

VALUE LINE FUND INC  
Form N-PX  
October 10, 2008

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

Investment Company Act file number: 811-02265

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, 2007 – June 30, 2008

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Item 1. Proxy Voting Record:

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

ICA File Number: 811-02265  
 Reporting Period: 07/01/2007 - 06/30/2008  
 The Value Line Fund, Inc.

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

ACTUANT CORP

Ticker: ATU Security ID: 00508X203  
 Meeting Date: JAN 15, 2008 Meeting Type: Annual  
 Record Date: NOV 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert C. Arzbaecher	For	For	Management
1.2	Elect Director Gustav H.P. Boel	For	For	Management
1.3	Elect Director Thomas J. Fischer	For	For	Management
1.4	Elect Director William K. Hall	For	For	Management
1.5	Elect Director R. Alan Hunter	For	For	Management
1.6	Elect Director Robert A. Peterson	For	For	Management
1.7	Elect Director William P. Sovey	For	For	Management
1.8	Elect Director Dennis K. Williams	For	For	Management
1.9	Elect Director Larry D. Yost	For	For	Management

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 AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102  
 Meeting Date: MAY 5, 2008 Meeting Type: Annual  
 Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel P. Amos	For	For	Management
1.2	Elect Director John Shelby Amos, II	For	For	Management
1.3	Elect Director Paul S. Amos, II	For	For	Management
1.4	Elect Director Yoshiro Aoki	For	For	Management
1.5	Elect Director Michael H. Armacost	For	For	Management
1.6	Elect Director Kriss Cloninger, III	For	For	Management
1.7	Elect Director Joe Frank Harris	For	For	Management
1.8	Elect Director Elizabeth J. Hudson	For	For	Management
1.9	Elect Director Kenneth S. Janke, Sr.	For	For	Management
1.10	Elect Director Douglas W. Johnson	For	For	Management
1.11	Elect Director Robert B. Johnson	For	For	Management
1.12	Elect Director Charles B. Knapp	For	For	Management
1.13	Elect Director E. Stephen Purdom	For	For	Management
1.14	Elect Director Barbara K. Rimer	For	For	Management
1.15	Elect Director Marvin R. Schuster	For	For	Management

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1.16	Elect Director David Gary Thompson	For	For	Management
1.17	Elect Director Robert L. Wright	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Ratify Auditors	For	For	Management

### AGCO CORP.

Ticker: AG Security ID: 001084102  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Herman Cain	For	For	Management
1.2	Elect Director Wolfgang Deml	For	Withhold	Management
1.3	Elect Director David E. Momot	For	For	Management
1.4	Elect Director Martin Richenhagen	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### AGRIUM INC.

Ticker: AGU Security ID: 008916108  
 Meeting Date: MAY 7, 2008 Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect as Director Ralph S Cunningham	For	For	Management
1.2	Elect as Director D Grant Devine	For	For	Management
1.3	Elect as Director Germaine Gibara	For	For	Management
1.4	Elect as Director Russell K Girling	For	For	Management
1.5	Elect as Director Susan A Henry	For	For	Management
1.6	Elect as Director Russell J Horner	For	For	Management
1.7	Elect as Director A Anne McLellan	For	For	Management
1.8	Elect as Director Derek G Pannell	For	For	Management
1.9	Elect as Director Frank W Proto	For	For	Management
1.10	Elect as Director Michael M Wilson	For	For	Management
1.11	Elect as Director Victor J Zaleschuk	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management

### ANSYS, INC.

Ticker: ANSS Security ID: 03662Q105  
 Meeting Date: MAY 14, 2008 Meeting Type: Annual  
 Record Date: MAR 18, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James E. Cashman	For	For	Management
1.2	Elect Director W.R. McDermott	For	For	Management
1.3	Elect Director John F. Smith	For	For	Management
2	Ratify Auditors	For	For	Management

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 APACHE CORP.

Ticker: APA Security ID: 037411105  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: MAR 19, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director G. Steven Farris	For	For	Management
2	Elect Director Randolph M. Ferlic	For	For	Management
3	Elect Director A. D. Frazier, Jr.	For	For	Management
4	Elect Director John A. Kocur	For	For	Management
5	Reimburse Proxy Contest Expenses	Against	Against	Shareholder

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 APPLE, INC.

Ticker: AAPL Security ID: 037833100  
 Meeting Date: MAR 4, 2008 Meeting Type: Annual  
 Record Date: JAN 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William V. Campbell	For	For	Management
1.2	Elect Director Millard S. Drexler	For	For	Management
1.3	Elect Director Albert A. Gore, Jr.	For	For	Management
1.4	Elect Director Steven P. Jobs	For	For	Management
1.5	Elect Director Andrea Jung	For	For	Management
1.6	Elect Director Arthur D. Levinson	For	For	Management
1.7	Elect Director Eric E. Schmidt	For	For	Management
1.8	Elect Director Jerome B. York	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
4	Amend Bylaws to Establish a Board Committee on Sustainability	Against	Against	Shareholder

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 AXSYS TECHNOLOGIES, INC.

Ticker: AXYS Security ID: 054615109  
 Meeting Date: MAY 15, 2008 Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen W. Bershad	For	For	Management
1.2	Elect Director A.J. Fiorelli, Jr.	For	For	Management
1.3	Elect Director Eliot M. Fried	For	For	Management
1.4	Elect Director Richard F. Hamm, Jr.	For	For	Management
1.5	Elect Director Robert G. Stevens	For	For	Management

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 BE AEROSPACE, INC.

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Ticker: BEAV Security ID: 073302101  
 Meeting Date: JUL 11, 2007 Meeting Type: Annual  
 Record Date: MAY 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jim C. Cowart	For	For	Management
1.2	Elect Director Arthur E. Wegner	For	For	Management
2	Implement MacBride Principles	Against	Against	Shareholder

### BED BATH & BEYOND INC.

Ticker: BBBY Security ID: 075896100  
 Meeting Date: JUL 10, 2007 Meeting Type: Annual  
 Record Date: MAY 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Warren Eisenberg	For	For	Management
1.2	Elect Director Stanley F. Barshay	For	For	Management
1.3	Elect Director Patrick R. Gaston	For	For	Management
1.4	Elect Director Victoria A. Morrison	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Climate Change Policies	Against	For	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
5	Report on Product Safety	Against	For	Shareholder

### BHP BILLITON LIMITED (FORMERLY BHP LTD.)

Ticker: BHP Security ID: 088606108  
 Meeting Date: NOV 28, 2007 Meeting Type: Annual  
 Record Date: SEP 21, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO RECEIVE THE 2007 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON PLC.	For	For	Management
2	TO RECEIVE THE 2007 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LTD.	For	For	Management
3	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON PLC.	For	For	Management
4	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON LTD.	For	For	Management
5	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON PLC.	For	For	Management
6	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON LTD.	For	For	Management
7	TO RE-ELECT MR C A S CORDEIRO AS A DIRECTOR OF BHP BILLITON PLC.	For	For	Management
8	TO RE-ELECT MR C A S CORDEIRO AS A DIRECTOR OF BHP BILLITON LTD.	For	For	Management
9	TO RE-ELECT THE HON E G DE PLANQUE AS A DIRECTOR OF BHP BILLITON PLC.	For	For	Management
10	TO RE-ELECT THE HON E G DE PLANQUE AS A DIRECTOR OF BHP BILLITON LTD.	For	For	Management
11	TO RE-ELECT DR D A L JENKINS AS A DIRECTOR OF BHP BILLITON PLC.	For	For	Management
12	TO RE-ELECT DR D A L JENKINS AS A	For	For	Management

