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ELLSWORTH FUND LTD
Form N-PX
August 02, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-04656

ELLSWORTH FUND LTD.

(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308

(Address of principal executive offices) (Zip code)

Thomas H. Dinsmore
Ellsworth Fund Ltd.
65 Madison Avenue
Morristown, New Jersey 07960-7308
(Name and address of agent for service)

Copy to:
Steven B. King, Esq.
Ballard Spahr LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599

Registrant's telephone number, including area code: 973-631-1177

Date of fiscal year end: September 30, 2013

Date of reporting period: June 30, 2013

Item 1. Proxy Voting Record

Issuer: AT&T Inc.
Ticker symbol: T
CUSIP: 00206R102
Meeting date: 04/26/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/ Against Mgmt. |
|---|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Randall L. Stephenson | Management | YES | FOR | FOR |
| 1-02. Election of Director: Gilbert F. Amelio | Management | YES | FOR | FOR |

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|-------|---|-------------|-----|---------|-----|
| 1-03. | Election of Director: Reuben V. Anderson | Management | YES | FOR | FOR |
| 1-04. | Election of Director: James H. Blanchard | Management | YES | FOR | FOR |
| 1-05. | Election of Director: Jaime Chico Pardo | Management | YES | FOR | FOR |
| 1-06. | Election of Director: Scott T. Ford | Management | YES | FOR | FOR |
| 1-07. | Election of Director: James P. Kelly | Management | YES | FOR | FOR |
| 1-08. | Election of Director: Jon C. Madonna | Management | YES | FOR | FOR |
| 1-09. | Election of Director: Michael B. McCallister | Management | YES | FOR | FOR |
| 1-10. | Election of Director: John B. McCoy | Management | YES | FOR | FOR |
| 1-11. | Election of Director: Joyce M. Roche | Management | YES | FOR | FOR |
| 1-12. | Election of Director: Matthew K. Rose | Management | YES | FOR | FOR |
| 1-13. | Election of Director: Laura D'Andrea Tyson | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. | Approve stock purchase and deferral plan | Management | YES | FOR | FOR |
| 5. | Political contributions report | Shareholder | YES | ABSTAIN | N/A |
| 6. | Lead batteries report | Shareholder | YES | ABSTAIN | N/A |
| 7. | Compensation packages | Shareholder | YES | ABSTAIN | N/A |
| 8. | Independent board chairman | Shareholder | YES | ABSTAIN | N/A |

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 Issuer: Abbott Laboratories
 Ticker symbol: ABT
 CUSIP: 002824100
 Meeting date: 04/26/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. | |
|-----------------|--|-------------------|-----------|-------------------|-----|
| 1-01. | Election of Director: Robert J. Alpern, M.D. | Management | YES | FOR | FOR |
| 1-02. | Election of Director: Roxanne S. Austin | Management | YES | FOR | FOR |
| 1-03. | Election of Director: Sally E. Blount | Management | YES | FOR | FOR |
| 1-04. | Election of Director: W. James Farrell | Management | YES | FOR | FOR |
| 1-05. | Election of Director: Edward M. Liddy | Management | YES | FOR | FOR |

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|-------|--|-------------|-----|---------|-----|
| 1-06. | Election of Director: Nancy McKinstry | Management | YES | FOR | FOR |
| 1-07. | Election of Director: Phebe N. Novakovic | Management | YES | FOR | FOR |
| 1-08. | Election of Director: William A. Osborn | Management | YES | FOR | FOR |
| 1-09. | Election of Director: Samuel C. Scott, III | Management | YES | FOR | FOR |
| 1-10. | Election of Director: Glenn F. Tilton | Management | YES | FOR | FOR |
| 1-11. | Election of Director: Miles D. White | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Say on pay - advisory vote to approve executive compensation | Management | YES | FOR | FOR |
| 4. | Genetically modified ingredients | Shareholder | YES | AGAINST | FOR |
| 5. | Lobbying disclosure | Shareholder | YES | AGAINST | FOR |
| 6. | Independent board chair | Shareholder | YES | AGAINST | FOR |
| 7. | Equity retention and hedging | Shareholder | YES | AGAINST | FOR |
| 8. | Incentive compensation | Shareholder | YES | AGAINST | FOR |
| 10. | Accelerated vesting of awards upon a change in control | Shareholder | YES | AGAINST | FOR |

