

BLUE CHIP VALUE FUND INC
Form N-PX
August 29, 2008

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

BLUE CHIP VALUE FUND, INC.

(Exact name of registrant as specified in charter)

1225 Seventeenth Street, 26th Floor
Denver, CO 80202

(Address of principal executive offices) (Zip code)

Michael P. Malloy, Drinker Biddle & Reath LLP, One Logan Square,
18th & Cherry Streets, Philadelphia, PA 19103

(Name and address of agent for service)

Registrant's telephone number, including area code: 800-624-4190

Date of fiscal year end: December 31

Date of reporting period: July 1, 2007 - June 30, 2008

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***** FORM N-Px REPORT *****

ICA File Number: 811-05003
Reporting Period: 07/01/2007 - 06/30/2008
Blue Chip Value Fund, Inc.

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

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
 Meeting Date: APR 25, 2008 Meeting Type: Annual
 Record Date: FEB 26, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director R.S. Austin | For | For | Management |
| 1.2 | Elect Director W.M. Daley | For | For | Management |
| 1.3 | Elect Director W.J. Farrell | For | For | Management |
| 1.4 | Elect Director H.L. Fuller | For | For | Management |
| 1.5 | Elect Director W.A. Osborn | For | For | Management |
| 1.6 | Elect Director D.A.L. Owen | For | For | Management |
| 1.7 | Elect Director B. Powell, Jr. | For | For | Management |
| 1.8 | Elect Director W.A. Reynolds | For | For | Management |
| 1.9 | Elect Director R.S. Roberts | For | For | Management |
| 1.10 | Elect Director S.C. Scott, III | For | For | Management |
| 1.11 | Elect Director W.D. Smithburg | For | For | Management |
| 1.12 | Elect Director G.F. Tilton | For | For | Management |
| 1.13 | Elect Director M.D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Human Rights Policy to Address Access to Medicines | Against | Against | Shareholder |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

 ALTERA CORP.

Ticker: ALTR Security ID: 021441100
 Meeting Date: MAY 13, 2008 Meeting Type: Annual
 Record Date: MAR 14, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director John P. Daane | For | For | Management |
| 2 | Elect Director Robert J. Finocchio, Jr. | For | For | Management |
| 3 | Elect Director Kevin McGarity | For | For | Management |
| 4 | Elect Director Gregory E. Myers | For | For | Management |
| 5 | Elect Director John Shoemaker | For | For | Management |
| 6 | Elect Director Susan Wang | For | For | Management |
| 7 | Amend Omnibus Stock Plan | For | For | Management |
| 8 | Amend Omnibus Stock Plan | For | For | Management |
| 9 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |

 AMERICAN INTERNATIONAL GROUP, INC.

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Ticker: AIG Security ID: 026874107
 Meeting Date: MAY 14, 2008 Meeting Type: Annual
 Record Date: MAR 28, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Stephen F. Bollenbach | For | For | Management |
| 2 | Elect Director Martin S. Feldstein | For | For | Management |
| 3 | Elect Director Ellen V. Futter | For | For | Management |
| 4 | Elect Director Richard C. Holbrooke | For | For | Management |
| 5 | Elect Director Fred H. Langhammer | For | For | Management |
| 6 | Elect Director George L. Miles, Jr. | For | For | Management |
| 7 | Elect Director Morris W. Offit | For | For | Management |
| 8 | Elect Director James F. Orr, III | For | For | Management |
| 9 | Elect Director Virginia M. Rometty | For | For | Management |
| 10 | Elect Director Martin J. Sullivan | For | For | Management |
| 11 | Elect Director Michael H. Sutton | For | For | Management |
| 12 | Elect Director Edmund S.W. Tse | For | For | Management |
| 13 | Elect Director Robert B. Willumstad | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Report on Human Rights Policies Relating to Water Use | Against | For | Shareholder |
| 16 | Report on Political Contributions | Against | For | Shareholder |

 AMGEN, INC.

