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BLUE CHIP VALUE FUND INC  
Form N-PX  
August 27, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act file number 811-05003  
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BLUE CHIP VALUE FUND, INC.  
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(Exact name of registrant as specified in charter)

1225 Seventeenth Street, 26th Floor  
Denver, CO 80202  
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(Address of principal executive offices) (Zip code)

Michael P. Malloy, Drinker Biddle & Reath LLP, One Logan Square,  
18th & Cherry Streets, Philadelphia, PA 19103  
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(Name and address of agent for service)

Registrant's telephone number, including area code: 800-624-4190  
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Date of fiscal year end: December 31  
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Date of reporting period: July 1, 2003 - June 30, 2004  
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ICA File Number: 811-05003  
Reporting Period: 07/01/2003 - 06/30/2004  
Blue Chip Value Fund, Inc.

===== BLUE CHIP VALUE FUND =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 23, 2004 Meeting Type: Annual  
Record Date: FEB 25, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roxanne S. Austin	For	For	Management
1.2	Elect Director H.Laurance Fuller	For	For	Management
1.3	Elect Director Richard A. Gonzalez	For	For	Management
1.4	Elect Director Jack M. Greenberg	For	For	Management
1.5	Elect Director Jeffrey M. Leiden	For	For	Management
1.6	Elect Director David A. Lord Owen	For	For	Management
1.7	Elect Director Boone Powell Jr.	For	For	Management

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1.8	Elect	Director Addison Barry Rand	For	For	Management
1.9	Elect	Director W. Ann Reynolds	For	For	Management
1.10	Elect	Director Roy S. Roberts	For	For	Management
1.11	Elect	Director William D. Smithburg	For	For	Management
1.12	Elect	Director John R. Walter	For	For	Management
1.13	Elect	Director Miles D. White	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Drug Pricing		Against	Against	Shareholder
4	Report on Political Contributions/Activities		Against	Against	Shareholder
5	Prohibit Awards to Executives		Against	Against	Shareholder
6	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic		Against	Against	Shareholder

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ACCENTURE LTD BERMUDA

Ticker: ACN Security ID: G1150G111  
 Meeting Date: FEB 5, 2004 Meeting Type: Annual  
 Record Date: DEC 8, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Appoint Dennis F. Hightower, William L. Kimsey, Robert I. Lipp, and Wulf von Schimmelmann as Directors	For	For	Management
2	Approve KPMG LLP as Independent Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
3	Transact Other Business (Non-Voting)	None	None	Management

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AETNA INC.

Ticker: AET Security ID: 00817Y108  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Betsy Z. Cohen	For	For	Management
1.2	Elect Director Barbara Hackman Franklin	For	For	Management
1.3	Elect Director Jeffrey E. Garten	For	For	Management
1.4	Elect Director Earl G. Graves	For	For	Management
1.5	Elect Director Gerald Greenwald	For	For	Management
1.6	Elect Director Ellen M. Hancock	For	For	Management
1.7	Elect Director Michael H. Jordan	For	For	Management
1.8	Elect Director Jack D. Kuehler	For	For	Management
1.9	Elect Director Edward J. Ludwig	For	For	Management
1.10	Elect Director Joseph P. Newhouse	For	For	Management
1.11	Elect Director Judith Rodin	For	For	Management
1.12	Elect Director John W. Rowe, M.D.	For	For	Management
1.13	Elect Director Ronald A. Williams	For	For	Management
1.14	Elect Director R. David Yost	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder
4	Limit Executive Compensation	Against	Against	Shareholder

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ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director F. Duane Ackerman	For	For	Management
1.2	Elect Director James G. Andress	For	For	Management
1.3	Elect Director Edward A. Brennan	For	For	Management
1.4	Elect Director W. James Farrell	For	For	Management
1.5	Elect Director Jack M. Greenberg	For	For	Management
1.6	Elect Director Ronald T. LeMay	For	For	Management
1.7	Elect Director Edward M. Liddy	For	For	Management
1.8	Elect Director J. Christopher Reyes	For	For	Management
1.9	Elect Director H. John Riley, Jr.	For	For	Management
1.10	Elect Director Joshua I. Smith	For	For	Management
1.11	Elect Director Judith A. Sprieser	For	For	Management
1.12	Elect Director Mary Alice Taylor	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Provide for Cumulative Voting	Against	For	Shareholder

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 ALLTEL CORP.

