

VALUE LINE FUND INC
Form N-PX
August 27, 2009

FORM N-PX
ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-02265

The Value Line Fund, Inc.

220 E. 42 Street, New York, NY 10017
(Address of principal executive officers)

Mitchell E. Appel
(Name and address of agent for service)

Registrant's telephone number, including area code: 212-907-1500

Date of Fiscal year-end: December 31

Date of reporting period: July 1, 2008 – June 30, 2009

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Item 1. Proxy Voting Record:

***** FORM N-PX REPORT *****

ICA File Number: 811-02265
 Reporting Period: 07/01/2008 - 06/30/2009
 The Value Line Fund, Inc.

===== THE VALUE LINE FUND, INC. =====

ACCENTURE LTD

Ticker: ACN Security ID: G1150G111
 Meeting Date: FEB 12, 2009 Meeting Type: Annual
 Record Date: DEC 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: CHARLES H. GIANCARLO	For	For	Management
2	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: DINA DUBLON	For	For	Management
3	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN	For	For	Management
4	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: NOBUYUKI IDEI	For	Against	Management
5	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: MARJORIE MAGNER	For	For	Management
6	RATIFY AUDITORS	For	For	Management

 ACI WORLDWIDE INC

Ticker: ACIW Security ID: 004498101
 Meeting Date: JUN 10, 2009 Meeting Type: Annual
 Record Date: APR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alfred R. Berkeley, III	For	Withhold	Management
1.2	Elect Director John D. Curtis	For	For	Management
1.3	Elect Director Philip G. Heasley	For	For	Management
1.4	Elect Director James C. McGroddy	For	For	Management
1.5	Elect Director Harlan F. Seymour	For	Withhold	Management
1.6	Elect Director John M. Shay, Jr.	For	Withhold	Management
1.7	Elect Director John E. Stokely	For	Withhold	Management
1.8	Elect Director Jan H. Suwinski	For	Withhold	Management

 ADVANCE AUTO PARTS INC

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Ticker: AAP Security ID: 00751Y106
 Meeting Date: MAY 20, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Bergstrom	For	For	Management
1.2	Elect Director John C. Brouillard	For	For	Management
1.3	Elect Director Darren R. Jackson	For	For	Management
1.4	Elect Director William S. Oglesby	For	For	Management
1.5	Elect Director Gilbert T. Ray	For	For	Management
1.6	Elect Director Carlos A. Saladrigas	For	For	Management
1.7	Elect Director Francesca M. Spinelli	For	For	Management
2	Ratify Auditors	For	For	Management

AEROPOSTALE, INC

Ticker: ARO Security ID: 007865108
 Meeting Date: JUN 18, 2009 Meeting Type: Annual
 Record Date: APR 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Julian R. Geiger	For	For	Management
1.2	Elect Director Bodil Arlander	For	For	Management
1.3	Elect Director Ronald R. Beegle	For	For	Management
1.4	Elect Director John N. Haugh	For	For	Management
1.5	Elect Director Robert B. Chavez	For	For	Management
1.6	Elect Director Mindy C. Meads	For	For	Management
1.7	Elect Director John D. Howard	For	For	Management
1.8	Elect Director David B. Vermylen	For	For	Management
1.9	Elect Director Karin Hirtler-Garvey	For	For	Management
1.10	Elect Director Evelyn Dilsaver	For	For	Management
1.11	Elect Director Thomas P. Johnson	For	For	Management
2	Ratify Auditors	For	For	Management

AIRGAS, INC.

Ticker: ARG Security ID: 009363102
 Meeting Date: AUG 5, 2008 Meeting Type: Annual
 Record Date: JUN 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William O. Albertini	For	For	Management
1.2	Elect Director Lee M. Thomas	For	For	Management
1.3	Elect Director John C. Van Roden, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management

AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106
 Meeting Date: MAY 28, 2009 Meeting Type: Annual
 Record Date: APR 1, 2009

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey P. Bezos	For	For	Management
2	Elect Director Tom A. Alberg	For	For	Management
3	Elect Director John Seely Brown	For	For	Management
4	Elect Director L. John Doerr	For	For	Management
5	Elect Director William B. Gordon	For	For	Management
6	Elect Director Alain Monie	For	For	Management
7	Elect Director Thomas O. Ryder	For	For	Management
8	Elect Director Patricia Q. Stonesifer	For	For	Management
9	Ratify Auditors	For	For	Management

AMERICAN TOWER CORP.

Ticker: AMT Security ID: 029912201
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 10, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Raymond P. Dolan	For	For	Management
1.2	Elect Director Ronald M. Dykes	For	For	Management
1.3	Elect Director Carolyn F. Katz	For	For	Management
1.4	Elect Director Gustavo Lara Cantu	For	For	Management
1.5	Elect Director JoAnn A. Reed	For	For	Management
1.6	Elect Director Pamela D.A. Reeve	For	For	Management
1.7	Elect Director David E. Sharbutt	For	For	Management
1.8	Elect Director James D. Taiclet, Jr.	For	For	Management
1.9	Elect Director Samme L. Thompson	For	For	Management
2	Ratify Auditors	For	For	Management

AMERICAN VANGUARD CORPORATION

Ticker: AVD Security ID: 030371108
 Meeting Date: JUN 5, 2009 Meeting Type: Annual
 Record Date: MAY 1, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lawrence S. Clark	For	For	Management
1.2	Elect Director John L. Killmer	For	For	Management
1.3	Elect Director Herbert A. Kraft	For	Withhold	Management
1.4	Elect Director John B. Miles	For	Withhold	Management
1.5	Elect Director Carl R. Soderlind	For	For	Management
1.6	Elect Director Irving J. Thau	For	For	Management
1.7	Elect Director Eric G. Wintemute	For	Withhold	Management
1.8	Elect Director Glenn A. Wintemute	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Other Business	For	Against	Management

AMGEN, INC.

Ticker: AMGN Security ID: 031162100
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director David Baltimore	For	For	Management
2	Elect Director Frank J. Biondi, Jr.	For	For	Management
3	Elect Director Francois de Carbonnel	For	For	Management
4	Elect Director Jerry D. Choate	For	For	Management
5	Elect Director Vance D. Coffman	For	For	Management
6	Elect Director Frederick W. Gluck	For	For	Management
7	Elect Director Frank C. Herringer	For	For	Management
8	Elect Director Gilbert S. Omenn	For	For	Management
9	Elect Director Judith C. Pelham	For	For	Management
10	Elect Director J. Paul Reason	For	For	Management
11	Elect Director Leonard D. Schaeffer	For	For	Management
12	Elect Director Kevin W. Sharer	For	For	Management
13	Ratify Auditors	For	For	Management
14	Approve Omnibus Stock Plan	For	For	Management
15	Reduce Supermajority Vote Requirement	For	For	Management
16	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
17	Reincorporate in Another State [from Delaware to North Dakota]	Against	Against	Shareholder

AUTOZONE, INC.