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	DIRECTOR OF BHP BILLITON LTD.			
13	Ratify Auditors	For	For	Management
14	TO RENEW THE GENERAL AUTHORITY TO ALLOT SHARES IN BHP BILLITON PLC.	For	For	Management
15	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC.	For	For	Management
16	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC.	For	For	Management
17	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 DECEMBER 2007.	For	For	Management
18	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 FEBRUARY 2008.	For	For	Management
19	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 APRIL 2008.	For	For	Management
20	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 MAY 2008.	For	For	Management
21	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 JUNE 2008.	For	For	Management
22	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 JULY 2008.	For	For	Management
23	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 SEPTEMBER 2008.	For	For	Management
24	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 NOVEMBER 2008.	For	For	Management
25	TO APPROVE THE 2007 REMUNERATION REPORT.	For	For	Management
26	TO APPROVE THE GRANT OF AWARDS TO MR M J KLOPPERS UNDER THE GIS AND THE LTIP.	For	For	Management
27	TO APPROVE THE GRANT OF AWARDS TO MR C W GOODYEAR UNDER THE GIS.	For	For	Management
28	TO APPROVE THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC.	For	For	Management
29	TO APPROVE THE AMENDMENT TO THE CONSTITUTION OF BHP BILLITON LTD.	For	For	Management

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BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103  
 Meeting Date: JUN 19, 2008 Meeting Type: Proxy Contest  
 Record Date: APR 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stelios Papadopoulos	For	For	Management
1.2	Elect Director Cecil Pickett	For	For	Management
1.3	Elect Director Lynn Schenk	For	For	Management
1.4	Elect Director Phillip Sharp	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Amend Bylaws to Remove Certain Provisions	Against	Against	Shareholder
1.1	Elect Director Alexander J. Denner	For	Did Not Vote	Shareholder

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1.2	Elect Director Anne B. Young	For	Did Not Vote	Shareholder
1.3	Elect Director Richard C. Mulligan	For	Did Not Vote	Shareholder
1.4	Management Nominee - Phillip Sharp	For	Did Not Vote	Shareholder
2	Amend Bylaws to Remove Certain Provisions	For	Did Not Vote	Shareholder
3	Ratify Auditors	For	Did Not Vote	Management
4	Approve Omnibus Stock Plan	Against	Did Not Vote	Management
5	Approve Executive Incentive Bonus Plan	Against	Did Not Vote	Management

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### BOMBARDIER INC.

Ticker: BBD.B                      Security ID: 097751200  
Meeting Date: JUN 4, 2008       Meeting Type: Annual/Special  
Record Date: APR 18, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Laurent Beaudoin	For	For	Management
1.2	Elect Director Pierre Beaudoin	For	For	Management
1.3	Elect Director Andre Berard	For	For	Management
1.4	Elect Director J.R. Andre Bombardier	For	For	Management
1.5	Elect Director Janine Bombardier	For	For	Management
1.6	Elect Director L. Denis Desautels	For	For	Management
1.7	Elect Director Jean-Louis Fontaine	For	For	Management
1.8	Elect Director Jane F. Garvey	For	For	Management
1.9	Elect Director Daniel Johnson	For	For	Management
1.10	Elect Director Jean C. Monty	For	For	Management
1.11	Elect Director Andre Navarri	For	For	Management
1.12	Elect Director Carlos E. Represas	For	For	Management
1.13	Elect Director Jean-Pierre Rosso	For	For	Management
1.14	Elect Director Heinrich Weiss	For	For	Management
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
3	SP 1: Increase Dividends for Longer-Term Shareholders	Against	Against	Shareholder
4	SP 2: Limit Voting Rights for Shorter-Term Shareholders	Against	Against	Shareholder
5	SP 3: Provide Payment into Employee Pension Fund in the Event of a Merger	Against	Against	Shareholder
6	SP 4: Increase Number of Women Directors	Against	Against	Shareholder
7	SP 5: Disclose Ratio Between Senior Executive and Average Employee Compensation	Against	Against	Shareholder
8	SP 6: Obtain Shareholder Pre-Approval for Executive Compensation Policy and Director Fees	Against	Against	Shareholder
9	SP 7: Restrict Executives' and Directors' Exercise of Options	Against	Against	Shareholder
10	SP 8: Provide for Cumulative Voting	Against	For	Shareholder

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### BUCYRUS INTERNATIONAL, INC.

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Ticker: BUCY Security ID: 118759109  
 Meeting Date: APR 30, 2008 Meeting Type: Annual  
 Record Date: FEB 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gene E. Little	For	Withhold	Management
2	Increase Authorized Common Stock	For	Against	Management
3	Eliminate Class of Common Stock	For	For	Management
4	Ratify Auditors	For	For	Management

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 CAMERON INTERNATIONAL CORP

Ticker: CAM Security ID: 13342B105  
 Meeting Date: DEC 7, 2007 Meeting Type: Special  
 Record Date: NOV 1, 2007

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

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 CHARLES SCHWAB CORP., THE

Ticker: SCHW Security ID: 808513105  
 Meeting Date: MAY 15, 2008 Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Frank C. Herringer	For	For	Management
2	Elect Director Stephen T. McLin	For	For	Management
3	Elect Director Charles R. Schwab	For	For	Management
4	Elect Director Roger O. Walther	For	For	Management
5	Elect Director Robert N. Wilson	For	For	Management
6	Report on Political Contributions	Against	For	Shareholder
7	Amend Bylaws to Prohibit Precatory Proposals	Against	Against	Shareholder

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 CHATTEM, INC.

Ticker: CHTT Security ID: 162456107  
 Meeting Date: APR 9, 2008 Meeting Type: Annual  
 Record Date: FEB 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Samuel E. Allen	For	For	Management
1.2	Elect Director Ruth W. Brinkley	For	For	Management
1.3	Elect Director Philip H. Sanford	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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 CISCO SYSTEMS, INC.



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Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 15, 2007 Meeting Type: Annual  
 Record Date: SEP 17, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Carol A. Bartz	For	For	Management
2	Elect Director M. Michele Burns	For	For	Management
3	Elect Director Michael D. Capellas	For	For	Management
4	Elect Director Larry R. Carter	For	For	Management
5	Elect Director John T. Chambers	For	For	Management
6	Elect Director Brian L. Halla	For	For	Management
7	Elect Director Dr. John L. Hennessy	For	For	Management
8	Elect Director Richard M. Kovacevich	For	For	Management
9	Elect Director Roderick C. McGeary	For	For	Management
10	Elect Director Michael K. Powell	For	For	Management
11	Elect Director Steven M. West	For	For	Management
12	Elect Director Jerry Yang	For	For	Management
13	Amend Omnibus Stock Plan	For	For	Management
14	Approve Executive Incentive Bonus Plan	For	For	Management
15	Ratify Auditors	For	For	Management
16	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
17	Pay For Superior Performance	Against	For	Shareholder
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
19	Report on Internet Fragmentation	Against	For	Shareholder

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### CLEAN HARBORS, INC.

