

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC  
Form N-Q  
October 30, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

|                                                     |                                                                       |
|-----------------------------------------------------|-----------------------------------------------------------------------|
| Investment Company Act file number:                 | 811-07460                                                             |
| Exact name of registrant as specified in charter:   | Delaware Investments® Dividend and<br>Income Fund, Inc.               |
| Address of principal executive offices:             | 2005 Market Street<br>Philadelphia, PA 19103                          |
| Name and address of agent for service:              | David F. Connor, Esq.<br>2005 Market Street<br>Philadelphia, PA 19103 |
| Registrant's telephone number, including area code: | (800) 523-1918                                                        |
| Date of fiscal year end:                            | November 30                                                           |
| Date of reporting period:                           | August 31, 2012                                                       |

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**Item 1. Schedule of Investments.****Schedule of Investments (Unaudited)****Delaware Investments® Dividend and Income Fund, Inc.**

August 31, 2012

|                                     | Number of<br>Shares | Value        |
|-------------------------------------|---------------------|--------------|
| <b>Common Stock 72.91%</b>          |                     |              |
| <i>Consumer Discretionary 3.67%</i> |                     |              |
| Comcast Class A                     | 43,500              | \$ 1,458,555 |
| DIRECTV Class A                     | 1,550               | 80,740       |
| Lowe's                              | 49,900              | 1,421,152    |
|                                     |                     | 2,960,447    |
| <i>Consumer Staples 8.26%</i>       |                     |              |
| Archer-Daniels-Midland              | 49,400              | 1,321,450    |
| CVS Caremark                        | 29,200              | 1,330,060    |
| Kimberly-Clark                      | 16,000              | 1,337,600    |
| Kraft Foods Class A                 | 34,900              | 1,449,396    |
| *Safeway                            | 78,200              | 1,223,830    |
|                                     |                     | 6,662,336    |
| <i>Diversified REITs 0.57%</i>      |                     |              |
| *Fifth Street Finance               | 28,741              | 301,493      |
| Lexington Realty Trust              | 12,500              | 117,250      |
| Nieuwe Steen Investments            | 269                 | 2,241        |
| Vornado Realty Trust                | 465                 | 37,744       |
|                                     |                     | 458,728      |
| <i>Energy 8.72%</i>                 |                     |              |
| Chevron                             | 12,800              | 1,435,648    |
| ConocoPhillips                      | 17,800              | 1,010,862    |
| Halliburton                         | 47,000              | 1,539,720    |
| Marathon Oil                        | 55,400              | 1,541,227    |
| Williams                            | 46,700              | 1,507,009    |
|                                     |                     | 7,034,466    |
| <i>Financials 7.06%</i>             |                     |              |
| Allstate                            | 39,500              | 1,472,559    |
| Bank of New York Mellon             | 62,100              | 1,399,734    |
| Marsh & McLennan                    | 41,700              | 1,424,889    |
| Travelers                           | 21,600              | 1,398,384    |
|                                     |                     | 5,695,566    |
| <i>Healthcare 10.47%</i>            |                     |              |
| Alliance HealthCare Services        | 7,323               | 9,959        |
| Baxter International                | 25,800              | 1,513,943    |
| Cardinal Health                     | 31,900              | 1,261,645    |
| Johnson & Johnson                   | 20,000              | 1,348,600    |
| Merck                               | 34,000              | 1,463,700    |
| Pfizer                              | 61,189              | 1,459,970    |
| Quest Diagnostics                   | 22,900              | 1,384,763    |
|                                     |                     | 8,442,580    |
| <i>Healthcare REITs 2.25%</i>       |                     |              |
| HCP                                 | 3,850               | 176,561      |
| Health Care REIT                    | 7,660               | 447,650      |
| LTC Properties                      | 2,800               | 94,472       |
| Omega Healthcare Investors          | 8,000               | 192,160      |
| Ventas                              | 13,797              | 903,566      |
|                                     |                     | 1,814,409    |
| <i>Hotel REITs 0.74%</i>            |                     |              |
| Ashford Hospitality Trust           | 9,000               | 74,520       |
| DiamondRock Hospitality             | 12,300              | 118,326      |
| LaSalle Hotel Properties            | 3,100               | 84,475       |



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|                                                       |         |           |
|-------------------------------------------------------|---------|-----------|
| Summit Hotel Properties                               | 37,600  | 320,352   |
|                                                       |         | 597,673   |
| <i>Industrial REITs 0.88%</i>                         |         |           |
| First Industrial Realty Trust                         | 26,400  | 340,560   |
| ProLogis                                              | 1,080   | 36,904    |
| STAG Industrial                                       | 21,700  | 333,963   |
|                                                       |         | 711,427   |
| <i>Industrials 5.34%</i>                              |         |           |
| Delta Air Lines                                       | 24      | 208       |
| Flextronics International                             | 4,400   | 29,612    |
| Northrop Grumman                                      | 22,400  | 1,498,336 |
| Raytheon                                              | 24,200  | 1,367,784 |
| Waste Management                                      | 40,700  | 1,407,406 |
|                                                       |         | 4,303,346 |
| <i>Information Technology 6.88%</i>                   |         |           |
| Cisco Systems                                         | 81,700  | 1,558,835 |
| Intel                                                 | 52,000  | 1,291,160 |
| Motorola Solutions                                    | 29,142  | 1,388,908 |
| Xerox                                                 | 177,400 | 1,307,438 |
|                                                       |         | 5,546,341 |
| <i>Mall REITs 2.61%</i>                               |         |           |
| General Growth Properties                             | 4,429   | 91,149    |
| Macerich                                              | 1,326   | 78,990    |
| Pennsylvania Real Estate Investment Trust             | 24,600  | 386,712   |
| *Rouse Properties                                     | 228     | 3,169     |
| Simon Property Group                                  | 9,747   | 1,546,849 |
|                                                       |         | 2,106,869 |
| <i>Materials 1.77%</i>                                |         |           |
| duPont (E.I.) deNemours                               | 28,700  | 1,427,825 |
| = PT Holdings                                         | 350     | 4         |
|                                                       |         | 1,427,829 |
| <i>Mixed REITs 1.08%</i>                              |         |           |
| *Digital Realty Trust                                 | 7,550   | 562,551   |
| *DuPont Fabros Technology                             | 4,100   | 112,996   |
| Liberty Property Trust                                | 2,300   | 84,824    |
| PS Business Parks                                     | 1,600   | 109,072   |
|                                                       |         | 869,443   |
| <i>Mortgage REITs 0.46%</i>                           |         |           |
| Chimera Investment                                    | 20,100  | 51,054    |
| Starwood Property Trust                               | 13,500  | 317,925   |
|                                                       |         | 368,979   |
| <i>Multifamily REITs 1.80%</i>                        |         |           |
| Apartment Investment & Management                     | 12,119  | 320,911   |
| Associated Estates Realty                             | 6,100   | 92,781    |
| BRE Properties                                        | 4,200   | 209,664   |
| Camden Property Trust                                 | 2,950   | 204,819   |
| Education Realty Trust                                | 25,000  | 289,000   |
| Equity Residential                                    | 5,600   | 338,240   |
|                                                       |         | 1,455,415 |
| <i>Office REITs 0.63%</i>                             |         |           |
| *Alstria Office REIT                                  | 23,400  | 256,751   |
| Boston Properties                                     | 400     | 44,852    |
| Brandywine Realty Trust                               | 9,700   | 118,340   |
| *Government Properties Income Trust                   | 4,100   | 92,619    |
|                                                       |         | 512,562   |
| <i>Real Estate Management &amp; Development 0.00%</i> |         |           |
| Howard Hughes                                         | 1       | 66        |
|                                                       |         | 66        |
| <i>Self-Storage REITs 0.90%</i>                       |         |           |
| Extra Space Storage                                   | 2,800   | 95,508    |
| Public Storage                                        | 4,350   | 633,186   |
|                                                       |         | 728,694   |