Ticker: AMGN Security ID: 031162100
 Meeting Date: MAY 7, 2008 Meeting Type: Annual
 Record Date: MAR 10, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director David Baltimore | For | For | Management |
| 2 | Elect Director Frank J. Biondi, Jr. | For | For | Management |
| 3 | Elect Director Jerry D. Choate | For | For | Management |
| 4 | Elect Director Vance D. Coffman | For | For | Management |
| 5 | Elect Director Frederick W. Gluck | For | For | Management |
| 6 | Elect Director Frank C. Herrerger | For | For | Management |
| 7 | Elect Director Gilbert S. Omenn | For | For | Management |
| 8 | Elect Director Judith C. Pelham | For | For | Management |
| 9 | Elect Director J. Paul Reason | For | For | Management |
| 10 | Elect Director Leonard D. Schaeffer | For | For | Management |
| 11 | Elect Director Kevin W. Sharer | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |
| 14 | Report on Animal Welfare Act Violations | Against | Against | Shareholder |

 BALL CORP.

Ticker: BLL Security ID: 058498106
 Meeting Date: APR 23, 2008 Meeting Type: Annual
 Record Date: MAR 3, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert W. Alspaugh | For | For | Management |
| 1.2 | Elect Director George M. Smart | For | Withhold | Management |
| 1.3 | Elect Director Theodore M. Solso | For | Withhold | Management |
| 1.4 | Elect Director Stuart A. Taylor II | For | Withhold | Management |

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| | | | | |
|---|-----------------------------------|---------|-----|-------------|
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | Against | For | Shareholder |

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
Meeting Date: APR 23, 2008 Meeting Type: Annual
Record Date: FEB 27, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director William Barnet, III | For | For | Management |
| 2 | Elect Director Frank P. Bramble, Sr. | For | For | Management |
| 3 | Elect Director John T. Collins | For | For | Management |
| 4 | Elect Director Gary L. Countryman | For | For | Management |
| 5 | Elect Director Tommy R. Franks | For | For | Management |
| 6 | Elect Director Charles K. Gifford | For | For | Management |
| 7 | Elect Director Kenneth D. Lewis | For | For | Management |
| 8 | Elect Director Monica C. Lozano | For | For | Management |
| 9 | Elect Director Walter E. Massey | For | For | Management |
| 10 | Elect Director Thomas J. May | For | For | Management |
| 11 | Elect Director Patricia E. Mitchell | For | For | Management |
| 12 | Elect Director Thomas M. Ryan | For | For | Management |
| 13 | Elect Director O. Temple Sloan, Jr. | For | For | Management |
| 14 | Elect Director Meredith R. Spangler | For | For | Management |
| 15 | Elect Director Robert L. Tillman | For | For | Management |
| 16 | Elect Director Jackie M. Ward | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Limit/Prohibit Executive Stock-Based Awards | Against | Against | Shareholder |
| 19 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 20 | Limit Executive Compensation | Against | Against | Shareholder |
| 21 | Provide for Cumulative Voting | Against | For | Shareholder |
| 22 | Require Independent Board Chairman | Against | For | Shareholder |
| 23 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 24 | Report on the Equator Principles | Against | Against | Shareholder |
| 25 | Amend Bylaws to Establish a Board Committee on Human Rights | Against | Against | Shareholder |

BUNGE LIMITED

Ticker: BG Security ID: G16962105
Meeting Date: MAY 23, 2008 Meeting Type: Annual
Record Date: MAR 27, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | ELECTION OF DIRECTOR: ERNEST G. BACHRACH | For | For | Management |
| 2 | ELECTION OF DIRECTOR: ENRIQUE H. BOILINI | For | For | Management |
| 3 | ELECTION OF DIRECTOR: MICHAEL H. BULKIN | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | TO INCREASE THE NUMBER OF AUTHORIZED COMMON SHARES OF BUNGE LIMITED FROM 240,000,000 TO 400,000,000. | For | For | Management |
| 6 | TO INCREASE THE NUMBER OF AUTHORIZED PREFERENCE SHARES OF BUNGE LIMITED FROM | For | Against | Management |

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10,000,000 TO 21,000,000.
 7 TO AMEND BUNGE LIMITED S BYE-LAWS TO For For Management
 PERMIT BUNGE LIMITED TO REPURCHASE OR
 OTHERWISE ACQUIRE ITS SHARES TO HOLD AS
 TREASURY SHARES.