Ticker: AT Security ID: 020039103  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: FEB 24, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Scott T. Ford	For	For	Management
1.2	Elect Director Lawrence L. Gellerstedt, III	For	For	Management
1.3	Elect Director Emon A. Mahony, Jr.	For	For	Management
1.4	Elect Director Ronald Townsend	For	For	Management
2	Ratify Auditors	For	For	Management
3	Ammend EEO - Sexual Orientation	Against	For	Shareholder

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 ALTERA CORP.

Ticker: ALTR Security ID: 021441100  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 16, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John P. Daane	For	For	Management
1.2	Elect Director Robert W. Reed	For	For	Management
1.3	Elect Director Charles M. Clough	For	For	Management
1.4	Elect Director Robert J. Finocchio Jr	For	For	Management
1.5	Elect Director Kevin Mcgarity	For	For	Management
1.6	Elect Director Paul Newhagen	For	For	Management
1.7	Elect Director William E. Terry	For	For	Management
1.8	Elect Director Susan Wang	For	For	Management
2	Amend Stock Option Plan	For	For	Management

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3	Amend Employee Stock Purchase Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Option Expensing	Against	For	Shareholder

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### AMBAC FINANCIAL GROUP, INC.

Ticker: ABK                      Security ID: 023139108  
 Meeting Date: MAY 4, 2004      Meeting Type: Annual  
 Record Date: MAR 9, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Phillip B. Lassiter	For	For	Management
1.2	Elect Director Michael A. Callen	For	For	Management
1.3	Elect Director Renso L. Caporali	For	For	Management
1.4	Elect Director Jill M. Considine	For	For	Management
1.5	Elect Director Richard Dulude	For	For	Management
1.6	Elect Director Robert J. Genader	For	For	Management
1.7	Elect Director W. Grant Gregory	For	For	Management
1.8	Elect Director Laura S. Unger	For	For	Management
1.9	Elect Director Henry D. G. Wallace	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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### AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG                      Security ID: 026874107  
 Meeting Date: MAY 19, 2004      Meeting Type: Annual  
 Record Date: MAR 26, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director M. Bernard Aidinoff	For	For	Management
1.2	Elect Director Pei-Yuan Chia	For	For	Management
1.3	Elect Director Marshall A. Cohen	For	For	Management
1.4	Elect Director Willaim S. Cohen	For	For	Management
1.5	Elect Director Martin S. Feldstein	For	For	Management
1.6	Elect Director Ellen V. Futter	For	For	Management
1.7	Elect Director Maurice R. Greenberg	For	For	Management
1.8	Elect Director Carla A. Hills	For	For	Management
1.9	Elect Director Frank J. Hoenemeyer	For	For	Management
1.10	Elect Director Richard C. Holbrooke	For	For	Management
1.11	Elect Director Donald P. Kanak	For	For	Management
1.12	Elect Director Howard I. Smith	For	For	Management
1.13	Elect Director Martin J. Sullivan	For	For	Management
1.14	Elect Director Edmund S.W. Tse	For	For	Management
1.15	Elect Director Frank G. Zarb	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Approve Non-Employee Director Stock Option Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Report on Political Contributions/Activities	Against	Against	Shareholder
6	Divest from Tobacco Equities	Against	Against	Shareholder
7	Link Executive Compensation to Predatory Lending	Against	Against	Shareholder

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AMERICAN POWER CONVERSION CORP.

Ticker: APCC Security ID: 029066107  
 Meeting Date: JUN 10, 2004 Meeting Type: Annual  
 Record Date: APR 14, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Fix Number of Directors	For	For	Management
2.1	Elect Director Rodger B. Dowdell, Jr.	For	Withhold	Management
2.2	Elect Director Emanuel E. Landsman	For	Withhold	Management
2.3	Elect Director Neil E. Rasmussen	For	Withhold	Management
2.4	Elect Director Ervin F. Lyon	For	Withhold	Management
2.5	Elect Director James D. Gerson	For	For	Management
2.6	Elect Director John G. Kassakian	For	For	Management
2.7	Elect Director John F. Keane, Sr.	For	For	Management
2.8	Elect Director Ellen B. Richstone	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

BOWATER INC.