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Issuer: AbbVie Inc.
 Ticker symbol: ABBV
 CUSIP: 00287Y109
 Meeting date: 05/06/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. | |
|-----------------|--|-------------------|-----------|-------------------|-----|
| 1-01. | Election of Director: William H.L. Burnside | Management | YES | FOR | FOR |
| 1-02. | Election of Director: Edward J. Rapp | Management | YES | FOR | FOR |
| 1-03. | Election of Director: Roy S. Roberts | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Advisory vote on executive compensation | Management | YES | FOR | FOR |
| 4. | Advisory vote on frequency of stockholder vote to approve executive compensation | Management | YES | 1 YEAR | FOR |
| 5. | Incentive stock program | Management | YES | FOR | FOR |

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 Issuer: Bristol-Myers Squibb Company
 Ticker symbol: BMY
 CUSIP: 110122108
 Meeting date: 05/07/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Lamberto Andreotti | Management | YES | FOR | FOR |
| 1-02. Election of Director: Lewis B. Campbell | Management | YES | FOR | FOR |
| 1-03. Election of Director: James M. Cornelius | Management | YES | FOR | FOR |
| 1-04. Election of Director: Laurie H. Glimcher, M.D. | Management | YES | FOR | FOR |
| 1-05. Election of Director: Michael Grobstein | Management | YES | FOR | FOR |
| 1-06. Election of Director: Alan J. Lacy | Management | YES | FOR | FOR |
| 1-07. Election of Director: Vicki L. Sato, Ph.D. | Management | YES | FOR | FOR |
| 1-08. Election of Director: Elliott Sigal, M.D. | Management | YES | FOR | FOR |
| 1-09. Election of Director: Gerald L. Storch | Management | YES | FOR | FOR |
| 1-10. Election of Director: Togo D. West, Jr. | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Advisory vote on executive compensation | Management | YES | FOR | FOR |

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 Issuer: Citigroup Inc.
 Ticker symbol: C
 CUSIP: 172967424
 Meeting date: 04/24/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Michael L. Corbat | Management | YES | FOR | FOR |
| 1-02. Election of Director: Franz B. Humer | Management | YES | FOR | FOR |
| 1-03. Election of Director: Robert L. Joss | Management | YES | FOR | FOR |
| 1-04. Election of Director: Michael E. O'Neill | Management | YES | FOR | FOR |
| 1-05. Election of Director: Judith Rodin | Management | YES | FOR | FOR |

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|-------|---|-------------|-----|---------|-----|
| 1-06. | Election of Director: Robert L. Ryan | Management | YES | FOR | FOR |
| 1-07. | Election of Director: Anthony M. Santomero | Management | YES | FOR | FOR |
| 1-08. | Election of Director: Joan E. Spero | Management | YES | FOR | FOR |
| 1-09. | Election of Director: Diana L. Taylor | Management | YES | FOR | FOR |
| 1-10. | Election of Director: William S. Thompson, Jr. | Management | YES | FOR | FOR |
| 1-11. | Election of Director: Ernesto Zedillo Ponce De Leon | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Approve executive compensation plan | Management | YES | FOR | FOR |
| 4. | Amend stock incentive plan | Management | YES | FOR | FOR |
| 5. | Executives to retain stock | Shareholder | YES | AGAINST | FOR |
| 6. | Lobbying and lobbying contributions | Shareholder | YES | ABSTAIN | N/A |
| 7. | Policy to deny indemnification for directors | Shareholder | YES | AGAINST | FOR |

