

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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2 Ratify Auditors For For Management

FLOWERS FOODS, INC.

Ticker: FLO Security ID: 343498101
 Meeting Date: JUN 5, 2009 Meeting Type: Annual
 Record Date: APR 3, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Joe E. Beverly | For | Withhold | Management |
| 1.2 | Elect Director Amos R. McMullian | For | Withhold | Management |
| 1.3 | Elect Director J.V. Shields, Jr. | For | Withhold | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Paul Berg | For | For | Management |
| 1.2 | Elect Director John F. Cogan | For | For | Management |
| 1.3 | Elect Director Etienne F. Davignon | For | For | Management |
| 1.4 | Elect Director James M. Denny | For | For | Management |
| 1.5 | Elect Director Carla A. Hills | For | For | Management |
| 1.6 | Elect Director John W. Madigan | For | For | Management |
| 1.7 | Elect Director John C. Martin | For | For | Management |
| 1.8 | Elect Director Gordon E. Moore | For | For | Management |
| 1.9 | Elect Director Nicholas G. Moore | For | For | Management |
| 1.10 | Elect Director Richard J. Whitley | For | For | Management |
| 1.11 | Elect Director Gayle E. Wilson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

GLOBAL PAYMENTS, INC.

Ticker: GPN Security ID: 37940X102
 Meeting Date: SEP 26, 2008 Meeting Type: Annual
 Record Date: AUG 22, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Paul R. Garcia | For | For | Management |
| 1.2 | Elect Director Gerald J. Wilkins | For | For | Management |
| 1.3 | Elect Director Michael W. Trapp | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

GREATBATCH, INC.

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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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|---|-----------------|-----|-----|------------|
| 4 | Ratify Auditors | For | For | Management |
|---|-----------------|-----|-----|------------|

SILGAN HOLDINGS INC.

Ticker: SLGN Security ID: 827048109
 Meeting Date: MAY 26, 2009 Meeting Type: Annual
 Record Date: APR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Anthony J. Allott | For | Withhold | Management |
| 1.2 | Elect Director Jeffrey C. Crowe | For | For | Management |
| 1.3 | Elect Director Edward A. Lapekas | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

STANTEC INC.

Ticker: STN Security ID: 85472N109
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Bradshaw | For | For | Management |
| 1.2 | Elect Director David L. Emerson | For | For | Management |
| 1.3 | Elect Director Anthony P. Franceschini | For | For | Management |
| 1.4 | Elect Director Robert J. Gomes | For | For | Management |
| 1.5 | Elect Director Susan E. Hartman | For | For | Management |
| 1.6 | Elect Director Aram H. Keith | For | For | Management |
| 1.7 | Elect Director Ivor M. Ruste | For | For | Management |
| 1.8 | Elect Director Ronald Triffo | For | For | Management |
| 2 | Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration | For | For | Management |

STERICYCLE, INC.

Ticker: SRCL Security ID: 858912108
 Meeting Date: MAY 28, 2009 Meeting Type: Annual
 Record Date: APR 1, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mark C. Miller | For | For | Management |
| 1.2 | Elect Director Jack W. Schuler | For | For | Management |
| 1.3 | Elect Director Thomas D. Brown | For | For | Management |
| 1.4 | Elect Director Rod F. Dammeyer | For | For | Management |
| 1.5 | Elect Director William K. Hall | For | For | Management |
| 1.6 | Elect Director Jonathan T. Lord, M.D. | For | For | Management |
| 1.7 | Elect Director John Patience | For | For | Management |
| 1.8 | Elect Director Ronald G. Spaeth | For | For | Management |
| 2 | Ratify Auditors | 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. Sega | 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