT THE MERGER AGREEMENT DATED AS OF FEBRUARY 13, 2013, AS AMENDED BY THE AMENDMENT TO AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 4, 2013, AND AS MAY BE FURTHER AMENDED FROM TIME TO TIME, AMONG H.J. HEINZ COMPANY, HAWK ACQUISITION HOLDING CORPORATION AND HAWK ACQUISITION SUB, INC. | Management | For |
| 2. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE AND ADOPT PROPOSAL 1. | Management | For |
| 3. | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BE PAID BY H.J. HEINZ COMPANY TO ITS NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER. | Management | Abstain |

COPANO ENERGY, L.L.C.

SECURITY 217202100 MEETING TYPE Special
 TICKER SYMBOL CPNO MEETING DATE 30-Apr-2013
 ISIN US2172021006 AGENDA 933767925 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1 | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 29, 2013 (AS IT MAY BE AMENDED FROM TIME TO TIME) BY AND AMONG COPANO ENERGY, L.L.C. (THE "COMPANY"), KINDER MORGAN ENERGY PARTNERS, L.P., KINDER MORGAN G.P., INC. AND JAVELINA MERGER SUB LLC, A WHOLLY-OWNED SUBSIDIARY OF KINDER MORGAN ENERGY PARTNERS, L.P. (THE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|---|---|------------|---------|
| 2 | "MERGER AGREEMENT"). TO APPROVE THE ADJOURNMENT OF THE COMPANY'S SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | Management | For |
| 3 | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE RELATED COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management | Abstain |

DUKE ENERGY CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 26441C204 | MEETING TYPE | Annual |
| TICKER SYMBOL | DUK | MEETING DATE | 02-May-2013 |
| ISIN | US26441C2044 | AGENDA | 933746705 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|-------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 WILLIAM BARNET, III | | For |
| | 2 G. ALEX BERNHARDT, SR. | | For |
| | 3 MICHAEL G. BROWNING | | For |
| | 4 HARRIS E. DELOACH, JR. | | For |
| | 5 DANIEL R. DIMICCO | | For |
| | 6 JOHN H. FORSGREN | | For |
| | 7 ANN M. GRAY | | For |
| | 8 JAMES H. HANCE, JR. | | For |
| | 9 JOHN T. HERRON | | For |
| | 10 JAMES B. HYLER, JR. | | For |
| | 11 E. MARIE MCKEE | | For |
| | 12 E. JAMES REINSCH | | For |
| | 13 JAMES T. RHODES | | For |
| | 14 JAMES E. ROGERS | | For |
| | 15 CARLOS A. SALADRIGAS | | For |
| | 16 PHILIP R. SHARP | | For |
| 2. | RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2013 | Management | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Management | Abstain |
| 4. | APPROVAL OF THE AMENDED DUKE ENERGY CORPORATION EXECUTIVE SHORT-TERM INCENTIVE PLAN | Management | For |
| 5. | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT | Shareholder | Against |
| 6. | SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS | Shareholder | Against |

Edgar Filing: GDL FUND - Form N-PX

AVON PRODUCTS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 054303102 | MEETING TYPE | Annual |
| TICKER SYMBOL | AVP | MEETING DATE | 02-May-2013 |
| ISIN | US0543031027 | AGENDA | 933779146 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|-------------|---------|
| ----- | | | |
| 1. | DIRECTOR | Management | |
| | 1 DOUGLAS R. CONANT | | For |
| | 2 W. DON CORNWELL | | For |
| | 3 V. ANN HAILEY | | For |
| | 4 FRED HASSAN | | For |
| | 5 MARIA ELENA LAGOMASINO | | For |
| | 6 SHERI S. MCCOY | | For |
| | 7 ANN S. MOORE | | For |
| | 8 CHARLES H. NOSKI | | For |
| | 9 GARY M. RODKIN | | For |
| | 10 PAULA STERN | | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | APPROVAL OF 2013 STOCK INCENTIVE PLAN. | Management | Against |
| 4. | APPROVAL OF 2013 - 2017 EXECUTIVE INCENTIVE PLAN. | Management | For |
| 5. | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For |
| 6. | RESOLUTION REQUESTING A REPORT ON SUBSTITUTING SAFER ALTERNATIVES IN PERSONAL CARE PRODUCTS. | Shareholder | Against |

LAIRD PLC, LONDON

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G53508175 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 03-May-2013 |
| ISIN | GB00B1VNST91 | AGENDA | 704344782 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|------|
| ----- | | | |
| 1 | To receive and adopt the Report of the Directors and Accounts for the year ended 31 December 2012 | Management | For |
| 2 | To approve the Directors' Remuneration Report | Management | For |
| 3 | To declare a final dividend | Management | For |
| 4 | To re-elect Mr Nigel Keen as a director | Management | For |
| 5 | To re-elect Mr D C Lockwood as a director | Management | For |
| 6 | To re-elect Mr J C Silver as a director | Management | For |
| 7 | To re-elect Ms P Bell as a director | Management | For |
| 8 | To re-elect Sir Christopher Hum as a director | Management | For |
| 9 | To re-elect Professor M J Kelly as a director | Management | For |
| 10 | To re-elect Mr A J Reading as a director | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|---------|
| 11 | To re-appoint Ernst & Young LLP as Auditor and authorise the Board to fix their remuneration | Management | For |
| 12 | To approve the new Share Plan | Management | For |
| 13 | To give the Directors authority to allot shares | Management | For |
| 14 | To disapply pre-emption rights | Management | Against |
| 15 | To authorise the Company to make market purchases of its own ordinary shares | Management | For |
| 16 | To approve the notice period for extraordinary general meetings | Management | For |

ITT CORPORATION

SECURITY 450911201 MEETING TYPE Annual
 TICKER SYMBOL ITT MEETING DATE 07-May-2013
 ISIN US4509112011 AGENDA 933758293 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF DIRECTOR: DENISE L. RAMOS | Management | For |
| 1B. | ELECTION OF DIRECTOR: FRANK T. MACINNIS | Management | For |
| 1C. | ELECTION OF DIRECTOR: ORLANDO D. ASHFORD | Management | For |
| 1D. | ELECTION OF DIRECTOR: PETER D'ALOIA | Management | For |
| 1E. | ELECTION OF DIRECTOR: DONALD DEFOSET, JR. | Management | For |
| 1F. | ELECTION OF DIRECTOR: CHRISTINA A. GOLD | Management | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD P. LAVIN | Management | For |
| 1H. | ELECTION OF DIRECTOR: DONALD J. STEBBINS | Management | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For |
| 3. | APPROVAL OF THE MATERIAL TERMS OF THE ITT CORPORATION ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS. | Management | For |
| 4. | TO APPROVE, IN A NON-BINDING VOTE, THE 2012 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Management | Abstain |

XYLEM INC.

SECURITY 98419M100 MEETING TYPE Annual
 TICKER SYMBOL XYL MEETING DATE 07-May-2013
 ISIN US98419M1009 AGENDA 933758344 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF DIRECTOR: CURTIS J. CRAWFORD | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-----|---|-------------|---------|
| 1B. | ELECTION OF DIRECTOR: ROBERT F. FRIEL | Management | For |
| 1C. | ELECTION OF DIRECTOR: SURYA N. MOHAPATRA | Management | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For |
| 3. | TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 4. | TO VOTE ON A MANAGEMENT PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS STARTING IN 2016. | Management | For |
| 5. | TO VOTE ON A SHAREOWNER PROPOSAL TO ALLOW SHAREOWNERS TO CALL A SPECIAL MEETING. | Shareholder | Against |

EXELIS, INC

SECURITY 30162A108 MEETING TYPE Annual
TICKER SYMBOL XLS MEETING DATE 08-May-2013
ISIN US30162A1088 AGENDA 933758166 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF DIRECTOR: JOHN J. HAMRE | Management | For |
| 1B. | ELECTION OF DIRECTOR: PATRICK J. MOORE | Management | For |
| 1C. | ELECTION OF DIRECTOR: R. DAVID YOST | Management | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For |
| 3. | APPROVAL OF THE MATERIAL TERMS OF THE EXELIS INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS. | Management | For |
| 4. | APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2013 PROXY STATEMENT. | Management | Abstain |

LEXICON PHARMACEUTICALS, INC.

SECURITY 528872104 MEETING TYPE Annual
TICKER SYMBOL LXRX MEETING DATE 09-May-2013
ISIN US5288721047 AGENDA 933756871 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|------------------------|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 RAYMOND DEBBANE | | For |
| | 2 R.J. LEFKOWITZ, M.D. | | For |

Edgar Filing: GDL FUND - Form N-PX

- | | | | |
|----|---|------------|----------------|
| 2. | 3 ALAN S. NIES, M.D. ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Management | For Abstain |
| 3. | RATIFICATION AND APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Management | For |

AURIZON MINES LTD.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 05155P106 | MEETING TYPE | Special |
| TICKER SYMBOL | AZK | MEETING DATE | 09-May-2013 |
| ISIN | CA05155P1062 | AGENDA | 933792675 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| 01 | TO APPROVE AN ARRANGEMENT UNDER THE PROVISIONS OF DIVISION 5 OF PART 9 OF THE BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA) INVOLVING THE COMPANY, ITS SECURITYHOLDERS, 0963708 B.C. LTD. AND HECLA MINING COMPANY, AS MORE FULLY SET OUT IN APPENDIX A OF THE ACCOMPANYING MANAGEMENT INFORMATION PROXY CIRCULAR OF THE COMPANY DATED APRIL 10, 2013. | Management | For |

VULCAN MATERIALS COMPANY

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 929160109 | MEETING TYPE | Annual |
| TICKER SYMBOL | VMC | MEETING DATE | 10-May-2013 |
| ISIN | US9291601097 | AGENDA | 933765515 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF DIRECTOR: DOUGLAS J. MCGREGOR | Management | For |
| 1B. | ELECTION OF DIRECTOR: LEE J. STYSLINGER III | Management | For |
| 1C. | ELECTION OF DIRECTOR: VINCENT J. TROSINO | Management | For |
| 2. | PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING) RESOLUTION RELATING TO EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For |
| 4. | PROPOSAL TO APPROVE AMENDMENTS TO VULCAN'S CERTIFICATE OF INCORPORATION TO ELIMINATE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|---|-------------|---------|
| 5. | SUPERMAJORITY VOTING PROVISIONS. PROPOSAL TO AMEND VULCAN'S CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS. | Management | For |
| 6. | ADVISORY SHAREHOLDER PROPOSAL FOR AN INDEPENDENT CHAIR OF THE BOARD OF DIRECTORS. | Shareholder | Against |

WMS INDUSTRIES INC.