Ticker: BOW Security ID: 102183100  
 Meeting Date: MAY 12, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arnold M. Nemirow	For	For	Management
1.2	Elect Director Arthur R. Sawchuk	For	For	Management
1.3	Elect Director Gordon D. Giffin	For	For	Management
1.4	Elect Director Douglas A. Pertz	For	For	Management

BUNGE LIMITED

Ticker: BG Security ID: G16962105  
 Meeting Date: MAY 28, 2004 Meeting Type: Annual  
 Record Date: MAR 29, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO ELECT JORGE BORN, JR., AS A MEMBER OF THE BOARD OF DIRECTORS TO SERVE UNTIL THE 2007 ANNUAL GENERAL MEETING OF SHAREHOLDERS.	For	Did Not Vote	Management
2	TO ELECT OCTAVIO CARABALLO, AS A MEMBER OF THE BOARD OF DIRECTORS TO SERVE UNTIL THE 2007 ANNUAL GENERAL MEETING OF SHAREHOLDERS.	For	Did Not Vote	Management
3	TO ELECT BERNARD DE LA TOUR D AUVERGNE LAURAGUAIS, AS A MEMBER OF THE BOARD OF DIRECTORS TO SERVE UNTIL THE 2007 ANNUAL GENERAL MEETING OF SHAREHOLDERS.	For	Did Not Vote	Management
4	TO ELECT WILLIAM ENGELS, AS A MEMBER OF THE BOARD OF DIRECTORS TO SERVE UNTIL THE	For	Did Not Vote	Management

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2007 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS.

5	Ratify Auditors	For	Did Not Vote	Management
6	TO APPROVE THE TERMS OF BUNGE LIMITED S AMENDED AND RESTATED NON-EMPLOYEE DIRECTORS EQUITY INCENTIVE PLAN.	For	Did Not Vote	Management

CITIGROUP INC.

Ticker: C Security ID: 172967101  
Meeting Date: APR 20, 2004 Meeting Type: Annual  
Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Michael Armstrong	For	For	Management
1.2	Elect Director Alain J.P. Belda	For	For	Management
1.3	Elect Director George David	For	For	Management
1.4	Elect Director Kenneth T. Derr	For	For	Management
1.5	Elect Director John M. Deutch	For	For	Management
1.6	Elect Director Roberto Hernandez Ramirez	For	For	Management
1.7	Elect Director Ann Dibble Jordan	For	For	Management
1.8	Elect Director Dudley C. Mecum	For	For	Management
1.9	Elect Director Richard D. Parsons	For	For	Management
1.10	Elect Director Andrall E. Pearson	For	For	Management
1.11	Elect Director Charles Prince	For	For	Management
1.12	Elect Director Robert E. Rubin	For	For	Management
1.13	Elect Director Franklin A. Thomas	For	For	Management
1.14	Elect Director Sanford I. Weill	For	For	Management
1.15	Elect Director Robert B. Willumstad	For	For	Management
2	Ratify Auditors	For	For	Management
3	Limit Executive Compensation	Against	Against	Shareholder
4	Report on Political Contributions/Activities	Against	Against	Shareholder
5	Prohibit Awards to Executives	Against	Against	Shareholder
6	Separate Chairman and CEO Positions	Against	Against	Shareholder

COMPUTER SCIENCES CORPORATION

Ticker: CSC Security ID: 205363104  
Meeting Date: AUG 11, 2003 Meeting Type: Annual  
Record Date: JUN 13, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Irving W. Bailey, II	For	For	Management
1.2	Elect Director Stephen L. Baum	For	For	Management
1.3	Elect Director Rodney F. Chase	For	For	Management
1.4	Elect Director Van B. Honeycutt	For	For	Management
1.5	Elect Director William R. Hoover	For	For	Management
1.6	Elect Director Leon J. Level	For	For	Management
1.7	Elect Director Thomas A. McDonnell	For	For	Management
1.8	Elect Director F. Warren McFarlan	For	For	Management
1.9	Elect Director James R. Mellor	For	For	Management
1.10	Elect Director William P. Rutledge	For	For	Management

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DEVON ENERGY CORP.

Ticker: DVN Security ID: 25179M103  
 Meeting Date: JUN 8, 2004 Meeting Type: Annual  
 Record Date: APR 9, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas F. Ferguson	For	For	Management
1.2	Elect Director Peter J. Fluor	For	For	Management
1.3	Elect Director David M. Gavin	For	For	Management
1.4	Elect Director Michael E. Gellert	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder

DOW JONES & CO., INC.

Ticker: DJ Security ID: 260561105  
 Meeting Date: APR 21, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Irvine O. Hockaday, Jr.	For	For	Management
1.2	Elect Director Vernon E. Jordan, Jr.	For	Withhold	Management
1.3	Elect Director Lewis B. Campbell	For	For	Management
1.4	Elect Director Dieter von Holtzbrinck	For	Withhold	Management
1.5	Elect Director Elizabeth Steele	For	For	Management
2	Ratify Auditors	For	Against	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Separate Chairman and CEO Positions	Against	For	Shareholder