Ticker: AZO Security ID: 053332102
 Meeting Date: DEC 17, 2008 Meeting Type: Annual
 Record Date: OCT 20, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William C. Crowley	For	For	Management
1.2	Elect Director Sue E. Gove	For	For	Management
1.3	Elect Director Earl G. Graves, Jr.	For	For	Management
1.4	Elect Director Robert R. Grusky	For	For	Management
1.5	Elect Director J.R. Hyde, III	For	For	Management
1.6	Elect Director W. Andrew McKenna	For	For	Management
1.7	Elect Director George R. Mrkonjac, Jr.	For	For	Management
1.8	Elect Director Luis P. Nieto	For	For	Management
1.9	Elect Director William C. Rhodes, III	For	For	Management
1.10	Elect Director Theodore W. Ullyot	For	For	Management
2	Ratify Auditors	For	For	Management

BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Walter E. Boomer	For	For	Management
1.2	Elect Director James R. Gavin III	For	For	Management
1.3	Elect Director Peter S. Hellman	For	For	Management
1.4	Elect Director K. J. Storm	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Animal Testing	Against	Against	Shareholder

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BECTON, DICKINSON AND COMPANY

Ticker: BDX Security ID: 075887109
 Meeting Date: FEB 3, 2009 Meeting Type: Annual
 Record Date: DEC 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Claire M. Fraser-Liggett	For	For	Management
1.2	Elect Director Edward J. Ludwig	For	For	Management
1.3	Elect Director Willard J. Overlock, Jr.	For	For	Management
1.4	Elect Director Bertram L. Scott	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Amend Omnibus Stock Plan	For	For	Management
6	Amend Bylaws -- Call Special Meetings	Against	For	Shareholder
7	Provide for Cumulative Voting	Against	For	Shareholder

BEST BUY CO., INC.

Ticker: BBY Security ID: 086516101
 Meeting Date: JUN 24, 2009 Meeting Type: Annual
 Record Date: APR 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald James	For	For	Management
1.2	Elect Director Elliot S. Kaplan	For	For	Management
1.3	Elect Director Sanjay Khosla	For	For	Management
1.4	Elect Director George L. Mikan III	For	For	Management
1.5	Elect Director Matthew H. Paull	For	For	Management
1.6	Elect Director Richard M. Schulze	For	For	Management
1.7	Elect Director Hatim A. Tyabji	For	For	Management
1.8	Elect Director Gerard R. Vittecoq	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Reduce Supermajority Vote Requirement	For	For	Management
7	Reduce Supermajority Vote Requirement	For	For	Management
8	Reduce Supermajority Vote Requirement	For	For	Management
9	Reduce Supermajority Vote Requirement	For	For	Management

BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103
 Meeting Date: JUN 3, 2009 Meeting Type: Proxy Contest
 Record Date: APR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
	Management Proxy (White Card)			
1.1	Elect Director Lawrence C. Best	For	Did Not Vote	Management
1.2	Elect Director Alan B. Glassberg	For	Did Not Vote	Management
1.3	Elect Director Robert W. Pangia	For	Did Not Vote	Management
1.4	Elect Director William D. Young	For	Did Not Vote	Management

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2	Ratify Auditors	For	Did Not Vote	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	Did Not Vote	Management
4	Fix Size of Board at 13 and Remove the Board's Ability to Change the Size of the Board	Against	Did Not Vote	Shareholder
5	Reincorporate in Another State [North Dakota]	Against	Did Not Vote	Shareholder

#	Proposal	Diss Rec	Vote Cast	Sponsor
	Dissident Proxy (Gold Card)			
1.1	Elect Director Alexander J. Denner	For	For	Shareholder
1.2	Elect Director Richard C. Mulligan	For	For	Shareholder
1.3	Elect Director Thomas F. Deuel	For	Withhold	Shareholder
1.4	Elect Director David Sidransky	For	Withhold	Shareholder
2	Fix Size of Board at 13 and Remove the Board's Ability to Change the Size of the Board	For	For	Shareholder
3	Reincorporate in Another State [North Dakota]	For	Against	Shareholder
4	Ratify Auditors	For	For	Management
5	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management

BMC SOFTWARE, INC.

Ticker: BMC Security ID: 055921100
 Meeting Date: JUL 22, 2008 Meeting Type: Annual
 Record Date: MAY 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director B. Garland Cupp	For	For	Management
1.2	Elect Director Robert E. Beauchamp	For	For	Management
1.3	Elect Director Jon E. Barfield	For	For	Management
1.4	Elect Director Gary Bloom	For	For	Management
1.5	Elect Director Meldon K. Gafner	For	For	Management
1.6	Elect Director P. Thomas Jenkins	For	For	Management
1.7	Elect Director Louis J. Lavigne, Jr.	For	For	Management
1.8	Elect Director Kathleen A. O'Neil	For	For	Management
1.9	Elect Director Tom C. Tinsley	For	For	Management
2	Ratify Auditors	For	For	Management

BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 12, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director L. Andreotti	For	For	Management
2	Elect Director L. B. Campbell	For	For	Management
3	Elect Director J. M. Cornelius	For	For	Management
4	Elect Director L. J. Freeh	For	For	Management
5	Elect Director L. H. Glimcher	For	For	Management
6	Elect Director M. Grobstein	For	For	Management
7	Elect Director L. Johansson	For	For	Management

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8	Elect Director A. J. Lacy	For	For	Management
9	Elect Director V. L. Sato	For	For	Management
10	Elect Director T. D. West, Jr.	For	For	Management
11	Elect Director R. S. Williams	For	For	Management
12	Ratify Auditors	For	For	Management
13	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
14	Reduce Supermajority Vote Requirement	Against	Against	Shareholder
15	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
16	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

BUFFALO WILD WINGS, INC.

Ticker: BWLD Security ID: 119848109
 Meeting Date: MAY 21, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Fix Number of Directors at Seven	For	For	Management
2.1	Elect Director Sally J. Smith	For	For	Management
2.2	Elect Director Dale M. Applequist	For	For	Management
2.3	Elect Director Robert W. MacDonald	For	For	Management
2.4	Elect Director Warren E. Mack	For	For	Management
2.5	Elect Director J. Oliver Maggard	For	For	Management
2.6	Elect Director Michael P. Johnson	For	For	Management
2.7	Elect Director James M. Damian	For	For	Management
3	Ratify Auditors	For	For	Management
4	Adopt Purchasing Preference for Suppliers Using CAK	Against	Against	Shareholder

C. R. BARD, INC.

Ticker: BCR Security ID: 067383109
 Meeting Date: APR 15, 2009 Meeting Type: Annual
 Record Date: FEB 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Marc C. Breslawsky	For	For	Management
1.2	Elect Director Herbert L. Henkel	For	For	Management
1.3	Elect Director Tommy G. Thompson	For	For	Management
1.4	Elect Director Timothy M. Ring	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

C.H. ROBINSON WORLDWIDE, INC.

Ticker: CHRW Security ID: 12541W209
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: MAR 16, 2009

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James B. Stake	For	For	Management
2	Elect Director John P. Wiehoff	For	For	Management
3	Approve Increase in Size of Board	For	For	Management
4	Ratify Auditors	For	For	Management

CELGENE CORP.