SECURITY 929297109 MEETING TYPE Special
TICKER SYMBOL WMS MEETING DATE 10-May-2013
ISIN US9292971093 AGENDA 933792144 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | THE ADOPTION OF THE MERGER AGREEMENT, THEREBY APPROVING THE MERGER. | Management | For |
| 2. | THE PROPOSAL TO APPROVE, BY A NON- BINDING ADVISORY VOTE, THE SPECIFIED COMPENSATION DISCLOSED IN THE PROXY STATEMENT THAT MAY BE PAYABLE TO WMS' NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER. | Management | Abstain |
| 3. | THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE WMS BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT. | Management | For |

PAN AMERICAN SILVER CORP.

SECURITY 697900108 MEETING TYPE Annual and Special Meeting
TICKER SYMBOL PAAS MEETING DATE 13-May-2013
ISIN CA6979001089 AGENDA 933801068 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|-------------------------|------------|------|
| 01 | DIRECTOR | Management | |
| | 1 ROSS J. BEATY | | For |
| | 2 GEOFFREY A. BURNS | | For |
| | 3 MICHAEL L. CARROLL | | For |
| | 4 CHRISTOPHER NOEL DUNN | | For |
| | 5 NEIL DE GELDER | | For |
| | 6 ROBERT P. PIROOZ | | For |
| | 7 DAVID C. PRESS | | For |
| | 8 WALTER T. SEGSWORTH | | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|-----|
| 02 | APPOINTMENT OF DELOITTE LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. | Management | For |
| 03 | TO CONSIDER AND, IF THOUGHT APPROPRIATE, TO PASS AN ORDINARY RESOLUTION APPROVING THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION, THE COMPLETE TEXT OF WHICH IS SET OUT IN THE INFORMATION CIRCULAR FOR THE MEETING. | Management | For |

PAN AMERICAN SILVER CORP.

| | | | |
|---------------|--------------|--------------|----------------------------|
| SECURITY | 697900108 | MEETING TYPE | Annual and Special Meeting |
| TICKER SYMBOL | PAAS | MEETING DATE | 13-May-2013 |
| ISIN | CA6979001089 | AGENDA | 933801070 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|--|
| ----- | | | |
| 01 | DIRECTOR 1 ROSS J. BEATY 2 GEOFFREY A. BURNS 3 MICHAEL L. CARROLL 4 CHRISTOPHER NOEL DUNN 5 NEIL DE GELDER 6 ROBERT P. PIROOZ 7 DAVID C. PRESS 8 WALTER T. SEGSWORTH | Management | For For For For For For For For |
| 02 | APPOINTMENT OF DELOITTE LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. | Management | For |
| 03 | TO CONSIDER AND, IF THOUGHT APPROPRIATE, TO PASS AN ORDINARY RESOLUTION APPROVING THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION, THE COMPLETE TEXT OF WHICH IS SET OUT IN THE INFORMATION CIRCULAR FOR THE MEETING. | Management | For |

AURICO GOLD INC.

| | | | |
|---------------|--------------|--------------|----------------------------|
| SECURITY | 05155C105 | MEETING TYPE | Annual and Special Meeting |
| TICKER SYMBOL | AUQ | MEETING DATE | 13-May-2013 |
| ISIN | CA05155C1059 | AGENDA | 933801157 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|------------|
| ----- | | | |
| 01 | DIRECTOR 1 COLIN K. BENNER 2 LUIS M. CHAVEZ | Management | For For |

Edgar Filing: GDL FUND - Form N-PX

| | | | | |
|----|---|---|------------|---------|
| | 3 | RICHARD M. COLTERJOHN | | For |
| | 4 | MARK J. DANIEL | | For |
| | 5 | PATRICK D. DOWNEY | | For |
| | 6 | ALAN R. EDWARDS | | For |
| | 7 | SCOTT G. PERRY | | For |
| | 8 | RONALD E. SMITH | | For |
| | 9 | JOSEPH G. SPITERI | | For |
| 02 | | APPOINT KPMG LLP, CHARTERED ACCOUNTANTS, AS AUDITORS FOR THE COMPANY, AND TO AUTHORIZE THE DIRECTORS OF THE COMPANY TO SET THE AUDITORS' REMUNERATION. | Management | For |
| 03 | | CONSIDER AND, IF DEEMED ADVISABLE, PASS AN ORDINARY RESOLUTION TO APPROVE AND RATIFY THE AMENDED AND RESTATED SHAREHOLDER RIGHTS PLAN OF THE COMPANY, THE TEXT OF WHICH RESOLUTION IS SET FORTH IN THE COMPANY'S MANAGEMENT PROXY CIRCULAR DATED APRIL 10, 2013 (THE "PROXY CIRCULAR"). | Management | Against |
| 04 | | CONSIDER AND, IF DEEMED ADVISABLE, PASS AN ORDINARY RESOLUTION TO APPROVE THE OMNIBUS LONG-TERM INCENTIVE PLAN OF THE COMPANY, THE TEXT OF WHICH RESOLUTION IS SET FORTH IN THE PROXY CIRCULAR. | Management | For |
| 05 | | CONSIDER AND, IF DEEMED ADVISABLE, PASS A NON-BINDING ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY CIRCULAR, THE TEXT OF WHICH RESOLUTION IS SET FORTH IN THE PROXY CIRCULAR. | Management | For |

THE MIDDLEBY CORPORATION

SECURITY 596278101 MEETING TYPE Annual
TICKER SYMBOL MIDD MEETING DATE 14-May-2013
ISIN US5962781010 AGENDA 933767785 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 SELIM A. BASSOUL | | For |
| | 2 ROBERT B. LAMB | | For |
| | 3 JOHN R. MILLER III | | For |
| | 4 GORDON O'BRIEN | | For |
| | 5 PHILIP G. PUTNAM | | For |
| | 6 SABIN C. STREETER | | For |
| 2. | APPROVAL, BY AN ADVISORY VOTE, OF THE 2012 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 |

Edgar Filing: GDL FUND - Form N-PX

- | | | | |
|----|--|------------|-----|
| 3. | AMENDMENT OF THE COMPANY'S SECOND AMENDED AND RESTATED BYLAWS TO IMPLEMENT MAJORITY VOTING FOR UNCONTESTED DIRECTOR ELECTIONS. | Management | For |
| 4. | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE CURRENT FISCAL YEAR ENDING DECEMBER 28, 2013. | Management | For |

WRIGHT MEDICAL GROUP, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 98235T107 | MEETING TYPE | Annual |
| TICKER SYMBOL | WMGI | MEETING DATE | 14-May-2013 |
| ISIN | US98235T1079 | AGENDA | 933770821 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | APPROVAL OF AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION INCREASING THE MAXIMUM SIZE OF OUR BOARD OF DIRECTORS TO TEN DIRECTORS. | Management | For |
| 2. | DIRECTOR | Management | |
| | 1 GARY D. BLACKFORD | | For |
| | 2 MARTIN J. EMERSON | | For |
| | 3 LAWRENCE W. HAMILTON | | For |
| | 4 RONALD K. LABRUM | | For |
| | 5 JOHN L. MICLOT | | For |
| | 6 ROBERT J. PALMISANO | | For |
| | 7 AMY S. PAUL | | For |
| | 8 ROBERT J. QUILLINAN | | For |
| | 9 DAVID D. STEVENS | | For |
| 3. | SUBJECT TO THE APPROVAL OF PROPOSAL 1, ELECTION OF A TENTH DIRECTOR TO SERVE ON OUR BOARD OF DIRECTORS FOR A TERM OF ONE YEAR. | Management | For |
| 4. | APPROVAL OF THE AMENDED AND RESTATED 2002 EMPLOYEE STOCK PURCHASE PLAN. | Management | For |
| 5. | APPROVAL OF THE SECOND AMENDED AND RESTATED 2009 EQUITY INCENTIVE PLAN. | Management | Against |
| 6. | APPROVAL OF THE AMENDED AND RESTATED 2010 EXECUTIVE PERFORMANCE INCENTIVE PLAN. | Management | For |
| 7. | AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 8. | RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For |

POLYONE CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 73179P106 | MEETING TYPE | Annual |
| TICKER SYMBOL | POL | MEETING DATE | 15-May-2013 |
| ISIN | US73179P1066 | AGENDA | 933764791 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | DIRECTOR | Management | |
| | 1 SANDRA BEACH LIN | | For |
| | 2 DR. CAROL A. CARTWRIGHT | | For |
| | 3 RICHARD H. FEARON | | For |
| | 4 GREGORY J. GOFF | | For |
| | 5 GORDON D. HARNETT | | For |
| | 6 RICHARD A. LORRAINE | | For |
| | 7 STEPHEN D. NEWLIN | | For |
| | 8 WILLIAM H. POWELL | | For |
| | 9 FARAH M. WALTERS | | For |
| | 10 WILLIAM A. WULFSOHN | | For |
| 2. | PROPOSAL TO APPROVE THE ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION. | Management | Abstain |
| 3. | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013. | Management | For |

