

STROOCK

BY EMAIL

January 10, 2011

Securities and Exchange Commission
Division of Investment Management
Office of Chief Counsel
100 F Street, N.E.
Washington, DC 20549

Re: Intention to Omit Stockholder Proposal Pursuant to Rule 14a-8

Ladies and Gentlemen:

In accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, we hereby give notice on behalf of Lazard Global Total Return and Income Fund, Inc. and Lazard World Dividend & Income Fund, Inc., each a diversified, closed-end management investment company incorporated in Maryland (the "Funds"), of each Fund's intention to omit from the Funds' joint proxy statement and each Fund's proxy card (collectively, the "2011 Proxy Materials") for the Funds' 2011 Joint Annual Meeting of Stockholders the stockholder proposal and the statement supporting the proposal (together, the "Proposal") submitted to that Fund by GAMCO Investors, Inc. (the "Proponent") in a letter dated December 23, 2010. A copy of each Proposal is attached as Exhibit A.

We believe that each Proposal may be excluded under Rule 14a-8(e)(2) because it was received after the stated deadline for submission of stockholder proposals. On behalf of each Fund, we hereby respectfully request that the staff (the "Staff") of the Securities and Exchange Commission (the "Commission") express its intention not to recommend enforcement action if the Proposals are excluded from the Fund's 2011 Proxy Materials for the reasons set forth herein.

Grounds for Excluding the Proposals Pursuant to Rule 14a-8

We believe that the Proposals may be properly omitted from the Funds' 2011 Proxy Materials because each Proposal was submitted after the deadline specified in Rule 14a-8(e)(2).

Pursuant to Rule 14a-8(e)(2), a proposal submitted with respect to a company's regularly scheduled annual meeting must be received by the company "not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's

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annual meeting." The Funds' 2011 Joint Annual Meeting of Stockholders is scheduled to be held within 30 calendar days of the anniversary date of the Funds' 2010 Joint Annual Meeting of Stockholders, which was held on April 29, 2010. Pursuant to Rule 14a-5(e), the Funds disclosed the deadline for submitting stockholder proposals in their definitive joint proxy statement for the 2010 Joint Annual Meeting of Stockholders (the "2010 Joint Proxy Statement"), which stated that "[a]ny proposals of stockholders that are intended to be presented at the Funds' 2011 Annual Meeting of Stockholders in accordance with Rule 14a-8 under the 1934 Act must be received at the Funds' principal executive offices no later than December 6, 2010 and must comply with all other legal requirements in order to be included in the Funds' Combined Proxy Statement and forms of proxy for that meeting." This information appeared on page 14 of the 2010 Joint Proxy Statement.

The Funds received the Proposals, dated December 23, 2010, on December 28, 2010, approximately three weeks after the submission deadline. The Staff has consistently taken no-action positions to the effect that if a shareholder proposal is not submitted by the applicable deadline, then it may be excluded. See, CBS Corporation (April 12, 2007) and IDACORP, Inc. (March 11, 2003) (stockholder proposal received three months after deadline may be omitted); Bull & Bear U.S. Government Securities Fund, Inc. (October 8, 1998) (stockholder proposal received eighteen days after deadline may be omitted); Bristol-Meyers Squibb Company (February 5, 1998) (stockholder proposal received three days after deadline may be omitted); and Peco Energy Company (December 29, 1994) and Lockheed Corporation (February 6, 1991) (stockholder proposal received one day after deadline may be omitted). The Staff also has clearly indicated that a company may exclude a proposal if it receives mere notice of a proposal prior to its deadline, but does not receive the actual proposal until after the deadline. See, Duke Energy Corporation (February 19, 2004).

Pursuant to Rule 14a-8(f)(1), the Funds were not required to notify the Proponent of the failure to submit the Proposals by the deadline because this deficiency cannot be remedied; however, the Funds notified the Proponent that it failed to submit the Proposals prior to the deadline and also notified the Proponent of other procedural deficiencies regarding its eligibility to submit the Proposals under Rule 14a-8(b). A copy of that notice is attached as Exhibit B.

Accordingly, we believe that each Proposal may be omitted in its entirety from the Funds' 2011 Proxy Materials pursuant to Rule 14a-8(e). Based on the foregoing, we request that the Staff concur in our view that the Funds may omit the Proposals from their 2011 Proxy Materials and that no enforcement action will be recommended to the Commission if the Proposals are excluded in their entirety.