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|                                                                                                 |            |                         |
|-------------------------------------------------------------------------------------------------|------------|-------------------------|
| <b>Shopping Center REITs 1.13%</b>                                                              |            |                         |
| Equity One                                                                                      | 6,800      | 144,160                 |
| Federal Realty Investment Trust                                                                 | 300        | 32,373                  |
| First Capital Realty                                                                            | 11,881     | 231,992                 |
| Kimco Realty                                                                                    | 17,230     | 350,114                 |
| Ramco-Gershenson Properties Trust                                                               | 5,200      | 67,392                  |
| Weingarten Realty Investors                                                                     | 3,000      | 83,790                  |
|                                                                                                 |            | 909,821                 |
| <b>Single Tenant REIT 0.22%</b>                                                                 |            |                         |
| *National Retail Properties                                                                     | 5,700      | 177,042                 |
|                                                                                                 |            | 177,042                 |
| <b>Specialty REITs 2.03%</b>                                                                    |            |                         |
| Entertainment Properties Trust                                                                  | 2,420      | 110,328                 |
| *Home Loan Servicing Solutions                                                                  | 26,900     | 420,985                 |
| Plum Creek Timber                                                                               | 5,785      | 236,780                 |
| Potlatch                                                                                        | 4,125      | 148,748                 |
| Rayonier                                                                                        | 2,500      | 122,475                 |
| Solar Capital                                                                                   | 25,861     | 598,164                 |
|                                                                                                 |            | 1,637,480               |
| <b>Telecommunications 3.66%</b>                                                                 |            |                         |
| AT&T                                                                                            | 38,300     | 1,403,312               |
| = Century Communications                                                                        | 500,000    | 0                       |
| *France Telecom ADR                                                                             | 5,100      | 70,890                  |
| *Frontier Communications                                                                        | 33,800     | 156,156                 |
| GeoEye                                                                                          | 550        | 14,757                  |
| Verizon Communications                                                                          | 30,500     | 1,309,670               |
|                                                                                                 |            | 2,954,785               |
| <b>Utilities 1.78%</b>                                                                          |            |                         |
| American Water Works                                                                            | 3,600      | 132,732                 |
| = Calpine Escrow Tracking                                                                       | 345,000    | 0                       |
| Edison International                                                                            | 29,700     | 1,300,563               |
| GenOn Energy                                                                                    | 535        | 1,354                   |
| Mirant (Escrow)                                                                                 | 180,000    | 0                       |
|                                                                                                 |            | 1,434,649               |
| <b>Total Common Stock (cost \$49,665,845)</b>                                                   |            | <b>58,810,953</b>       |
| <b>Convertible Preferred Stock 2.61%</b>                                                        |            |                         |
| *Apache 6.00% exercise price \$109.12, expiration date 8/1/13                                   | 1,700      | 83,317                  |
| Aspen Insurance Holdings 5.625% exercise price \$29.28, expiration date 12/31/49                | 6,522      | 363,602                 |
| El Paso Energy Capital Trust I 4.75% exercise price \$34.49, expiration date 3/31/28            | 5,250      | 287,175                 |
| HealthSouth 6.50% exercise price \$30.50, expiration date 12/31/49                              | 288        | 308,592                 |
| Lucent Technologies Capital Trust I 7.75% exercise price \$24.80, expiration date 3/15/17       | 254        | 140,970                 |
| MetLife 5.00% exercise price \$44.27, expiration date 9/4/13                                    | 3,225      | 217,494                 |
| PPL 9.50% exercise price \$28.80, expiration date 7/1/13                                        | 4,800      | 264,144                 |
| SandRidge Energy 8.50% exercise price \$8.01, expiration date 12/31/49                          | 1,180      | 125,891                 |
| Wells Fargo 7.50% exercise price \$156.71, expiration date 12/31/49                             | 259        | 309,764                 |
| <b>Total Convertible Preferred Stock (cost \$2,009,776)</b>                                     |            | <b>2,100,949</b>        |
|                                                                                                 |            | <b>Principal Amount</b> |
| <b>Convertible Bonds 11.02%</b>                                                                 |            |                         |
| <b>Basic Industry 0.16%</b>                                                                     |            |                         |
| Steel Dynamics 5.125% exercise price \$17.55, expiration date 6/15/14                           | \$ 117,000 | 125,336                 |
|                                                                                                 |            | 125,336                 |
| <b>Capital Goods 1.25%</b>                                                                      |            |                         |
| #AAR 144A 1.75% exercise price \$28.75, expiration date 1/1/26                                  | 260,000    | 260,325                 |
| L-3 Communications Holdings 3.00% exercise price \$92.17, expiration date 8/1/35                | 301,000    | 300,248                 |
| #Owens-Brockway Glass Container 144A 3.00% exercise price \$47.47, expiration date 5/28/15      | 459,000    | 450,967                 |
|                                                                                                 |            | 1,011,540               |
| <b>Communications 1.09%</b>                                                                     |            |                         |
| #Alaska Communications Systems Group 144A 6.25% exercise price \$10.28, expiration date 4/27/18 | 199,000    | 141,290                 |
| *#Clearwire Communications 144A 8.25% exercise price \$7.08, expiration date 11/30/40           | 218,000    | 159,685                 |
| Leap Wireless International 4.50% exercise price \$93.21, expiration date 7/15/14               | 282,000    | 266,490                 |

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|                                                                                    |         |                  |
|------------------------------------------------------------------------------------|---------|------------------|
| Rovi 2.625% exercise price \$47.36, expiration date 2/10/40                        | 114,000 | 111,435          |
| SBA Communications 4.00% exercise price \$30.38, expiration date 7/22/14           | 101,000 | 204,273          |
|                                                                                    |         | 883,173          |
| <i>Consumer Cyclical 1.31%</i>                                                     |         |                  |
| ArvinMeritor 4.00% exercise price \$26.73, expiration date 2/15/27                 | 394,000 | 290,083          |
| International Game Technology 3.25% exercise price \$19.97, expiration date 5/1/14 | 185,000 | 194,019          |
| MGM Resorts International 4.25% exercise price \$18.58, expiration date 4/10/15    | 278,000 | 281,475          |
| Pantry 3.00% exercise price \$50.09, expiration date 11/15/12                      | 290,000 | 291,449          |
|                                                                                    |         | 1,057,026        |
| <i>Consumer Non-Cyclical 1.73%</i>                                                 |         |                  |
| *Alere 3.00% exercise price \$43.98, expiration date 5/15/16                       | 228,000 | 209,760          |
| Dendreon 2.875% exercise price \$51.24, expiration date 1/13/16                    | 67,000  | 44,388           |
| #Illumina 144A 0.25% exercise price \$83.55, expiration date 3/11/16               | 190,000 | 174,325          |
| LifePoint Hospitals 3.50% exercise price \$51.79, expiration date 5/14/14          | 300,000 | 321,374          |
| Medtronic 1.625% exercise price \$53.13, expiration date 4/15/13                   | 159,000 | 160,193          |
| Mylan 3.75% exercise price \$13.32, expiration date 9/10/15                        | 91,000  | 169,943          |
| NuVasive                                                                           |         |                  |
| 2.25% exercise price \$44.74, expiration date 3/15/13                              | 33,000  | 32,918           |
| 2.75% exercise price \$42.13, expiration date 6/30/17                              | 298,000 | 280,864          |
|                                                                                    |         | 1,393,765        |
| <i>Energy 0.76%</i>                                                                |         |                  |
| *Chesapeake Energy 2.50% exercise price \$51.14, expiration date 5/15/37           | 126,000 | 112,928          |
| Helix Energy Solutions Group 3.25% exercise price \$25.02, expiration date 3/12/32 | 256,000 | 275,840          |
| Transocean 1.50% exercise price \$158.97, expiration date 12/15/37                 | 224,000 | 225,680          |
|                                                                                    |         | 614,448          |
| <i>Financials 1.23%</i>                                                            |         |                  |
| #Ares Capital 144A 5.75% exercise price \$19.13, expiration date 2/1/16            | 189,000 | 200,340          |
| BGC Partners 4.50% exercise price \$9.84, expiration date 7/13/16                  | 128,000 | 114,880          |
| Euronet Worldwide 3.50% exercise price \$40.48, expiration date 10/15/25           | 334,000 | 335,670          |
| PHH 4.00% exercise price \$25.80, expiration date 9/1/14                           | 331,000 | 340,516          |
|                                                                                    |         | 991,406          |
| <i>Industrials 0.28%</i>                                                           |         |                  |
| General Cable 4.50% exercise price \$36.75, expiration date 11/15/29               | 222,000 | 225,885          |
|                                                                                    |         | 225,885          |
| <i>Real Estate 0.24%</i>                                                           |         |                  |
| #Lexington Realty Trust 144A 6.00% exercise price \$7.01, expiration date 1/11/30  | 139,000 | 196,685          |
|                                                                                    |         | 196,685          |
| <i>Service 0.72%</i>                                                               |         |                  |
| Live Nation Entertainment 2.875% exercise price \$27.14, expiration date 7/14/27   | 588,000 | 576,975          |
|                                                                                    |         | 576,975          |
| <i>Technology 2.25%</i>                                                            |         |                  |
| Advanced Micro Devices                                                             |         |                  |
| #144A 6.00% exercise price \$28.08, expiration date 4/30/15                        | 83,000  | 84,764           |
| 6.00% exercise price \$28.08, expiration date 4/30/15                              | 217,000 | 221,611          |
| *Alcatel-Lucent USA 2.875% exercise price \$15.35, expiration date 6/15/25         | 272,000 | 267,580          |
| #Ciena 144A 3.75% exercise price \$20.17, expiration date 10/15/18                 | 196,000 | 207,270          |
| Hologic 2.00% exercise price \$31.17, expiration date 2/27/42                      | 104,000 | 101,400          |
| Intel 3.25% exercise price \$22.20, expiration date 8/1/39                         | 119,000 | 154,849          |
| Linear Technology 3.00% exercise price \$42.72, expiration date 5/1/27             | 312,000 | 328,380          |
| SanDisk 1.50% exercise price \$52.37, expiration date 8/11/17                      | 186,000 | 206,925          |
| VeriSign 3.25% exercise price \$34.37, expiration date 8/15/37                     | 158,000 | 238,580          |
|                                                                                    |         | 1,811,359        |
| <b>Total Convertible Bonds (cost \$8,556,037)</b>                                  |         | <b>8,887,598</b> |
| <i>Corporate Bonds 40.27%</i>                                                      |         |                  |
| <i>Automobiles 1.37%</i>                                                           |         |                  |
| American Axle & Manufacturing                                                      |         |                  |
| *7.75% 11/15/19                                                                    | 103,000 | 113,171          |
| 7.875% 3/1/17                                                                      | 34,000  | 35,403           |
| *ArvinMeritor                                                                      |         |                  |
| 8.125% 9/15/15                                                                     | 126,000 | 131,198          |
| 10.625% 3/15/18                                                                    | 51,000  | 53,104           |