GLENCORE INTERNATIONAL PLC, ST HELIER

SECURITY G39420107 MEETING TYPE Annual General Meeting
TICKER SYMBOL MEETING DATE 16-May-2013
ISIN JE00B4T3BW64 AGENDA 704452642 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| 1 | To receive the Company's accounts and the reports of the Directors and auditors for the year ended 31 December 2012 (the "2012 Annual Report") | Management | For |
| 2 | To declare a final dividend of USD0.1035 per ordinary share for the year ended 31 December 2012 which the Directors propose, and the shareholders resolve, is to be paid only from the capital contribution reserves of the Company | Management | For |
| 3 | To re-elect Ivan Glasenberg (Chief Executive Officer) as a Director | Management | For |
| 4 | To re-elect Anthony Hayward (Senior Independent Non-Executive Director) as a Director | Management | For |
| 5 | To re-elect Leonhard Fischer (Independent Non-Executive Director) as a Director | Management | For |
| 6 | To re-elect William Macaulay (Independent Non-Executive Director) as a Director | Management | For |
| 7 | Subject to the Company's merger with Xstrata plc (the "Merger") becoming effective and Sir John Bond being appointed as a Director, to elect Sir John Bond (Independent Non-Executive Chairman) as a Director | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|------|--|------------|-----|
| 8 | Subject to the Merger becoming effective and Sir Steve Robson being appointed as a Director, to elect Sir Steve Robson (Independent Non-Executive Director) as a Director | Management | For |
| 9 | Subject to the Merger becoming effective and Ian Strachan being appointed as a Director, to elect Ian Strachan (Independent Non-Executive Director) as a Director | Management | For |
| 10 | Subject to the Merger becoming effective and Con Fauconnier being appointed as a Director, to elect Con Fauconnier (Independent Non-Executive Director) as a Director | Management | For |
| 11 | Subject to the Merger becoming effective and Peter Hooley being appointed as a Director, to elect Peter Hooley (Independent Non-Executive Director) as a Director | Management | For |
| 12 | Subject to the Merger having not become effective, to re-elect Simon Murray (Independent Non-Executive Chairman) as a Director | Management | For |
| 13 | Subject to the Merger having not become effective, to re-elect Steven Kalmin (Chief Financial Officer) as a Director | Management | For |
| 14 | Subject to the Merger having not become effective, to re-elect Peter Coates (Director) as a Director | Management | For |
| 15 | Subject to the Merger having not become effective, to re-elect Li Ning (Independent Non-Executive Director) as a Director | Management | For |
| 16 | To approve the Directors' Remuneration Report on pages 93 to 100 of the 2012 Annual Report | Management | For |
| 17 | To reappoint Deloitte LLP as the Company's auditors to hold office until the conclusion of the next general meeting at which accounts are laid | Management | For |
| 18 | To authorise the audit committee to fix the remuneration of the auditors | Management | For |
| 19 | To renew the authority conferred on the Directors to allot shares or grant rights to subscribe for or to convert any security into shares | Management | For |
| 20 | Subject to and conditionally upon the passing of resolution 19, to empower the Directors to allot equity securities | Management | For |
| 21 | The Company be and is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 (the "Companies Law") to make market purchases of ordinary shares | Management | For |
| CMMT | PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM ARE AVAILABLE BY CLICKING ON THE URL LINKS: http://www.hkexnews.hk/listedco/listconews/sehk/2013/0423/LTN-20130423193.pdf AND http://www.hkexnews.hk/listedco/listconews/sehk/2013/0423/-LTN20130423183.pdf | Non-Voting | |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF COMMENT. 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 | |

Edgar Filing: GDL FUND - Form N-PX

THE CHARLES SCHWAB CORPORATION

SECURITY 808513105 MEETING TYPE Annual
 TICKER SYMBOL SCHW MEETING DATE 16-May-2013
 ISIN US8085131055 AGENDA 933766719 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|-------------|---------|
| 1A. | ELECTION OF DIRECTOR: STEPHEN A. ELLIS | Management | For |
| 1B. | ELECTION OF DIRECTOR: ARUN SARIN | Management | For |
| 1C. | ELECTION OF DIRECTOR: CHARLES R. SCHWAB | Management | For |
| 1D. | ELECTION OF DIRECTOR: PAULA A. SNEED | Management | For |
| 2. | RATIFICATION OF INDEPENDENT AUDITORS | Management | For |
| 3. | ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION | Management | Abstain |
| 4. | APPROVAL OF 2013 STOCK INCENTIVE PLAN | Management | Against |
| 5. | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS | Shareholder | Against |
| 6. | STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS | Shareholder | Against |

SILVERWILLOW ENERGY CORP.

SECURITY 828513101 MEETING TYPE Annual and Special Meeting
 TICKER SYMBOL SWOMF MEETING DATE 16-May-2013
 ISIN CA8285131014 AGENDA 933785872 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---|
| 01 | ON THE ORDINARY RESOLUTION TO APPOINT KPMG LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION AT SUCH REMUNERATION AS MAY BE APPROVED BY THE DIRECTORS OF THE CORPORATION: | Management | For |
| 02 | ON THE ORDINARY RESOLUTION TO SET THE NUMBER OF DIRECTORS OF THE CORPORATION AT SEVEN AS SET FORTH IN THE MANAGEMENT PROXY CIRCULAR OF THE CORPORATION DATED APRIL 5, 2013 (THE "INFORMATION CIRCULAR"): | Management | For |
| 03 | DIRECTOR 1 GREGORY A. BOLAND 2 BONNIE D. DUPONT 3 DONALD R. INGRAM 4 HOWARD J. LUTLEY 5 TIMOTHY A. MCGAW 6 DOUGLAS H. MITCHELL 7 GLEN D. ROANE | Management | For For For For For For For |
| 04 | ON THE ORDINARY RESOLUTION RATIFYING AND APPROVING THE STOCK OPTION PLAN OF THE CORPORATION AS DESCRIBED IN | Management | For |

Edgar Filing: GDL FUND - Form N-PX

THE INFORMATION CIRCULAR.

ASSISTED LIVING CONCEPTS INC

SECURITY 04544X300 MEETING TYPE Special
 TICKER SYMBOL ALC MEETING DATE 16-May-2013
 ISIN US04544X3008 AGENDA 933790621 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, ("MERGER AGREEMENT"), BY AND AMONG THE COMPANY, AID HOLDINGS, LLC, ("PARENT"), AND AID MERGER SUB, LLC, ("MERGER SUB"), PROVIDING FOR THE MERGER OF MERGER SUB WITH AND INTO THE COMPANY (THE "MERGER"), WITH THE COMPANY SURVIVING THE MERGER AS A WHOLLY-OWNED SUBSIDIARY OF PARENT. | Management | For |
| 2. | TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH, OR FOLLOWING, THE CONSUMMATION OF THE MERGER, AS SPECIFIED AND DISCLOSED IN THE PROXY STATEMENT. | Management | Abstain |

OUTDOOR CHANNEL HOLDINGS, INC.

SECURITY 690027206 MEETING TYPE Special
 TICKER SYMBOL OUTD MEETING DATE 16-May-2013
 ISIN US6900272062 AGENDA 933794489 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 13, 2013, BY AND AMONG OUTDOOR CHANNEL HOLDINGS, INC., KROENKE SPORTS & ENTERTAINMENT, LLC, AND KSE MERGER SUB, INC. | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY, NON-BINDING BASIS, THE "GOLDEN PARACHUTE" COMPENSATION PAYABLE OR THAT COULD BECOME PAYABLE TO OUTDOOR CHANNEL HOLDINGS, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER PURSUANT TO PRE-EXISTING ARRANGEMENTS WITH THOSE INDIVIDUALS. | Management | Abstain |
| 3. | TO APPROVE AN ADJOURNMENT OF THE | Management | 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 SPECIAL MEETING TO VOTE IN FAVOR OF THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER.

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

SECURITY 18451C109 MEETING TYPE Annual
 TICKER SYMBOL CCO MEETING DATE 17-May-2013
 ISIN US18451C1099 AGENDA 933769121 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|----------------------------------|
| 1. | DIRECTOR 1 BLAIR E. HENDRIX 2 DOUGLAS L. JACOBS 3 DANIEL G. JONES | Management | Withheld Withheld Withheld |
| 2. | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013. | Management | For |

BEL FUSE INC.

SECURITY 077347201 MEETING TYPE Annual
 TICKER SYMBOL BELFA MEETING DATE 17-May-2013
 ISIN US0773472016 AGENDA 933793792 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|--|
| 1. | DIRECTOR 1 DANIEL BERNSTEIN 2 PETER GILBERT 3 JOHN S. JOHNSON | Management | Take No Action Take No Action Take No Action |
| 2. | WITH RESPECT TO THE RATIFICATION OF THE DESIGNATION OF DELOITTE & TOUCHE LLP TO AUDIT BEL'S BOOKS AND ACCOUNTS FOR 2013. | Management | Take No Action |
| 3. | WITH RESPECT TO THE APPROVAL, ON AN ADVISORY BASIS, OF THE EXECUTIVE COMPENSATION OF BEL'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT. | Management | Take No Action |

FIRSTCITY FINANCIAL CORPORATION

SECURITY 33761X107 MEETING TYPE Special
 TICKER SYMBOL FCFC MEETING DATE 17-May-2013
 ISIN US33761X1072 AGENDA 933801056 - Management

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 20, 2012 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG FIRSTCITY FINANCIAL CORPORATION, A DELAWARE CORPORATION (THE "COMPANY"), HOTSPURS HOLDINGS LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND HOTSPURS ACQUISITION CORPORATION, A ("MERGER SUBSIDIARY"). | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION TO BE PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER OF MERGER SUBSIDIARY WITH AND INTO THE COMPANY. | Management | Abstain |
| 3. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF TO ADOPT THE MERGER AGREEMENT. | Management | For |

PLAINS EXPLORATION & PRODUCTION CO.