Ticker: CLHB Security ID: 184496107  
 Meeting Date: MAY 15, 2008 Meeting Type: Annual  
 Record Date: APR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan S. McKim	For	For	Management
1.2	Elect Director Eugene Banucci	For	For	Management
1.3	Elect Director John Kaslow	For	For	Management
1.4	Elect Director Thomas J. Shields	For	For	Management

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### COCA-COLA COMPANY, THE

Ticker: KO Security ID: 191216100  
 Meeting Date: APR 16, 2008 Meeting Type: Annual  
 Record Date: FEB 22, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Herbert A. Allen	For	For	Management
2	Elect Director Ronald W. Allen	For	For	Management
3	Elect Director Cathleen P. Black	For	For	Management
4	Elect Director Barry Diller	For	Against	Management
5	Elect Director Alexis M. Herman	For	For	Management
6	Elect Director E. Neville Isdell	For	For	Management
7	Elect Director Muhtar Kent	For	For	Management
8	Elect Director Donald R. Keough	For	For	Management
9	Elect Director Donald F. McHenry	For	For	Management

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10	Elect Director Sam Nunn	For	For	Management
11	Elect Director James D. Robinson III	For	For	Management
12	Elect Director Peter V. Ueberroth	For	For	Management
13	Elect Director Jacob Wallenberg	For	For	Management
14	Elect Director James B. Williams	For	For	Management
15	Ratify Auditors	For	For	Management
16	Approve Stock Option Plan	For	For	Management
17	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
18	Require Independent Board Chairman	Against	For	Shareholder
19	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder

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### COMPASS MINERALS INTERNATIONAL, INC

Ticker: CMP Security ID: 20451N101  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Vemon G. Baker, II	For	For	Management
1.2	Elect Director Bradley J. Bell	For	For	Management
1.3	Elect Director Richard S. Grant	For	For	Management
2	Ratify Auditors	For	For	Management

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### COMPUTER SCIENCES CORPORATION

Ticker: CSC Security ID: 205363104  
 Meeting Date: JUL 30, 2007 Meeting Type: Annual  
 Record Date: JUN 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Irving W. Bailey, II	For	For	Management
1.2	Elect Dave J. Barram	For	For	Management
1.3	Elect Stephen L. Baum	For	For	Management
1.4	Elect Rodney F. Chase	For	For	Management
1.5	Elect Michael W. Laphen	For	For	Management
1.6	Elect F. Warren McFarlen	For	For	Management
1.7	Elect Thomas H. Patrick	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Board Diversity	Against	For	Shareholder
5	Report on Political Contributions	Against	For	Shareholder

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### CORNING INC.

Ticker: GLW Security ID: 219350105  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John Seely Brown	For	Withhold	Management
1.2	Elect Director Gordon Gund	For	Withhold	Management

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1.3	Elect Director Kurt M. Landgraf	For	For	Management
1.4	Elect Director H. Onno Ruding	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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### COVANCE INC.

Ticker: CVD Security ID: 222816100  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: MAR 18, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kathleen G. Bang	For	For	Management
1.2	Elect Director Gary E. Costley, Ph.D.	For	For	Management
2	Approve Non-Employee Director Stock Option Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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### CSX CORP.

Ticker: CSX Security ID: 126408103  
 Meeting Date: JUN 25, 2008 Meeting Type: Proxy Contest  
 Record Date: APR 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director D. M. Alvarado	For	Did Not Vote	Management
1.2	Elect Director E. E. Bailey	For	Did Not Vote	Management
1.3	Elect Director Sen. J. B. Breaux	For	Did Not Vote	Management
1.4	Elect Director S. T. Halverson	For	Did Not Vote	Management
1.5	Elect Director E. J. Kelly, III	For	Did Not Vote	Management
1.6	Elect Director R. D. Kunisch	For	Did Not Vote	Management
1.7	Elect Director J. D. McPherson	For	Did Not Vote	Management
1.8	Elect Director D. M. Ratcliffe	For	Did Not Vote	Management
1.9	Elect Director W. C. Richardson	For	Did Not Vote	Management
1.10	Elect Director F. S. Royal	For	Did Not Vote	Management
1.11	Elect Director D. J. Shepard	For	Did Not Vote	Management
1.12	Elect Director M. J. Ward	For	Did Not Vote	Management
2	Ratify Auditors	For	Did Not Vote	Management
3	Provide Right to Call Special Meeting	For	Did Not Vote	Management
4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Did Not Vote	Shareholder
5	Repeal Any Provision or Amendment to the	Against	Did Not	Shareholder

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	Company's By-laws Adopted without Shareholder Approval		Vote	
1.1	Elect Director Christopher Hohn	For	For	Shareholder
1.2	Elect Director Alexandre Behring	For	For	Shareholder
1.3	Elect Director Gilbert H. Lamphere	For	For	Shareholder
1.4	Elect Director Timothy T. OToole	For	For	Shareholder
1.5	Elect Director Gary L. Wilson	For	Withhold	Shareholder
1.6	Management Nominee - D.M. Alvarado	For	For	Shareholder
1.7	Management Nominee - Sen. JB Breaux	For	For	Shareholder
1.8	Management Nominee - E.J. Kelly, III	For	For	Shareholder
1.9	Management Nominee - J.D. McPherson	For	For	Shareholder
1.10	Management Nominee - D.M. Ratcliffe	For	For	Shareholder
1.11	Management Nominee - D.J. Shepard	For	For	Shareholder
1.12	Management Nominee - M.J. Ward	For	For	Shareholder
2	Amend Articles/Bylaws/Charter -- Call Special Meetings	For	For	Shareholder
3	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
4	Repeal Any Provision or Amendment to the Company's By-laws Adopted without Shareholder Approval	For	For	Shareholder
5	Ratify Auditors	Abstain	For	Management

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CUBIC CORP.

Ticker: CUB Security ID: 229669106  
 Meeting Date: FEB 26, 2008 Meeting Type: Annual  
 Record Date: JAN 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Walter J. Zable	For	For	Management
1.2	Elect Director Walter C. Zable	For	For	Management
1.3	Elect Director Bruce G. Blakley	For	For	Management
1.4	Elect Director William W. Boyle	For	For	Management
1.5	Elect Director Raymond L. DeKozan	For	For	Management
1.6	Elect Director Robert T. Monagan	For	For	Management
1.7	Elect Director Raymond E. Peet	For	For	Management
1.8	Elect Director Robert S. Sullivan	For	For	Management
1.9	Elect Director John H. Warner, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

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DEERE & CO.

Ticker: DE Security ID: 244199105  
 Meeting Date: FEB 27, 2008 Meeting Type: Annual  
 Record Date: DEC 31, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director T. Kevin Dunnigan	For	For	Management
2	Elect Director Charles O. Holliday, Jr.	For	For	Management
3	Elect Director Dipak C. Jain	For	For	Management
4	Elect Director Joachim Milberg	For	For	Management
5	Elect Director Richard B. Myers	For	For	Management
6	Amend Executive Incentive Bonus Plan	For	For	Management
7	Ratify Auditors	For	For	Management

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 DEVRY INC.

Ticker: DV Security ID: 251893103  
 Meeting Date: NOV 7, 2007 Meeting Type: Annual  
 Record Date: SEP 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Connie R. Curran	For	For	Management
1.2	Elect Director Daniel Hamburger	For	For	Management
1.3	Elect Director Lyle Logan	For	For	Management
1.4	Elect Director Harold T. Shapiro	For	For	Management
1.5	Elect Director Ronald L. Taylor	For	For	Management
2	Establish Range For Board Size	For	For	Management
3	Ratify Auditors	For	For	Management

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 DOLBY LABORATORIES, INC.

Ticker: DLB Security ID: 25659T107  
 Meeting Date: FEB 5, 2008 Meeting Type: Annual  
 Record Date: DEC 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ray Dolby	For	For	Management
1.2	Elect Director Bill Jasper	For	For	Management
1.3	Elect Director Peter Gotcher	For	For	Management
1.4	Elect Director Ted Hall	For	For	Management
1.5	Elect Director Sanford Robertson	For	For	Management
1.6	Elect Director Roger Siboni	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

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 E.I. DU PONT DE NEMOURS & CO.