CAMPBELL SOUP CO.

Ticker: CPB Security ID: 134429109
 Meeting Date: NOV 16, 2007 Meeting Type: Annual
 Record Date: SEP 19, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Edmund M. Carpenter | For | For | Management |
| 1.2 | Elect Director Paul R. Charron | For | For | Management |
| 1.3 | Elect Director Douglas R. Conant | For | For | Management |
| 1.4 | Elect Director Bennett Dorrance | For | For | Management |
| 1.5 | Elect Director Kent B. Foster | For | For | Management |
| 1.6 | Elect Director Harvey Golub | For | For | Management |
| 1.7 | Elect Director Randall W. Larrimore | For | For | Management |
| 1.8 | Elect Director Philip E. Lippincott | For | For | Management |
| 1.9 | Elect Director Mary Alice D. Malone | For | For | Management |
| 1.10 | Elect Director Sara Mathew | For | For | Management |
| 1.11 | Elect Director David C. Patterson | For | For | Management |
| 1.12 | Elect Director Charles R. Perrin | For | For | Management |
| 1.13 | Elect Director A. Barry Rand | For | For | Management |
| 1.14 | Elect Director George Strawbridge, Jr. | For | For | Management |
| 1.15 | Elect Director Les C. Vinney | For | For | Management |
| 1.16 | Elect Director Charlotte C. Weber | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

CISCO SYSTEMS, INC.

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 |

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|----|--|---------|-----|-------------|
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 19 | Report on Internet Fragmentation | Against | For | Shareholder |

COLGATE-PALMOLIVE CO.

Ticker: CL Security ID: 194162103
 Meeting Date: MAY 8, 2008 Meeting Type: Annual
 Record Date: MAR 10, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|----------------------------------|---------|-----------|------------|
| 1 | Elect Director John T. Cahill | For | For | Management |
| 2 | Elect Director Jill K. Conway | For | For | Management |
| 3 | Elect Director Ian M. Cook | For | For | Management |
| 4 | Elect Director Ellen M. Hancock | For | For | Management |
| 5 | Elect Director David W. Johnson | For | For | Management |
| 6 | Elect Director Richard J. Kogan | For | For | Management |
| 7 | Elect Director Delano E. Lewis | For | For | Management |
| 8 | Elect Director Reuben Mark | For | For | Management |
| 9 | Elect Director J. Pedro Reinhard | For | For | Management |
| 10 | Elect Director Stephen I. Sadove | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Increase Authorized Common Stock | For | For | Management |

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 |

DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105
 Meeting Date: SEP 14, 2007 Meeting Type: Annual
 Record Date: JUL 23, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Leonard L. Berry | For | For | Management |
| 1.2 | Elect Director Odie C. Donald | For | For | Management |
| 1.3 | Elect Director David H. Hughes | For | For | Management |

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|------|---|-----|-----|------------|
| 1.4 | Elect Director Charles A Ledsinger, Jr. | For | For | Management |
| 1.5 | Elect Director William M. Lewis, Jr. | For | For | Management |
| 1.6 | Elect Director Connie Mack, III | For | For | Management |
| 1.7 | Elect Director Andrew H. (Drew) Madsen | For | For | Management |
| 1.8 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 1.9 | Elect Director Michael D. Rose | For | For | Management |
| 1.10 | Elect Director Maria A. Sastre | For | For | Management |
| 1.11 | Elect Director Jack A. Smith | For | For | Management |
| 1.12 | Elect Director Rita P. Wilson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

EXPEDIA INC

Ticker: EXPE Security ID: 30212P105
 Meeting Date: JUN 11, 2008 Meeting Type: Annual
 Record Date: APR 15, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director A.G. (Skip) Battle | For | For | Management |
| 1.2 | Elect Director Simon J. Breakwell | For | Withhold | Management |
| 1.3 | Elect Director Barry Diller | For | Withhold | Management |
| 1.4 | Elect Director Jonathan L. Dolgen | For | For | Management |
| 1.5 | Elect Director William R. Fitzgerald | For | Withhold | Management |
| 1.6 | Elect Director Craig A. Jacobson | For | For | Management |
| 1.7 | Elect Director Victor A. Kaufman | For | Withhold | Management |
| 1.8 | Elect Director Peter M. Kern | For | For | Management |
| 1.9 | Elect Director Dara Khosrowshahi | For | Withhold | Management |
| 1.10 | Elect Director John C. Malone | For | Withhold | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

FIRST DATA CORP.