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|                                                               |         |           |
|---------------------------------------------------------------|---------|-----------|
| *Chrysler Group 8.25% 6/15/21                                 | 230,000 | 243,799   |
| Ford Motor Credit 12.00% 5/15/15                              | 147,000 | 184,117   |
| #International Automotive Components Group 144A 9.125% 6/1/18 | 165,000 | 159,019   |
| #Jaguar Land Rover 144A 8.125% 5/15/21                        | 170,000 | 181,475   |
|                                                               |         | 1,101,286 |
| <i>Banking 0.83%</i>                                          |         |           |
| #HBOS Capital Funding 144A 6.071% 6/29/49                     | 375,000 | 275,700   |
| Regions Financial Trust II 6.625% 5/15/47                     | 405,000 | 392,850   |
|                                                               |         | 668,550   |
| <i>Basic Industry 5.59%</i>                                   |         |           |
| *AK Steel 7.625% 5/15/20                                      | 109,000 | 97,010    |
| #APERAM 144A 7.75% 4/1/18                                     | 150,000 | 125,250   |
| #Cemex Espana Luxembourg 144A 9.25% 5/12/20                   | 186,000 | 183,210   |
| #Essar Steel Algoma 144A 9.875% 6/15/15                       | 168,000 | 136,080   |
| *#FMG Resources August 2006 144A                              |         |           |
| 6.875% 2/1/18                                                 | 185,000 | 173,169   |
| 6.875% 4/1/22                                                 |         |           |
| #HD Supply 144A 11.00% 4/15/20                                | 175,000 | 192,938   |
| Headwaters 7.625% 4/1/19                                      | 145,000 | 145,363   |
| Hexion US Finance                                             |         |           |
| 8.875% 2/1/18                                                 | 21,000  | 21,263    |
| 9.00% 11/15/20                                                | 100,000 | 86,000    |
| Immucor 11.125% 8/15/19                                       | 155,000 | 173,988   |
| *#INEOS Group Holdings 144A 8.50% 2/15/16                     | 540,000 | 511,649   |
| #Inmet Mining 144A 8.75% 6/1/20                               | 170,000 | 175,525   |
| Interface 7.625% 12/1/18                                      | 116,000 | 125,280   |
| #JMC Steel Group 144A 8.25% 3/15/18                           | 170,000 | 174,675   |
| *#Longview Fibre Paper & Packaging 144A 8.00% 6/1/16          | 170,000 | 176,800   |
| *LyondellBasell Industries 5.75% 4/15/24                      | 200,000 | 227,499   |
| #MacDermid 144A 9.50% 4/15/17                                 | 174,000 | 182,700   |
| #Masonite International 144A 8.25% 4/15/21                    | 210,000 | 221,024   |
| Millar Western Forest Products 8.50% 4/1/21                   | 125,000 | 91,875    |
| Momentive Performance Materials                               |         |           |
| 9.00% 1/15/21                                                 | 65,000  | 47,775    |
| 11.50% 12/1/16                                                | 103,000 | 63,345    |
| #Murray Energy 144A 10.25% 10/15/15                           | 127,000 | 124,460   |
| Norcraft 10.50% 12/15/15                                      | 91,000  | 91,000    |
| Nortek 8.50% 4/15/21                                          | 154,000 | 164,395   |
| Ply Gem Industries 13.125% 7/15/14                            | 74,000  | 77,330    |
| @=Port Townsend 12.431% 8/27/13                               | 114,293 | 52,003    |
| Ryerson                                                       |         |           |
| 7.82% 11/1/14                                                 | 79,000  | 73,470    |
| 12.00% 11/1/15                                                | 99,000  | 101,228   |
| ^Ryerson Holding 29.489% 2/1/15                               | 265,000 | 135,150   |
| #Sappi Papier Holding 144A 8.375% 6/15/19                     | 200,000 | 211,250   |
| #Taminco Global Chemical 144A 9.75% 3/31/20                   | 137,000 | 145,220   |
|                                                               |         | 4,507,924 |
| <i>Capital Goods 2.33%</i>                                    |         |           |
| *Berry Plastics                                               |         |           |
| 9.75% 1/15/21                                                 | 107,000 | 119,038   |
| 10.25% 3/1/16                                                 | 110,000 | 113,850   |
| #Consolidated Container 144A 10.125% 7/15/20                  | 171,000 | 179,550   |
| #DAE Aviation Holdings 144A 11.25% 8/1/15                     | 140,000 | 144,900   |
| Kratos Defense & Security Solutions 10.00% 6/1/17             | 133,000 | 142,310   |
| Manitowoc 9.50% 2/15/18                                       | 143,000 | 159,803   |
| Mueller Water Products 7.375% 6/1/17                          | 169,000 | 174,493   |
| Reynolds Group Issuer                                         |         |           |
| 9.00% 4/15/19                                                 | 284,000 | 290,034   |
| 9.875% 8/15/19                                                | 270,000 | 286,875   |
| #Sealed Air 144A                                              |         |           |
| 8.125% 9/15/19                                                | 34,000  | 37,995    |
| 8.375% 9/15/21                                                | 132,000 | 149,160   |

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|                                                  |         |           |
|--------------------------------------------------|---------|-----------|
| TriMas 9.75% 12/15/17                            | 74,000  | 82,880    |
|                                                  |         | 1,880,888 |
| <i>Communications 3.95%</i>                      |         |           |
| #Clearwire Communications 144A                   |         |           |
| 12.00% 12/1/15                                   | 126,000 | 124,770   |
| 14.75% 12/1/16                                   | 55,000  | 59,813    |
| #Columbus International 144A 11.50% 11/20/14     | 130,000 | 142,350   |
| Cricket Communications 7.75% 10/15/20            | 102,000 | 99,450    |
| #Digicel Group 144A                              |         |           |
| 9.125% 1/15/15                                   | 100,000 | 101,500   |
| 10.50% 4/15/18                                   | 221,000 | 240,890   |
| Hughes Satellite Systems 7.625% 6/15/21          | 160,000 | 177,600   |
| #Integra Telecom Holdings 144A 10.75% 4/15/16    | 125,000 | 128,438   |
| Intelsat Bermuda                                 |         |           |
| 11.25% 2/4/17                                    | 279,000 | 293,995   |
| PIK 11.50% 2/4/17                                | 150,092 | 158,159   |
| #Intelsat Jackson Holdings 144A 7.25% 10/15/20   | 38,000  | 41,135    |
| Level 3 Communications                           |         |           |
| *#144A 8.875% 6/1/19                             | 80,000  | 81,900    |
| 11.875% 2/1/19                                   | 180,000 | 201,600   |
| #Level 3 Financing 144A 7.00% 6/1/20             | 95,000  | 94,881    |
| MetroPCS Wireless 6.625% 11/15/20                | 73,000  | 75,829    |
| NII Capital 7.625% 4/1/21                        | 73,000  | 56,758    |
| PAETEC Holding 9.875% 12/1/18                    | 91,000  | 103,513   |
| Satmex Escrow                                    |         |           |
| 9.50% 5/15/17                                    | 85,000  | 88,400    |
| #144A 9.50% 5/15/17                              | 10,000  | 10,400    |
| Sprint Capital 8.75% 3/15/32                     | 85,000  | 86,275    |
| Sprint Nextel                                    |         |           |
| 8.375% 8/15/17                                   | 124,000 | 137,020   |
| 9.125% 3/1/17                                    | 167,000 | 187,875   |
| #UPCB Finance VI 144A 6.875% 1/15/22             | 150,000 | 159,750   |
| #Wind Acquisition Finance 144A                   |         |           |
| 7.25% 2/15/18                                    | 200,000 | 185,000   |
| 11.75% 7/15/17                                   | 165,000 | 151,800   |
|                                                  |         | 3,189,101 |
| <i>Consumer Cyclical 3.33%</i>                   |         |           |
| Burlington Coat Factory Warehouse 10.00% 2/15/19 | 185,000 | 200,263   |
| CKE Restaurants 11.375% 7/15/18                  | 106,000 | 122,563   |
| Dave & Buster's                                  |         |           |
| ^#144A 10.004% 2/15/16                           | 245,000 | 178,850   |
| 11.00% 6/1/18                                    | 151,000 | 169,120   |
| DineEquity 9.50% 10/30/18                        | 229,000 | 258,197   |
| Express 8.75% 3/1/18                             | 79,000  | 85,715    |
| #Landry's 144A 9.375% 5/1/20                     | 180,000 | 191,250   |
| Levi Strauss 6.875% 5/1/22                       | 25,000  | 26,063    |
| Michaels Stores                                  |         |           |
| 11.375% 11/1/16                                  | 55,000  | 57,957    |
| 13.00% 11/1/16                                   | 62,000  | 65,798    |
| #Pantry 144A 8.375% 8/1/20                       | 195,000 | 202,069   |
| #Party City Holdings 144A 8.875% 8/1/20          | 210,000 | 223,124   |
| *Quiksilver 6.875% 4/15/15                       | 185,000 | 177,600   |
| Rite Aid 9.25% 3/15/20                           | 200,000 | 206,499   |
| *Sealy Mattress 8.25% 6/15/14                    | 175,000 | 174,344   |
| Tops Holdings 10.125% 10/15/15                   | 133,000 | 141,063   |
| #Wok Acquisition 144A 10.25% 6/30/20             | 195,000 | 205,238   |
|                                                  |         | 2,685,713 |
| <i>Consumer Non-Cyclical 1.13%</i>               |         |           |
| Constellation Brands 4.625% 3/1/23               | 95,000  | 97,138    |
| *Dean Foods 7.00% 6/1/16                         | 124,000 | 132,215   |
| Del Monte 7.625% 2/15/19                         | 144,000 | 144,540   |
| #JBS USA 144A 8.25% 2/1/20                       | 165,000 | 158,400   |