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 30, 2008 Meeting Type: Annual  
 Record Date: MAR 5, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard H. Brown	For	For	Management
1.2	Elect Director Robert A. Brown	For	For	Management
1.3	Elect Director Bertrand P. Collomb	For	For	Management
1.4	Elect Director Curtis J. Crawford	For	For	Management
1.5	Elect Director Alexander M. Cutler	For	For	Management
1.6	Elect Director John T. Dillon	For	For	Management
1.7	Elect Director Eleuthere I. du Pont	For	For	Management
1.8	Elect Director Marillyn A. Hewson	For	For	Management
1.9	Elect Director Charles O. Holliday, Jr.	For	For	Management
1.10	Elect Director Lois D. Juliber	For	For	Management
1.11	Elect Director Sean O'Keefe	For	For	Management
1.12	Elect Director William K. Reilly	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Plant Closures	Against	Against	Shareholder
4	Require Independent Board Chairman	Against	For	Shareholder

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5	Report on Global Warming	Against	Against	Shareholder
6	Amend Human Rights Policies	Against	Against	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

### EXPRESS SCRIPTS, INC.

Ticker:           ESRX                   Security ID: 302182100  
 Meeting Date: MAY 28, 2008   Meeting Type: Annual  
 Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary G. Benanav	For	For	Management
1.2	Elect Director Frank J. Borelli	For	For	Management
1.3	Elect Director Maura C. Breen	For	For	Management
1.4	Elect Director Nicholas J. LaHowchic	For	For	Management
1.5	Elect Director Thomas P. Mac Mahon	For	For	Management
1.6	Elect Director Woodrow A. Myers Jr.	For	For	Management
1.7	Elect Director John O. Parker, Jr.	For	For	Management
1.8	Elect Director George Paz	For	For	Management
1.9	Elect Director Samuel K. Skinner	For	For	Management
1.10	Elect Director Seymour Sternberg	For	For	Management
1.11	Elect Director Barrett A. Toan	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Other Business	For	Against	Management

### FLIR SYSTEMS, INC.

Ticker:           FLIR                   Security ID: 302445101  
 Meeting Date: APR 25, 2008   Meeting Type: Annual  
 Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William W. Crouch	For	For	Management
1.2	Elect Director John C. Hart	For	For	Management
1.3	Elect Director Angus L Macdonald	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Ratify Auditors	For	For	Management

### FLOWSERVE CORP.

Ticker:           FLS                   Security ID: 34354P105  
 Meeting Date: MAY 30, 2008   Meeting Type: Annual  
 Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John R. Friedery	For	For	Management
1.2	Elect Director Joe E. Harlan	For	For	Management
1.3	Elect Director Michael F. Johnston	For	For	Management
1.4	Elect Director Kevin E. Sheehan	For	For	Management

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1.5	Elect Director Gayla J. Delly	For	For	Management
1.6	Elect Director Charles M. Rampacek	For	For	Management
2	Ratify Auditors	For	For	Management

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FMC CORP.

Ticker: FMC Security ID: 302491303  
 Meeting Date: APR 22, 2008 Meeting Type: Annual  
 Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward J. Mooney	For	For	Management
1.2	Elect Director Enrique J. Sosa	For	For	Management
1.3	Elect Director Vincent R. Volpe, Jr.	For	For	Management
1.4	Elect Director Robert C. Pallash	For	For	Management
2	Ratify Auditors	For	For	Management

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FRESH DEL MONTE PRODUCE INC.

Ticker: FDP Security ID: G36738105  
 Meeting Date: APR 30, 2008 Meeting Type: Annual  
 Record Date: MAR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Maher Abu-Ghazaleh	For	Withhold	Management
1.2	Elect Director Michael J. Berthelot	For	For	Management
1.3	Elect Director Dr. Elias K. Hebeka	For	For	Management
2	APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE 2007 FISCAL YEAR ENDED DECEMBER 28, 2007.	For	For	Management
3	APPROVAL OF ERNST & YOUNG LLP ( ERNST & YOUNG ) AS INDEPENDENT AUDITORS TO THE COMPANY FOR THE 2008 FISCAL YEAR ENDING DECEMBER 26, 2008.	For	For	Management
4	APPROVAL OF THE SIXTH AMENDMENT TO THE COMPANY'S 1999 SHARE INCENTIVE PLAN, AS AMENDED TO INCREASE BY 3,000,000 THE NUMBER OF ORDINARY SHARES (AS SUCH TERM IS DEFINED IN THE PLAN) WITH RESPECT TO WHICH OPTIONS MAY BE GRANTED THEREUNDER.	For	Against	Management

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FTI CONSULTING, INC.

Ticker: FCN Security ID: 302941109  
 Meeting Date: JUN 10, 2008 Meeting Type: Annual  
 Record Date: MAR 19, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mark H. Berey	For	For	Management
1.2	Elect Director Jack B. Dunn, IV	For	For	Management
1.3	Elect Director Gerard E. Holthaus	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

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GENZYME CORP.

Ticker: GENZ Security ID: 372917104  
 Meeting Date: MAY 22, 2008 Meeting Type: Annual  
 Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Douglas A. Berthiaume	For	For	Management
2	Elect Director Gail K. Boudreaux	For	For	Management
3	Elect Director Robert J. Carpenter	For	For	Management
4	Elect Director Charles L. Cooney, Ph.D.	For	For	Management
5	Elect Director Richard F. Syron	For	Against	Management
6	Amend Omnibus Stock Plan	For	For	Management
7	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
8	Ratify Auditors	For	For	Management

HOSPIRA, INC.

Ticker: HSP Security ID: 441060100  
 Meeting Date: MAY 13, 2008 Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Irving W. Bailey, II	For	For	Management
1.2	Elect Director Ronald A. Matricaria	For	For	Management
1.3	Elect Director Jacque J. Sokolov	For	For	Management
2	Ratify Auditors	For	For	Management

HUMANA INC.

Ticker: HUM Security ID: 444859102  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director David A. Jones, Jr.	For	For	Management
2	Elect Director Frank A. D'Amelio	For	For	Management
3	Elect Director W. Roy Dunbar	For	For	Management
4	Elect Director Kurt J. Hilzinger	For	For	Management
5	Elect Director Michael B. McCallister	For	For	Management
6	Elect Director William J. McDonald	For	For	Management
7	Elect Director James J. O'Brien	For	For	Management
8	Elect Director W. Ann Reynolds	For	For	Management
9	Approve Executive Incentive Bonus Plan	For	For	Management
10	Ratify Auditors	For	For	Management

IDEXX LABORATORIES, INC.



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Ticker: IDXX Security ID: 45168D104  
 Meeting Date: MAY 7, 2008 Meeting Type: Annual  
 Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Directors Thomas Craig	For	For	Management
1.2	Elect Directors Errol B. Desouza, Ph.D.	For	For	Management
1.3	Elect Directors R.M. Henderson, Ph.D.	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### IHS INC.

Ticker: IHS Security ID: 451734107  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: MAR 5, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jerre L. Stead	For	For	Management
1.2	Elect Director C. Michael Armstrong	For	For	Management
1.3	Elect Director Balakrishnan S. Iyer	For	For	Management
1.4	Elect Director Brian H. Hall	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

### ILLUMINA, INC.

Ticker: ILMN Security ID: 452327109  
 Meeting Date: MAY 16, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roy A. Whitfield	For	For	Management
1.2	Elect Director Daniel M. Bradbury	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management

### INFORMATICA CORPORATION

Ticker: INFA Security ID: 45666Q102  
 Meeting Date: MAY 22, 2008 Meeting Type: Annual  
 Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director A. Brooke Seawell	For	For	Management
1.2	Elect Director Mark A. Bertelsen	For	For	Management
1.3	Elect Director Godfrey R. Sullivan	For	For	Management
2	Approve Qualified Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 29, 2008 Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Black	For	For	Management
1.2	Elect Director W.R. Brody	For	For	Management
1.3	Elect Director K.I. Chenault	For	For	Management
1.4	Elect Director M.L. Eskew	For	For	Management
1.5	Elect Director S.A. Jackson	For	For	Management
1.6	Elect Director L.A. Noto	For	For	Management
1.7	Elect Director J.W. Owens	For	For	Management
1.8	Elect Director S.J. Palmisano	For	For	Management
1.9	Elect Director J.E. Spero	For	For	Management
1.10	Elect Director S. Taurel	For	For	Management
1.11	Elect Director L.H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Review Executive Compensation	Against	For	Shareholder
5	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
6	Amend Bylaw -- Call Special Meetings	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

INTUITIVE SURGICAL, INC.