FREDDIE MAC

Ticker: FRE Security ID: 313400301  
 Meeting Date: MAR 31, 2004 Meeting Type: Annual  
 Record Date: FEB 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joan E. Donoghue	For	For	Management
1.2	Elect Director Michelle Engler	For	For	Management
1.3	Elect Director Richard Karl Goeltz	For	For	Management
1.4	Elect Director George D. Gould	For	For	Management
1.5	Elect Director Henry Kaufman	For	For	Management
1.6	Elect Director John B. Mccoy	For	For	Management
1.7	Elect Director Shaun F. O'Malley	For	For	Management
1.8	Elect Director Ronald F. Poe	For	For	Management
1.9	Elect Director Stephen A. Ross	For	For	Management
1.10	Elect Director Donald J. Schuenke	For	For	Management
1.11	Elect Director Christina Seix	For	For	Management
1.12	Elect Director Richard F. Syron	For	For	Management
1.13	Elect Director William J. Turner	For	For	Management
2	Ratify Auditors	For	For	Management

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GENERAL DYNAMICS CORP.

Ticker: GD Security ID: 369550108  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nicholas D. Chabraja	For	For	Management
1.2	Elect Director James S. Crown	For	For	Management
1.3	Elect Director Lester Crown	For	For	Management
1.4	Elect Director William P. Fricks	For	For	Management
1.5	Elect Director Charles H. Goodman	For	For	Management
1.6	Elect Director Jay L. Johnson	For	For	Management
1.7	Elect Director George A. Joulwan	For	For	Management
1.8	Elect Director Paul G. Kaminski	For	For	Management
1.9	Elect Director John M. Keane	For	For	Management
1.10	Elect Director Lester L. Lyles	For	For	Management
1.11	Elect Director Carl E. Mundy, Jr.	For	For	Management
1.12	Elect Director Robert Walmsley	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
4	Report on Foreign Military Sales	Against	Against	Shareholder

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104  
 Meeting Date: MAR 31, 2004 Meeting Type: Annual  
 Record Date: FEB 2, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lloyd C. Blankfein	For	For	Management
1.2	Elect Director Lord Browne Of Madingley	For	For	Management
1.3	Elect Director Claes Dahlback	For	For	Management
1.4	Elect Director James A. Johnson	For	For	Management
1.5	Elect Director Lois D. Juliber	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder

INTEL CORP.

Ticker: INTC Security ID: 458140100  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Craig R. Barrett	For	For	Management
1.2	Elect Director Charlene Barshefsky	For	For	Management
1.3	Elect Director E. John P. Browne	For	For	Management
1.4	Elect Director Andrew S. Grove	For	For	Management
1.5	Elect Director D. James Guzy	For	Withhold	Management
1.6	Elect Director Reed E. Hundt	For	For	Management
1.7	Elect Director Paul S. Otellini	For	For	Management
1.8	Elect Director David S. Pottruck	For	For	Management



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1.9	Elect	Director Jane E. Shaw	For	For	Management
1.10	Elect	Director John L. Thornton	For	For	Management
1.11	Elect	Director David B. Yoffie	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Approve	Omnibus Stock Plan	For	For	Management
4	Expense	Stock Options	Against	For	Shareholder
5	Limit/Prohibit	Awards to Executives	Against	For	Shareholder
6	Performance-	Based/Indexing Options	Against	For	Shareholder

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KING PHARMACEUTICALS INC.

Ticker: KG Security ID: 495582108  
 Meeting Date: NOV 4, 2003 Meeting Type: Annual  
 Record Date: SEP 5, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Earnest W. Deavenport, Jr. as Class II Director	For	For	Management
1.2	Elect Director Elizabeth M. Greetham as Class II Director	For	For	Management
1.3	Elect Director James R. Lattanzi as Class III Director	For	For	Management
1.4	Elect Director Philip M. Pfeffer as Class II Director	For	For	Management
1.5	Elect Director Ted G. Wood as Class I Director	For	For	Management
2	Ratify Auditors	For	For	Management

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KRAFT FOODS INC

Ticker: KFT Security ID: 50075N104  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 3, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Louis C. Camilleri	For	Withhold	Management
1.2	Elect Director Roger K. Deromedi	For	Withhold	Management
1.3	Elect Director Dinyar S. Devitre	For	Withhold	Management
1.4	Elect Director W. James Farrell	For	For	Management
1.5	Elect Director Betsy D. Holden	For	Withhold	Management
1.6	Elect Director John C. Pope	For	For	Management
1.7	Elect Director Mary L. Schapiro	For	For	Management
1.8	Elect Director Charles R. Wall	For	Withhold	Management
1.9	Elect Director Deborah C. Wright	For	For	Management
2	Ratify Auditors	For	For	Management

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LEHMAN BROTHERS HOLDINGS INC.