SECURITY 726505100 MEETING TYPE Special
TICKER SYMBOL PXP MEETING DATE 20-May-2013
ISIN US7265051000 AGENDA 933800977 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | AGREEMENT AND PLAN OF MERGER, BY AND AMONG THE COMPANY, FREEPORT-MCMORAN COPPER & GOLD INC. ("FCX") AND IMONC LLC, A WHOLLY OWNED SUBSIDIARY OF FCX, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, WHICH PROVIDES FOR, AMONG OTHER THINGS, THE MERGER OF THE COMPANY WITH AND INTO IMONC LLC, WITH IMONC LLC SURVIVING THE MERGER AS A WHOLLY OWNED SUBSIDIARY OF FCX. | Management | For |
| 2. | APPROVAL, ON AN ADVISORY (NON-BINDING) BASIS, OF THE SPECIFIED COMPENSATION THAT MAY BE RECEIVED BY THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

MERGER.
 3. APPROVAL OF ANY ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. Management For

ARBITRON INC.

SECURITY 03875Q108 MEETING TYPE Annual
 TICKER SYMBOL ARB MEETING DATE 21-May-2013
 ISIN US03875Q1085 AGENDA 933781507 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | DIRECTOR | Management | |
| | 1 SHELLYE L. ARCHAMBEAU | | For |
| | 2 SEAN R. CREAMER | | For |
| | 3 DAVID W. DEVONSHIRE | | For |
| | 4 JOHN A. DIMLING | | For |
| | 5 ERICA FARBER | | For |
| | 6 RONALD G. GARRIQUES | | For |
| | 7 PHILIP GUARASCIO | | For |
| | 8 WILLIAM T. KERR | | For |
| | 9 LARRY E. KITTELBERGER | | For |
| | 10 LUIS G. NOGALES | | For |
| | 11 RICHARD A. POST | | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR. | Management | For |

KRATOS DEFENSE & SEC SOLUTIONS, INC.

SECURITY 50077B207 MEETING TYPE Annual
 TICKER SYMBOL KTOS MEETING DATE 22-May-2013
 ISIN US50077B2079 AGENDA 933782511 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|----------------------------------|------------|------|
| 1. | DIRECTOR | Management | |
| | 1 SCOTT ANDERSON | | For |
| | 2 BANDEL CARANO | | For |
| | 3 ERIC DEMARCO | | For |
| | 4 WILLIAM HOGLUND | | For |
| | 5 SCOT JARVIS | | For |
| | 6 JANE JUDD | | For |
| | 7 SAMUEL LIBERATORE | | For |
| 2. | TO RATIFY THE SELECTION OF GRANT | Management | For |

Edgar Filing: GDL FUND - Form N-PX

THORNTON LLP AS THE COMPANY'S
 INDEPENDENT REGISTERED PUBLIC
 ACCOUNTING FIRM FOR THE FISCAL YEAR
 ENDING DECEMBER 29, 2013.

3. TO APPROVE AN AMENDMENT TO THE
 COMPANY'S 1999 EMPLOYEE STOCK
 PURCHASE PLAN TO INCREASE THE
 AGGREGATE NUMBER OF SHARES THAT
 MAY BE ISSUED UNDER THE PLAN BY
 1,500,000 SHARES. Management For

4. AN ADVISORY VOTE (NON-BINDING) TO
 APPROVE THE COMPENSATION OF THE
 COMPANY'S NAMED EXECUTIVE OFFICERS. Management Abstain

ARTHROCARE CORPORATION

SECURITY 043136100 MEETING TYPE Annual
 TICKER SYMBOL ARTC MEETING DATE 22-May-2013
 ISIN US0431361007 AGENDA 933784212 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|---------|
| 1. | DIRECTOR | Management | |
| | 1 CHRISTIAN P. AHRENS | | For |
| | 2 GREGORY A. BELINFANTI | | For |
| | 3 BARBARA D. BOYAN, PH.D. | | For |
| | 4 DAVID FITZGERALD | | For |
| | 5 JAMES G. FOSTER | | For |
| | 6 TERRENCE E. GEREMSKI | | For |
| | 7 TORD B. LENDAU | | For |
| | 8 PETER L. WILSON | | For |
| 2. | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR. | Management | For |

CABLEVISION SYSTEMS CORPORATION

SECURITY 12686C109 MEETING TYPE Annual
 TICKER SYMBOL CVC MEETING DATE 23-May-2013
 ISIN US12686C1099 AGENDA 933783400 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--------------------------|------------|------|
| 1. | DIRECTOR | Management | |
| | 1 ZACHARY W. CARTER | | For |
| | 2 THOMAS V. REIFENHEISER | | For |
| | 3 JOHN R. RYAN | | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | | | | | | | |
|----|---|--|--|--|--|------------|--|--|-----|
| | 4 | VINCENT TESE | | | | | | | For |
| | 5 | LEONARD TOW | | | | | | | For |
| 2. | | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2013. | | | | Management | | | For |

3SBIO INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 88575Y105 | MEETING TYPE | Special |
| TICKER SYMBOL | SSRX | MEETING DATE | 24-May-2013 |
| ISIN | US88575Y1055 | AGENDA | 933767937 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| S1 | AS A SPECIAL RESOLUTION THAT THE AGREEMENT AND PLAN OF MERGER DATED FEBRUARY 8, 2013 (THE "ORIGINAL MERGER AGREEMENT"), AS AMENDED BY AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 24, 2013, AMONG PARENT, MERGER SUB AND THE COMPANY, AND THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, AND ARE HEREBY, AUTHORIZED AND APPROVED. | Management | For |
| S2 | AS A SPECIAL RESOLUTION THAT THE DIRECTORS OF THE COMPANY BE, AND ARE HEREBY, AUTHORIZED TO DO ALL THINGS NECESSARY TO GIVE EFFECT TO THE MERGER AGREEMENT. | Management | For |
| 3 | THAT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING BE INSTRUCTED TO ADJOURN OR POSTPONE THE EXTRAORDINARY GENERAL MEETING IN ORDER TO ALLOW THE COMPANY TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE EXTRAORDINARY GENERAL MEETING TO PASS THE SPECIAL RESOLUTIONS TO BE PROPOSED AT THE EXTRAORDINARY GENERAL MEETING. | Management | For |

SCMP GROUP LTD

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G7867B105 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 29-May-2013 |
| ISIN | BMG7867B1054 | AGENDA | 704453721 - Management |

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

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|------|---|------------|-----|
| CMMT | PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM ARE AVAILABLE BY CLICKING-ON THE URL LINKS:- http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0423/LTN20130423419.pdf -AND- http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0423/LTN20130423411.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 adopt the Audited Financial Statements and the Directors' Report and Independent Auditor's Report for the year ended 31 December 2012 | Management | For |
| 2 | To approve the payment of a final dividend | Management | For |
| 3 | To re-elect Dr. Fred Hu Zu Liu as Independent Non-executive Director | Management | For |
| 4 | To re-elect Tan Sri Dr. Khoo Kay Peng as Non-executive Director | Management | For |
| 5 | To re-elect Mr. Wong Kai Man as Independent Non-executive Director | Management | For |
| 6 | To authorise the Board to fix Directors' fee | Management | For |
| 7 | To re-appoint PricewaterhouseCoopers as Auditor and authorise the Board to fix their remuneration | Management | For |
| 8 | To grant a general mandate to the Directors to issue shares in terms of the proposed ordinary resolution set out in item 8 in the notice of the meeting | Management | For |
| 9 | To grant a general mandate to the Directors to repurchase shares in terms of the proposed ordinary resolution set out in item 9 in the notice of the meeting | Management | For |
| 10 | 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 10 in the notice of the meeting | Management | For |

ILLUMINA, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 452327109 | MEETING TYPE | Annual |
| TICKER SYMBOL | ILMN | MEETING DATE | 29-May-2013 |
| ISIN | US4523271090 | AGENDA | 933781735 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|---|--|------------|---------|
| <hr style="border-top: 1px dashed black;"/> | | | |
| 1. | DIRECTOR | Management | |
| | 1 GERALD MOLLER, PH.D.* | | For |
| | 2 DAVID R. WALT, PH.D.* | | For |
| | 3 R.S. EPSTEIN, M.D.# | | For |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 29, 2013 | Management | For |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

OFFICERS AS DISCLOSED IN THE PROXY STATEMENT

| | | | |
|----|--|------------|---------|
| 4. | TO APPROVE AN AMENDMENT TO THE ILLUMINA, INC. 2005 STOCK AND INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 5,000,000 SHARES AND TO EXTEND THE TERMINATION DATE OF THE PLAN UNTIL JUNE 28, 2016 | Management | Against |
|----|--|------------|---------|

GRUPO MODELO SAB DE CV

| | | | |
|---------------|--------------|--------------|-------------------------------|
| SECURITY | P4833F104 | MEETING TYPE | ExtraOrdinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 30-May-2013 |
| ISIN | MXP4833F1044 | AGENDA | 704519909 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO DELETION OF COMMENT. 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 | |
| I | Discussion and approval its case maybe about to matters removal from plant of Piedras Negras, the property of the company Cerveceria De Coahuila S.DE R.L. DE C.V. as part of agreement with the Department of Justice of the United States, and celebration of a perpetuity license regarding some brands of Grupo Modelo for distribution in the United States and other events related to the previous resolutions therefore | Management | For |
| II | Designation of delegates to carry out resolutions adopted by the meeting and its case formalize as proceed | Management | For |