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|                                                   |         |           |
|---------------------------------------------------|---------|-----------|
| NBTY 9.00% 10/1/18                                | 177,000 | 198,682   |
| Smithfield Foods 6.625% 8/15/22                   | 90,000  | 92,363    |
| Visant 10.00% 10/1/17                             | 92,000  | 91,540    |
|                                                   |         | 914,878   |
| <i>Energy 4.60%</i>                               |         |           |
| American Petroleum Tankers Parent 10.25% 5/1/15   | 115,000 | 121,038   |
| Antero Resources Finance 9.375% 12/1/17           | 129,000 | 142,868   |
| Calumet Specialty Products Partners 9.375% 5/1/19 | 260,000 | 274,299   |
| Chaparral Energy 8.25% 9/1/21                     | 190,000 | 208,050   |
| Chesapeake Energy                                 |         |           |
| 6.125% 2/15/21                                    | 26,000  | 25,935    |
| *6.625% 8/15/20                                   | 145,000 | 149,713   |
| Comstock Resources 7.75% 4/1/19                   | 81,000  | 80,190    |
| Copano Energy                                     |         |           |
| 7.125% 4/1/21                                     | 47,000  | 49,350    |
| 7.75% 6/1/18                                      | 82,000  | 86,510    |
| Crosstex Energy                                   |         |           |
| #144A 7.125% 6/1/22                               | 68,000  | 67,830    |
| 8.875% 2/15/18                                    | 102,000 | 109,076   |
| #Hercules Offshore 144A 10.50% 10/15/17           | 276,000 | 287,039   |
| #Hilcorp Energy I 144A 8.00% 2/15/20              | 130,000 | 144,625   |
| Holly 9.875% 6/15/17                              | 96,000  | 105,840   |
| #Holly Energy Partners 144A 6.50% 3/1/20          | 50,000  | 52,375    |
| #Kodiak Oil & Gas 144A 8.125% 12/1/19             | 245,000 | 260,619   |
| Laredo Petroleum                                  |         |           |
| 7.375% 5/1/22                                     | 45,000  | 48,600    |
| 9.50% 2/15/19                                     | 178,000 | 202,920   |
| Linn Energy                                       |         |           |
| #144A 6.50% 5/15/19                               | 17,000  | 17,000    |
| 8.625% 4/15/20                                    | 126,000 | 136,710   |
| Oasis Petroleum 7.25% 2/1/19                      | 130,000 | 137,800   |
| Offshore Group Investments                        |         |           |
| 11.50% 8/1/15                                     | 136,000 | 150,960   |
| #144A 11.50% 8/1/15                               | 25,000  | 27,750    |
| PDC Energy 12.00% 2/15/18                         | 87,000  | 93,960    |
| Pioneer Energy Services 9.875% 3/15/18            | 182,000 | 197,925   |
| *Quicksilver Resources 9.125% 8/15/19             | 81,000  | 72,495    |
| Range Resources 5.00% 8/15/22                     | 145,000 | 151,163   |
| #Samson Investment 144A 9.75% 2/15/20             | 141,000 | 145,406   |
| SandRidge Energy                                  |         |           |
| 7.50% 3/15/21                                     | 60,000  | 61,050    |
| #144A 8.125% 10/15/22                             | 68,000  | 71,145    |
| 8.75% 1/15/20                                     | 25,000  | 26,750    |
|                                                   |         | 3,706,991 |
| <i>Financials 1.38%</i>                           |         |           |
| E Trade Financial 12.50% 11/30/17                 | 126,000 | 144,428   |
| #ILFC E-Capital Trust I 144A 4.28% 12/21/65       | 200,000 | 133,000   |
| #ILFC E-Capital Trust II 144A 6.25% 12/21/65      | 325,000 | 248,624   |
| International Lease Finance 5.875% 4/1/19         | 185,000 | 191,683   |
| #Neuberger Berman Group 144A                      |         |           |
| 5.625% 3/15/20                                    | 35,000  | 37,188    |
| 5.875% 3/15/22                                    | 65,000  | 69,388    |
| Nuveen Investments 10.50% 11/15/15                | 279,000 | 285,277   |
|                                                   |         | 1,109,588 |
| <i>Healthcare 2.20%</i>                           |         |           |
| Alere 9.00% 5/15/16                               | 145,000 | 150,800   |
| #AMGH Merger Sub 144A 9.25% 11/1/18               | 137,000 | 148,988   |
| Community Health Systems                          |         |           |
| 7.125% 7/15/20                                    | 145,000 | 152,069   |
| 8.00% 11/15/19                                    | 124,000 | 134,540   |
| HealthSouth 7.75% 9/15/22                         | 35,000  | 38,413    |
| #Hologic 144A 6.25% 8/1/20                        | 190,000 | 202,112   |

