

**Report of Organizational Actions
Affecting Basis of Securities**

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name DIVIDEND AND INCOME FUND		2 Issuer's employer identification number (EIN) 51-0382212	
3 Name of contact for additional information THOMAS O'MALLEY	4 Telephone No. of contact (212)785-0900	5 Email address of contact tomalley@Dividendandincomefund.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11 HANOVER SQUARE		7 City, town, or post office, state, and Zip code of contact NEW YORK, NY 10005	
8 Date of action SEE ATTACHED		9 Classification and description REGULATED INVESTMENT COMPANY (RIC) SHARES	
10 CUSIP number 25538A204	11 Serial number(s) N/A	12 Ticker symbol XDNIX	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► THE DIVIDEND AND INCOME FUND (THE "FUND") IS A REGULATED INVESTMENT COMPANY THAT DISTRIBUTES NET INVESTMENT INCOME QUARTERLY. FOR THE NET INVESTMENT INCOME DISTRIBUTIONS PAID BY THE FUND FOR THE 2016 CALENDAR YEAR, 77.3354% OF EACH DISTRIBUTION IS CONSIDERED A NON-TAXABLE RETURN OF CAPITAL. PLEASE SEE THE ATTACHMENT TO IRS FORM 8937 FOR MORE DETAIL.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► FOR THE DISTRIBUTIONS REFERENCED ABOVE, 77.3354% SHOULD BE TREATED AS A NON-TAXABLE RETURN OF CAPITAL. PLEASE SEE THE ATTACHMENT TO IRS FORM 8937 FOR MORE DETAIL.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► THE BASIS OF EACH SHAREHOLDER OF RECORD ON THE DISTRIBUTION DATES REFERENCES IN THE ATTACHEMENT TO IRS FORM 8937 SHALL BE REDUCED BY 77.3354% OF THE AMOUNTS RECEIVED. THIS AMOUNT WAS DETERMINED IN ACCORDANCE WITH IRC SECTIONS 301 AND 316.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTIONS 301 AND 316.

18 Can any resulting loss be recognized? ▶ A LOSS WOULD NOT BE RECOGNIZED AS PART OF THE DISTRIBUTIONS. THE BASIS OF EACH SHAREHOLDER OF RECORD WOULD NEED TO BE ADJUSTED BY THE AMOUNT OF THE DISTRIBUTION THAT WOULD AFFECT REALIZED GAIN OR LOSS RECOGNIZED ON THE DISPOSITION OF FUND SHARES.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE AMOUNTS AS REPORTED ABOVE ARE REPORTABLE FOR THE 2016 TAX YEAR.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _____ Date ▶ _____

Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

ISSUER'S NAME	RECORD			TOTAL	ORDINARY	NON-DIVIDEND	RETURN OF
	DATE	EX-DATE	PAYABLE DATE	DISTRIBUTION PER SHARE	DISTRIBUTION PER SHARE	(RETURN OF CAPITAL)	CAPITAL PERCENTAGE
DIVIDEND AND INCOME FUND	3/15/2016	3/11/2016	3/31/2016	\$ 0.250000000	\$ 0.056661500	\$ 0.193338500	77.3354%
BOX 10 CUSIP NUMBER: 25538A204	6/17/2016	6/15/2016	6/30/2016	\$ 0.250000000	\$ 0.056661500	\$ 0.193338500	77.3354%
BOX 12 TICKER SYMBOL: XDNIX	9/16/2016	9/14/2016	9/30/2016	\$ 0.250000000	\$ 0.056661500	\$ 0.193338500	77.3354%
	12/15/2016	12/13/2016	12/29/2016	\$ 0.250000000	\$ 0.056661500	\$ 0.193338500	77.3354%