SLM CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 78442P106 | MEETING TYPE | Annual |
| TICKER SYMBOL | SLM | MEETING DATE | 30-May-2013 |
| ISIN | US78442P1066 | AGENDA | 933797132 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF DIRECTOR: ANN TORRE BATES | Management | For |
| 1B. | ELECTION OF DIRECTOR: W.M. DIEFENDERFER III | Management | For |
| 1C. | ELECTION OF DIRECTOR: DIANE SUITT | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-----------|--|-------------|---------|
| GILLELAND | | | |
| 1D. | ELECTION OF DIRECTOR: EARL A. GOODE | Management | For |
| 1E. | ELECTION OF DIRECTOR: RONALD F. HUNT | Management | For |
| 1F. | ELECTION OF DIRECTOR: ALBERT L. LORD | Management | For |
| 1G. | ELECTION OF DIRECTOR: BARRY A. MUNITZ | Management | For |
| 1H. | ELECTION OF DIRECTOR: HOWARD H. NEWMAN | Management | For |
| 1I. | ELECTION OF DIRECTOR: FRANK C. PULEO | Management | For |
| 1J. | ELECTION OF DIRECTOR: WOLFGANG SCHOELLKOPF | Management | For |
| 1K. | ELECTION OF DIRECTOR: STEVEN L. SHAPIRO | Management | For |
| 1L. | ELECTION OF DIRECTOR: ANTHONY P. TERRACCIANO | Management | For |
| 1M. | ELECTION OF DIRECTOR: BARRY L. WILLIAMS | Management | For |
| 2. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For |
| 4. | STOCKHOLDER PROPOSAL REGARDING DISCLOSURE OF LOBBYING EXPENDITURES AND CONTRIBUTIONS. | Shareholder | Against |

HOT TOPIC, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 441339108 | MEETING TYPE | Special |
| TICKER SYMBOL | HOTT | MEETING DATE | 31-May-2013 |
| ISIN | US4413391081 | AGENDA | 933826476 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF MARCH 6, 2013, AMONG 212F HOLDINGS LLC, HT MERGER SUB INC. AND HOT TOPIC, INC., UNDER WHICH HT MERGER SUB INC. WILL MERGE WITH AND INTO HOT TOPIC, INC., WHICH WILL SURVIVE THE MERGER AND BECOME AN AFFILIATE OF 212F HOLDINGS LLC (THE "MERGER"), AND TO APPROVE THE PRINCIPAL TERMS OF MERGER. | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE MERGER-RELATED COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3. | TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO VOTE IN FAVOR OF THE APPROVAL OF THE MERGER AGREEMENT AND THE PRINCIPAL TERMS OF THE MERGER. | Management | For |

Edgar Filing: GDL FUND - Form N-PX

MCMORAN EXPLORATION CO.

SECURITY 582411104 MEETING TYPE Special
 TICKER SYMBOL MMR MEETING DATE 03-Jun-2013
 ISIN US5824111042 AGENDA 933820070 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1 | TO APPROVE THE PROPOSED AMENDMENT TO ARTICLE X SECTION (K) OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF MCMORAN EXPLORATION CO. TO EXCLUDE FREEPORT-MCMORAN COPPER & GOLD INC. FROM THE DEFINITION OF "INTERESTED STOCKHOLDER" SOLELY FOR THE PURPOSES OF THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT (AS DEFINED IN ITEM 2 BELOW). | Management | For |
| 2 | TO APPROVE THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 5, 2012, BY AND AMONG MCMORAN EXPLORATION CO., FREEPORT-MCMORAN COPPER & GOLD INC., AND INAVN CORP., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |
| 3 | TO APPROVE THE ADJOURNMENT OF THE MCMORAN EXPLORATION CO. SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, IN THE VIEW OF THE MCMORAN EXPLORATION CO. BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE CHARTER AMENDMENT PROPOSAL OR THE MERGER PROPOSAL IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE EITHER PROPOSAL. | Management | For |

VIRGIN MEDIA INC

SECURITY 92769L101 MEETING TYPE Special
 TICKER SYMBOL VMED MEETING DATE 04-Jun-2013
 ISIN US92769L1017 AGENDA 933821678 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1. | PROPOSAL TO ADOPT THE MERGER AGREEMENT, DATED AS OF FEBRUARY 5, 2013, AS AMENDED FROM TIME TO TIME, WITH LIBERTY GLOBAL, INC. AND CERTAIN AFFILIATES. | Management | For |
| 2. | PROPOSAL TO APPROVE, ON AN ADVISORY | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

NON-BINDING BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO VIRGIN MEDIA'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE VIRGIN MEDIA MERGERS PROVIDED FOR IN THE MERGER AGREEMENT.

| | | | |
|----|---|------------|-----|
| 3. | PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE IF THERE ARE INSUFFICIENT VOTES TO APPROVE PROPOSAL 1 AT THE TIME OF THE SPECIAL MEETING. | Management | For |
|----|---|------------|-----|

T-MOBILE US, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 872590104 | MEETING TYPE | Annual |
| TICKER SYMBOL | TMUS | MEETING DATE | 04-Jun-2013 |
| ISIN | US8725901040 | AGENDA | 933828254 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1. | DIRECTOR | Management | |
| | 1 W. MICHAEL BARNES | | For |
| | 2 SRIKANT DATAR | | For |
| | 3 LAWRENCE H. GUFFEY | | For |
| | 4 TIMOTHEUS HOTTGES | | For |
| | 5 RAPHAEL KUBLER | | For |
| | 6 THORSTEN LANGHEIM | | For |
| | 7 JOHN J. LEGERE | | For |
| | 8 RENE OBERMANN | | For |
| | 9 JAMES N. PERRY, JR. | | For |
| | 10 TERESA A. TAYLOR | | For |
| | 11 KELVIN R. WESTBROOK | | For |
| 2. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013. | Management | For |
| 3. | APPROVAL OF THE T-MOBILE US, INC. 2013 OMNIBUS INCENTIVE PLAN. | Management | Against |

AMERISTAR CASINOS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 03070Q101 | MEETING TYPE | Annual |
| TICKER SYMBOL | ASCA | MEETING DATE | 05-Jun-2013 |
| ISIN | US03070Q1013 | AGENDA | 933818633 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|-------------------------------------|------------|------|
| ----- | | | |
| 1. | DIRECTOR | Management | |
| | 1 CARL BROOKS | | For |
| | 2 GORDON R. KANOFSKY | | For |
| | 3 J. WILLIAM RICHARDSON | | For |
| 2. | PROPOSAL TO RATIFY THE SELECTION OF | Management | For |

Edgar Filing: GDL FUND - Form N-PX

THE COMPANY'S INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM
FOR 2013.

| | | | |
|----|--|------------|---------|
| 3. | PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Management | Abstain |
|----|--|------------|---------|

AMC NETWORKS INC

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 00164V103 | MEETING TYPE | Annual |
| TICKER SYMBOL | AMCX | MEETING DATE | 06-Jun-2013 |
| ISIN | US00164V1035 | AGENDA | 933804165 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|------|
| ----- | | | |
| 1. | DIRECTOR | Management | |
| | 1 NEIL M. ASHE | | For |
| | 2 ALAN D. SCHWARTZ | | For |
| | 3 LEONARD TOW | | For |
| | 4 CARL E. VOGEL | | For |
| | 5 ROBERT C. WRIGHT | | For |
| 2. | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2013 | Management | For |

SYNAGEVA BIOPHARMA CORP.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 87159A103 | MEETING TYPE | Annual |
| TICKER SYMBOL | GEVA | MEETING DATE | 06-Jun-2013 |
| ISIN | US87159A1034 | AGENDA | 933808517 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | | | |
| 1. | DIRECTOR | Management | |
| | 1 SANJ K. PATEL | | For |
| | 2 FELIX J. BAKER | | For |
| | 3 STEPHEN R. BIGGAR | | For |
| | 4 STEPHEN R. DAVIS | | For |
| | 5 THOMAS R. MALLEY | | For |
| | 6 BARRY QUART | | For |
| | 7 THOMAS J. TISCH | | For |
| | 8 PETER WIRTH | | For |
| 2. | APPROVAL OF A NON-BINDING ADVISORY VOTE ON COMPENSATION PAID TO SYNAGEVA'S NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 3. | APPROVAL OF A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Management | Abstain |
| 4. | APPROVAL OF THE AMENDMENTS TO | Management | Abstain |

Edgar Filing: GDL FUND - Form N-PX

SYNAGEVA'S 2005 STOCK PLAN, INCLUDING TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 1,500,000 SHARES (SUBJECT TO ADJUSTMENT IS THE EVENT OF STOCK SPLITS AND EITHER SIMILAR EVENTS).