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|                                                     |         |           |
|-----------------------------------------------------|---------|-----------|
| #Kinetic Concepts 144A                              |         |           |
| 10.50% 11/1/18                                      | 124,000 | 126,790   |
| 12.50% 11/1/19                                      | 103,000 | 94,503    |
| LVB Acquisition 11.625% 10/15/17                    | 135,000 | 144,956   |
| #MultiPlan 144A 9.875% 9/1/18                       | 208,000 | 229,839   |
| Radnet Management 10.375% 4/1/18                    | 118,000 | 119,475   |
| #STHI Holding 144A 8.00% 3/15/18                    | 150,000 | 160,500   |
| #Truven Health Analytics 144A 10.625% 6/1/20        | 70,000  | 75,075    |
|                                                     |         | 1,778,060 |
| <i>Insurance 1.45%</i>                              |         |           |
| American International Group 8.175% 5/15/58         | 245,000 | 293,694   |
| ING Groep 5.775% 12/29/49                           | 405,000 | 360,449   |
| #Liberty Mutual Group 144A 7.00% 3/15/37            | 265,000 | 249,763   |
| XL Group 6.50% 12/31/49                             | 290,000 | 265,713   |
|                                                     |         | 1,169,619 |
| <i>Media 3.15%</i>                                  |         |           |
| Affinion Group 7.875% 12/15/18                      | 173,000 | 124,560   |
| AMC Networks 7.75% 7/15/21                          | 105,000 | 119,438   |
| *Cablevision Systems 8.00% 4/15/20                  | 129,000 | 143,513   |
| CCO Holdings                                        |         |           |
| 5.25% 9/30/22                                       | 195,000 | 194,025   |
| 7.00% 1/15/19                                       | 12,000  | 13,110    |
| 8.125% 4/30/20                                      | 71,000  | 80,230    |
| Clear Channel Communications 9.00% 3/1/21           | 315,000 | 271,687   |
| Clear Channel Worldwide Holdings 7.625% 3/15/20     | 120,000 | 116,805   |
| DISH DBS                                            |         |           |
| #144A 5.875% 7/15/22                                | 108,000 | 109,350   |
| 7.875% 9/1/19                                       | 94,000  | 108,453   |
| Entravision Communications 8.75% 8/1/17             | 78,000  | 84,045    |
| MDC Partners 11.00% 11/1/16                         | 185,000 | 201,187   |
| #Nara Cable Funding 144A 8.875% 12/1/18             | 200,000 | 182,500   |
| Nexstar Broadcasting 8.875% 4/15/17                 | 119,000 | 128,520   |
| #Ono Finance II 144A 10.875% 7/15/19                | 234,000 | 188,370   |
| #Univision Communications 144A 8.50% 5/15/21        | 365,000 | 371,387   |
| Virgin Media Finance 8.375% 10/15/19                | 92,000  | 104,420   |
|                                                     |         | 2,541,600 |
| <i>Services 4.49%</i>                               |         |           |
| #Caesars Entertainment Operating 144A 8.50% 2/15/20 | 195,000 | 192,806   |
| Cardtronics 8.25% 9/1/18                            | 72,000  | 80,280    |
| #Carlson Wagonlit 144A 6.875% 6/15/19               | 200,000 | 208,999   |
| Casella Waste Systems 7.75% 2/15/19                 | 173,000 | 172,135   |
| CityCenter Holdings PIK 10.75% 1/15/17              | 100,000 | 106,500   |
| *#Delta Air Lines 144A 12.25% 3/15/15               | 129,000 | 140,933   |
| #Equinox Holdings 144A 9.50% 2/1/16                 | 122,000 | 130,235   |
| #H&E Equipment Services 144A 7.00% 9/1/22           | 170,000 | 176,800   |
| Kansas City Southern de Mexico                      |         |           |
| 6.125% 6/15/21                                      | 120,000 | 135,000   |
| 8.00% 2/1/18                                        | 27,000  | 30,375    |
| M/I Homes 8.625% 11/15/18                           | 210,000 | 224,437   |
| Meritage Homes 7.00% 4/1/22                         | 35,000  | 36,925    |
| MGM Resorts International                           |         |           |
| 7.75% 3/15/22                                       | 90,000  | 91,125    |
| 11.375% 3/1/18                                      | 310,000 | 358,824   |
| *Monitronics International 9.125% 4/1/20            | 80,000  | 82,000    |
| NCL 9.50% 11/15/18                                  | 30,000  | 33,150    |
| PHH                                                 |         |           |
| 7.375% 9/1/19                                       | 100,000 | 103,750   |
| 9.25% 3/1/16                                        | 99,000  | 109,643   |
| Pinnacle Entertainment                              |         |           |
| 7.75% 4/1/22                                        | 60,000  | 64,800    |
| 8.75% 5/15/20                                       | 30,000  | 33,075    |
| Seven Seas Cruises 9.125% 5/15/19                   | 175,000 | 182,875   |

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|                                                              |                             |                   |
|--------------------------------------------------------------|-----------------------------|-------------------|
| Standard Pacific 10.75% 9/15/16                              | 59,000                      | 71,538            |
| *Swift Services Holdings 10.00% 11/15/18                     | 60,000                      | 66,150            |
| #Taylor Morrison Communities 144A 7.75% 4/15/20              | 195,000                     | 207,188           |
| #United Air Lines 144A 12.00% 11/1/13                        | 174,000                     | 180,525           |
| UR Merger Sub                                                |                             |                   |
| #144A 5.75% 7/15/18                                          | 26,000                      | 27,560            |
| #144A 7.625% 4/15/22                                         | 43,000                      | 46,548            |
| 9.25% 12/15/19                                               | 155,000                     | 175,150           |
| 10.25% 11/15/19                                              | 11,000                      | 12,513            |
| West 7.875% 1/15/19                                          | 141,000                     | 140,295           |
|                                                              |                             | 3,622,134         |
| <i>Technology 3.63%</i>                                      |                             |                   |
| Advanced Micro Devices                                       |                             |                   |
| #144A 7.50% 8/15/22                                          | 30,000                      | 29,700            |
| 7.75% 8/1/20                                                 | 245,000                     | 251,125           |
| Aspect Software 10.625% 5/15/17                              | 122,000                     | 127,490           |
| Avaya                                                        |                             |                   |
| 9.75% 11/1/15                                                | 21,000                      | 18,323            |
| 10.125% 11/1/15                                              | 175,000                     | 153,125           |
| CDW                                                          |                             |                   |
| 8.50% 4/1/19                                                 | 110,000                     | 121,000           |
| 12.535% 10/12/17                                             | 110,000                     | 118,525           |
| First Data 11.25% 3/31/16                                    | 390,000                     | 376,349           |
| GXS Worldwide 9.75% 6/15/15                                  | 148,000                     | 153,550           |
| iGate 9.00% 5/1/16                                           | 160,000                     | 174,000           |
| #j2 Global 144A 8.00% 8/1/20                                 | 285,000                     | 287,849           |
| Kemet 10.50% 5/1/18                                          | 205,000                     | 206,281           |
| #Lawson Software 144A 9.375% 4/1/19                          | 214,000                     | 232,725           |
| #Legend Acquisition Sub 144A 10.75% 8/15/20                  | 155,000                     | 153,838           |
| MagnaChip Semiconductor 10.50% 4/15/18                       | 133,000                     | 148,960           |
| #Nuance Communications 144A 5.375% 8/15/20                   | 35,000                      | 35,963            |
| #Viasystems 144A 7.875% 5/1/19                               | 165,000                     | 162,525           |
| #Zayo Escrow 144A 10.125% 7/1/20                             | 165,000                     | 177,788           |
|                                                              |                             | 2,929,116         |
| <i>Utilities 0.84%</i>                                       |                             |                   |
| AES                                                          |                             |                   |
| 7.375% 7/1/21                                                | 68,000                      | 78,200            |
| 8.00% 6/1/20                                                 | 43,000                      | 50,310            |
| #Calpine 144A 7.50% 2/15/21                                  | 85,000                      | 94,775            |
| Elwood Energy 8.159% 7/5/26                                  | 116,058                     | 117,509           |
| *GenOn Energy 9.875% 10/15/20                                | 103,000                     | 113,429           |
| Mirant Americas 8.50% 10/1/21                                | 100,000                     | 106,000           |
| Puget Sound Energy 6.974% 6/1/67                             | 110,000                     | 117,306           |
|                                                              |                             | 677,529           |
| <b>Total Corporate Bonds (cost \$31,169,581)</b>             |                             | <b>32,482,977</b> |
| <i>«Senior Secured Loans 1.56%</i>                           |                             |                   |
| Brock Holdings III 10.00% 2/15/18                            | 55,000                      | 54,725            |
| @Cequel Communications Holdings 9.00% 7/24/13                | 155,000                     | 154,419           |
| Dynegy Power Tranche 1st Lien 9.25% 8/5/16                   | 79,400                      | 83,540            |
| Equipower Resources Holdings Tranche 2nd Lien 10.00% 5/23/19 | 75,000                      | 76,250            |
| @Par Pharmaceutical 9.00% 8/2/13                             | 290,000                     | 290,000           |
| PQ 6.74% 7/30/15                                             | 170,000                     | 162,184           |
| SUPERVALU Tranche B 8.00% 8/1/18                             | 85,000                      | 85,177            |
| WideOpenWest Finance Tranche 1st Lien 6.25% 7/17/18          | 120,000                     | 120,263           |
| Wolverine World Wide 5.75% 5/1/13                            | 230,000                     | 230,000           |
| <b>Total Senior Secured Loans (cost \$1,227,955)</b>         |                             | <b>1,256,558</b>  |
|                                                              | <b>Number of<br/>Shares</b> |                   |
| <i>Exchange-Traded Fund 0.71%</i>                            |                             |                   |
| iPATH S&P 500 VIX Short-Term Futures ETN                     | 50,000                      | 575,500           |
| <b>Total Exchange-Traded Fund (cost \$589,000)</b>           |                             | <b>575,500</b>    |