* * *

In accordance with Rule 14a-8(j), the Funds are contemporaneously notifying the Proponent, by copy of this letter and related exhibits, of its intention to omit the Proposal from their 2011 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter and the related exhibits to the Commission via email to

shareholderproposals@sec.gov.

If the Staff disagrees with the Funds' conclusions regarding the omission of the Proposals, or if any additional submissions are desired in support of the Funds' position, we would appreciate an opportunity to meet with the Staff or to speak with the Staff by telephone prior to the issuance of the Rule 14a-8(j) response.

If you have any questions regarding this request, or need any additional information, please telephone the undersigned at 212.806.6049.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stuart H. Coleman", written over a horizontal line.

Stuart H. Coleman

Enclosures

One Corporate Center
Rye, NY 10580-1422



GAMCO Investors, Inc.

December 23, 2010

Via Overnight Delivery

Mr. Nathan A. Paul
Secretary
Lazard World Dividend & Income Fund, Inc.
30 Rockefeller Plaza
New York, NY 10112

Re: Shareholder Proposal

Dear Mr. Paul:

This is to advise you that GAMCO Investors, Inc. ("GAMCO") is a stockholder of the Lazard World Dividend & Income Fund, Inc. (the "Fund"). GAMCO owns 1,000 shares of the Fund. GAMCO intends to submit a stockholder proposal and supporting statement to be presented at the Fund's 2011 Annual Meeting of Stockholders. GAMCO will propose a resolution that urges the stockholders to vote to request that the Board of Directors of the Fund take the necessary steps to declassify the Board of the Fund and establish annual elections of directors whereby directors of the Fund would be elected annually and not by classes. This policy would take effect immediately, and be applicable to the re-election of any incumbent director whose term, under the current classified system, subsequently expires.

A copy of the proposal and supporting statement is attached.

Please contact me if you require any further information about GAMCO's proposal.

Sincerely,

A handwritten signature in black ink, appearing to read 'P.D. Goldstein'.

Peter D. Goldstein
Director of Regulatory Affairs

Encl.

STOCKHOLDER PROPOSAL

Declassify Board

BE IT RESOLVED, that the stockholders of the Lazard World Dividend & Income Fund, Inc. (the "Fund") request that the Board of Directors take the necessary steps to declassify the Board of the Fund and establish annual elections of directors whereby directors of the Fund would be elected annually and not by classes. This policy would take effect immediately, and be applicable to the re-election of any incumbent director whose term under the current classified system subsequently expires.

SUPPORTING STATEMENT

We believe that the ability to elect directors is the single most important use of the stockholder franchise. Accordingly, directors of the Fund should be accountable to the stockholders on an annual basis. Currently, the Board of Directors is divided into three classes. Each class serves staggered three-year terms. Because of this structure, stockholders may only vote on roughly one-third of the directors each year. The election of directors by classes, for three-year terms, in our opinion, may minimize accountability and preclude the full exercise of the rights of the stockholders to approve or disapprove annually the performance of a director or the entire Board.

The staggered term structure of the Fund's Board is not in the best interest of stockholders because it reduces accountability and is an unnecessary anti-takeover device. Stockholders should have the opportunity to vote on the performance of the entire Board of Directors each year. We believe that such annual accountability serves to keep directors closely focused on the performance of the Fund and its top executives and on increasing stockholder value. Annual election of all directors gives stockholders the power to either completely replace their Board, or replace a majority of directors, if a situation arises which warrants such action.

We urge your support for the proposal to repeal the classified Board of Directors of the Fund and establish that all directors of the Fund be elected annually.

Thank you.

GAMCO Investors, Inc.

One Corporate Center
Rye, NY 10580-1422



GAMCO Investors, Inc.