- | | | | |
|----|--|------------|-----|
| 5. | RATIFICATION OF APPOINTMENT BY THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS SYNAGEVA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For |
|----|--|------------|-----|

DTS, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 23335C101 | MEETING TYPE | Annual |
| TICKER SYMBOL | DTSI | MEETING DATE | 06-Jun-2013 |
| ISIN | US23335C1018 | AGENDA | 933823393 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | | | |
| 1. | DIRECTOR | Management | |
| | 1 CRAIG S. ANDREWS | | For |
| | 2 L. GREGORY BALLARD | | For |
| | 3 BRADFORD D. DUEA | | For |
| 2. | TO APPROVE THE DTS, INC. 2013 EMPLOYEE STOCK PURCHASE PLAN. | Management | For |
| 3. | TO APPROVE THE DTS, INC. 2013 FOREIGN SUBSIDIARY EMPLOYEE STOCK PURCHASE PLAN. | Management | For |
| 4. | SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION. | Management | Abstain |
| 5. | TO RATIFY AND APPROVE GRANT THORNTON, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF THE COMPANY FOR FISCAL YEAR 2013. | Management | For |

WESTERNZAGROS RESOURCES LTD.

| | | | |
|---------------|--------------|--------------|----------------------------|
| SECURITY | 960008100 | MEETING TYPE | Annual and Special Meeting |
| TICKER SYMBOL | WZGRF | MEETING DATE | 06-Jun-2013 |
| ISIN | CA9600081009 | AGENDA | 933826111 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---------------------|------------|------|
| ----- | | | |
| 01 | DIRECTOR | Management | |
| | 1 DAVID J. BOONE | | For |
| | 2 FRED J. DYMENT | | For |
| | 3 JOHN FRANGOS | | For |
| | 4 M. SIMON HATFIELD | | For |
| | 5 JAMES C. HOUCK | | For |
| | 6 JOHN M. HOWLAND | | For |
| | 7 RANDALL OLIPHANT | | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | | | |
|----|---|--|------------|--|---------|
| | 8 | ERIC STOERR | | | For |
| | 9 | WILLIAM WALLACE | | | 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 |
| 03 | | ON THE RENEWAL AND APPROVAL OF THE CORPORATION'S STOCK OPTION PLAN AS SET FORTH IN THE ACCOMPANYING INFORMATION CIRCULAR OF THE CORPORATION. | Management | | For |
| 04 | | ON THE EXTENSION OF THE CORPORATION'S SHAREHOLDER RIGHTS PLAN AND APPROVAL OF AN AMENDED AND RESTATEED SHAREHOLDER RIGHTS PLAN AGREEMENT AS SET FORTH IN THE ACCOMPANYING INFORMATION CIRCULAR OF THE CORPORATION. | Management | | Against |
| 05 | | ON THE CONFIRMATION OF AN ADDITIONAL BY-LAW OF THE CORPORATION PROVIDING FOR ADVANCE NOTICE OF DIRECTOR NOMINATIONS AS SET FORTH IN THE ACCOMPANYING INFORMATION CIRCULAR OF THE CORPORATION. | Management | | Against |

GRUPO MODELO SAB DE CV

| | | | |
|---------------|--------------|--------------|-------------------------------|
| SECURITY | P4833F104 | MEETING TYPE | ExtraOrdinary General Meeting |
| TICKER SYMBOL | | MEETING DATE | 07-Jun-2013 |
| ISIN | MXP4833F1044 | AGENDA | 704576745 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|-------|
| ----- | ----- | ----- | ----- |
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 201288 DUE TO POSTPONEMENT-OF THE MEETING DATE FROM 30 MAY 2013 TO 07 JUN 2013 AND CHANGE IN RECORD DATE-FROM 22 MAY 2013 TO 30 MAY 2013. ALL VOTES RECEIVED ON THE PREVIOUS MEETING W-ILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THA-NK YOU. | Non-Voting | |
| 1 | Discussion and approval its case maybe about to matters removal from plant of Piedras Negras, the property of the company Cerveceria De Coahuila S.DE R.L. DE C.V. as part of agreement with the Department of Justice of the United States, and celebration of a perpetuity license regarding some brands of Grupo Modelo for distribution in the United States and other events related to the previous resolutions therefore | Management | For |
| 2 | Designation of delegates to carry out resolutions | Management | For |

Edgar Filing: GDL FUND - Form N-PX

adopted by the meeting and its case formalize as proceed

JAGUAR MINING INC.

SECURITY 47009M103 MEETING TYPE Annual and Special Meeting
 TICKER SYMBOL JAG MEETING DATE 10-Jun-2013
 ISIN CA47009M1032 AGENDA 933825018 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---|
| 01 | DIRECTOR 1 GEORGE BEE 2 RICHARD D. FALCONER 3 FREDERICK W. HERMANN 4 LUIS R. MIRAGLIA 5 DAVID M. PETROFF 6 EDWARD V. REESER 7 DERRICK WEYRAUCH | Management | For For For For For For For |
| 02 | REAPPOINTMENT OF KPMG LLP AS AUDITORS AND AUTHORIZATION OF THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS. | Management | For |
| 03 | CONSIDER AND, IF DEEMED APPROPRIATE, PASS AN ORDINARY RESOLUTION (THE FULL TEXT OF WHICH IS SET OUT IN THE ACCOMPANYing MANAGEMENT INFORMATION CIRCULAR) APPROVING, RATIFYING AND CONFIRMING AN AMENDMENT TO BY-LAW NUMBER 2 OF THE CORPORATION TO ADD AN ADVANCE NOTICE REQUIREMENT FOR NOMINATIONS OF DIRECTORS BY SHAREHOLDERS IN CERTAIN CIRCUMSTANCES. | Management | Against |
| 04 | CONSIDER AND, IF DEEMED APPROPRIATE, PASS AN ORDINARY RESOLUTION (THE FULL TEXT OF WHICH IS SET OUT IN THE ACCOMPANYing MANAGEMENT INFORMATION CIRCULAR) APPROVING, RATIFYING AND CONFIRMING THE SHAREHOLDER RIGHTS PLAN AGREEMENT OF THE CORPORATION. | Management | Against |

SOFTCHOICE CORPORATION

SECURITY 83401X108 MEETING TYPE Special
 TICKER SYMBOL SFCJF MEETING DATE 10-Jun-2013
 ISIN CA83401X1087 AGENDA 933827618 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 01 | A SPECIAL RESOLUTION, THE FULL TEXT OF | Management | For |

Edgar Filing: GDL FUND - Form N-PX

WHICH IS SET FORTH IN APPENDIX A TO THE MANAGEMENT INFORMATION CIRCULAR OF SOFTCHOICE CORPORATION DATED MAY 10, 2013 (THE "INFORMATION CIRCULAR"), APPROVING AN ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT, ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR.

RHOEN KLINIKUM AG, BAD NEUSTADT

SECURITY D6530N119 MEETING TYPE Annual General Meeting
 TICKER SYMBOL MEETING DATE 12-Jun-2013
 ISIN DE0007042301 AGENDA 704510987 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| | <p>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.</p> | Non-Voting | |
| | <p>PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 22 MAY 2013, 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.</p> | Non-Voting | |
| | <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 28 MAY 2013. 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</p> | Non-Voting | |

Edgar Filing: GDL FUND - Form N-PX

THE COMPANY'S MEETING. COUNTER
PROPOSALS CANNOT BE REFLECTED IN
THE BALLOT O-N PROXYEDGE.

| | | | |
|-----|---|------------|-----------|
| 1. | Presentation of the approved Annual Financial Statements and the Consolidated-Financial Statements for the year ended 31 December 2012, as well as the Management Reports on the situation of the Company and of the Group for financial year 2012 (including the notes on the disclosures pursuant to sections 289 (4)-and (5), 315 (4) of the German Commercial Code (Handelsgesetzbuch, HGB), respectively, for financial year 2012) and the Report of the Supervisory Board for financial year 2012 | Non-Voting | |
| 2. | Resolution on the appropriation of the net distributable profit | Management | No Action |
| 3.1 | Resolution on formal approval of the actions of the member of the Board of Management for financial year 2012: Martin Siebert | Management | No Action |
| 3.2 | Resolution on formal approval of the actions of the member of the Board of Management for financial year 2012: Wolfgang Pfoehler | Management | No Action |
| 3.3 | Resolution on formal approval of the actions of the member of the Board of Management for financial year 2012: Volker Feldkamp | Management | No Action |
| 3.4 | Resolution on formal approval of the actions of the member of the Board of Management for financial year 2012: Erik Hamann | Management | No Action |
| 3.5 | Resolution on formal approval of the actions of the member of the Board of Management for financial year 2012: Martin Menger | Management | No Action |
| 3.6 | Resolution on formal approval of the actions of the member of the Board of Management for financial year 2012: Jens-Peter Neumann | Management | No Action |
| 3.7 | Resolution on formal approval of the actions of the member of the Board of Management for financial year 2012: Irmgard Stippler | Management | No Action |
| 4.1 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Eugen Muench | Management | No Action |
| 4.2 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Joachim Lueddecke | Management | No Action |
| 4.3 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Wolfgang Muendel | Management | No Action |
| 4.4 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Peter Berghoefer | Management | No Action |
| 4.5 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Bettina Boettcher | Management | No Action |
| 4.6 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Sylvia Buehler | Management | No Action |
| 4.7 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Helmut Buehner | Management | No Action |
| 4.8 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Gerhard Ehninger | Management | No Action |
| 4.9 | Resolution on formal approval of the actions of | Management | No Action |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|------|---|--------------|-----------|
| | the member of the Supervisory Board for financial year 2012: Stefan Haertel | | |
| 4.10 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Caspar Von Hauenschild | Management | No Action |
| 4.11 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Detlef Klimpe | Management | No Action |
| 4.12 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Heinz Korte | Management | No Action |
| 4.13 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Karl W. Lauterbach | Management | No Action |
| 4.14 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Michael Mendel | Management | No Action |
| 4.15 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Ruediger Merz | Management | No Action |
| 4.16 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Brigitte Mohn | Management | No Action |
| 4.17 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Annett Mueller | Management | No Action |
| 4.18 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Jens-Peter Neumann | Management | No Action |
| 4.19 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Werner Prange | Management | No Action |
| 4.20 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Jan Schmitt | Management | No Action |
| 4.21 | Resolution on formal approval of the actions of the member of the Supervisory Board for financial year 2012: Georg Schulze-Ziehaus | Management | No Action |
| 5. | Resolution on the election to the Supervisory Board: Dr. Heinz Korte | Management | No Action |
| 6. | Election of the statutory auditor for the financial year 2013: PricewaterhouseCoopers Aktiengesellschaft | Management | No Action |
| 7. | Resolution on Amendment to the Articles of Association by Deletion of Section 17 (4), 1st Sub-paragraph | Registration | No Action |