Ticker: CELG Security ID: 151020104
 Meeting Date: JUN 17, 2009 Meeting Type: Annual
 Record Date: APR 21, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Sol J. Barer	For	For	Management
1.2	Elect Director Robert J. Hugin	For	For	Management
1.3	Elect Director Michael D. Casey	For	For	Management
1.4	Elect Director Rodman L. Drake	For	For	Management
1.5	Elect Director A. Hull Hayes, Jr.	For	For	Management
1.6	Elect Director Gilla Kaplan	For	For	Management
1.7	Elect Director James J. Loughlin	For	For	Management
1.8	Elect Director Ernest Mario	For	For	Management
1.9	Elect Director Walter L. Robb	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

CEPHALON, INC.

Ticker: CEPH Security ID: 156708109
 Meeting Date: MAY 12, 2009 Meeting Type: Annual
 Record Date: MAR 17, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank Baldino, Jr., Ph.D.	For	For	Management
1.2	Elect Director William P. Egan	For	For	Management
1.3	Elect Director Martyn D. Greenacre	For	For	Management
1.4	Elect Director Vaughn M. Kailian	For	For	Management
1.5	Elect Director Kevin E. Moley	For	For	Management
1.6	Elect Director Charles A. Sanders, M.D.	For	For	Management
1.7	Elect Director Gail R. Wilensky, Ph.D.	For	For	Management
1.8	Elect Director Dennis L. Winger	For	For	Management
2	Amend Stock Option Plan	For	For	Management
3	Ratify Auditors	For	For	Management

CERNER CORPORATION

Ticker: CERN Security ID: 156782104
 Meeting Date: MAY 22, 2009 Meeting Type: Annual
 Record Date: MAR 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Clifford W Illig	For	For	Management
1.2	Elect Director William B Neaves, Ph.D.	For	For	Management
2	Ratify Auditors	For	For	Management

CHATTEM, INC.

Ticker: CHTT Security ID: 162456107
 Meeting Date: APR 8, 2009 Meeting Type: Annual
 Record Date: FEB 18, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert E. Bosworth	For	Withhold	Management
1.2	Elect Director Gary D. Chazen	For	For	Management
1.3	Elect Director Joey B. Hogan	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

CHEMED CORP.

Ticker: CHE Security ID: 16359R103
 Meeting Date: MAY 29, 2009 Meeting Type: Proxy Contest
 Record Date: MAR 31, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
	Management Proxy (White Card)			
1.1	Elect Director Kevin J. McNamara	For	For	Management
1.2	Elect Director Joel F. Gemunder	For	For	Management
1.3	Elect Director Patrick P. Grace	For	For	Management
1.4	Elect Director Thomas C. Hutton	For	For	Management
1.5	Elect Director Walter L. Krebs	For	For	Management
1.6	Elect Director Andrea R. Lindell	For	For	Management
1.7	Elect Director Ernest J. Mrozek	For	For	Management
1.8	Elect Director Thomas P. Rice	For	For	Management
1.9	Elect Director Donald E. Saunders	For	For	Management
1.10	Elect Director George J. Walsh	For	For	Management
1.11	Elect Director Frank E. Wood	For	For	Management
2	Ratify Auditors	For	For	Management

#	Proposal	Diss Rec	Vote Cast	Sponsor
	Dissident Proxy (Gold Card)			
1.1	Elect Director Scott J. Cromie	For	Did Not Vote	Shareholder
1.2	Elect Director James Foy	For	Did Not Vote	Shareholder
1.3	Elect Director Clay B. Lifflander	For	Did Not Vote	Shareholder
1.4	Elect Director Peter A. Michel	For	Did Not Vote	Shareholder
1.5	Elect Director Carroll R. Wetzell	For	Did Not Vote	Shareholder
1.6	Management Nominee - Kevin J. McNamara	For	Did Not Vote	Shareholder
1.7	Management Nominee - Joel F. Gemunder	For	Did Not Vote	Shareholder
1.8	Management Nominee - Andrea R. Lindell	For	Did Not Vote	Shareholder
1.9	Management Nominee - Ernest J. Mrozek	For	Did Not Vote	Shareholder
1.10	Management Nominee - Thomas P. Rice	For	Did Not Vote	Shareholder
1.11	Management Nominee - Frank E. Wood	For	Did Not Vote	Shareholder
2	Ratify Auditors	For	Did Not Vote	Management

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CHURCH & DWIGHT CO., INC.

Ticker: CHD Security ID: 171340102
 Meeting Date: APR 30, 2009 Meeting Type: Annual
 Record Date: MAR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director T. Rosie Albright	For	For	Management
1.2	Elect Director Ravichandra K. Saligram	For	For	Management
1.3	Elect Director Robert K. Shearer	For	For	Management
2	Ratify Auditors	For	For	Management

CLEVELAND-CLIFFS INC.

Ticker: CLF Security ID: 185896107
 Meeting Date: OCT 3, 2008 Meeting Type: Proxy Contest
 Record Date: SEP 2, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Management Proxy (White Card) Approve Control Share Acquisition	Against	Against	Shareholder

#	Proposal	Diss Rec	Vote Cast	Sponsor
1	Dissident Proxy (Green Card) Approve Control Share Acquisition	For	Did Not Vote	Shareholder
2	Adjourn Meeting	For	Did Not Vote	Management

COGNIZANT TECHNOLOGY SOLUTIONS CORP.

Ticker: CTSB Security ID: 192446102
 Meeting Date: JUN 5, 2009 Meeting Type: Annual
 Record Date: APR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Francisco D?Souza	For	For	Management
1.2	Elect Director John N. Fox, Jr.	For	For	Management
1.3	Elect Director Thomas M. Wendel	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

COMPASS MINERALS INTERNATIONAL, INC

Ticker: CMP Security ID: 20451N101
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David J. D'Antoni	For	For	Management
1.2	Elect Director Perry W. Premdas	For	For	Management
1.3	Elect Director Allan R. Rothwell	For	For	Management
2	Ratify Auditors	For	For	Management

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COMPUTER PROGRAMS & SYSTEMS INC

Ticker: CPSI Security ID: 205306103
 Meeting Date: MAY 7, 2009 Meeting Type: Annual
 Record Date: MAR 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William R. Seifert , II	For	For	Management
1.2	Elect Director W. Austin Mulherin, III	For	Withhold	Management
1.3	Elect Director John C. Johnson	For	For	Management
2	Ratify Auditors	For	For	Management

COPART, INC.

Ticker: CPRT Security ID: 217204106
 Meeting Date: DEC 11, 2008 Meeting Type: Annual
 Record Date: OCT 16, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Willis J. Johnson	For	For	Management
1.2	Elect Director A. Jayson Adair	For	For	Management
1.3	Elect Director James E. Meeks	For	For	Management
1.4	Elect Director Steven D. Cohan	For	For	Management
1.5	Elect Director Daniel J. Englander	For	For	Management
1.6	Elect Director Barry Rosenstein	For	For	Management
1.7	Elect Director Thomas W. Smith	For	For	Management
2	Ratify Auditors	For	For	Management

CRAWFORD & CO.