Ticker: ISRG Security ID: 46120E602  
 Meeting Date: APR 18, 2008 Meeting Type: Annual  
 Record Date: FEB 22, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert W. Duggan	For	For	Management
1.2	Elect Director Floyd D. Loop	For	For	Management
1.3	Elect Director George Stalk Jr.	For	For	Management

INVITROGEN CORP.

Ticker: IVGN Security ID: 46185R100  
 Meeting Date: APR 30, 2008 Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Balakrishnan S. Iyer	For	For	Management
1.2	Elect Director Ronald A. Matricaria	For	For	Management
1.3	Elect Director W. Ann Reynolds	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

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ITC HOLDINGS CORP

Ticker: ITC Security ID: 465685105  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward G. Jepsen	For	For	Management
1.2	Elect Director Richard D. McLellan	For	For	Management
1.3	Elect Director William J. Museler	For	For	Management
1.4	Elect Director Hazel R. O'Leary	For	For	Management
1.5	Elect Director G. Bennett Stewart, III	For	For	Management
1.6	Elect Director Lee C. Stewart	For	For	Management
1.7	Elect Director Joseph L. Welch	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

JACK HENRY & ASSOCIATES, INC.

Ticker: JKHY Security ID: 426281101  
 Meeting Date: OCT 30, 2007 Meeting Type: Annual  
 Record Date: SEP 17, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jerry D. Hall	For	For	Management
1.2	Elect Director Michael E. Henry	For	For	Management
1.3	Elect Director James J. Ellis	For	For	Management
1.4	Elect Director Craig R. Curry	For	For	Management
1.5	Elect Director Wesley A. Brown	For	For	Management
1.6	Elect Director Matthew C. Flanigan	For	For	Management
1.7	Elect Director Marla K. Shepard	For	For	Management
1.8	Elect Director John F. Prim	For	For	Management
2	Amend Qualified Employee Stock Purchase Plan	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management

JACOBS ENGINEERING GROUP INC.

Ticker: JEC Security ID: 469814107  
 Meeting Date: JAN 24, 2008 Meeting Type: Annual  
 Record Date: DEC 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John P. Jumper	For	For	Management
1.2	Elect Director Linda Fayne Levinson	For	For	Management
1.3	Elect Director Craig L. Martin	For	For	Management
2	Ratify Auditors	For	For	Management

JUNIPER NETWORKS, INC.

Ticker: JNPR Security ID: 48203R104  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual

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Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary B. Cranston	For	For	Management
1.2	Elect Director J. Michael Lawrie	For	For	Management
2	Approve Qualified Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

K-TRON INTERNATIONAL, INC.

Ticker: KIII                      Security ID: 482730108  
 Meeting Date: MAY 8, 2008      Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Norman Cohen	For	For	Management
1.2	Elect Director Richard J. Pinola	For	For	Management

KINETIC CONCEPTS, INC.

Ticker: KCI                      Security ID: 49460W208  
 Meeting Date: MAY 20, 2008      Meeting Type: Annual  
 Record Date: APR 9, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James R. Leininger, Md	For	For	Management
1.2	Elect Director Woodrin Grossman	For	For	Management
1.3	Elect Director David J. Simpson	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

KLA-TENCOR CORP.

Ticker: KLAC                      Security ID: 482480100  
 Meeting Date: NOV 15, 2007      Meeting Type: Annual  
 Record Date: OCT 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward W. Barnholt	For	For	Management
1.2	Elect Director Stephen P. Kaufman	For	For	Management
1.3	Elect Director Richard P. Wallace	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

LEARNING TREE INTERNATIONAL, INC.

Ticker: LTRE                      Security ID: 522015106  
 Meeting Date: MAR 20, 2008      Meeting Type: Annual  
 Record Date: JAN 22, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nicholas R. Schacht	For	For	Management
1.2	Elect Director Howard A. Bain III	For	For	Management
1.3	Elect Director Curtis A. Hessler	For	For	Management

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LKQ CORP.

Ticker: LKQX Security ID: 501889208  
 Meeting Date: MAY 5, 2008 Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director A. Clinton Allen	For	For	Management
1.2	Elect Director Robert M. Devlin	For	For	Management
1.3	Elect Director Donald F. Flynn	For	For	Management
1.4	Elect Director Kevin F. Flynn	For	For	Management
1.5	Elect Director Ronald G. Foster	For	For	Management
1.6	Elect Director Joseph M. Holsten	For	For	Management
1.7	Elect Director Richard L. Keister	For	For	Management
1.8	Elect Director Paul M. Meister	For	For	Management
1.9	Elect Director John F. O'Brien	For	For	Management
1.10	Elect Director William M. Webster, IV	For	For	Management
2	Ratify Auditors	For	For	Management

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MANTECH INTERNATIONAL CORPORATION

Ticker: MANT Security ID: 564563104  
 Meeting Date: JUN 6, 2008 Meeting Type: Annual  
 Record Date: APR 10, 2008

#	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 W.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

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MATSUSHITA ELECTRIC INDUSTRIAL CO. LTD.

Ticker: 6752 Security ID: 576879209  
 Meeting Date: JUN 26, 2008 Meeting Type: Annual  
 Record Date: MAR 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO PARTIALLY AMEND THE ARTICLES OF INCORPORATION	For	For	Management

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2.1	Elect	Director	Kunio Nakamura	For	For	Management
2.2	Elect	Director	Masayuki Matsushita	For	For	Management
2.3	Elect	Director	Fumio Ohtsubo	For	For	Management
2.4	Elect	Director	Susumu Koike	For	For	Management
2.5	Elect	Director	Shunzo Ushimaru	For	For	Management
2.6	Elect	Director	Koshi Kitadai	For	For	Management
2.7	Elect	Director	Toshihiro Sakamoto	For	For	Management
2.8	Elect	Director	Takahiro Mori	For	For	Management
2.9	Elect	Director	Shinichi Fukushima	For	For	Management
2.10	Elect	Director	Yasuo Katsura	For	For	Management
2.11	Elect	Director	Junji Esaka	For	For	Management
2.12	Elect	Director	Hitoshi Otsuki	For	For	Management
2.13	Elect	Director	Ikusaburo Kashima	For	For	Management
2.14	Elect	Director	Ikuo Uno	For	For	Management
2.15	Elect	Director	Hidetsugu Otsuru	For	For	Management
2.16	Elect	Director	Makoto Uenoyama	For	For	Management
2.17	Elect	Director	Masaharu Matsushita	For	For	Management
2.18	Elect	Director	Masayuki Oku	For	For	Management
2.19	Elect	Director	Masatoshi Harada	For	For	Management
3	TO ELECT	IKUO HATA AS CORPORATE AUDITOR		For	For	Management
4	TO ELECT	MASAHIRO SEYAMA* AS CORPORATE AUDITOR		For	For	Management

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### MEMC ELECTRONIC MATERIALS, INC.

Ticker: WFR Security ID: 552715104  
 Meeting Date: APR 23, 2008 Meeting Type: Annual  
 Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter Blackmore	For	For	Management
1.2	Elect Director Nabeel Gareeb	For	For	Management
1.3	Elect Director Marshall Turner	For	For	Management
2	Ratify Auditors	For	For	Management

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### METTLER-TOLEDO INTERNATIONAL INC.