THE PEP BOYS - MANNY, MOE & JACK

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 713278109 | MEETING TYPE | Annual |
| TICKER SYMBOL | PBY | MEETING DATE | 12-Jun-2013 |
| ISIN | US7132781094 | AGENDA | 933805674 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--------------------------------------|------------|-------|
| ----- | ----- | ----- | ----- |
| 1A. | ELECTION OF DIRECTOR: JANE SCACCETTI | Management | For |
| 1B. | ELECTION OF DIRECTOR: JOHN T. | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|-----------|---|------------|---------|
| SWEETWOOD | | | |
| 1C. | ELECTION OF DIRECTOR: M. SHAN ATKINS | Management | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT H. HOTZ | Management | For |
| 1E. | ELECTION OF DIRECTOR: JAMES A. MITAROTONDA | Management | For |
| 1F. | ELECTION OF DIRECTOR: NICK WHITE | Management | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL R. ODELL | Management | For |
| 1H. | ELECTION OF DIRECTOR: ROBERT ROSENBLATT | Management | For |
| 1I. | ELECTION OF DIRECTOR: ANDREA M. WEISS | Management | For |
| 2. | AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | THE RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For |

MGM RESORTS INTERNATIONAL

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 552953101 | MEETING TYPE | Annual |
| TICKER SYMBOL | MGM | MEETING DATE | 12-Jun-2013 |
| ISIN | US5529531015 | AGENDA | 933810257 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | DIRECTOR | Management | |
| | 1 ROBERT H. BALDWIN | | For |
| | 2 WILLIAM A. BIBLE | | For |
| | 3 BURTON M. COHEN | | For |
| | 4 WILLIE D. DAVIS | | For |
| | 5 WILLIAM W. GROUNDS | | For |
| | 6 ALEXIS M. HERMAN | | For |
| | 7 ROLAND HERNANDEZ | | For |
| | 8 ANTHONY MANDEKIC | | For |
| | 9 ROSE MCKINNEY JAMES | | For |
| | 10 JAMES J. MURREN | | For |
| | 11 GREGORY M. SPIERKEL | | For |
| | 12 DANIEL J. TAYLOR | | For |
| 2. | TO RATIFY THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013. | Management | For |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Management | Abstain |
| 4. | TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE AMENDED AND RESTATED 2005 OMNIBUS INCENTIVE PLAN. | Management | For |

MENTOR GRAPHICS CORPORATION

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 587200106 | MEETING TYPE | Annual |
| TICKER SYMBOL | MENT | MEETING DATE | 12-Jun-2013 |
| ISIN | US5872001061 | AGENDA | 933822199 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|-------------|---------|
| 1. | DIRECTOR | Management | |
| | 1 KEITH L. BARNES | | For |
| | 2 PETER L. BONFIELD | | For |
| | 3 GREGORY K. HINCKLEY | | For |
| | 4 J. DANIEL MCCRANIE | | For |
| | 5 KEVIN C. MCDONOUGH | | For |
| | 6 PATRICK B. MCMANUS | | For |
| | 7 WALDEN C. RHINES | | For |
| | 8 DAVID S. SCHECHTER | | For |
| 2. | SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING FOR THE ELECTION OF DIRECTORS. | Shareholder | For |
| 4. | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS FISCAL YEAR ENDING JANUARY 31, 2014. | Management | For |

ASSET ACCEPTANCE CAPITAL CORP.

SECURITY 04543P100 MEETING TYPE Special
TICKER SYMBOL AACC MEETING DATE 13-Jun-2013
ISIN US04543P1003 AGENDA 933825070 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| 1 | APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 6, 2013 (THE "MERGER AGREEMENT"), BY AND AMONG AACC, ENCORE CAPITAL GROUP, INC., A DELAWARE CORPORATION ("ENCORE"), AND PINNACLE SUB, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF ENCORE ("MERGER SUB"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |
| 2 | THE ADVISORY (NON-BINDING) APPROVAL OF CERTAIN "GOLDEN PARACHUTE" COMPENSATION PAYABLE TO AACC NAMED EXECUTIVE OFFICERS WHICH IS RELATED TO THE MERGER. | Management | Abstain |
| 3 | APPROVAL OF ANY ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING (OR ANY ADJOURNMENT OR POSTPONEMENT | Management | For |

Edgar Filing: GDL FUND - Form N-PX

THEREOF) TO ADOPT THE MERGER AGREEMENT.

PARMALAT SPA, COLLECCHIO

SECURITY T7S73M107 MEETING TYPE Ordinary General Meeting
 TICKER SYMBOL MEETING DATE 14-Jun-2013
 ISIN IT0003826473 AGENDA 704506091 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 188715 DUE TO POSTPONEMENT-OF THE MEETING DATE FROM 17 MAY 2013 TO 14 JUNE 2013 AND ADDITION OF RESOLUTI-ON. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WIL-L NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting | |
| CMMT | PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE U-RL LINK: https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_168664.P-DF | Non-Voting | |
| 1 | Approval of the statement of financial position, income statement and accompanying notes at December 31, 2012 and the related Report on Operations. Motion for the appropriation of the year's net profit. Review of the Report of the Board of Statutory Auditors. Pertinent and related resolutions | Management | Against |
| 2 | Decision on the substitution of the Member of the Board of Directors Antonio Sala. Pertinent and related resolutions | Management | Abstain |
| 3 | Decision on the substitution of the Effective Statutory Auditor Roberto Cravero. Pertinent and related resolutions | Management | Abstain |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF RESOLUT-ION 3. 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 | |

ELAN CORPORATION, PLC

SECURITY 284131208 MEETING TYPE Contested-Special
 TICKER SYMBOL ELN MEETING DATE 17-Jun-2013
 ISIN US2841312083 AGENDA 933838661 - Management

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

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|---------|
| 1. | TO AUTHORIZE THE COMPANY TO ENTER INTO THE THERAVANCE TRANSACTION AS SET OUT IN THE CIRCULAR TO ELAN SHAREHOLDERS DATED 24 MAY 2013. | Management | Against |
| 2. | TO AUTHORIZE THE COMPANY TO ENTER INTO THE AOP TRANSACTION AS SET OUT IN THE CIRCULAR TO ELAN SHAREHOLDERS DATED 24 MAY 2013. | Management | Against |
| 3. | TO AUTHORIZE THE COMPANY TO ENTER INTO THE ELND005 TRANSACTION AS SET OUT IN THE CIRCULAR TO ELAN SHAREHOLDERS DATED 24 MAY 2013. | Management | Against |
| 4. | TO AUTHORIZE THE COMPANY TO ENTER INTO THE SHARE REPURCHASE PROGRAM AS SET OUT IN THE CIRCULAR TO ELAN SHAREHOLDERS DATED 24 MAY 2013. | Management | Against |

CHINA HUIYUAN JUICE GROUP LTD

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G21123107 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 18-Jun-2013 |
| ISIN | KYG211231074 | AGENDA | 704513084 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| CMMT | PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM ARE AVAILABLE BY CLICKING-ON THE URL LINKS:- http://www.hkexnews.hk/listedco/listconews/sehk/2013/0516/LTN20130516295.pdf -AND- http://www.hkexnews.hk/listedco/listconews/sehk/2013/0516/LTN20130516287.pdf | Non-Voting | |
| CMMT | PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR ALL RESOLUTIONS. THANK YOU. | 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 2012 | Management | For |
| 2a | To re-elect Mr. Jiang Xu as director and authorize the board of directors of the Company to fix his remuneration | Management | For |
| 2b | To re-elect Mr. Andrew Y. Yan as director and authorize the board of directors of the Company to fix his remuneration | Management | For |
| 2c | To re-elect Mr. Song Quanhou as director and authorize the board of directors of the Company to fix his remuneration | Management | For |
| 3 | To re-appoint PricewaterhouseCoopers as the auditors and authorize the board of directors of the Company to fix their remuneration | Management | For |
| 4 | Ordinary resolution No. 4 set out in the notice of Annual General Meeting (to give general mandate to the directors to repurchase shares in | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|---|---|------------|-----|
| | the Company not exceeding 10% of the issued share capital of the Company) | | |
| 5 | Ordinary resolution No. 5 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 |
| 6 | Ordinary resolution No. 6 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. 4, if passed) | Management | For |

NETSPEND HOLDINGS, INC (NTSP)

SECURITY 64118V106 MEETING TYPE Special
TICKER SYMBOL NTSP MEETING DATE 18-Jun-2013
ISIN US64118V1061 AGENDA 933807945 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|---------|
| ----- | ----- | ----- | ----- |
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 19, 2013, BY AND AMONG TOTAL SYSTEM SERVICES, INC., GENERAL MERGER SUB, INC. AND NETSPEND HOLDINGS, INC., AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For |
| 2. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL VOTES IN FAVOR OF THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE AGREEMENT AND PLAN OF MERGER AT THE TIME OF THE SPECIAL MEETING. | Management | For |
| 3. | TO APPROVE A NON-BINDING ADVISORY PROPOSAL TO APPROVE CERTAIN AGREEMENTS WITH, AND ITEMS OF COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO, NETSPEND HOLDINGS, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER. | Management | Abstain |

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

SECURITY G0534R108 MEETING TYPE Annual General Meeting
TICKER SYMBOL BMG0534R1088 MEETING DATE 19-Jun-2013
ISIN BMG0534R1088 AGENDA 704570123 - Management

Edgar Filing: GDL FUND - Form N-PX

| 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 AND PROXY FORM ARE AVAILABLE BY CLICKING-ON THE URL LINKS:- http://www.hkexnews.hk/listedco/listconews/sehk/2013/0515/LTN20130515195.pdf -AND- http://www.hkexnews.hk/listedco/listconews/sehk/2013/0515/LTN20130515207.pdf | Non-Voting | |
| 1 | To receive and approve the audited consolidated financial statements for the year ended 31 December 2012 and the reports of the Directors and auditor thereon | Management | For |
| 2 | To declare a final dividend of HKD 0.80 per share and a special dividend of HKD 1.00 per share for the year ended 31 December 2012 | Management | For |
| 3.a | To re-elect Mr. Ju Wei Min as a Director | Management | For |
| 3.b | To re-elect Mr. Luo Ning as a Director | Management | For |
| 3.c | To re-elect Mr. James Watkins as a Director | Management | For |
| 3.d | To re-elect Mr. Lee Hoi Yin Stephen as a Director | Management | For |
| 3.e | To re-elect Mr. Kenneth McKelvie as a Director | Management | For |
| 3.f | To re-elect Ms. Wong Hung Hung Maura as a Director | Management | For |
| 3.g | 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 2013 | 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 |

NATIONAL FINANCIAL PARTNERS CORP.