Ticker: LEH Security ID: 524908100  
 Meeting Date: APR 2, 2004 Meeting Type: Annual  
 Record Date: FEB 13, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect	Director	Roger S. Berlind	For	For	Management
1.2	Elect	Director	Marsha Johnson Evans	For	For	Management
1.3	Elect	Director	Sir Christopher Gent	For	For	Management
1.4	Elect	Director	Dina Merrill	For	For	Management
2	Ratify	Auditors		For	For	Management

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### MCAFEE INC.

Ticker: MFE Security ID: 640938106  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert Dutkowsky	For	For	Management
1.2	Elect Director Denis O'Leary	For	For	Management
1.3	Elect Director Robert Pangia	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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### MERRILL LYNCH & CO., INC.

Ticker: MER Security ID: 590188108  
 Meeting Date: APR 23, 2004 Meeting Type: Annual  
 Record Date: FEB 24, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David K. Newbigging	For	For	Management
1.2	Elect Director Joseph W. Prueher	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Separate Chairman and CEO Positions	Against	For	Shareholder

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### MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 11, 2003 Meeting Type: Annual  
 Record Date: SEP 12, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William H. Gates, III	For	For	Management
1.2	Elect Director Steven A. Ballmer	For	For	Management
1.3	Elect Director James I. Cash, Jr., Ph.D.	For	For	Management
1.4	Elect Director Raymond V. Gilmartin	For	For	Management
1.5	Elect Director Ann McLaughlin Korologos	For	For	Management
1.6	Elect Director David F. Marquardt	For	For	Management
1.7	Elect Director Charles H. Noski	For	For	Management
1.8	Elect Director Dr. Helmut Panke	For	For	Management
1.9	Elect Director Wm. G. Reed, Jr.	For	For	Management
1.10	Elect Director Jon A. Shirley	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Non-Employee Director Stock Option Plan	For	For	Management
4	Refrain from Giving Charitable	Against	Against	Shareholder

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### Contributions

#### MYLAN LABORATORIES INC.

Ticker: MYL Security ID: 628530107  
 Meeting Date: JUL 25, 2003 Meeting Type: Annual  
 Record Date: MAY 23, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Milan Puskar	For	For	Management
1.2	Elect Director Robert J. Coury	For	For	Management
1.3	Elect Director Wendy Cameron	For	For	Management
1.4	Elect Director Laurence S. DeLynn	For	For	Management
1.5	Elect Director John C. Gaisford, M.D.	For	For	Management
1.6	Elect Director Douglas J. Leech	For	Withhold	Management
1.7	Elect Director Joseph C. Maroon, M.D.	For	For	Management
1.8	Elect Director Patricia A. Sunseri	For	For	Management
1.9	Elect Director C.B. Todd	For	For	Management
1.10	Elect Director Randall L. Vanderveen, Ph.D.	For	For	Management
1.11	Elect Director Stuart A. Williams, Esq.	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management

#### NATIONAL SEMICONDUCTOR CORP.

Ticker: NSM Security ID: 637640103  
 Meeting Date: SEP 26, 2003 Meeting Type: Annual  
 Record Date: AUG 14, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brian L. Halla	For	For	Management
1.2	Elect Director Steven R. Appleton	For	For	Management
1.3	Elect Director Gary P. Arnold	For	Withhold	Management
1.4	Elect Director Richard J. Danzig	For	For	Management
1.5	Elect Director Robert J. Frankenberg	For	For	Management
1.6	Elect Director E. Floyd Kvamme	For	For	Management
1.7	Elect Director Modesto A. Maidique	For	For	Management
1.8	Elect Director Edward R. Mccracken	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Employee Stock Purchase Plan	For	For	Management

#### OCCIDENTAL PETROLEUM CORP.

Ticker: OXY Security ID: 674599105  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: MAR 3, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald W. Burkle	For	For	Management
1.2	Elect Director John S. Chalsty	For	For	Management
1.3	Elect Director Edward P. Djerejian	For	For	Management
1.4	Elect Director R. Chad Dreier	For	For	Management

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1.5	Elect	Director	John E. Feick	For	For	Management
1.6	Elect	Director	Ray R. Irani	For	For	Management
1.7	Elect	Director	Dale R. Laurance	For	For	Management
1.8	Elect	Director	Irvin W. Maloney	For	For	Management
1.9	Elect	Director	Rodolfo Segovia	For	For	Management
1.10	Elect	Director	Aziz D. Syriani	For	For	Management
1.11	Elect	Director	Rosemary Tomich	For	For	Management
1.12	Elect	Director	Walter L. Weisman	For	For	Management
2	Ratify	Auditors		For	For	Management
3	Amend Non-Employee Director Restricted Stock Plan			For	For	Management
4	Prohibit Awards to Executives			Against	Against	Shareholder

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PACIFICARE HEALTH SYSTEMS, INC.