Ticker: MTD Security ID: 592688105  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: FEB 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert F. Spoerry	For	For	Management
2	Elect Director Wah-Hui Chu	For	For	Management
3	Elect Director Francis A. Contino	For	For	Management
4	Elect Director John T. Dickson	For	For	Management
5	Elect Director Philip H. Geier	For	For	Management
6	Elect Director Hans Ulrich Maerki	For	For	Management
7	Elect Director George M. Milne	For	For	Management
8	Elect Director Thomas P. Salice	For	For	Management
9	Ratify Auditors	For	For	Management

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### MONSANTO CO.

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Ticker: MON Security ID: 61166W101  
 Meeting Date: JAN 16, 2008 Meeting Type: Annual  
 Record Date: NOV 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John W. Bachmann	For	For	Management
1.2	Elect Director William U. Parfet	For	For	Management
1.3	Elect Director George H. Poste	For	For	Management
2	Ratify Auditors	For	For	Management
3	Separate Chairman and CEO Positions	Against	Against	Shareholder
4	Amend Bylaws to Not Indemnify Directors for Social and Environmental Liabilities	Against	Against	Shareholder

### MURPHY OIL CORP.

Ticker: MUR Security ID: 626717102  
 Meeting Date: MAY 14, 2008 Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank W. Blue	For	For	Management
1.2	Elect Director Claiborne P. Deming	For	For	Management
1.3	Elect Director Robert A. Hermes	For	For	Management
1.4	Elect Director James V. Kelley	For	For	Management
1.5	Elect Director R. Madison Murphy	For	For	Management
1.6	Elect Director William C. Nolan, Jr.	For	For	Management
1.7	Elect Director Ivar B. Ramberg	For	For	Management
1.8	Elect Director Neal E. Schmale	For	For	Management
1.9	Elect Director David J. H. Smith	For	For	Management
1.10	Elect Directors Caroline G. Theus	For	For	Management
2	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
3	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	Against	Shareholder
4	Ratify Auditors	For	For	Management

### NASDAQ OMX GROUP, INC., THE

Ticker: NDAQ Security ID: 631103108  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Soud Ba'alawy	For	For	Management
1.2	Elect Director Urban Backstrom	For	For	Management
1.3	Elect Director H. Furlong Baldwin	For	For	Management
1.4	Elect Director Michael Casey	For	For	Management
1.5	Elect Director Lon Gorman	For	For	Management
1.6	Elect Director Robert Greifeld	For	For	Management
1.7	Elect Director Glenn H. Hutchins	For	For	Management
1.8	Elect Director Birgitta Kantola	For	For	Management
1.9	Elect Director Essa Kazim	For	For	Management
1.10	Elect Director John D. Markese	For	For	Management
1.11	Elect Director Hans Munk Nielsen	For	For	Management

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1.12	Elect Director Thomas F. O'Neill	For	For	Management
1.13	Elect Director James S. Riepe	For	For	Management
1.14	Elect Director Michael R. Splinter	For	For	Management
1.15	Elect Director Lars Wedenborn	For	For	Management
1.16	Elect Director Deborah L. Wince-Smith	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

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### NASDAQ STOCK MARKET, INC, THE

Ticker: NDAQ Security ID: 631103108  
 Meeting Date: DEC 12, 2007 Meeting Type: Special  
 Record Date: OCT 29, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with an Acquisition	For	For	Management
2	Change Company Name	For	For	Management

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### NETFLIX. INC

Ticker: NFLX Security ID: 64110L106  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: MAR 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Reed Hastings	For	For	Management
1.2	Elect Director Jay C. Hoag	For	Withhold	Management
1.3	Elect Director A. George (Skip) Battle	For	Withhold	Management
2	Ratify Auditors	For	For	Management

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### NOKIA CORP.

Ticker: NOK Security ID: 654902204  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE ANNUAL ACCOUNTS	For	For	Management
2	APPROVAL OF THE DISTRIBUTION OF THE PROFIT FOR THE YEAR, PAYMENT OF DIVIDEND	For	For	Management
3	APPROVAL OF THE DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS, AND THE PRESIDENT, FROM LIABILITY	For	For	Management
4	APPROVAL OF THE REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS	For	For	Management
5	APPROVAL OF THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS	For	For	Management
6.1	Elect Director Georg Ehrnrooth	For	For	Management
6.2	Elect Director Lalita D. Gupte	For	For	Management
6.3	Elect Director Bengt Holmstrom	For	For	Management
6.4	Elect Director Henning Kagermann	For	For	Management



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6.5	Elect Director Olli-Pekka Kallasvuo	For	For	Management
6.6	Elect Director Per Karlsson	For	For	Management
6.7	Elect Director Jorma Ollila	For	For	Management
6.8	Elect Director Marjorie Scardino	For	For	Management
6.9	Elect Director Risto Siilasmaa	For	For	Management
6.10	Elect Director Keijo Suila	For	For	Management
7	APPROVAL OF THE AUDITOR REMUNERATION	For	For	Management
8	APPROVAL OF THE RE-ELECTION OF PRICEWATERHOUSECOOPERS OY AS THE AUDITORS FOR FISCAL YEAR 2008	For	For	Management
9	APPROVAL OF THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE NOKIA SHARES	For	For	Management
10	MARK THE FOR BOX IF YOU WISH TO INSTRUCT NOKIA'S LEGAL COUNSELS TO VOTE IN THEIR DISCRETION ON YOUR BEHALF ONLY UPON ITEM 10	None	Against	Management

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OM GROUP, INC.

Ticker:            OMG                            Security ID: 670872100  
 Meeting Date: MAY 13, 2008    Meeting Type: Annual  
 Record Date: MAR 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William J. Reidy	For	For	Management
1.2	Elect Director Joseph M. Scaminace	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Ratify Auditors	For	For	Management

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ORACLE CORP.

Ticker:            ORCL                            Security ID: 68389X105  
 Meeting Date: NOV 2, 2007    Meeting Type: Annual  
 Record Date: SEP 7, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey O. Henley	For	For	Management
1.2	Elect Director Lawrence J. Ellison	For	For	Management
1.3	Elect Director Donald L. Lucas	For	For	Management
1.4	Elect Director Michael J. Boskin	For	For	Management
1.5	Elect Director Jack F. Kemp	For	For	Management
1.6	Elect Director Jeffrey S. Berg	For	For	Management
1.7	Elect Director Safra A. Catz	For	For	Management
1.8	Elect Director Hector Garcia-Molina	For	For	Management
1.9	Elect Director H. Raymond Bingham	For	For	Management
1.10	Elect Director Charles E Phillips, Jr.	For	For	Management
1.11	Elect Director Naomi O. Seligman	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
5	Issue an Open Source Report	Against	Against	Shareholder

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OSI PHARMACEUTICALS, INC.

Ticker: OSIP Security ID: 671040103  
 Meeting Date: JUN 11, 2008 Meeting Type: Annual  
 Record Date: APR 21, 2008

#	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 Daryl K. Granner, M.D.	For	For	Management
1.5	Elect Director Joseph Klein, III	For	For	Management
1.6	Elect Director Kenneth B. Lee, Jr.	For	For	Management
1.7	Elect Director Viren Mehta	For	For	Management
1.8	Elect Director David W. Niemiec	For	For	Management
1.9	Elect Director H.M. Pinedo, Md, Ph.D.	For	For	Management
1.10	Elect Director Katharine B. Stevenson	For	For	Management
1.11	Elect Director John P. White	For	For	Management
2	Ratify Auditors	For	For	Management

OWENS-ILLINOIS, INC.