SECURITY 63607P208 MEETING TYPE Special
TICKER SYMBOL NFP MEETING DATE 19-Jun-2013
ISIN US63607P2083 AGENDA 933831857 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| 1. | THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF APRIL 14, 2013, BY AND AMONG NATIONAL FINANCIAL PARTNERS CORP. ("NFP"), | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|---------|
| | PATRIOT PARENT CORP. AND PATRIOT MERGER CORP. | | |
| 2. | THE PROPOSAL TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE SPECIFIED COMPENSATION ARRANGEMENTS DISCLOSED IN THE PROXY STATEMENT THAT MAY BE PAYABLE TO NFP'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER. | Management | Abstain |
| 3. | THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE NFP BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT. | Management | For |

HERITAGE OIL PLC, ST HELIER

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G4509M102 | MEETING TYPE | Annual General Meeting |
| TICKER SYMBOL | | MEETING DATE | 20-Jun-2013 |
| ISIN | JE00B2Q4TN56 | AGENDA | 704531525 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|--|------------|------|
| ----- | | | |
| 1 | To receive the Directors' Report and the financial statements of the Company for the year ended 31 December 2012, 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 2012 | Management | For |
| 3 | To re-appoint KPMG Audit Plc as auditors of the Company | Management | For |
| 4 | To authorise the Directors to determine the remuneration of the auditors | Management | For |
| 5 | To re-elect Michael Hibberd as a Director of the Company | Management | For |
| 6 | To re-elect Anthony Buckingham as a Director of the Company | Management | For |
| 7 | To re-elect Paul Atherton as a Director of the Company | Management | For |
| 8 | To re-elect Sir Michael Wilkes as a Director of the Company | Management | For |
| 9 | To re-elect John McLeod as a Director of the Company | Management | For |
| 10 | To re-elect Gregory Turnbull QC as a Director of the Company | Management | For |
| 11 | To re-elect Carmen Rodriguez as a Director of the Company | Management | For |
| 12 | To re-elect Mark Erwin as a Director of the Company | Management | For |
| 13 | To approve the waiver granted by the Panel | Management | For |
| 14 | To renew the authority conferred on the Directors | Management | For |

Edgar Filing: GDL FUND - Form N-PX

| | | | |
|----|--|------------|---------|
| | by Article 10.4 of the Articles of Association of the Company | | |
| 15 | Dis-application of pre-emption rights | Management | Against |
| 16 | To authorise the Company to purchase its own shares | Management | For |
| 17 | To approve the amendments to the Company's Articles of Association | Management | For |

URANIUM ONE INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 91701P105 | MEETING TYPE | Annual |
| TICKER SYMBOL | SXRZF | MEETING DATE | 21-Jun-2013 |
| ISIN | CA91701P1053 | AGENDA | 933836516 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|------|
| | | | |
| 01 | DIRECTOR | Management | |
| | 1 IAN TELFER | | For |
| | 2 ANDREW ADAMS | | For |
| | 3 PETER BOWIE | | For |
| | 4 VADIM JIVOV | | For |
| | 5 D. JEAN NORTIER | | For |
| | 6 CHRISTOPHER SATTLER | | For |
| | 7 PHILLIP SHIRVINGTON | | For |
| | 8 KENNETH WILLIAMSON | | For |
| | 9 ILYA YAMPOLSKIY | | For |
| 02 | APPOINTMENT OF KPMG LLP, CHARTERED ACCOUNTANTS AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR, AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION. | Management | For |

PALOMAR MEDICAL TECHNOLOGIES, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 697529303 | MEETING TYPE | Special |
| TICKER SYMBOL | PMTI | MEETING DATE | 24-Jun-2013 |
| ISIN | US6975293035 | AGENDA | 933841618 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|---------|
| | | | |
| 1. | TO ADOPT THE MERGER AGREEMENT | Management | For |
| 2. | TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO PALOMAR'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER | Management | Abstain |
| 3. | TO ADJOURN THE PALOMAR SPECIAL MEETING | Management | For |

YAHOO! INC.

Edgar Filing: GDL FUND - Form N-PX

SECURITY 984332106 MEETING TYPE Annual
 TICKER SYMBOL YHOO MEETING DATE 25-Jun-2013
 ISIN US9843321061 AGENDA 933818544 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|-------------|---------|
| 1A. | ELECTION OF DIRECTOR: JOHN D. HAYES | Management | For |
| 1B. | ELECTION OF DIRECTOR: SUSAN M. JAMES | Management | For |
| 1C. | ELECTION OF DIRECTOR: MAX R. LEVCHIN | Management | For |
| 1D. | ELECTION OF DIRECTOR: PETER LIGUORI | Management | For |
| 1E. | ELECTION OF DIRECTOR: DANIEL S. LOEB | Management | For |
| 1F. | ELECTION OF DIRECTOR: MARISSA A. MAYER | Management | For |
| 1G. | ELECTION OF DIRECTOR: THOMAS J. MCINERNEY | Management | For |
| 1H. | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR. | Management | For |
| 1I. | ELECTION OF DIRECTOR: HARRY J. WILSON | Management | For |
| 1J. | ELECTION OF DIRECTOR: MICHAEL J. WOLF | Management | For |
| 2. | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPANY'S EXECUTIVE COMPENSATION. | Management | Abstain |
| 3. | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING SOCIAL RESPONSIBILITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shareholder | Against |
| 5. | SHAREHOLDER PROPOSAL REGARDING POLITICAL DISCLOSURE AND ACCOUNTABILITY, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shareholder | Against |

7 DAYS GROUP HOLDINGS LIMITED

SECURITY 81783J101 MEETING TYPE Special
 TICKER SYMBOL SVN MEETING DATE 26-Jun-2013
 ISIN US81783J1016 AGENDA 933846656 - Management

| ITEM | PROPOSAL | TYPE | VOTE |
|------|--|------------|------|
| S1 | AS A SPECIAL RESOLUTION, THE AGREEMENT AND PLAN OF MERGER DATED FEBRUARY 28, 2013 (THE "MERGER AGREEMENT") BY AND AMONG KEYSTONE LODGING HOLDINGS LIMITED ("HOLDCO"), KEYSTONE LODGING COMPANY LIMITED ("PARENT"), KEYSTONE LODGING ACQUISITION LIMITED, ("MERGER SUB") AND THE COMPANY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For |
| S2 | AS A SPECIAL RESOLUTION, EACH OF THE | Management | For |

Edgar Filing: GDL FUND - Form N-PX

MEMBERS OF THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY AND THE CHIEF FINANCIAL OFFICER OF THE COMPANY BE AUTHORIZED TO DO ALL THINGS NECESSARY TO GIVE EFFECT TO THE MERGER AGREEMENT.

| | | | |
|----|---|------------|-----|
| 03 | AS AN ORDINARY RESOLUTION, THE CHAIRMAN OF THE MEETING BE INSTRUCTED TO ADJOURN OR POSTPONE EXTRAORDINARY GENERAL MEETING IN ORDER TO ALLOW COMPANY TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE INSUFFICIENT PROXIES RECEIVED AT THE TIME OF THE EXTRAORDINARY GENERAL MEETING TO PASS THE SPECIAL RESOLUTIONS TO BE PROPOSED AT THE EXTRAORDINARY GENERAL MEETING. | Management | For |
|----|---|------------|-----|

LUFKIN INDUSTRIES, INC.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | 549764108 | MEETING TYPE | Special |
| TICKER SYMBOL | LUFK | MEETING DATE | 27-Jun-2013 |
| ISIN | US5497641085 | AGENDA | 933842812 - Management |

| ITEM | PROPOSAL | TYPE | VOTE |
|-------|---|------------|-------|
| ----- | ----- | ----- | ----- |
| 1. | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 5, 2013, BY AND AMONG GENERAL ELECTRIC COMPANY, RED ACQUISITION, INC., AND LUFKIN INDUSTRIES, INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME | Management | For |
| 2. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER AGREEMENT | Management | For |
| 3. | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO LUFKIN INDUSTRIES, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER | Management | For |

ORIENT-EXPRESS HOTELS LTD.

| | | | |
|---------------|--------------|--------------|------------------------|
| SECURITY | G67743107 | MEETING TYPE | Annual |
| TICKER SYMBOL | OEH | MEETING DATE | 28-Jun-2013 |
| ISIN | BMG677431071 | AGENDA | 933824383 - Management |

Edgar Filing: GDL FUND - Form N-PX

| ITEM | PROPOSAL | TYPE | VOTE |
|------|---|------------|----------|
| 1. | DIRECTOR | Management | |
| | 1 HARSHA V. AGADI | | Withheld |
| | 2 JOHN D. CAMPBELL | | Withheld |
| | 3 ROLAND A. HERNANDEZ | | For |
| | 4 MITCHELL C. HOCHBERG | | Withheld |
| | 5 RUTH A. KENNEDY | | Withheld |
| | 6 PRUDENCE M. LEITH | | Withheld |
| | 7 GEORG R. RAFAEL | | Withheld |
| | 8 JOHN M. SCOTT III | | For |
| 2. | APPOINTMENT OF DELOITTE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND AUTHORIZATION OF THE AUDIT COMMITTEE TO FIX ACCOUNTING FIRM'S REMUNERATION. | Management | For |

SIGNATURES

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

Registrant The GDL Fund

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

Bruce N. Alpert, Principal Executive Officer

Date 8/06/2013

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