Ticker: PHS Security ID: 695112102  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Aida Alvarez	For	For	Management
1.2	Elect Director Bradley C. Call	For	For	Management
1.3	Elect Director Terry O. Hartshorn	For	Withhold	Management
1.4	Elect Director Dominic Ng	For	For	Management
1.5	Elect Director Howard G. Phanstiel	For	For	Management
1.6	Elect Director Warren E. Pinckert Ii	For	For	Management
1.7	Elect Director David A. Reed	For	For	Management
1.8	Elect Director Charles R. Rinehart	For	For	Management
1.9	Elect Director Linda Rosenstock	For	For	Management
1.10	Elect Director Lloyd E. Ross	For	For	Management
2	Amend Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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PARKER-HANNIFIN CORP.

Ticker: PH Security ID: 701094104  
 Meeting Date: OCT 22, 2003 Meeting Type: Annual  
 Record Date: AUG 29, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Duane E. Collins	For	For	Management
1.2	Elect Director Robert J. Kohlhepp	For	For	Management
1.3	Elect Director Giulio Mazzalupi	For	For	Management
1.4	Elect Director Klaus-Peter Muller	For	For	Management
1.5	Elect Director Allan L. Rayfield	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management

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PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael S. Brown	For	For	Management
1.2	Elect Director M. Anthony Burns	For	For	Management
1.3	Elect Director Robert N. Burt	For	For	Management
1.4	Elect Director W. Don Cornwall	For	For	Management
1.5	Elect Director William H. Gray III	For	For	Management
1.6	Elect Director Constance J. Horner	For	For	Management
1.7	Elect Director William R. Howell	For	For	Management
1.8	Elect Director Stanley O. Ikenberry	For	For	Management
1.9	Elect Director George A. Lorch	For	For	Management
1.10	Elect Director Henry A. Mckinnell	For	For	Management
1.11	Elect Director Dana G. Mead	For	For	Management
1.12	Elect Director Franklin D. Raines	For	For	Management
1.13	Elect Director Ruth J. Simmons	For	For	Management
1.14	Elect Director William C. Steere, Jr.	For	For	Management
1.15	Elect Director Jean-Paul Valles	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder
5	Cease Political Contributions/Activities	Against	Against	Shareholder
6	Report on Political Contributions/Activities	Against	Against	Shareholder
7	Establish Term Limits for Directors	Against	Against	Shareholder
8	Report on Drug Pricing	Against	Against	Shareholder
9	Limit Awards to Executives	Against	Against	Shareholder
10	Amend Animal Testing Policy	Against	Against	Shareholder

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RADIAN GROUP INC.

Ticker: RDN Security ID: 750236101  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James W. Jennings	For	For	Management
1.2	Elect Director Roy J. Kasmar	For	For	Management
1.3	Elect Director Herbert Wender	For	For	Management
1.4	Elect Director Jan Nicholson	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Articles	For	For	Management
4	Ratify Auditors	For	For	Management

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RAYTHEON CO.

Ticker: RTN Security ID: 755111507  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John M. Deutch	For	For	Management
1.2	Elect Director Michael C. Ruettgers	For	For	Management
1.3	Elect Director William R. Spivey	For	For	Management
1.4	Elect Director William H. Swanson	For	For	Management
1.5	Elect Director Linda G. Stuntz	For	For	Management

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2	Ratify Auditors	For	For	Management
3	Develop Ethical Criteria for Military Contracts	Against	Against	Shareholder
4	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
5	Declassify the Board of Directors	Against	For	Shareholder
6	Implement MacBride Principles	Against	Against	Shareholder
7	Expense Stock Options	Against	For	Shareholder
8	Submit Executive Pension Benefit to Vote	Against	For	Shareholder
9	Limit Executive Compensation	Against	Against	Shareholder

STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Ticker: HOT Security ID: 85590A203  
 Meeting Date: MAY 7, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Eric Hippeau	For	For	Management
1.2	Elect Director Daniel Yih	For	For	Management
1.3	Elect Director Kneeland Youngblood	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Declassify the Board of Directors	For	For	Management

TARGET CORPORATION

Ticker: TGT Security ID: 87612E106  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Calvin Darden	For	For	Management
1.2	Elect Director Michele J. Hooper	For	For	Management
1.3	Elect Director Anne M. Mulcahy	For	For	Management
1.4	Elect Director Stephen W. Sanger	For	For	Management
1.5	Elect Director Warren R. Staley	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

TECH DATA CORP.