Ticker: OI Security ID: 690768403  
 Meeting Date: MAY 9, 2008 Meeting Type: Annual  
 Record Date: MAR 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter S. Hellman	For	For	Management
1.2	Elect Director Anastasia D. Kelly	For	For	Management
1.3	Elect Director John J. McMackin, Jr.	For	For	Management
1.4	Elect Director Hugh H. Roberts	For	For	Management
2	Ratify Auditors	For	For	Management

P. H. GLATFELTER COMPANY

Ticker: GLT Security ID: 377316104  
 Meeting Date: MAY 1, 2008 Meeting Type: Annual  
 Record Date: MAR 6, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nicholas Debenedictis	For	Withhold	Management
1.2	Elect Director J. Robert Hall	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Ratify Auditors	For	For	Management

PAN AMERICAN SILVER CORP.

Ticker: PAA Security ID: 697900108  
 Meeting Date: MAY 13, 2008 Meeting Type: Annual/Special  
 Record Date: APR 2, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Ross J. Beaty	For	For	Management
1.2	Elect Director Geoffrey A. Burns	For	For	Management
1.3	Elect Director William A. Fleckenstein	For	For	Management
1.4	Elect Director Michael Larson	For	For	Management
1.5	Elect Director Michael J.J. Maloney	For	For	Management
1.6	Elect Director Robert P. Pirooz	For	For	Management
1.7	Elect Director Paul B. Sweeney	For	For	Management
1.8	Elect Director David C. Press	For	For	Management
2	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
3	Authorize Board to Fix Remuneration of Auditors	For	For	Management
4	Amend Stock Option Plan and Stock Bonus Plan	For	Against	Management

### PAYCHEX, INC.

Ticker:           PAYX                   Security ID: 704326107  
Meeting Date: OCT 3, 2007   Meeting Type: Annual  
Record Date: AUG 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director B. Thomas Golisano	For	For	Management
2	Elect Director David J. S. Flaschen	For	For	Management
3	Elect Director Phillip Horsley	For	For	Management
4	Elect Director Grant M. Inman	For	For	Management
5	Elect Director Pamela A. Joseph	For	For	Management
6	Elect Director Jonathan J. Judge	For	For	Management
7	Elect Director Joseph M. Tucci	For	For	Management
8	Elect Director Joseph M. Velli	For	For	Management
9	Ratify Auditors	For	For	Management

### PENFORD CORP.

Ticker:           PENX                   Security ID: 707051108  
Meeting Date: JAN 30, 2008   Meeting Type: Annual  
Record Date: DEC 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William E. Buchholz	For	For	Management
1.2	Elect Director John C. Hunter III	For	For	Management
1.3	Elect Director James E. Warjone	For	For	Management
2	Ratify Auditors	For	For	Management

### POTASH CORPORATION OF SASKATCHEWAN INC.

Ticker:           POT                   Security ID: 73755L107  
Meeting Date: MAY 8, 2008   Meeting Type: Annual/Special  
Record Date: MAR 13, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W.J. Doyle	For	For	Management
1.2	Elect Director J.W. Estey	For	For	Management
1.3	Elect Director W. Fetzer III	For	For	Management

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1.4	Elect	Director C.S. Hoffman	For	For	Management
1.5	Elect	Director D.J. Howe	For	For	Management
1.6	Elect	Director A.D. Laberge	For	For	Management
1.7	Elect	Director K.G. Martell	For	For	Management
1.8	Elect	Director J.J. McCaig	For	For	Management
1.9	Elect	Director M. Mogford	For	For	Management
1.10	Elect	Director P.J. Schoenhals	For	For	Management
1.11	Elect	Director E.R. Stromberg	For	For	Management
1.12	Elect	Director E. Viyella De Paliza	For	For	Management
2	Ratify	Deloitte & Touche LLP as Auditors	For	For	Management
3	Approve	2008 Performance Option Plan	For	For	Management
4	SP - Establish	SERP Policy	Against	Against	Shareholder

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### PRAXAIR, INC.

Ticker: PX Security ID: 74005P104  
 Meeting Date: APR 22, 2008 Meeting Type: Annual  
 Record Date: FEB 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nance K. Dicciani	For	For	Management
1.2	Elect Director Edward G. Galante	For	For	Management
1.3	Elect Director Ira D. Hall	For	For	Management
1.4	Elect Director Raymond W. LeBoeuf	For	For	Management
1.5	Elect Director Larry D. McVay	For	For	Management
1.6	Elect Director Wayne T. Smith	For	For	Management
1.7	Elect Director H. Mitchell Watson, Jr.	For	For	Management
1.8	Elect Director Robert L. Wood	For	For	Management
2	Require Majority Vote for Non-Contested Election	For	For	Management
3	Ratify Auditors	For	For	Management

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### PRECISION CASTPARTS CORP.

Ticker: PCP Security ID: 740189105  
 Meeting Date: AUG 14, 2007 Meeting Type: Annual  
 Record Date: JUN 21, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter R. Bridenbaugh	For	For	Management
1.2	Elect Director Steven G. Rothmeier	For	For	Management
1.3	Elect Director Rick Schmidt	For	For	Management
1.4	Elect Director Daniel J. Murphy	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management

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### PRICELINE.COM INC.

Ticker: PCLN Security ID: 741503403  
 Meeting Date: JUN 4, 2008 Meeting Type: Annual  
 Record Date: APR 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffery H. Boyd	For	For	Management

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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	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Amend Bylaws to Permit Shareholders to Call Special Meetings	Against	For	Shareholder

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### QUANTA SERVICES, INC.

Ticker: PWR Security ID: 74762E102  
 Meeting Date: AUG 30, 2007 Meeting Type: Special  
 Record Date: JUL 26, 2007

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

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### RANGE RESOURCES CORPORATION

Ticker: RRC Security ID: 75281A109  
 Meeting Date: MAY 20, 2008 Meeting Type: Annual  
 Record Date: MAR 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles L. Blackburn	For	For	Management
1.2	Elect Director Anthony V. Dub	For	For	Management
1.3	Elect Director V. Richard Eales	For	For	Management
1.4	Elect Director Allen Finkelson	For	For	Management
1.5	Elect Director Jonathan S. Linker	For	For	Management
1.6	Elect Director Kevin S. McCarthy	For	For	Management
1.7	Elect Director John H. Pinkerton	For	For	Management
1.8	Elect Director Jeffrey L. Ventura	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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### RAYTHEON CO.

Ticker: RTN Security ID: 755111507  
 Meeting Date: MAY 29, 2008 Meeting Type: Annual  
 Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Barbara M. Barrett	For	For	Management
2	Elect Director Vernon E. Clark	For	For	Management
3	Elect Director John M. Deutch	For	For	Management
4	Elect Director Frederic M. Poses	For	Against	Management
5	Elect Director Michael C. Ruettgers	For	For	Management

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6	Elect Director Ronald L. Skates	For	For	Management
7	Elect Director William R. Spivey	For	For	Management
8	Elect Director Linda G. Stuntz	For	For	Management
9	Elect Director William H. Swanson	For	For	Management
10	Ratify Auditors	For	For	Management
11	Establish SERP Policy	Against	For	Shareholder
12	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

### RESEARCH IN MOTION LTD

Ticker: RIM Security ID: 760975102  
 Meeting Date: JUL 17, 2007 Meeting Type: Annual  
 Record Date: MAY 29, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Directors Michael Lazaridis, James Balsillie, James Estill, David Kerr, Roger Martin, John E. Richardson, Barbara Stymiest, and John Wetmore	For	For	Management
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Remuneration of Auditors	For	For	Management
3	Amend Stock Option Plan	For	For	Management

### ROBBINS & MYERS, INC.

Ticker: RBN Security ID: 770196103  
 Meeting Date: JAN 9, 2008 Meeting Type: Annual  
 Record Date: NOV 21, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David T. Gibbons	For	For	Management
1.2	Elect Director Stephen F. Kirk	For	For	Management
1.3	Elect Director Peter C. Wallace	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### SIGMA DESIGNS, INC.