Ticker: FDC Security ID: 319963104
 Meeting Date: JUL 31, 2007 Meeting Type: Special
 Record Date: JUN 21, 2007

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

GENERAL DYNAMICS CORP.

Ticker: GD Security ID: 369550108
 Meeting Date: MAY 7, 2008 Meeting Type: Annual
 Record Date: MAR 10, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Nicholas D. Chabraja | For | For | Management |
| 2 | Elect Director James S. Crown | For | For | Management |
| 3 | Elect Director William P. Fricks | For | For | Management |
| 4 | Elect Director Charles H. Goodman | For | For | Management |
| 5 | Elect Director Jay L. Johnson | For | For | Management |

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|----|--|---------|---------|-------------|
| 6 | Elect Director George A. Joulwan | For | For | Management |
| 7 | Elect Director Paul G. Kaminski | For | For | Management |
| 8 | Elect Director John M. Keane | For | For | Management |
| 9 | Elect Director Deborah J. Lucas | For | For | Management |
| 10 | Elect Director Lester L. Lyles | For | For | Management |
| 11 | Elect Director Carl E. Mundy, Jr. | For | For | Management |
| 12 | Elect Director J. Christopher Reyes | For | For | Management |
| 13 | Elect Director Robert Walmsley | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Adopt Ethical Criteria for Military Contracts | Against | Against | Shareholder |
| 16 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

GOLDMAN SACHS TRUST

Ticker: GSDUX Security ID: 38141W364
 Meeting Date: AUG 3, 2007 Meeting Type: Special
 Record Date: MAY 14, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Ashok N. Bakhru | For | For | Management |
| 1.2 | Elect Trustee John P. Coblentz, Jr. | For | For | Management |
| 1.3 | Elect Trustee Diana M. Daniels | For | For | Management |
| 1.4 | Elect Trustee Patrick T. Harker | For | For | Management |
| 1.5 | Elect Trustee Jessica Palmer | For | For | Management |
| 1.6 | Elect Trustee Alan A. Shuch | For | For | Management |
| 1.7 | Elect Trustee Richard P. Strubel | For | For | Management |
| 1.8 | Elect Trustee Kaysie P. Uniacke | For | For | Management |

INTEL CORP.

Ticker: INTC Security ID: 458140100
 Meeting Date: MAY 21, 2008 Meeting Type: Annual
 Record Date: MAR 24, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Craig R. Barrett | For | For | Management |
| 2 | Elect Director Charlene Barshefsky | For | For | Management |
| 3 | Elect Director Carol A. Bartz | For | For | Management |
| 4 | Elect Director Susan L. Decker | For | For | Management |
| 5 | Elect Director Reed E. Hundt | For | For | Management |
| 6 | Elect Director Paul S. Otellini | For | For | Management |
| 7 | Elect Director James D. Plummer | For | For | Management |
| 8 | Elect Director David S. Pottruck | For | For | Management |
| 9 | Elect Director Jane E. Shaw | For | For | Management |
| 10 | Elect Director John L. Thornton | For | For | Management |
| 11 | Elect Director David B. Yoffie | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Amend Bylaws to Establish a Board Committee on Sustainability | Against | Against | Shareholder |

INTERNATIONAL BUSINESS MACHINES CORP.

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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 |

INVESCO LTD. (FORMERLY INVESCO PLC)

Ticker: IVZ Security ID: G491BT108
 Meeting Date: MAY 14, 2008 Meeting Type: Annual
 Record Date: MAR 14, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | ELECTION OF DIRECTOR: REX D. ADAMS | For | For | Management |
| 2 | ELECTION OF DIRECTOR: SIR JOHN BANHAM | For | For | Management |
| 3 | ELECTION OF DIRECTOR: DENIS KESSLER | For | Against | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | APPROVAL OF 2008 GLOBAL EQUITY INCENTIVE PLAN | For | For | Management |
| 6 | APPROVAL OF EXECUTIVE INCENTIVE BONUS PLAN | For | For | Management |