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 Issuer: ConocoPhillips
 Ticker symbol: COP
 CUSIP: 20825C104
 Meeting date: 05/14/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. | |
|-----------------|---|-------------------|-----------|-------------------|-----|
| 1-01. | Election of Director: Richard L. Armitage | Management | YES | FOR | FOR |
| 1-02. | Election Of Director: Richard H. Auchinleck | Management | YES | FOR | FOR |
| 1-03. | Election Of Director: James E. Copeland, Jr. | Management | YES | FOR | FOR |
| 1-04. | Election Of Director: Jody L. Freeman | Management | YES | FOR | FOR |
| 1-05. | Election Of Director: Gay Huey Evans | Management | YES | FOR | FOR |
| 1-06. | Election Of Director: Ryan M. Lance | Management | YES | FOR | FOR |
| 1-07. | Election Of Director: Mohd H. Marican | Management | YES | FOR | FOR |
| 1-08. | Election Of Director: Robert A. Niblock | Management | YES | FOR | FOR |
| 1-09. | Election Of Director: Harald J. Norvik | Management | YES | FOR | FOR |
| 1-10. | Election Of Director: William E. Wade, Jr. | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |

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|----|---|-------------|-----|---------|-----|
| 3. | Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. | Report on grassroots lobbying expenditures | Shareholder | YES | AGAINST | FOR |
| 5. | Greenhouse gas reduction targets | Shareholder | YES | AGAINST | FOR |
| 6. | Gender expression non-discrimination | Shareholder | YES | ABSTAIN | N/A |

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Issuer: The Walt Disney Company
 Ticker symbol: DIS
 CUSIP: 254687106
 Meeting date: 03/06/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Susan E. Arnold | Management | YES | FOR | FOR |
| 1-02. Election of Director: John S. Chen | Management | YES | FOR | FOR |
| 1-03. Election of Director: Judith L. Estrin | Management | YES | FOR | FOR |
| 1-04. Election of Director: Robert A. Iger | Management | YES | FOR | FOR |
| 1-05. Election of Director: Fred H. Langhammer | Management | YES | FOR | FOR |
| 1-06. Election of Director: Aylwin B. Lewis | Management | YES | FOR | FOR |
| 1-07. Election of Director: Monica C. Lozano | Management | YES | FOR | FOR |
| 1-08. Election of Director: Robert W. Matschullat | Management | YES | FOR | FOR |
| 1-09. Election of Director: Sheryl Sandberg | Management | YES | FOR | FOR |
| 1-10. Election of Director: Orin C. Smith | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Amendment to the 2002 executive performance plan | Management | YES | FOR | FOR |
| 4. Advisory resolution on executive compensation | Management | YES | FOR | FOR |
| 5. Proxy access | Shareholder | YES | ABSTAIN | N/A |
| 6. Separation of Chairman and Chief Executive Officer | Shareholder | YES | ABSTAIN | N/A |

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Issuer: Eli Lilly & Co.
 Ticker symbol: LLY
 CUSIP: 532457108

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Meeting date: 05/06/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Ralph Alvarez | Management | YES | FOR | FOR |
| 1-02. Election of Director: Sir Winfried Bischoff | Management | YES | FOR | FOR |
| 1-03. Election of Director: R. David Hoover | Management | YES | FOR | FOR |
| 1-04. Election of Director: Franklyn G.Prendergast, M.D., Ph.D. | Management | YES | FOR | FOR |
| 1-05. Election of Director: Kathi P. Seifert | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Vote on executive compensation | Management | YES | FOR | FOR |
| 4. Reapprove material terms of performance goals for the 2002 Lilly stock plan | Management | YES | FOR | FOR |

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 Issuer: Intel Corp.
 Ticker symbol: INTC
 CUSIP: 458140100
 Meeting date: 05/16/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Charlene Barshefsky | Management | YES | FOR | FOR |
| 1-02. Election of Director: Andy D. Bryant | Management | YES | FOR | FOR |
| 1-03. Election of Director: Susan L. Decker | Management | YES | FOR | FOR |
| 1-04. Election of Director: John J. Donahoe | Management | YES | FOR | FOR |
| 1-05. Election of Director: Reed E. Hundt | Management | YES | FOR | FOR |
| 1-06. Election of Director: James D. Plummer | Management | YES | FOR | FOR |
| 1-07. Election of Director: David S. Pottruck | Management | YES | FOR | FOR |
| 1-08. Election of Director: Frank D. Yeary | Management | YES | FOR | FOR |
| 1-09. Election of Director: David B. Yoffie | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |

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|----|---|-------------|-----|---------|-----|
| 3. | Advisory vote to approve executive compensation | Management | YES | FOR | FOR |
| 4. | Approval of amendment and extension of the 2006 equity incentive plan | Management | YES | FOR | FOR |
| 5. | Executives to retain significant stock | Shareholder | YES | AGAINST | FOR |