Ticker: CRD.B Security ID: 224633107
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 5, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas W. Crawford	For	For	Management
1.2	Elect Director P. George Benson	For	For	Management
1.3	Elect Director Jeffrey T. Bowman	For	For	Management
1.4	Elect Director Jesse C. Crawford	For	For	Management
1.5	Elect Director James D. Edwards	For	For	Management
1.6	Elect Director J. Hicks Lanier	For	Withhold	Management
1.7	Elect Director Charles H. Ogburn	For	For	Management
1.8	Elect Director Clarence H. Ridley	For	For	Management
1.9	Elect Director E. Jenner Wood, III	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Approve Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Approve Non-Employee Director Omnibus Stock Plan	For	Against	Management
5	Ratify Auditors	For	For	Management

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CROWN HOLDINGS, INC.

Ticker: CCK Security ID: 228368106
 Meeting Date: APR 23, 2009 Meeting Type: Annual
 Record Date: MAR 10, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jenne K. Britell	For	For	Management
1.2	Elect Director John W. Conway	For	For	Management
1.3	Elect Director Arnold W. Donald	For	Withhold	Management
1.4	Elect Director William G. Little	For	For	Management
1.5	Elect Director Hans J. Loliger	For	Withhold	Management
1.6	Elect Director Thomas A. Ralph	For	For	Management
1.7	Elect Director Hugues Du Rouret	For	For	Management
1.8	Elect Director Alan W. Rutherford	For	For	Management
1.9	Elect Director Jim L. Turner	For	Withhold	Management
1.10	Elect Director William S. Urkiel	For	For	Management
2	Ratify Auditors	For	For	Management

DAVITA INC.

Ticker: DVA Security ID: 23918K108
 Meeting Date: JUN 15, 2009 Meeting Type: Annual
 Record Date: APR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles G. Berg	For	For	Management
1.2	Elect Director Willard W. Brittain, Jr.	For	For	Management
1.3	Elect Director Paul J. Diaz	For	For	Management
1.4	Elect Director Peter T. Grauer	For	For	Management
1.5	Elect Director John M. Nehra	For	For	Management
1.6	Elect Director William L. Roper	For	For	Management
1.7	Elect Director Kent J. Thiry	For	For	Management
1.8	Elect Director Roger J. Valine	For	For	Management
1.9	Elect Director Richard C. Vaughan	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

DIAMOND FOODS, INC.

Ticker: DMND Security ID: 252603105
 Meeting Date: JAN 28, 2009 Meeting Type: Annual
 Record Date: DEC 1, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph P. Silveira	For	For	Management
1.2	Elect Director Laurence M. Baer	For	For	Management
1.3	Elect Director Michael J. Mendes	For	For	Management
2	Ratify Auditors	For	For	Management

DIRECTV GROUP, INC, THE

Ticker: DTV Security ID: 25459L106

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Meeting Date: JUN 2, 2009 Meeting Type: Annual
 Record Date: APR 3, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Chase Carey	For	For	Management
1.2	Elect Director Mark Carleton	For	For	Management
1.3	Elect Director Peter Lund	For	For	Management
1.4	Elect Director Haim Saban	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Principles for Health Care Reform	Against	Against	Shareholder
4	Declassify the Board of Directors	Against	For	Shareholder

 DOLLAR TREE INC.

Ticker: DLTR Security ID: 256746108
 Meeting Date: JUN 18, 2009 Meeting Type: Annual
 Record Date: APR 17, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arnold S. Barron	For	Withhold	Management
1.2	Elect Director J. Douglas Perry	For	Withhold	Management
1.3	Elect Director Thomas A. Saunders III	For	Withhold	Management
1.4	Elect Director Carl P. Zeithaml	For	Withhold	Management
2	Declassify the Board of Directors	Against	For	Shareholder

 DUN & BRADSTREET CORP, THE

Ticker: DNB Security ID: 26483E100
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Austin A. Adams	For	For	Management
1.2	Elect Director James N. Fernandez	For	For	Management
1.3	Elect Director Sandra E. Peterson	For	For	Management
1.4	Elect Director Michael R. Quinlan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management

 EDWARDS LIFESCIENCES CORPORATION

Ticker: EW Security ID: 28176E108
 Meeting Date: MAY 7, 2009 Meeting Type: Annual
 Record Date: MAR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mike R. Bowlin	For	For	Management
2	Elect Director Barbara J. McNeil	For	For	Management
3	Elect Director Michael A. Mussallem	For	For	Management
4	Elect Director William J. Link	For	For	Management
5	Amend Omnibus Stock Plan	For	For	Management
6	Ratify Auditors	For	For	Management

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ENDO PHARMACEUTICALS HOLDINGS INC.

Ticker: ENDP Security ID: 29264F205
 Meeting Date: MAY 27, 2009 Meeting Type: Annual
 Record Date: APR 15, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John J. Delucca	For	For	Management
1.2	Elect Director David P. Holveck	For	For	Management
1.3	Elect Director Nancy J Hutson	For	For	Management
1.4	Elect Director Michael Hyatt	For	For	Management
1.5	Elect Director Roger H. Kimmel	For	For	Management
1.6	Elect Director C.A. Meanwell	For	Withhold	Management
1.7	Elect Director William P. Montague	For	For	Management
1.8	Elect Director Joseph C. Scodari	For	For	Management
1.9	Elect Director William F. Spengler	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

ENERGY CONVERSION DEVICES, INC.

Ticker: ENER Security ID: 292659109
 Meeting Date: NOV 18, 2008 Meeting Type: Annual
 Record Date: OCT 1, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph A. Avila	For	For	Management
1.2	Elect Director Alan E. Barton	For	For	Management
1.3	Elect Director Christopher P. Belden	For	For	Management
1.4	Elect Director Robert I. Frey	For	For	Management
1.5	Elect Director William J. Ketelhut	For	For	Management
1.6	Elect Director Mark D. Morelli	For	For	Management
1.7	Elect Director Stephen Rabinowitz	For	For	Management
1.8	Elect Director George A Schreiber, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

FAMILY DOLLAR STORES, INC.

Ticker: FDO Security ID: 307000109
 Meeting Date: JAN 15, 2009 Meeting Type: Annual
 Record Date: NOV 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mark R. Bernstein	For	For	Management
1.2	Elect Director Pamela L. Davies	For	For	Management
1.3	Elect Director Sharon Allred Decker	For	For	Management
1.4	Elect Director Edward C. Dolby	For	For	Management
1.5	Elect Director Glenn A. Eisenberg	For	For	Management
1.6	Elect Director Howard R. Levine	For	For	Management
1.7	Elect Director George R. Mahoney, Jr.	For	For	Management
1.8	Elect Director James G. Martin	For	For	Management
1.9	Elect Director Harvey Morgan	For	For	Management
1.10	Elect Director Dale C. Pond	For	For	Management

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Ticker: GB Security ID: 39153L106
 Meeting Date: MAY 15, 2009 Meeting Type: Annual
 Record Date: APR 2, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Pamela G. Bailey	For	For	Management
1.2	Elect Director Michael Dinkins	For	For	Management
1.3	Elect Director Thomas J. Hook	For	For	Management
1.4	Elect Director Kevin C. Melia	For	For	Management
1.5	Elect Director Dr. Joseph A. Miller, Jr.	For	For	Management
1.6	Elect Director Bill R. Sanford	For	For	Management
1.7	Elect Director Peter H. Soderberg	For	For	Management
1.8	Elect Director William B. Summers, Jr.	For	For	Management
1.9	Elect Director John P. Wareham	For	For	Management
1.10	Elect Director Dr. Helena S. Wisniewski	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

 GREEN MOUNTAIN COFFEE ROASTERS, INC.