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|                                                   |       |                |
|---------------------------------------------------|-------|----------------|
| <b>Limited Partnership 0.27%</b>                  |       |                |
| Brookfield Infrastructure Partners                | 6,400 | 218,752        |
| <b>Total Limited Partnership (cost \$121,629)</b> |       | <b>218,752</b> |

|                                               |       |                |
|-----------------------------------------------|-------|----------------|
| <b>Preferred Stock 0.47%</b>                  |       |                |
| #Ally Financial 144A 7.00%                    | 200   | 182,131        |
| GMAC Capital Trust I 8.125%                   | 8,000 | 198,560        |
| =PT Holdings                                  | 70    | 0              |
| <b>Total Preferred Stock (cost \$385,666)</b> |       | <b>380,691</b> |

|                                      |     |          |
|--------------------------------------|-----|----------|
| <b>Warrants 0.00%</b>                |     |          |
| =Nieuwe Steen Investments            | 300 | 0        |
| @ =Port Townsend                     | 70  | 1        |
| <b>Total Warrants (cost \$1,680)</b> |     | <b>1</b> |

|                                                                                                                                                                                                        | Principal Amount |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|--------------------|
| <b>Short-Term Investments 5.73%</b>                                                                                                                                                                    |                  |                    |
| <i>≠Discount Notes 1.51%</i>                                                                                                                                                                           |                  |                    |
| Federal Home Loan Bank                                                                                                                                                                                 |                  |                    |
| 0.11% 9/5/12                                                                                                                                                                                           | \$ 181,538       | 181,540            |
| 0.115% 9/21/12                                                                                                                                                                                         | 338,214          | 338,228            |
| 0.12% 9/28/12                                                                                                                                                                                          | 697,911          | 697,951            |
|                                                                                                                                                                                                        |                  | 1,217,719          |
| <i>Repurchase Agreements 3.48%</i>                                                                                                                                                                     |                  |                    |
| Bank of America 0.18%, dated 8/31/12, to be repurchased on 9/4/12, repurchase price \$1,216,217 (collateralized by U.S. government obligations 0.00%-5.250% 8/22/13-5/15/42; market value \$1,240,516) | 1,216,192        | 1,216,192          |
| BNP Paribas 0.18%, dated 8/31/12, to be repurchased on 9/4/12, repurchase price \$1,590,687 (collateralized by U.S. government obligations 0.25%-2.00% 8/31/14-2/15/22; market value \$1,622,468)      | 1,590,655        | 1,590,655          |
|                                                                                                                                                                                                        |                  | 2,806,847          |
| <i>≠U.S. Treasury Obligations 0.74%</i>                                                                                                                                                                |                  |                    |
| U.S. Treasury Bills                                                                                                                                                                                    |                  |                    |
| 0.092% 9/20/12                                                                                                                                                                                         | 317,720          | 317,723            |
| 0.106% 9/6/12                                                                                                                                                                                          | 282,476          | 282,479            |
|                                                                                                                                                                                                        |                  | 600,202            |
| <b>Total Short-Term Investments (cost \$4,624,706)</b>                                                                                                                                                 |                  | <b>4,624,768</b>   |
| <b>Total Value of Securities Before Securities Lending Collateral 135.55%</b><br>(cost \$98,351,875)                                                                                                   |                  | <b>109,338,747</b> |

|                                                                  | Number of Shares |                                |
|------------------------------------------------------------------|------------------|--------------------------------|
| <b>**Securities Lending Collateral 8.58%</b>                     |                  |                                |
| Investment Companies                                             |                  |                                |
| Delaware Investments Collateral Fund No.1                        | 6,918,117        | 6,918,117                      |
| @ Mellon GSL Reinvestment Trust II                               | 154,977          | 0                              |
| <b>Total Securities Lending Collateral (cost \$7,073,094)</b>    |                  | <b>6,918,117</b>               |
| <b>Total Value of Securities 144.13%</b><br>(cost \$105,424,969) |                  | <b>116,256,864<sup>©</sup></b> |

|                                                              | Number of Contracts |          |
|--------------------------------------------------------------|---------------------|----------|
| <b>Options Written (0.06%)</b>                               |                     |          |
| <i>Call Options (0.06%)</i>                                  |                     |          |
| Conoco Phillips, strike price \$57.50, expires 9/22/12 (MSC) | (175)               | (10,500) |
| iPATH S&P 500 VIX Short-Term Futures ETN,                    |                     |          |
| strike price \$11.00, expires 9/22/12 (MSC)                  | (250)               | (15,250) |
| strike price \$12.00, expires 9/22/12 (MSC)                  | (250)               | (26,000) |

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|                                                       |          |               |
|-------------------------------------------------------|----------|---------------|
| Total Options Written (premium received (\$77,751))   |          | (51,750)      |
| **Obligation to Return Securities Lending Collateral  | (8.77%)  | (7,073,094)   |
| Borrowing Under Line of Credit                        | (34.99%) | (28,225,000)  |
| Other Liabilities Net of Receivables and Other Assets | (0.31%)  | (245,949)«    |
| Net Assets Applicable to 9,439,043 Shares Outstanding | 100.00%  | \$ 80,661,071 |

Non income producing security.

\*Fully or partially on loan.

Restricted Security. These investments are in securities not registered under the Securities Act of 1933, as amended, and have certain restrictions on resale which may limit their liquidity. At August 31, 2012, the aggregate value of the restricted securities was \$5 or 0.00% of the Fund's net assets. See Note 6 in "Notes."

=Security is being fair valued in accordance with the Fund's fair valuation policy. At August 31, 2012, the aggregate value of fair valued securities was \$52,008, which represented 0.06% of the Fund's net assets. See Note 1 in "Notes."

#Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. At August 31, 2012, the aggregate value of Rule 144A securities was \$14,789,012, which represented 18.33% of the Fund's net assets. See Note 6 in "Notes."

Step coupon bond. Coupon increases or decreases periodically based on a predetermined schedule. Stated rate in effect at August 31, 2012.

Variable rate security. The rate shown is the rate as of August 31, 2012. Interest rates reset periodically.

@Illiquid security. At August 31, 2012, the aggregate value of illiquid securities was \$496,423, which represented 0.62% of the Fund's net assets. See Note 6 in "Notes."

^Zero coupon security. The rate shown is the yield at the time of purchase.

«Senior Secured Loans generally pay interest at rates which are periodically redetermined by reference to a base lending rate plus a premium. These base lending rates are generally: (i) the prime rate offered by one or more United States banks, (ii) the lending rate offered by one or more European banks such as the London Inter-Bank Offered Rate (LIBOR), and (iii) the certificate of deposit rate. Senior Secured Loans may be subject to restrictions on resale. Stated rate in effect at August 31, 2012.

≠The rate shown is the effective yield at the time of purchase.

\*\*See Note 5 in "Notes" for additional information on securities lending collateral.

©Includes \$6,803,453 of securities loaned.

«Includes foreign currency valued at \$27,672 with a cost of \$27,938.

#### Summary of Abbreviations:

ADR American Depositary Receipt  
 ETN Exchange-Traded Note  
 MSC Morgan Stanley Capital  
 PIK Pay-in-kind  
 REIT Real Estate Investment Trust

## Notes

### 1. Significant Accounting Policies

The following accounting policies are in accordance with U.S. generally accepted accounting principles (U.S. GAAP) and are consistently followed by Delaware Investments® Dividend and Income Fund, Inc. (Fund). This report covers the period of time since the Fund's last fiscal year end.

**Security Valuation** Equity securities, except those traded on the Nasdaq Stock Market, Inc. (Nasdaq), are valued at the last quoted sales price as of the time of the regular close of the New York Stock Exchange (NYSE) on the valuation date. Securities traded on the Nasdaq are valued in accordance with the Nasdaq Official Closing Price, which may not be the last sales price. If on a particular day an equity security does not trade, then the mean between the bid and ask prices will be used, which approximates fair value. Securities listed on a foreign exchange are normally valued at the last quoted sales price on the valuation date. Short-term debt securities are valued using the evaluated mean from a pricing vendor, which approximates fair value. U.S. government and agency securities are valued at the mean between the bid and ask prices, which approximates fair value. Other debt securities are valued based upon valuations provided by an independent pricing service or counterparty and reviewed by management. To the extent current market prices are not available, the pricing service may take into account developments related to the specific security, as well as transactions in comparable securities. Valuations for fixed income securities utilize matrix systems, which reflect such factors as security prices, yields, maturities, and ratings, and are supplemented by dealer and exchange quotations. Investment company securities are valued at net asset value per share. Foreign currency exchange contracts are valued at the mean between the bid and ask prices, which approximates fair value. Interpolated values are derived when the settlement date of the contract is an interim date for which quotations are not available. Exchange-traded options are valued at the last reported sale price or, if no sales are reported, at the mean between the last reported bid and ask prices, which approximates fair value. Generally, other securities and assets for which market quotations are not readily available are valued at fair value as determined in good faith under the direction of the Fund's Board of Directors (Board). In determining whether market quotations are readily available or fair valuation will be used, various factors will be taken into consideration, such as market closures or suspension of trading in a security. The Fund may use fair value pricing more frequently for securities traded primarily in non-U.S. markets because, among other things, most foreign markets close well before the Fund values its securities, generally as of 4:00 p.m. Eastern time. The earlier close of these foreign markets gives rise to the possibility that significant events, including broad market moves, government actions or pronouncements, aftermarket trading, or news events may have occurred in the interim. To account for this, the Fund may frequently value foreign securities using fair value prices based on third-party vendor modeling tools (international fair value pricing).