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Issuer: Merck & Company, Inc.
Ticker symbol: MRK
CUSIP: 58933Y105
Meeting date: 05/28/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/ Against Mgmt. |
|--|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Leslie A. Brun | Management | YES | FOR | FOR |
| 1-02. Election of Director: Thomas R. Cech | Management | YES | FOR | FOR |
| 1-03. Election of Director: Kenneth C. Frazier | Management | YES | FOR | FOR |
| 1-04. Election of Director: Thomas H. Glocer | Management | YES | FOR | FOR |
| 1-05. Election of Director: William B. Harrison, Jr. | Management | YES | FOR | FOR |
| 1-06. Election of Director: C. Robert Kidder | Management | YES | FOR | FOR |
| 1-07. Election of Director: Rochelle B. Lazarus | Management | YES | FOR | FOR |
| 1-08. Election of Director: Carlos E. Represas | Management | YES | FOR | FOR |
| 1-09. Election of Director: Patricia F. Russo | Management | YES | FOR | FOR |
| 1-10. Election of Director: Craig B. Thompson | Management | YES | FOR | FOR |
| 1-11. Election of Director: Wendell P. Weeks | Management | YES | FOR | FOR |
| 1-12. Election of Director: Peter C. Wendell | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. Shareholder action by written consent | Shareholder | YES | AGAINST | FOR |
| 5. Special shareholder meetings | Shareholder | YES | AGAINST | FOR |
| 6. Report on charitable and political contributions | Shareholder | YES | AGAINST | FOR |
| 7. Report on lobbying activities | Shareholder | YES | AGAINST | FOR |

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 Issuer: Microsoft Corp.
 Ticker symbol: MSFT
 CUSIP: 594918104
 Meeting date: 11/28/12

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/ Against Mgmt. |
|--|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Steven A. Ballmer | Management | YES | FOR | FOR |
| 1-02. Election of Director: Dina Dublon | Management | YES | FOR | FOR |
| 1-03. Election of Director: William H. Gates III | Management | YES | FOR | FOR |
| 1-04. Election of Director: Maria M. Klawe | Management | YES | FOR | FOR |
| 1-05. Election of Director: Stephen J. Luczo | Management | YES | FOR | FOR |
| 1-06. Election of Director: David F. Marquardt | Management | YES | FOR | FOR |
| 1-07. Election of Director: Charles H. Noski | Management | YES | FOR | FOR |
| 1-08. Election of Director: Helmut Panke | Management | YES | FOR | FOR |
| 1-09. Election of Director: John W. Thompson | Management | YES | FOR | FOR |
| 2. Advisory vote on executive compensation | Management | YES | FOR | FOR |
| 3. Approval of employee stock purchase plan | Management | YES | FOR | FOR |
| 4. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 5. Adopt cumulative voting | Shareholder | YES | AGAINST | FOR |

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 Issuer: Newmont Mining Corp.
 Ticker symbol: NEM
 CUSIP: 651639106
 Meeting date: 04/24/13

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/ Against Mgmt. |
|--|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Bruce R. Brook | Management | YES | FOR | FOR |
| 1-02. Election of Director: J. Kofi Bucknor | Management | YES | FOR | FOR |
| 1-03. Election of Director: Vincent A. Calarco | Management | YES | FOR | FOR |

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|-------|---|------------|-----|-----|-----|
| 1-04. | Election of Director: Joseph A. Carrabba | Management | YES | FOR | FOR |
| 1-05. | Election of Director: Noreen Doyle | Management | YES | FOR | FOR |
| 1-06. | Election of Director: Gary J. Goldberg | Management | YES | FOR | FOR |
| 1-07. | Election of Director: Veronica M. Hagen | Management | YES | FOR | FOR |
| 1-08. | Election of Director: Jane Nelson | Management | YES | FOR | FOR |
| 1-09. | Election of Director: Donald C. Roth | Management | YES | FOR | FOR |
| 1-10. | Election of Director: Simon R. Thompson | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Approval of executive compensation | Management | YES | FOR | FOR |
| 4. | Approval of stock incentive plan | Management | YES | FOR | FOR |
| 5. | Approval of performance pay plan | Management | YES | FOR | FOR |