Ticker: SIGM Security ID: 826565103  
 Meeting Date: JAN 25, 2008 Meeting Type: Special  
 Record Date: DEC 7, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Increase Authorized Common Stock	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management

### SKILLSOFT PLC [FORMERLY SMARTFORCE PLC (FRM.CBT GROUP PLC)]

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Ticker: SKIL Security ID: 830928107  
 Meeting Date: SEP 27, 2007 Meeting Type: Annual  
 Record Date: JUL 25, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO RECEIVE AND CONSIDER THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED JANUARY 31, 2007.	For	For	Management
2	TO RE-ELECT AS A DIRECTOR MR. JAMES S. KRZYWICKI WHO RETIRES BY ROTATION.	For	For	Management
3	TO RE-ELECT AS A DIRECTOR MR. WILLIAM F. MEAGHER, JR. WHO RETIRES BY ROTATION.	For	For	Management
4	TO AUTHORIZE THE AUDIT COMMITTEE TO FIX THE REMUNERATION OF THE COMPANY S AUDITOR FOR THE FISCAL YEAR ENDING JANUARY 31, 2008.	For	For	Management
5	TO AMEND THE COMPANY S 2004 EMPLOYEE SHARE PURCHASE PLAN TO INCREASE THE TOTAL NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 1,000,000 ORDINARY SHARES OF E0.11 EACH.	For	For	Management
6	TO AMEND THE COMPANY S 2001 OUTSIDE DIRECTOR OPTION PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	For	Against	Management
7	TO APPROVE THE PROPOSAL TO REMUNERATE EACH OUTSIDE DIRECTOR, EFFECTIVE NOVEMBER 1, 2007.	For	For	Management
8	TO REDUCE THE COMPANY S SHARE CAPITAL BY THE CANCELLATION OF THE WHOLE AMOUNT STANDING TO THE CREDIT OF THE COMPANY S SHARE PREMIUM ACCOUNT AT THE DATE OF THE ANNUAL GENERAL MEETING.	For	For	Management

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 SOUTHWESTERN ENERGY CO.

Ticker: SWN Security ID: 845467109  
 Meeting Date: MAY 6, 2008 Meeting Type: Annual  
 Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lewis E. Epley, Jr.	For	For	Management
1.2	Elect Director Robert L. Howard	For	For	Management
1.3	Elect Director Harold M. Korell	For	For	Management
1.4	Elect Director Vello A. Kuuskraa	For	For	Management
1.5	Elect Director Kenneth R. Mourton	For	For	Management
1.6	Elect Director Charles E. Scharlau	For	For	Management
2	Ratify Auditors	For	For	Management

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 ST. JUDE MEDICAL, INC.

Ticker: STJ Security ID: 790849103  
 Meeting Date: MAY 9, 2008 Meeting Type: Annual  
 Record Date: MAR 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard R. Devenuti	For	For	Management

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1.2	Elect Director Stuart M. Essig	For	For	Management
1.3	Elect Director Thomas H. Garrett III	For	For	Management
1.4	Elect Director Wendy L. Yarno	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
4	Ratify Auditors	For	For	Management

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 STERICYCLE, INC.

Ticker: SRCL Security ID: 858912108  
 Meeting Date: MAY 29, 2008 Meeting Type: Annual  
 Record Date: APR 1, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jack W. Schuler	For	For	Management
1.2	Elect Director Mark C. Miller	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 Thomas R. Reusche	For	For	Management
1.9	Elect Director Ronald G. Spaeth	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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 STRAYER EDUCATION, INC.

Ticker: STRA Security ID: 863236105  
 Meeting Date: APR 29, 2008 Meeting Type: Annual  
 Record Date: MAR 7, 2008

#	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 Gary Gensler	For	For	Management
1.6	Elect Director Robert R. Grusky	For	For	Management
1.7	Elect Director Robert L. Johnson	For	For	Management
1.8	Elect Director Todd A. Milano	For	For	Management
1.9	Elect Director G. Thomas Waite, III	For	For	Management
1.10	Elect Director J. David Wargo	For	For	Management
2	Ratify Auditors	For	For	Management

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 TEREX CORP.

Ticker: TEX Security ID: 880779103  
 Meeting Date: JUL 17, 2007 Meeting Type: Special  
 Record Date: MAY 31, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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Ticker: VMI Security ID: 920253101  
 Meeting Date: APR 28, 2008 Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mogens C. Bay	For	For	Management
1.2	Elect Director Walter Scott, Jr.	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

### WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103  
 Meeting Date: JUN 6, 2008 Meeting Type: Annual  
 Record Date: APR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Aida M. Alvarez	For	For	Management
2	Elect Director James W. Breyer	For	For	Management
3	Elect Director M. Michele Burns	For	For	Management
4	Elect Director James I. Cash, Jr.	For	For	Management
5	Elect Director Roger C. Corbett	For	For	Management
6	Elect Director Douglas N. Daft	For	For	Management
7	Elect Director David D. Glass	For	For	Management
8	Elect Director Gregory B. Penner	For	For	Management
9	Elect Director Allen I. Questrom	For	For	Management
10	Elect Director H. Lee Scott, Jr.	For	For	Management
11	Elect Director Arne M. Sorenson	For	For	Management
12	Elect Director Jim C. Walton	For	For	Management
13	Elect Director S. Robson Walton	For	For	Management
14	Elect Director Christopher J. Williams	For	For	Management
15	Elect Director Linda S. Wolf	For	For	Management
16	Approve Executive Incentive Bonus Plan	For	For	Management
17	Ratify Auditors	For	For	Management
18	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	Against	Shareholder
19	Pay For Superior Performance	Against	For	Shareholder
20	Claw-back of Payments under Restatements	Against	Against	Shareholder
21	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
22	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
23	Report on Political Contributions	Against	For	Shareholder
24	Report on Social and Reputation Impact of Failure to Comply with ILO Conventions	Against	Against	Shareholder
25	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

### WEATHERFORD INTERNATIONAL LTD

Ticker: WFT Security ID: G95089101  
 Meeting Date: JUN 2, 2008 Meeting Type: Annual  
 Record Date: APR 9, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECTION AS DIRECTOR: NICHOLAS F. BRADY	For	For	Management
2	ELECTION AS DIRECTOR: WILLIAM E. MACAULAY	For	For	Management
3	ELECTION AS DIRECTOR: DAVID J. BUTTERS	For	For	Management
4	ELECTION AS DIRECTOR: ROBERT B. MILLARD	For	For	Management
5	ELECTION AS DIRECTOR: BERNARD J. DUROC-DANNER	For	For	Management
6	ELECTION AS DIRECTOR: ROBERT K. MOSES, JR.	For	For	Management
7	ELECTION OF DIRECTOR: ROBERT A. RAYNE	For	For	Management
8	Ratify Auditors	For	For	Management

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WILLIAMS COMPANIES, INC., THE

Ticker: WMB Security ID: 969457100  
Meeting Date: MAY 15, 2008 Meeting Type: Annual  
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Joseph R. Cleveland	For	For	Management
2	Elect Director Juanita H. Hinshaw	For	For	Management
3	Elect Director Frank T. Macinnis	For	For	Management
4	Elect Director Steven J. Malcolm	For	For	Management
5	Elect Director Janice D. Stoney	For	For	Management
6	Ratify Auditors	For	For	Management

===== END NPX REPORT

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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.

Value Line Fund, Inc.  
(Registrant)

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

Date: October 9, 2008