INVESCO PLC (FORMERLY AMVESCAP PLC)

Ticker: IVZ Security ID: 46127U104
 Meeting Date: NOV 14, 2007 Meeting Type: Special
 Record Date: OCT 11, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | COURT MEETING | For | For | Management |
| 2 | TO APPROVE THE SCHEME OF ARRANGEMENT BETWEEN INVESCO PLC AND ITS SHAREHOLDERS PURSUANT TO WHICH INVESCO LTD. WILL BECOME THE PARENT OF INVESCO PLC, AND ALL MATTERS RELATING TO THE SCHEME OF ARRANGEMENT. | For | For | Management |

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|---|--|-----|-----|------------|
| 3 | TO APPROVE, SUBJECT TO THE SCHEME BECOMING EFFECTIVE, THE ISSUE OF BONUS SHARES TO INVESCO LTD. (THE NEW SHARES). | For | For | Management |
| 4 | TO APPROVE THE REDUCTION OF CAPITAL RELATING TO THE NEW SHARES. | For | For | Management |

ITT CORP.

Ticker: ITT Security ID: 450911102
 Meeting Date: MAY 13, 2008 Meeting Type: Annual
 Record Date: MAR 21, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Steven R. Loranger | For | For | Management |
| 1.2 | Elect Director Curtis J. Crawford | For | For | Management |
| 1.3 | Elect Director Christina A. Gold | For | For | Management |
| 1.4 | Elect Director Ralph F. Hake | For | For | Management |
| 1.5 | Elect Director John J. Hamre | For | For | Management |
| 1.6 | Elect Director Frank T. MacInnis | For | For | Management |
| 1.7 | Elect Director Surya N. Mohapatra | For | For | Management |
| 1.8 | Elect Director Linda S. Sanford | For | For | Management |
| 1.9 | Elect Director Markos I. Tambakeras | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Articles of Incorporation to Authorize Additional Shares and Provide for Majority Voting in Uncontested Elections | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Amend Omnibus Stock Plan | For | For | Management |
| 6 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 7 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 8 | Report Foreign Military Sales | Against | Against | Shareholder |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 20, 2008 Meeting Type: Annual
 Record Date: MAR 21, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Crandall C. Bowles | For | For | Management |
| 2 | Elect Director Stephen B. Burke | For | For | Management |
| 3 | Elect Director David M. Cote | For | For | Management |
| 4 | Elect Director James S. Crown | For | For | Management |
| 5 | Elect Director James Dimon | For | For | Management |
| 6 | Elect Director Ellen V. Futter | For | For | Management |
| 7 | Elect Director William H. Gray, III | For | For | Management |
| 8 | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 9 | Elect Director Robert I. Lipp | For | For | Management |
| 10 | Elect Director David C. Novak | For | For | Management |
| 11 | Elect Director Lee R. Raymond | For | For | Management |
| 12 | Elect Director William C. Weldon | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | Against | Management |
| 15 | Amend Executive Incentive Bonus Plan | For | For | Management |

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|----|--|---------|---------|-------------|
| 16 | Report on Government Service of Employees | Against | Against | Shareholder |
| 17 | Report on Political Contributions | Against | For | Shareholder |
| 18 | Require Independent Board Chairman | Against | Against | Shareholder |
| 19 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 20 | Require More Director Nominations Than Open Seats | Against | Against | Shareholder |
| 21 | Report on Human Rights Investment Policies | Against | Against | Shareholder |
| 22 | Report on Lobbying Activities | Against | Against | Shareholder |

LEHMAN BROTHERS HOLDINGS INC.