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Issuer: Pfizer Inc.
Ticker symbol: PFE
CUSIP: 717081103
Meeting date: 04/25/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. | |
|-----------------|--|-------------------|-----------|-------------------|-----|
| 1-01. | Election Of Director: Dennis A. Ausiello | Management | YES | FOR | FOR |
| 1-02. | Election Of Director: M. Anthony Burns | Management | YES | FOR | FOR |
| 1-03. | Election Of Director: W. Don Cornwell | Management | YES | FOR | FOR |
| 1-04. | Election Of Director: Frances D. Fergusson | Management | YES | FOR | FOR |
| 1-05. | Election Of Director: William H. Gray, III | Management | YES | FOR | FOR |
| 1-06. | Election Of Director: Helen H. Hobbs | Management | YES | FOR | FOR |
| 1-07. | Election Of Director: Constance J. Horner | Management | YES | FOR | FOR |
| 1-08. | Election Of Director: James M. Kilts | Management | YES | FOR | FOR |
| 1-09. | Election Of Director: George A. Lorch | Management | YES | FOR | FOR |
| 1-10. | Election Of Director: Suzanne Nora Johnson | Management | YES | FOR | FOR |
| 1-11. | Election Of Director: Ian C. Read | Management | YES | FOR | FOR |
| 1-12. | Election Of Director: Stephen W. Sanger | Management | YES | FOR | FOR |

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| 1-13. | Election Of Director: Marc Tessier-Lavigne | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. | Executive equity retention | Shareholder | YES | AGAINST | FOR |
| 5. | Action by written consent | Shareholder | YES | AGAINST | FOR |

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Issuer: Verizon Communications Inc.
 Ticker symbol: VZ
 CUSIP: 92343V104
 Meeting date: 05/02/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | For/ Vote Cast | Against Mgmt. | |
|-----------------|---|-------------------|----------------|---------------|-----|
| 1-01. | Election of Director: Richard L. Carrion | Management | YES | FOR | FOR |
| 1-02. | Election of Director: Melanie L. Healey | Management | YES | FOR | FOR |
| 1-03. | Election of Director: M. Frances Keeth | Management | YES | FOR | FOR |
| 1-04. | Election of Director: Robert W. Lane | Management | YES | FOR | FOR |
| 1-05. | Election of Director: Lowell C. McAdam | Management | YES | FOR | FOR |
| 1-06. | Election of Director: Sandra O. Moose | Management | YES | FOR | FOR |
| 1-07. | Election of Director: Joseph Neubauer | Management | YES | FOR | FOR |
| 1-08. | Election of Director: Donald T. Nicolaisen | Management | YES | FOR | FOR |
| 1-09. | Election of Director: Clarence Otis, Jr. | Management | YES | FOR | FOR |
| 1-10. | Election of Director: Hugh B. Price | Management | YES | FOR | FOR |
| 1-11. | Election of Director: Rodney E. Slater | Management | YES | FOR | FOR |
| 1-12. | Election of Director: Kathryn A. Tesija | Management | YES | FOR | FOR |
| 1-13. | Election of Director: Gregory D. Wasson | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Advisory vote on executive compensation | Management | YES | FOR | FOR |
| 4. | Approval of long-term incentive plan | Management | YES | FOR | FOR |
| 5. | Network neutrality for wireless broadband | Shareholder | YES | ABSTAIN | N/A |
| 6. | Disclosure of lobbying activities | Shareholder | YES | ABSTAIN | N/A |
| 7. | Proxy access bylaws | Shareholder | YES | ABSTAIN | N/A |

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|-----|---|-------------|-----|---------|-----|
| 8. | Severance approval policy | Shareholder | YES | ABSTAIN | N/A |
| 9. | Shareholder right to call special meeting | Shareholder | YES | ABSTAIN | N/A |
| 10. | Shareholder action by written consent | Shareholder | YES | ABSTAIN | N/A |

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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.

Ellsworth Fund Ltd.
By /s/Thomas H. Dinsmore
Thomas H. Dinsmore
Principal Executive Officer
Date: August 2, 2013