Ticker: TECD Security ID: 878237106  
 Meeting Date: JUN 10, 2004 Meeting Type: Annual  
 Record Date: APR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles E. Adair	For	For	Management
1.2	Elect Director Maximilian Ardelt	For	For	Management
1.3	Elect Director John Y. Williams	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Eliminate Class of Preferred Stock	For	For	Management

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TEVA PHARMACEUTICAL INDUSTRIES

Ticker: TEVA Security ID: 881624209  
Meeting Date: MAY 20, 2004 Meeting Type: Annual  
Record Date: APR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO RECEIVE AND DISCUSS THE COMPANY S CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2003 AND THE CONSOLIDATED STATEMENTS.	For	For	Management
2	TO APPROVE THE BOARD OF DIRECTORS RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2003, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 1.44 (APPROXIMATELY US\$0.322) PER ORDINARY SHARE, BE DECLARED FINAL.	For	Against	Management
3	TO ELECT ABRAHAM E. COHEN TO SERVE FOR A THREE-YEAR TERM.	For	For	Management
4	TO ELECT LESLIE DAN TO SERVE FOR A THREE-YEAR TERM.	For	For	Management
5	TO ELECT PROF. MEIR HETH TO SERVE FOR A THREE-YEAR TERM.	For	For	Management
6	TO ELECT PROF. MOSHE MANY TO SERVE FOR A THREE-YEAR TERM.	For	For	Management
7	TO ELECT DOV SHAFIR TO SERVE FOR A THREE-YEAR TERM.	For	For	Management
8	TO APPROVE THE PURCHASE OF DIRECTOR S AND OFFICER S LIABILITY INSURANCE FOR THE DIRECTORS AND OFFICERS OF THE COMPANY.	For	Against	Management
9	Ratify Auditors	For	For	Management

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TJX COMPANIES, INC., THE

Ticker: TJX Security ID: 872540109  
Meeting Date: JUN 1, 2004 Meeting Type: Annual  
Record Date: APR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary L. Crittenden	For	For	Management
1.2	Elect Director Edmond J. English	For	For	Management
1.3	Elect Director Richard G. Lesser	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Implement ILO Based Code of Conduct	Against	Against	Shareholder
4	Report on Vendor Standards	Against	Against	Shareholder
5	Declassify the Board of Directors	Against	For	Shareholder

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TRANSOCEAN INC.

Ticker: RIG Security ID: G90078109  
Meeting Date: MAY 13, 2004 Meeting Type: Annual  
Record Date: MAR 18, 2004

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert L. Long	For	For	Management
1.2	Elect Director Martin B. Mcnamara	For	For	Management
1.3	Elect Director Robert M. Sprague	For	For	Management
1.4	Elect Director J. Michael Talbert	For	For	Management
2	APPROVAL OF THE AMENDMENT OF OUR LONG-TERM INCENTIVE PLAN AS DESCRIBED IN THE PROXY STATEMENT.	For	For	Management
3	Ratify Auditors	For	For	Management

TRAVELERS PROPERTY CASUALTY CORP.

Ticker: TVCR Security ID: 89420G109  
 Meeting Date: MAR 19, 2004 Meeting Type: Special  
 Record Date: FEB 6, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management

TYSON FOODS, INC.

Ticker: TSN Security ID: 902494103  
 Meeting Date: FEB 6, 2004 Meeting Type: Annual  
 Record Date: DEC 23, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Don Tyson	For	Withhold	Management
1.2	Elect Director John Tyson	For	Withhold	Management
1.3	Elect Director Leland E. Tollett	For	Withhold	Management
1.4	Elect Director Barbara A. Tyson	For	Withhold	Management
1.5	Elect Director Lloyd V. Hackley	For	For	Management
1.6	Elect Director Jim Keever	For	For	Management
1.7	Elect Director David A. Jones	For	For	Management
1.8	Elect Director Richard L. Bond	For	Withhold	Management
1.9	Elect Director Jo Ann R. Smith	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Approve Employee Stock Purchase Plan	For	Against	Management
4	Ratify Auditors	For	For	Management
5	Remove Supervoting Rights for Class B Common Stock	Against	For	Shareholder
6	Separate Chairman and CEO Positions	Against	For	Shareholder

UNION PACIFIC CORP.