Ticker: GMCR Security ID: 393122106
 Meeting Date: MAR 12, 2009 Meeting Type: Annual
 Record Date: JAN 16, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William D. Davis	For	For	Management
1.2	Elect Director Jules A. del Vecchio	For	For	Management
1.3	Elect Director Robert P. Stiller	For	For	Management
2	Ratify Auditors	For	For	Management

 HANSEN NATURAL CORP.

Ticker: HANS Security ID: 411310105
 Meeting Date: JUN 4, 2009 Meeting Type: Annual
 Record Date: APR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Rodney C. Sacks	For	For	Management
1.2	Elect Director Hilton H. Schlosberg	For	For	Management
1.3	Elect Director Norman C. Epstein	For	For	Management
1.4	Elect Director Benjamin M. Polk	For	For	Management
1.5	Elect Director Sydney Selati	For	For	Management
1.6	Elect Director Harold C. Taber, Jr.	For	For	Management
1.7	Elect Director Mark S. Vidergauz	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Non-Employee Director Omnibus Stock Plan	For	Against	Management

 HEICO CORPORATION

Ticker: HEI Security ID: 422806109

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Meeting Date: MAR 27, 2009 Meeting Type: Annual

Record Date: JAN 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Samuel L. Higginbottom	For	For	Management
1.2	Elect Director Mark H. Hildebrandt	For	For	Management
1.3	Elect Director Wolfgang Mayrhuber	For	For	Management
1.4	Elect Director Eric A. Mendelson	For	For	Management
1.5	Elect Director Laurans A. Mendelson	For	For	Management
1.6	Elect Director Victor H. Mendelson	For	For	Management
1.7	Elect Director Albert Morrison, Jr.	For	For	Management
1.8	Elect Director Alan Schriesheim	For	For	Management
1.9	Elect Director Frank J. Schwitter	For	For	Management
2.	Ratify Auditors	For	For	Management

HOT TOPIC, INC.

Ticker: HOTT Security ID: 441339108

Meeting Date: JUN 9, 2009 Meeting Type: Annual

Record Date: APR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Evelyn D'An	For	For	Management
1.2	Elect Director Lisa M. Harper	For	For	Management
1.3	Elect Director W. Scott Hedrick	For	For	Management
1.4	Elect Director Elizabeth McLaughlin	For	For	Management
1.5	Elect Director Bruce Quinnell	For	For	Management
1.6	Elect Director Andrew Schuon	For	For	Management
1.7	Elect Director Thomas G. Vellios	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

II-VI INC.

Ticker: IIVI Security ID: 902104108

Meeting Date: NOV 7, 2008 Meeting Type: Annual

Record Date: SEP 5, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Carl J. Johnson	For	Withhold	Management
1.2	Elect Director Thomas E. Mistler	For	For	Management
1.3	Elect Director Joseph J. Corasanti	For	For	Management
2	Ratify Auditors	For	For	Management

ILLUMINA, INC.

Ticker: ILMN Security ID: 452327109

Meeting Date: SEP 9, 2008 Meeting Type: Special

Record Date: JUL 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Increase Authorized Common Stock	For	For	Management

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ILLUMINA, INC.

Ticker: ILMN Security ID: 452327109
 Meeting Date: MAY 8, 2009 Meeting Type: Annual
 Record Date: MAR 16, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director A. Blaine Bowman	For	For	Management
2	Elect Director Karin Eastham	For	For	Management
3	Elect Director Jay T. Flatley	For	For	Management
4	Elect Director William H. Rastetter, Ph.D.	For	For	Management
5	Ratify Auditors	For	For	Management

INTERACTIVE DATA CORPORATION

Ticker: IDC Security ID: 45840J107
 Meeting Date: MAY 20, 2009 Meeting Type: Annual
 Record Date: MAR 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Raymond L. D?Arcy	For	Withhold	Management
1.2	Elect Director Myra R. Drucker	For	For	Management
1.3	Elect Director Rona A. Fairhead	For	Withhold	Management
1.4	Elect Director Donald P. Greenberg	For	For	Management
1.5	Elect Director Caspar J.A. Hobbs	For	Withhold	Management
1.6	Elect Director Philip J. Hoffman	For	Withhold	Management
1.7	Elect Director Robert C. Lamb, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management

ITT EDUCATIONAL SERVICES, INC.

Ticker: ESI Security ID: 45068B109
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joanna T. Lau	For	For	Management
1.2	Elect Director Samuel L. Odle	For	For	Management
1.3	Elect Director John A. Yena	For	For	Management
2	Ratify Auditors	For	For	Management

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 23, 2009 Meeting Type: Annual
 Record Date: FEB 24, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Michael M.E. Johns	For	For	Management
1.4	Elect Director Arnold G. Langbo	For	For	Management
1.5	Elect Director Susan L. Lindquist	For	For	Management
1.6	Elect Director Leo F. Mullin	For	For	Management
1.7	Elect Director William D. Perez	For	For	Management
1.8	Elect Director Charles Prince	For	For	Management
1.9	Elect Director David Satcher	For	For	Management
1.10	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

JOS. A. BANK CLOTHIERS, INC.

Ticker: JOSB Security ID: 480838101
 Meeting Date: JUN 18, 2009 Meeting Type: Annual
 Record Date: APR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew A. Giordano	For	For	Management
1.2	Elect Director William E. Herron	For	For	Management
1.3	Elect Director Henry Homes, III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management

KANSAS CITY SOUTHERN

Ticker: KSU Security ID: 485170302
 Meeting Date: OCT 7, 2008 Meeting Type: Special
 Record Date: AUG 13, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Omnibus Stock Plan	For	For	Management

KNIGHT CAPITAL GROUP, INC.