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**Federal Income Taxes** No provision for federal income taxes has been made as the Fund intends to continue to qualify for federal income tax purposes as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended, and make the requisite distributions to shareholders. The Fund evaluates tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. Management has analyzed the Fund's tax positions taken on federal income tax returns for all open tax years (November 30, 2008 - November 30, 2011), and has concluded that no provision for federal income tax is required in the Fund's financial statements.

**Repurchase Agreements** The Fund may purchase certain U.S. government securities subject to the counterparty's agreement to repurchase them at an agreed upon date and price. The counterparty will be required on a daily basis to maintain the value of the collateral subject to the agreement at not less than the repurchase price (including accrued interest). The agreements are conditioned upon the collateral being deposited under the Federal Reserve book-entry system with the Fund's custodian or a third-party sub-custodian. In the event of default or bankruptcy by the other party to the agreement, retention of the collateral may be subject to legal proceedings. All open repurchase agreements as of the date of this report were entered into on August 31, 2012.

**Distributions** The Fund has implemented a managed distribution policy. Under the policy, the Fund is managed with a goal of generating as much of the distribution as possible from net investment income and short-term capital gains. The balance of the distribution will then come from long-term capital gains to the extent permitted, and if necessary, a return of capital. Even though the Fund may realize current year capital gains, such gains may be offset, in whole or in part, by the Fund's capital loss carryovers from prior years. For federal income tax purposes, the effect of such capital loss carryovers may be to convert (to the extent of such current year gains) what would otherwise be returns of capital into distributions taxable as ordinary income. This tax effect can occur during times of extended market volatility. Under the Regulated Investment Company Modernization Act of 2010, this tax effect attributable to the Fund's capital loss carryovers (the conversion of returns of capital into distributions taxable as ordinary income) will no longer apply to net capital losses of the Fund arising in Fund tax years beginning after November 30, 2011. The actual determination of the source of the Fund's distributions can be made only at year end.

**Foreign Currency Transactions** Transactions denominated in foreign currencies are recorded at the prevailing exchange rates on the valuation date in accordance with the Fund's prospectus. The value of all assets and liabilities denominated in foreign currencies is translated into U.S. dollars at the exchange rate of such currencies against the U.S. dollar daily. Transaction gains or losses resulting from changes in exchange rates during the reporting period or upon settlement of the foreign currency transaction are reported in operations for the current period. The Fund generally isolates that portion of realized gains and losses on investments in debt securities which is due to changes in foreign exchange rates from that which is due to changes in market prices of debt securities. For foreign equity securities, these changes are included in net realized and unrealized gain or loss on investments. The Fund reports certain foreign currency related transactions as components of realized gains (losses) for financial reporting purposes, whereas such components are treated as ordinary income (loss) for federal income tax purposes.

**Use of Estimates** The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the fair value of investments, the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and the differences could be material.

**Other** Expenses directly attributable to the Fund are charged directly to the Fund. Other expenses common to various funds within the Delaware Investments® Family of Funds are generally allocated amongst such funds on the basis of average net assets. Management fees and some other expenses are paid monthly. Security transactions are recorded on the date the securities are purchased or sold (trade date) for financial reporting purposes. Costs used in calculating realized gains and losses on the sale of investment securities are those of the specific securities sold. Dividend income is recorded on the ex-dividend date and interest income is recorded on the accrual basis. Discounts and premiums on non-convertible bonds are amortized to interest income over the lives of the respective securities using the effective interest method. Distributions received from investments in Real Estate Investment Trusts (REITs) are recorded as dividend income on ex-dividend date, subject to reclassification upon notice of the character of such distributions by the issuer. Foreign dividends are also recorded on the ex-dividend date or as soon after the ex-dividend date that the Fund is aware of such dividends, net of all non-rebatable tax withholdings. Withholding taxes on foreign dividends have been recorded in accordance with the Fund's understanding of the applicable country's tax rules and rates.

## 2. Investments

At August 31, 2012, the cost of investments for federal income tax purposes has been estimated since final tax characteristics cannot be determined until fiscal year end. At August 31, 2012, the cost of investments and unrealized appreciation (depreciation) for the Fund was as follows:

|                                   |               |
|-----------------------------------|---------------|
| Cost of investments               | \$105,688,748 |
| Aggregate unrealized appreciation | \$ 14,995,664 |
| Aggregate unrealized depreciation | (4,479,298)   |
| Net unrealized appreciation       | \$ 10,516,366 |

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For federal income tax purposes, at November 30, 2011, capital loss carryforwards of \$20,645,167 may be carried forward and applied against future capital gains. Capital loss carryforwards will expire as follows: \$9,429,531 expires in 2016 and \$11,215,636 expires in 2017.

U.S. GAAP defines fair value as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. A three level hierarchy for fair value measurements has been established based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available under the circumstances. The Fund's investment in its entirety is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three level hierarchy of inputs is summarized below.

**Level 1** inputs are quoted prices in active markets for identical investments (e.g., equity securities, open-end investment companies, futures contracts, exchange-traded options contracts)

**Level 2** other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs) (e.g., debt securities, government securities, swap contracts, foreign currency exchange contracts, foreign securities utilizing international fair value pricing, broker-quoted securities, fair value of securities)

**Level 3** inputs are significant unobservable inputs (including the Fund's own assumptions used to determine the fair value of investments) (e.g., broker-quoted securities, fair valued securities)

Level 3 investments are valued using significant unobservable inputs, including related or comparable assets or liabilities, book values, and other relevant information for the investment to determine the fair value of the investment. The Fund may also use an income-based valuation approach in which the anticipated future cash flows of the investment are discounted to calculate fair value. Discounts may also be applied due to the nature or duration of any restrictions on the disposition of the investments. Valuations may also be based upon current market prices of securities that are comparable in coupon, rating, maturity and industry. The derived value of a Level 3 investment may not represent the value which is received upon disposition and this could impact the results of operations.

The following table summarizes the valuation of the Fund's investments by fair value hierarchy levels as of August 31, 2012:

|                               | <b>Level 1</b>      | <b>Level 2</b>      | <b>Level 3</b>   | <b>Total</b>          |
|-------------------------------|---------------------|---------------------|------------------|-----------------------|
| Common Stock                  | \$58,810,949        | \$ -                | \$ 4             | \$ 58,810,953         |
| Corporate Debt                | 897,750             | 43,778,329          | 52,003           | 44,728,082            |
| Investment Company            | 575,500             | -                   | -                | 575,500               |
| Other                         | 417,312             | 182,131             | 1                | 599,444               |
| Short-Term Investments        | -                   | 4,624,768           | -                | 4,624,768             |
| Securities Lending Collateral | -                   | 6,918,117           | -                | 6,918,117             |
| <b>Total</b>                  | <b>\$60,701,511</b> | <b>\$55,503,345</b> | <b>\$ 52,008</b> | <b>\$ 116,256,864</b> |
| Options Written               | (51,750)            | -                   | -                | (51,750)              |

A reconciliation of Level 3 investments is presented when the Fund had a significant amount of Level 3 investments at the beginning, interim or end of the period in relation to net assets.

During the period ended August 31, 2012, there were no transfers between Level 1 investments, Level 2 investments or Level 3 investments that had a material impact to the Fund. The Fund's policy is to recognize transfers between levels at the beginning of the reporting period.

Management has determined that additional disclosure is not required under ASU No. 2011-04 since the Level 3 investments are not considered material to the Fund's net assets at the end of the period.

### 3. Line of Credit

For the period ended August 31, 2012, the Fund borrowed money pursuant to a \$30,000,000 Credit Agreement with The Bank of New York Mellon (BNY Mellon) that expires on November 12, 2012. Depending on market conditions, the amount borrowed by the Fund pursuant to the Credit Agreement may be reduced or possibly increased in the future.

At August 31, 2012, the par value of loans outstanding was \$28,225,000 at a variable interest rate of 1.39%. During the period ended August 31, 2012, the average daily balance of loans outstanding was \$24,821,364 at a weighted average interest rate of approximately 1.08%. Interest on borrowing is based on a variable short-term rate plus an applicable margin. The commitment fee is computed at a rate of 0.25% per annum on the unused balance. The loan is collateralized by the Fund's portfolio.



#### 4. Derivatives

U.S. GAAP requires disclosures that enable investors to understand: 1) how and why an entity uses derivatives; 2) how they are accounted for; and 3) how they affect an entity's results of operations and financial position.