Ticker: LEH Security ID: 524908100
 Meeting Date: APR 15, 2008 Meeting Type: Annual
 Record Date: FEB 15, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Michael L. Ainslie | For | For | Management |
| 2 | Elect Director John F. Akers | For | For | Management |
| 3 | Elect Director Roger S. Berlind | For | For | Management |
| 4 | Elect Director Thomas H. Cruikshank | For | For | Management |
| 5 | Elect Director Marsha Johnson Evans | For | For | Management |
| 6 | Elect Director Richard S. Fuld, Jr. | For | For | Management |
| 7 | Elect Director Christopher Gent | For | For | Management |
| 8 | Elect Director Jerry A. Grundhofer | For | For | Management |
| 9 | Elect Director Roland A. Hernandez | For | For | Management |
| 10 | Elect Director Henry Kaufman | For | For | Management |
| 11 | Elect Director John D. Macomber | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Amend Omnibus Stock Plan | For | Against | Management |
| 14 | Approve/Amend Executive Incentive Bonus Plan | For | For | Management |
| 15 | Publish Political Contributions | Against | Against | Shareholder |
| 16 | Prepare an Environmental Sustainability Report | Against | Against | Shareholder |

MARATHON OIL CORP

Ticker: MRO Security ID: 565849106
 Meeting Date: APR 30, 2008 Meeting Type: Annual
 Record Date: MAR 3, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Charles F. Bolden, Jr. | For | For | Management |
| 2 | Elect Director Gregory H. Boyce | For | For | Management |
| 3 | Elect Director Shirley Ann Jackson | For | For | Management |
| 4 | Elect Director Philip Lader | For | For | Management |
| 5 | Elect Director Charles R. Lee | For | For | Management |
| 6 | Elect Director Dennis H. Reilley | For | For | Management |
| 7 | Elect Director Seth E. Schofield | For | For | Management |
| 8 | Elect Director John W. Snow | For | For | Management |
| 9 | Elect Director Thomas J. Usher | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |
| 12 | Advisory Vote to Ratify Named Executive | Against | For | Shareholder |

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Officers' Compensation

MEDTRONIC, INC.

Ticker: MDT Security ID: 585055106
 Meeting Date: AUG 23, 2007 Meeting Type: Annual
 Record Date: JUN 25, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David L. Calhoun | For | For | Management |
| 1.2 | Elect Director Arthur D. Collins, Jr. | For | For | Management |
| 1.3 | Elect Director James T. Lenehan | For | For | Management |
| 1.4 | Elect Director Kendall J. Powell | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | For | For | Management |

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 13, 2007 Meeting Type: Annual
 Record Date: SEP 7, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director William H. Gates, III | For | For | Management |
| 2 | Elect Director Steven A. Ballmer | For | For | Management |
| 3 | Elect Director James I. Cash, Jr. | For | For | Management |
| 4 | Elect Director Dina Dublon | For | For | Management |
| 5 | Elect Director Raymond V. Gilmartin | For | For | Management |
| 6 | Elect Director Reed Hastings | For | For | Management |
| 7 | Elect Director David F. Marquardt | For | For | Management |
| 8 | Elect Director Charles H. Noski | For | For | Management |
| 9 | Elect Director Helmut Panke | For | For | Management |
| 10 | Elect Director Jon A. Shirley | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Adopt Policies to Protect Freedom of Access to the Internet | Against | Against | Shareholder |
| 13 | Amend Bylaws to Establish a Board Committee on Human Rights | Against | Against | Shareholder |

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 |

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|------|--|------|---------|------------|
| 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 |
| 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 |

NORFOLK SOUTHERN CORP.

Ticker: NSC Security ID: 655844108
 Meeting Date: MAY 8, 2008 Meeting Type: Annual
 Record Date: MAR 3, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gerald L. Baliles | For | For | Management |
| 1.2 | Elect Director Gene R. Carter | For | For | Management |
| 1.3 | Elect Director Karen N. Horn | For | For | Management |
| 1.4 | Elect Director J. Paul Reason | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

OCCIDENTAL PETROLEUM CORP.