Ticker: NITE Security ID: 499005106
 Meeting Date: MAY 13, 2009 Meeting Type: Annual
 Record Date: APR 1, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William L. Bolster	For	For	Management
2	Elect Director Gary R. Griffith	For	For	Management
3	Elect Director Thomas M. Joyce	For	For	Management
4	Elect Director James W. Lewis	For	For	Management
5	Elect Director Thomas C. Lockburner	For	For	Management
6	Elect Director James T. Milde	For	For	Management
7	Elect Director Christopher C. Quick	For	For	Management
8	Elect Director Laurie M. Shahon	For	For	Management
9	Approve Executive Incentive Bonus Plan	For	For	Management
10	Ratify Auditors	For	For	Management

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LABORATORY CORPORATION OF AMERICA HOLDINGS

Ticker: LH Security ID: 50540R409
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Thomas P. Mac Mahon	For	For	Management
2	Elect Director Kerrii B. Anderson	For	For	Management
3	Elect Director Jean-Luc Belingard	For	Against	Management
4	Elect Director David P. King	For	For	Management
5	Elect Director Wendy E. Lane	For	For	Management
6	Elect Director Robert E. Mittelstaedt, Jr.	For	For	Management
7	Elect Director Arthur H. Rubenstein	For	For	Management
8	Elect Director M. Keith Weikel	For	For	Management
9	Elect Director R. Sanders Williams	For	For	Management
10	Ratify Auditors	For	For	Management

MANTECH INTERNATIONAL CORPORATION

Ticker: MANT Security ID: 564563104
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: MAR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director George J. Pedersen	For	For	Management
1.2	Elect Director Richard L. Armitage	For	For	Management
1.3	Elect Director Mary K. Bush	For	For	Management
1.4	Elect Director Barry G. Campbell	For	For	Management
1.5	Elect Director Robert A. Coleman	For	For	Management
1.6	Elect Director Walter R. Fatzinger, Jr.	For	For	Management
1.7	Elect Director David E. Jeremiah	For	For	Management
1.8	Elect Director Richard J. Kerr	For	For	Management
1.9	Elect Director Kenneth A. Minihan	For	For	Management
1.10	Elect Director Stephen W. Porter	For	For	Management
2	Ratify Auditors	For	For	Management

MARTEK BIOSCIENCES CORP.

Ticker: MATK Security ID: 572901106
 Meeting Date: MAR 19, 2009 Meeting Type: Annual
 Record Date: JAN 21, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harry J. D'Andrea	For	For	Management
2	Elect Director James R. Beery	For	For	Management
3	Elect Director Michael G. Devine	For	For	Management
4	Elect Director Steve Dubin	For	For	Management
5	Elect Director Robert J. Flanagan	For	For	Management
6	Elect Director Polly B. Kawalek	For	For	Management
7	Elect Director Jerome C. Keller	For	For	Management

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8	Elect Director Douglas J. MacMaster, Jr.	For	For	Management
9	Elect Director Robert H. Mayer	For	For	Management
10	Elect Director Eugene H. Rotberg	For	For	Management
11	Ratify Auditors	For	For	Management

MCAFEE, INC.

Ticker: MFE Security ID: 579064106
 Meeting Date: APR 27, 2009 Meeting Type: Annual
 Record Date: MAR 10, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Leslie G. Denend	For	For	Management
1.2	Elect Director David G. DeWalt	For	For	Management
1.3	Elect Director Charles J. Robel	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management
5	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
6	Ratify Auditors	For	For	Management

MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 27, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert A. Eckert	For	For	Management
2	Elect Director Enrique Hernandez, Jr.	For	For	Management
3	Elect Director Jeanne P. Jackson	For	For	Management
4	Elect Director Andrew J. McKenna	For	For	Management
5	Ratify Auditors	For	For	Management
6	Amend Omnibus Stock Plan	For	For	Management
7	Approve Executive Incentive Bonus Plan	For	For	Management
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
9	Phase out Sales of Eggs from Battery Cage Hens	Against	Against	Shareholder

MEDCO HEALTH SOLUTIONS, INC.

Ticker: MHS Security ID: 58405U102
 Meeting Date: MAY 21, 2009 Meeting Type: Annual
 Record Date: MAR 26, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Charles M. Lillis, Ph.D.	For	For	Management
2	Elect Director William L. Roper, M.D.	For	For	Management
3	Elect Director David D. Stevens	For	For	Management

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4	Ratify Auditors	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management

MOSAIC CO

Ticker: MOS Security ID: 61945A107
 Meeting Date: OCT 9, 2008 Meeting Type: Annual
 Record Date: AUG 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David B. Mathis	For	For	Management
1.2	Elect Director James L. Popowich	For	For	Management
1.3	Elect Director James T. Prokopanko	For	For	Management
1.4	Elect Director Steven M. Seibert	For	For	Management
2	Ratify Auditors	For	For	Management

MTS SYSTEMS CORP.

Ticker: MTSC Security ID: 553777103
 Meeting Date: FEB 4, 2009 Meeting Type: Annual
 Record Date: DEC 8, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jean-Lou Chameau	For	For	Management
1.2	Elect Director Merlin E. Dewing	For	For	Management
1.3	Elect Director Laura B. Hamilton	For	For	Management
1.4	Elect Director Brendan C. Hegarty	For	For	Management
1.5	Elect Director Lois M. Martin	For	For	Management
1.6	Elect Director Joseph M. O'Donnell	For	For	Management
1.7	Elect Director Barb J. Samardzich	For	For	Management
2	Ratify Auditors	For	For	Management

NETFLIX. INC

Ticker: NFLX Security ID: 64110L106
 Meeting Date: MAY 28, 2009 Meeting Type: Annual
 Record Date: MAR 31, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard N. Barton	For	For	Management
1.2	Elect Director Charles H. Giancarlo	For	For	Management
2	Ratify Auditors	For	For	Management

NTELOS HOLDINGS CORP.

Ticker: NTLS Security ID: 67020Q107
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Timothy G. Biltz	For	For	Management
1.2	Elect Director Daniel Fine	For	For	Management
1.3	Elect Director Daniel J. Heneghan	For	For	Management
1.4	Elect Director Eric B. Hertz	For	For	Management
1.5	Elect Director Michael Huber	For	For	Management
1.6	Elect Director Julia B. North	For	For	Management
1.7	Elect Director Jerry E. Vaughn	For	For	Management
1.8	Elect Director James S. Quarforth	For	For	Management
2	Ratify Auditors	For	For	Management

ODYSSEY HEALTHCARE, INC.

Ticker: ODSY Security ID: 67611V101
 Meeting Date: MAY 7, 2009 Meeting Type: Annual
 Record Date: MAR 19, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John K. Carlyle	For	For	Management
1.2	Elect Director David W. Cross	For	For	Management
1.3	Elect Director David L. Steffy	For	For	Management
2	Ratify Auditors	For	For	Management

ONYX PHARMACEUTICALS, INC.

Ticker: ONXX Security ID: 683399109
 Meeting Date: MAY 26, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul Goddard, Ph.D.	For	Withhold	Management
1.2	Elect Director Antonio J. Grillo-Lopez, M.D.	For	For	Management
1.3	Elect Director Wendell Wierenga, Ph.D.	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

OSI PHARMACEUTICALS, INC.