Ticker: UNP Security ID: 907818108  
 Meeting Date: APR 16, 2004 Meeting Type: Annual  
 Record Date: FEB 6, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director P.F. Anschutz	For	For	Management
1.2	Elect Director R.K. Davidson	For	For	Management
1.3	Elect Director T.J. Donohue	For	For	Management
1.4	Elect Director A.W. Dunham	For	For	Management



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1.5	Elect	Director	S.F. Eccles	For	For	Management
1.6	Elect	Director	I.J. Evans	For	For	Management
1.7	Elect	Director	J.R. Hope	For	For	Management
1.8	Elect	Director	M.W. Mcconnell	For	For	Management
1.9	Elect	Director	S.R. Rogel	For	For	Management
1.10	Elect	Director	E. Zedillo	For	For	Management
2	Approve	Omnibus	Stock Plan	For	For	Management
3	Ratify	Auditors		For	For	Management
4	Limit	Executive	Compensation	Against	Against	Shareholder
5	Report	on Political	Contributions/Activities	Against	Against	Shareholder

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### VERISIGN INC

Ticker: VRSN Security ID: 92343E102  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: MAR 29, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director D. James Bidzos	For	For	Management
1.2	Elect Director William L. Chenevich	For	For	Management
1.3	Elect Director Gregory L. Reyes	For	For	Management
2	Ratify Auditors	For	For	Management

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### WALT DISNEY COMPANY, THE

Ticker: DIS Security ID: 254687106  
 Meeting Date: MAR 3, 2004 Meeting Type: Annual  
 Record Date: JAN 16, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John E. Bryson	For	For	Management
1.2	Elect Director John S. Chen	For	For	Management
1.3	Elect Director Michael D. Eisner	For	Withhold	Management
1.4	Elect Director Judith L. Estrin	For	For	Management
1.5	Elect Director Robert A. Iger	For	For	Management
1.6	Elect Director Aylwin B. Lewis	For	For	Management
1.7	Elect Director Monica C. Lozano	For	For	Management
1.8	Elect Director Robert W. Matschullat	For	For	Management
1.9	Elect Director George J. Mitchell	For	For	Management
1.10	Elect Director Leo J. O'Donovan, S.J.	For	For	Management
1.11	Elect Director Gary L. Wilson	For	For	Management
2	Ratify Auditors	For	For	Management
3	China Principles	Against	Against	Shareholder
4	Report on Supplier Labor Standards in China	Against	For	Shareholder
5	Report on Amusement Park Safety	Against	Against	Shareholder

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### WILLIS GROUP HOLDINGS LTD

Ticker: WSH Security ID: G96655108  
 Meeting Date: MAY 7, 2004 Meeting Type: Annual  
 Record Date: MAR 9, 2004

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William W. Bradley	For	Did Not Vote	Management
1.2	Elect Director Joseph A. Califano, Jr.	For	Did Not Vote	Management
1.3	Elect Director James R. Fisher	For	Did Not Vote	Management
1.4	Elect Director Perry Golkin	For	Did Not Vote	Management
1.5	Elect Director Paul M. Hazen	For	Did Not Vote	Management
1.6	Elect Director Wendy E. Lane	For	Did Not Vote	Management
1.7	Elect Director James F. Mccann	For	Did Not Vote	Management
1.8	Elect Director Scott C. Nuttall	For	Did Not Vote	Management
1.9	Elect Director Joseph J. Plumeri	For	Did Not Vote	Management
1.10	Elect Director Douglas B. Roberts	For	Did Not Vote	Management
2	Ratify Auditors	For	Did Not Vote	Management

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 WYETH

Ticker: WYE Security ID: 983024100  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Clifford L. Alexander, Jr.	For	For	Management
1.2	Elect Director Frank A. Bennack, Jr.	For	For	Management
1.3	Elect Director Richard L. Carrion	For	For	Management
1.4	Elect Director Robert Essner	For	For	Management
1.5	Elect Director John D. Feerick	For	For	Management
1.6	Elect Director Robert Langer	For	For	Management
1.7	Elect Director John P. Mascotte	For	For	Management
1.8	Elect Director Mary Lake Polan	For	For	Management
1.9	Elect Director Ivan G. Seidenberg	For	For	Management
1.10	Elect Director Walter V. Shipley	For	For	Management
1.11	Elect Director John R. Torell III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Drug Pricing	Against	Against	Shareholder
4	Amend Animal Testing Policy	Against	Against	Shareholder

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.

(Registrant) Blue Chip Value Fund, Inc.  
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By (Signature and Title)\* /s/ Todger Anderson  
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Todger Anderson  
President/Principal Executive Officer

Date August 27, 2004  
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\*Print the name and title of each signing officer under his or her signature.