December 23, 2010

Via Overnight Delivery

Mr. Nathan A. Paul
Secretary
Lazard Global Total Return and Income Fund, Inc.
30 Rockefeller Plaza
New York, NY 10112

Re: Shareholder Proposal

Dear Mr. Paul:

This is to advise you that GAMCO Investors, Inc. ("GAMCO") and its parent company GGCP, Inc. ("GGCP") are stockholders of the Lazard Global Total Return and Income Fund, Inc. (the "Fund"). GAMCO owns 1,200 shares, and GGCP owns 2,000 shares of the Fund. GAMCO intends to submit a stockholder proposal and supporting statement to be presented at the Fund's 2011 Annual Meeting of Stockholders. GAMCO will propose a resolution that urges the stockholders to vote to request that the Board of Directors of the Fund take the necessary steps to declassify the Board of the Fund and establish annual elections of directors whereby directors of the Fund would be elected annually and not by classes. This policy would take effect immediately, and be applicable to the re-election of any incumbent director whose term, under the current classified system, subsequently expires.

A copy of the proposal and supporting statement is attached.

Please contact me if you require any further information concerning GAMCO's proposal.

Sincerely,

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Peter D. Goldstein
Director of Regulatory Affairs

Encl.

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We urge your support for the proposal to repeal the classified Board of Directors of the Fund and establish that all directors of the Fund be elected annually.

Thank you.

GAMCO Investors, Inc.

STROOCK

BY OVERNIGHT DELIVERY (UPS)

January 10, 2011

Peter D. Goldstein
Director of Regulatory Affairs
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1422

Re: Stockholder Proposals

Dear Mr. Goldstein:

I am writing on behalf of Lazard Global Total Return and Income Fund, Inc. and Lazard World Dividend & Income Fund, Inc. (the "Funds"), which received on December 28, 2010 your separate stockholder proposals (each, a "Proposal") for consideration at the Funds' 2011 Annual Meeting of Stockholders. For the reasons described below, each Fund will not include its Proposal in the Funds' proxy materials; however, the Funds' Boards of Directors (the "Boards") plan to consider whether to declassify the Boards.

The deadline for receipt of stockholder proposals, as disclosed in the Funds' proxy materials for their 2010 Annual Meeting of Stockholders and determined in accordance with Rule 14a-8(e)(2) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), was December 6, 2010. As such, as permitted by Securities and Exchange Commission ("SEC") rules, the Funds may exclude the Proposals from their proxy materials in connection with their 2011 Annual Stockholder Meeting due to your failure to submit the Proposals by this deadline. Rule 14a-8 states that the Funds are not required to notify you of this deficiency; however, they are doing so as a matter of courtesy.

Each Proposal contains additional procedural deficiencies that the SEC does require us to bring to your attention. Rule 14a-8(b) under the Exchange Act sets forth three eligibility standards that stockholders must satisfy in order to submit a proposal for inclusion in the Funds' proxy materials. A stockholder must: (1) submit sufficient proof of his or her continuous ownership of at least \$2,000 in market value, or 1%, of the Fund's shares entitled to vote on the proposal; (2) hold those shares for at least one year as of the date the proposal was submitted to the Fund; and (3) undertake to continue to own those shares through the date of the stockholder meeting. The Proposals do not satisfy any of those three eligibility standards. To remedy these deficiencies, you must submit written evidence of your ownership of each Fund's shares in satisfaction of each of these three requirements. Rule 14a-8(b), a copy of which is attached hereto, sets forth different ways in which you may satisfy these requirements. As noted above, however, even if you cure these deficiencies, the Funds may exclude the Proposals because they were not submitted by the deadline.

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For these reasons, the Funds' Boards do not intend to present the Proposals to stockholders. However, the Boards believe it is appropriate to consider the question underlying the Proposals—namely, whether a classified board of directors is in the best interests of a Fund—and the Boards intend to discuss and consider this matter. If the Boards conclude that a declassified board structure is in the Funds' best interests, they will consider all appropriate actions, including the submission of proposals to the Funds' stockholders to amend the Funds' Articles of Incorporation to declassify the Boards.

To the extent you wish to remedy the eligibility deficiencies under Rule 14a-8(b) that are capable of being remedied, the SEC's rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to the Secretary of the Funds at 30 Rockefeller Plaza, New York, New York 10112. However, because the failure to submit the Proposals by the stated deadline is a procedural deficiency that cannot be remedied, and in light of the Boards' intentions to consider the question of board classification, we ask that you withdraw each Proposal.

If you have any questions with respect to the foregoing, please contact me at 212.806.6049.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stuart H. Coleman", written over a horizontal line.

Stuart H. Coleman

Enclosure

cc: Richard Reiss, Jr., Lead Independent Director of the Boards