Ticker: OSIP Security ID: 671040103
 Meeting Date: JUN 17, 2009 Meeting Type: Annual
 Record Date: APR 22, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert A. Ingram	For	For	Management
1.2	Elect Director Colin Goddard, Ph.D.	For	For	Management
1.3	Elect Director Santo J. Costa	For	For	Management
1.4	Elect Director Joseph Klein, III	For	For	Management
1.5	Elect Director Kenneth B. Lee, Jr.	For	For	Management
1.6	Elect Director Viren Mehta	For	For	Management
1.7	Elect Director David W. Niemiec	For	For	Management
1.8	Elect Director Herbert M. Pinedo, M.D., Ph.D.	For	For	Management
1.9	Elect Director Katharine B. Stevenson	For	For	Management

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1.10	Elect Director John P. White	For	For	Management
2	Ratify Auditors	For	For	Management

PANERA BREAD COMPANY

Ticker: PNRA Security ID: 69840W108
 Meeting Date: MAY 21, 2009 Meeting Type: Annual
 Record Date: MAR 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Domenic Colasacco	For	For	Management
1.2	Elect Director W. Austin Ligon	For	For	Management
2	Ratify Auditors	For	For	Management

PAREXEL INTERNATIONAL CORP.

Ticker: PRXL Security ID: 699462107
 Meeting Date: DEC 11, 2008 Meeting Type: Annual
 Record Date: OCT 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Patrick J. Fortune	For	For	Management
1.2	Elect Director Ellen M. Zane	For	For	Management
2	Ratify Auditors	For	For	Management

PEET'S COFFEE & TEA, INC.

Ticker: PEET Security ID: 705560100
 Meeting Date: MAY 20, 2009 Meeting Type: Annual
 Record Date: MAR 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gerald Baldwin	For	Withhold	Management
1.2	Elect Director Hilary Billings	For	For	Management
1.3	Elect Director Elizabeth Sartain	For	For	Management
2	Ratify Auditors	For	For	Management

PETSMART

Ticker: PETM Security ID: 716768106
 Meeting Date: JUN 17, 2009 Meeting Type: Annual
 Record Date: APR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Rita V. Foley	For	For	Management
2	Elect Director Joseph S. Hardin, Jr.	For	For	Management
3	Elect Director Amin I. Khalifa	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Ratify Auditors	For	For	Management
6	Amend Executive Incentive Bonus Plan	For	For	Management

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PRICELINE.COM INC.

Ticker: PCLN Security ID: 741503403
 Meeting Date: JUN 3, 2009 Meeting Type: Annual
 Record Date: APR 14, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffery H. Boyd	For	For	Management
1.2	Elect Director Ralph M. Bahna	For	For	Management
1.3	Elect Director Howard W. Barker, Jr.	For	For	Management
1.4	Elect Director Jan L. Docter	For	For	Management
1.5	Elect Director Jeffrey E. Epstein	For	For	Management
1.6	Elect Director James M. Guyette	For	For	Management
1.7	Elect Director Nancy B. Peretsman	For	For	Management
1.8	Elect Director Craig W. Rydin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Right to Call Special Meetings	For	Against	Management
4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

QUEST DIAGNOSTICS INCORPORATED

Ticker: DGX Security ID: 74834L100
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: MAR 16, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jenne K. Britell	For	For	Management
1.2	Elect Director Gail R. Wilensky	For	For	Management
1.3	Elect Director John B. Ziegler	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

RESEARCH IN MOTION LTD

Ticker: RIM Security ID: 760975102
 Meeting Date: JUL 15, 2008 Meeting Type: Annual
 Record Date: MAY 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect James Balsillie, Mike Lazaridis, James Estill, David Kerr, Roger Martin, John Richardson, Barbara Stymiest and John Wetmore as Directors	For	For	Management
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management

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ROCK-TENN COMPANY

Ticker: RKT Security ID: 772739207
 Meeting Date: JAN 30, 2009 Meeting Type: Annual
 Record Date: NOV 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John D. Hopkins	For	For	Management
1.2	Elect Director James A. Rubright	For	For	Management
1.3	Elect Director Bettina M. Whyte	For	For	Management
1.4	Elect Director James E. Young	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

ROLLINS, INC.

Ticker: ROL Security ID: 775711104
 Meeting Date: APR 28, 2009 Meeting Type: Annual
 Record Date: FEB 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary W. Rollins	For	For	Management
1.2	Elect Director Henry B. Tippie	For	Withhold	Management
1.3	Elect Director Larry L. Prince	For	For	Management
1.4	Elect Director Glen W. Rollins	For	For	Management

SAIC INC

Ticker: SAI Security ID: 78390X101
 Meeting Date: JUN 19, 2009 Meeting Type: Annual
 Record Date: APR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director France A. Cordova	For	For	Management
1.2	Elect Director Kenneth C. Dahlberg	For	For	Management
1.3	Elect Director Jere A. Drummond	For	For	Management
1.4	Elect Director John J. Hamre	For	For	Management
1.5	Elect Director Miriam E. John	For	For	Management
1.6	Elect Director Anita K. Jones	For	For	Management
1.7	Elect Director John P. Jumper	For	For	Management
1.8	Elect Director Harry M.J. Kraemer, Jr.	For	For	Management
1.9	Elect Director Edward J. Sanderson, Jr.	For	For	Management
1.10	Elect Director Louis A. Simpson	For	For	Management
1.11	Elect Director A. Thomas Young	For	For	Management
2	Approve Conversion of Securities	For	For	Management
3	Ratify Auditors	For	For	Management

SANOFI AVENTIS

Ticker: SNY Security ID: 80105N105
 Meeting Date: APR 17, 2009 Meeting Type: Annual/Special
 Record Date: MAR 16, 2009

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Accept Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.20 per Share	For	For	Management
4	Ratify Appointment of Chris Viehbacher as Director	For	For	Management
5	Approve Auditors' Special Report Regarding Related-Party Transactions	For	Against	Management
6	Approve Transaction with Chris Viehbacher Re: Severance Payments	For	Against	Management
7	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
8	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 1.3 Billion	For	For	Management
9	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 500 Million	For	For	Management
10	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions	For	For	Management
11	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	For	Management
12	Authorize Capitalization of Reserves of Up to EUR 500 Million for Bonus Issue or Increase in Par Value	For	For	Management
13	Approve Employee Stock Purchase Plan	For	For	Management
14	Authorize up to 2.5 Percent of Issued Capital for Use in Stock Option Plan	For	Against	Management
15	Authorize up to 1.0 Percent of Issued Capital for Use in Restricted Stock Plan	For	Against	Management
16	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	Management
17	Amend Article 15 of the Bylaws Re: Audit Committee	For	For	Management
18	Authorize Filing of Required Documents/Other Formalities	For	For	Management

SEPRACOR INC.

Ticker: SEPR Security ID: 817315104
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: MAR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Cresci	For	For	Management
1.2	Elect Director James F. Mrazek	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management

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STRAYER EDUCATION, INC.

Ticker: STRA Security ID: 863236105
 Meeting Date: APR 28, 2009 Meeting Type: Annual
 Record Date: MAR 5, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert S. Silberman	For	For	Management
1.2	Elect Director Dr. Charlotte F. Beason	For	For	Management
1.3	Elect Director William E. Brock	For	For	Management
1.4	Elect Director David A. Coulter	For	For	Management
1.5	Elect Director Robert R. Grusky	For	For	Management
1.6	Elect Director Robert L. Johnson	For	Against	Management
1.7	Elect Director Todd A. Milano	For	Against	Management
1.8	Elect Director G. Thomas Waite, III	For	For	Management
1.9	Elect Director J. David Wargo	For	Against	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management

SYBASE, INC.