**Foreign Currency Exchange Contracts** The Fund enters into foreign currency exchange contracts as a way of managing foreign exchange rate risk. The Fund may enter into these contracts to fix the U.S. dollar value of a security that it has agreed to buy or sell for the period between the date the trade was entered into and the date the security is delivered and paid for. The Fund may also use these contracts to hedge the U.S. dollar value of securities it already owns that are denominated in foreign currencies. The change in value is recorded as an unrealized gain or loss. When the contract is closed, a realized gain or loss is recorded equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

The use of foreign currency exchange contracts does not eliminate fluctuations in the underlying prices of the securities, but does establish a rate of exchange that can be achieved in the future. Although foreign currency exchange contracts limit the risk of loss due to an unfavorable change in the value of the hedged currency, they also limit any potential gain that might result should the value of the currency change favorably. In addition, the Fund could be exposed to risks if the counterparties to the contracts are unable to meet the terms of their contracts. The Fund's maximum risk of loss from counterparty credit risk is the value of its currency exchanged with the counterparty. The risk is generally mitigated by having a netting arrangement between the Fund and the counterparty and by the posting of collateral by the counterparty to the Fund to cover the Fund's exposure to the counterparty. No foreign currency exchange contracts were outstanding at August 31, 2012.

**Options Contracts** During the period ended August 31, 2012, the Fund entered into options contracts in the normal course of pursuing its investment objective. The Fund may buy or write options contracts for any number of reasons, including without limitation: to manage the Fund's exposure to changes in securities prices and foreign currencies; as an efficient means of adjusting the Fund's overall exposure to certain markets; to protect the value of portfolio securities; and as a cash management tool. The Fund may buy or write call or put options on securities, futures, swaps, swaptions, financial indices, and foreign currencies. When the Fund buys an option, a premium is paid and an asset is recorded and adjusted on a daily basis to reflect the current market value of the options purchased. When the Fund writes an option, a premium is received and a liability is recorded and adjusted on a daily basis to reflect the current market value of the options written. Premiums received from writing options that expire unexercised are treated by the Fund on the expiration date as realized gains. The difference between the premium received and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is treated as realized gain or loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether the Fund has a realized gain or loss. If a put option is exercised, the premium reduces the cost basis of the securities purchased by the Fund. The Fund, as writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option. When writing options, the Fund is subject to minimal counterparty risk because the counterparty is only obligated to pay premiums and does not bear the market risk of an unfavorable market change.

Transactions in options written during the period ended August 31, 2012 for the Fund were as follows:

|                                          | Number of<br>Contracts | Premiums  |
|------------------------------------------|------------------------|-----------|
| Options outstanding at November 30, 2011 | -                      | \$ -      |
| Options written                          | 675                    | 77,751    |
| Options outstanding at August 31, 2012   | 675                    | \$ 77,751 |

#### 5. Securities Lending

The Fund, along with other funds in the Delaware Investments® Family of Funds, may lend its securities pursuant to a security lending agreement (Lending Agreement) with The Bank of New York Mellon (BNY Mellon). At the time a security is loaned, the borrower must post collateral equal to the required percentage of the market value of the loaned security, including any accrued interest. The required percentage is: (i) 102% with respect to U.S. securities and foreign securities that are denominated and payable in U.S. dollars; and (ii) 105% with respect to foreign securities. With respect to each loan, if on any business day the aggregate market value of securities collateral plus cash collateral held is less than the aggregate market value of the securities which are the subject of such loan, the borrower will be notified to provide additional collateral by the end of the following business day which, together with the collateral already held, will be not less than the applicable initial collateral requirements for such security loan. If the aggregate market value of securities collateral and cash collateral held with respect to a security loan exceeds the applicable initial collateral requirement, upon the request of the borrower BNY Mellon must return enough collateral to the borrower by the end of the following business day to reduce the value of the remaining collateral to the applicable initial collateral requirement for such security loan. As a result of the foregoing, the value of the collateral held with respect to a loaned security may be temporarily more or less than the value of the security on loan.

Cash collateral received is generally invested in the Delaware Investments Collateral Fund No. 1 (Collective Trust) established by BNY Mellon for the purpose of investment on behalf of funds managed by Delaware Management Company (DMC), a series of Delaware Management Business Trust, that participate in BNY Mellon's securities lending program. The Collective Trust may invest in U.S. government securities and high quality corporate debt, asset-backed and other money market securities and in repurchase agreements collateralized by such securities, provided that the Collective Trust will generally have a dollar-weighted average portfolio maturity of 60 days or less. In October 2008, BNY Mellon transferred certain distressed securities from the Fund's previous collateral investment pool into the Mellon GSL Reinvestment Trust II. The Fund can also accept U.S. government securities and letters of credit (non-cash collateral) in connection with securities loans. In the event of default or bankruptcy by the lending agent, realization and/or retention of the collateral may be subject to legal proceedings. In the event the borrower fails to return loaned securities and the collateral received is insufficient to cover the value of the loaned securities and provided such collateral shortfall is not the result of investment losses, the lending agent has agreed to pay the amount of the shortfall to the Fund, or at the discretion of the lending agent, replace the loaned securities. The Fund continues to record dividends or interest, as applicable, on the securities loaned and is subject to changes in value of the

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securities loaned that may occur during the term of the loan. The Fund has the right under the Lending Agreement to recover the securities from the borrower on demand. With respect to security loans collateralized by non-cash collateral, the Fund receives loan premiums paid by the borrower. With respect to security loans collateralized by cash collateral, the earnings from the collateral investments are shared among the Fund, the security lending agent and the borrower. The Fund records security lending income net of allocations to the security lending agent and the borrower.

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The Collective Trust used for the investment of cash collateral received from borrowers of securities seeks to maintain a net asset value per unit of \$1.00, but there can be no assurance that it will always be able to do so. The Fund may incur investment losses as a result of investing securities lending collateral in the Collective Trust or another collateral investment pool. This could occur if an investment in a collateral investment pool defaulted or if it were necessary to liquidate assets in the collateral investment pool to meet returns on outstanding security loans at a time when the collateral investment pool's net asset value per unit was less than \$1.00. Under those circumstances, the Fund may not receive an amount from the collateral investment pool that is equal in amount to the collateral the Fund would be required to return to the borrower of the securities and the Fund would be required to make up this shortfall.

At August 31, 2012, the value of securities on loan was \$6,803,453, for which cash collateral was received and invested in accordance with the Lending Agreement. At August 31, 2012, the value of invested collateral was \$6,918,117. These investments are presented on the schedule of investments under the caption "Securities Lending Collateral."

## **6. Credit and Market Risk**

The Fund borrows through its line of credit for purposes of leveraging. Leveraging may result in higher degrees of volatility because the Fund's net asset value could be subject to fluctuations in short-term interest rates and changes in market value of portfolio securities attributable to the leverage.

The Fund invests a portion of its assets in high yield fixed income securities, which are securities rated BB or lower by Standard & Poor's Rating and Ba or lower by Moody's Investors Service, or similarly rated by another nationally recognized statistical rating organization. Investments in these higher yielding securities are generally accompanied by a greater degree of credit risk than higher rated securities. Additionally, lower rated securities may be more susceptible to adverse economic and competitive industry conditions than investment grade securities.

The Fund invests in REITs and is subject to the risks associated with that industry. If the Fund holds real estate directly as a result of defaults or receives rental income directly from real estate holdings, its tax status as a regulated investment company may be jeopardized. There were no direct real estate holdings during the period ended August 31, 2012. The Fund's REIT holdings are also affected by interest rate changes, particularly if the REITs it holds use floating rate debt to finance their ongoing operations.

The Fund may invest up to 10% of its net assets in illiquid securities, which may include securities with contractual restrictions on resale, securities exempt from registration under Rule 144A of the Securities Act of 1933, as amended, and other securities which may not be readily marketable. The relative illiquidity of these securities may impair the Fund from disposing of them in a timely manner and at a fair price when it is necessary or desirable to do so. While maintaining oversight, the Fund's Board has delegated to DMC the day-to-day functions of determining whether individual securities are liquid for purposes of the Fund's limitation on investments in illiquid securities. Securities eligible for resale pursuant to Rule 144A, which are determined to be liquid, are not subject to the Fund's 10% limit on investments in illiquid securities. Rule 144A and illiquid securities have been identified on the schedule of investments.

## **7. Subsequent Events**

Management has determined that no material events or transactions occurred subsequent to August 31, 2012 that would require recognition or disclosure in the Fund's schedule of investments.

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**Item 2. Controls and Procedures.**

The registrant's principal executive officer and principal financial officer have evaluated the registrant's disclosure controls and procedures within 90 days of the filing of this report and have concluded that they are effective in providing reasonable assurance that the information required to be disclosed by the registrant in its reports or statements filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

There were no significant changes in the registrant's internal control over financial reporting that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 3. Exhibits.**

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2(a)), exactly as set forth below:

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