Ticker: SY Security ID: 871130100
 Meeting Date: APR 14, 2009 Meeting Type: Annual
 Record Date: FEB 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John S. Chen	For	For	Management
1.2	Elect Director Richard C. Alberding	For	For	Management
1.3	Elect Director Michael A. Daniels	For	For	Management
1.4	Elect Director Alan B. Salisbury	For	For	Management
1.5	Elect Director Jack E. Sum	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

TECHNE CORP.

Ticker: TECH Security ID: 878377100
 Meeting Date: OCT 23, 2008 Meeting Type: Annual
 Record Date: SEP 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas E. Oland	For	For	Management
1.2	Elect Director Roger C. Lucas	For	For	Management
1.3	Elect Director Howard V. O'Connell	For	For	Management
1.4	Elect Director G. Arthur Herbert	For	For	Management
1.5	Elect Director R.C. Steer	For	For	Management
1.6	Elect Director Robert V. Baumgartner	For	For	Management
1.7	Elect Director C.A. Dinarello	For	For	Management
1.8	Elect Director K.A. Holbrook	For	For	Management
2	Fix Number of Directors	For	For	Management

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TELEFONICA S.A. (FORMERLY TELEFONICA DE ESPANA, S.A.)

Ticker: TEF Security ID: 879382208
 Meeting Date: JUN 22, 2009 Meeting Type: Annual
 Record Date: MAY 26, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Individual and Consolidated Financial Statements, Allocation of Income, and Discharge Directors	For	For	Management
2	Approve Dividend Charged to Unrestricted Reserves	For	For	Management
3	Approve Employee Stock Purchase Plan	For	For	Management
4	Authorize Share Repurchase Program	For	For	Management
5	Approve Reduction in Capital via the Cancellation of Treasury Shares; Amend Articles Accordingly	For	For	Management
6	Ratify Auditors for Fiscal Year 2009	For	For	Management
7	Authorize Board to Ratify and Execute Approved Resolutions	For	For	Management

TEVA PHARMACEUTICAL INDUSTRIES LTD.

Ticker: TEVA Security ID: 881624209
 Meeting Date: JUN 22, 2009 Meeting Type: Annual
 Record Date: MAY 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Final Dividend	For	For	Management
2.1	Elect Phillip Frost as Director	For	For	Management
2.2	Elect Roger Abravanel as Director	For	For	Management
2.3	Elect Elon Kohlberg as Director	For	For	Management
2.4	Elect Yitzhak Peterburg as Director	For	For	Management
2.5	Elect Erez Vigodman as Director	For	For	Management
3	Approve Auditors and Authorize Board to Fix Their Remuneration	For	For	Management

THORATEC CORP.

Ticker: THOR Security ID: 885175307
 Meeting Date: MAY 13, 2009 Meeting Type: Annual
 Record Date: APR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Neil F. Dimick	For	For	Management
1.2	Elect Director Gerhard F. Burbach	For	For	Management
1.3	Elect Director J. Daniel Cole	For	For	Management
1.4	Elect Director Steven H. Collis	For	For	Management
1.5	Elect Director Elisha W. Finney	For	For	Management
1.6	Elect Director D. Keith Grossman	For	Withhold	Management
1.7	Elect Director Paul A. LaViolette	For	For	Management
1.8	Elect Director Daniel M. Mulvena	For	For	Management
2	Ratify Auditors	For	For	Management

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TREEHOUSE FOODS INC.

Ticker: THS Security ID: 89469A104
 Meeting Date: APR 30, 2009 Meeting Type: Annual
 Record Date: MAR 3, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank J. O'Connell	For	For	Management
1.2	Elect Director Terdema L. Ussery, II	For	For	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management

UNITED THERAPEUTICS CORP.

Ticker: UTHR Security ID: 91307C102
 Meeting Date: JUN 26, 2009 Meeting Type: Annual
 Record Date: APR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ray Kurzweil	For	Withhold	Management
1.2	Elect Director Martine Rothblatt, Ph.D.	For	Withhold	Management
1.3	Elect Director Louis Sullivan, M.D.	For	Withhold	Management
2	Ratify Auditors	For	For	Management

VARIAN MEDICAL SYSTEMS INC

Ticker: VAR Security ID: 92220P105
 Meeting Date: FEB 12, 2009 Meeting Type: Annual
 Record Date: DEC 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Timothy E. Guertin	For	For	Management
1.2	Elect Director David W. Martin, Jr	For	For	Management
1.3	Elect Director R. Naumann-Etienne	For	For	Management
1.4	Elect Director V. Thyagarajan	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

W.W. GRAINGER, INC.

Ticker: GWW Security ID: 384802104
 Meeting Date: APR 29, 2009 Meeting Type: Annual
 Record Date: MAR 2, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brian P. Anderson	For	For	Management
1.2	Elect Director Wilbur H. Gantz	For	For	Management
1.3	Elect Director V. Ann Hailey	For	For	Management
1.4	Elect Director William K. Hall	For	For	Management
1.5	Elect Director Richard L. Keyser	For	For	Management
1.6	Elect Director Stuart L. Levenick	For	For	Management

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1.7	Elect Director John W. McCarter, Jr.	For	For	Management
1.8	Elect Director Neil S. Novich	For	For	Management
1.9	Elect Director Michael J. Roberts	For	For	Management
1.10	Elect Director Gary L. Rogers	For	For	Management
1.11	Elect Director James T. Ryan	For	For	Management
1.12	Elect Director James D. Slavik	For	For	Management
1.13	Elect Director Harold B. Smith	For	For	Management
2	Ratify Auditors	For	For	Management

WOODWARD GOVERNOR COMPANY

Ticker: WGOV Security ID: 980745103
 Meeting Date: JAN 22, 2009 Meeting Type: Annual
 Record Date: NOV 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul Donovan	For	For	Management
1.2	Elect Director Thomas A. Gendron	For	For	Management
1.3	Elect Director John A. Halbrook	For	For	Management
1.4	Elect Director Dr. Ronald M. Segal	For	For	Management
2	Ratify Auditors	For	For	Management

XILINX, INC.

Ticker: XLNX Security ID: 983919101
 Meeting Date: AUG 14, 2008 Meeting Type: Annual
 Record Date: JUN 16, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Willem P. Roelandts	For	For	Management
1.2	Elect Director Moshe N. Gavrielov	For	For	Management
1.3	Elect Director John L. Doyle	For	For	Management
1.4	Elect Director Jerald G. Fishman	For	For	Management
1.5	Elect Director Philip T. Gianos	For	For	Management
1.6	Elect Director William G. Howard, Jr.	For	For	Management
1.7	Elect Director J. Michael Patterson	For	For	Management
1.8	Elect Director Marshall C. Turner	For	For	Management
1.9	Elect Director E.W. Vanderslice	For	For	Management
2	Amend Qualified Employee Stock Purchase Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

===== END NPX REPORT

SIGNATURES:

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

The Value Line Fund, Inc.
(Registrant)

By: /s/ Mitchell E. Appel
Mitchell E. Appel
President

Date: August 12, 2009