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 2, 2008 Meeting Type: Annual
 Record Date: MAR 12, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Spencer Abraham | For | Against | Management |
| 2 | Elect Director Ronald W. Burkle | For | For | Management |
| 3 | Elect Director John S. Chalsty | For | Against | Management |
| 4 | Elect Director Edward P. Djerejian | For | For | Management |
| 5 | Elect Director John E. Feick | For | For | Management |
| 6 | Elect Director Ray R. Irani | For | For | Management |
| 7 | Elect Director Irvin W. Maloney | For | Against | Management |
| 8 | Elect Director Avedick B. Poladian | For | For | Management |
| 9 | Elect Director Rodolfo Segovia | For | Against | Management |
| 10 | Elect Director Aziz D. Syriani | For | For | Management |

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|----|--|---------|---------|-------------|
| 11 | Elect Director Rosemary Tomich | For | Against | Management |
| 12 | Elect Director Walter L. Weisman | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Publish a Scientific Global Warming Report | Against | Against | Shareholder |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 16 | Disclose Information on Compensation Consultant | Against | Against | Shareholder |
| 17 | Pay For Superior Performance | Against | For | Shareholder |
| 18 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

PARKER-HANNIFIN CORP.

Ticker: PH Security ID: 701094104
 Meeting Date: OCT 24, 2007 Meeting Type: Annual
 Record Date: AUG 31, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Linda S. Harty | For | Withhold | Management |
| 1.2 | Elect Director Candy M. Obourn | For | Withhold | Management |
| 1.3 | Elect Director Donald E. Washkewicz | For | Withhold | Management |
| 2 | Declassify the Board of Directors | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

PPL CORP.

Ticker: PPL Security ID: 69351T106
 Meeting Date: MAY 21, 2008 Meeting Type: Annual
 Record Date: FEB 29, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Frederick M. Bernthal | For | For | Management |
| 1.2 | Elect Director Louise K. Goeser | For | For | Management |
| 1.3 | Elect Director Keith H. Williamson | For | For | Management |
| 2 | Eliminate Supermajority Vote Requirement | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

QUALCOMM INC.

Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 11, 2008 Meeting Type: Annual
 Record Date: JAN 14, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Barbara T. Alexander | For | For | Management |
| 1.2 | Elect Director Donald G. Cruickshank | For | For | Management |
| 1.3 | Elect Director Raymond V. Dittamore | For | For | Management |
| 1.4 | Elect Director Irwin Mark Jacobs | For | For | Management |
| 1.5 | Elect Director Paul E. Jacobs | For | For | Management |
| 1.6 | Elect Director Robert E. Kahn | For | For | Management |
| 1.7 | Elect Director Sherry Lansing | For | For | Management |

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| | | | | |
|------|--------------------------------|-----|----------|------------|
| 1.8 | Elect Director Duane A. Nelles | For | Withhold | Management |
| 1.9 | Elect Director Marc I. Stern | For | For | Management |
| 1.10 | Elect Director Brent Scowcroft | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

QUANTA SERVICES, INC.

Ticker: PWR Security ID: 74762E102
 Meeting Date: MAY 22, 2008 Meeting Type: Annual
 Record Date: MAR 24, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James R. Ball | For | For | Management |
| 1.2 | Elect Director John R. Colson | For | For | Management |
| 1.3 | Elect Director J. Michal Conaway | For | For | Management |
| 1.4 | Elect Director Ralph R. Disibio | For | For | Management |
| 1.5 | Elect Director Bernard Fried | For | For | Management |
| 1.6 | Elect Director Louis C. Golm | For | For | Management |
| 1.7 | Elect Director Worthing F. Jackman | For | For | Management |
| 1.8 | Elect Director Bruce Ranck | For | For | Management |
| 1.9 | Elect Director John R. Wilson | For | For | Management |
| 1.10 | Elect Director Pat Wood, III | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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 |
| 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 |

STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Ticker: HOT Security ID: 85590A401
 Meeting Date: APR 30, 2008 Meeting Type: Annual
 Record Date: MAR 3, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|-----|---------------------------------------|-----|-----|------------|
| 1.1 | Elect Director Adam Aron | For | For | Management |
| 1.2 | Elect Director Charlene Barshefsky | For | For | Management |
| 1.3 | Elect Director Bruce Duncan | For | For | Management |
| 1.4 | Elect Director Lizanne Galbreath | For | For | Management |
| 1.5 | Elect Director Eric Hippeau | For | For | Management |
| 1.6 | Elect Director Stephen R. Quazzo | For | For | Management |
| 1.7 | Elect Director Thomas O. Ryder | For | For | Management |
| 1.8 | Elect Director Frits Van Paasschen | For | For | Management |
| 1.9 | Elect Director Kneeland C. Youngblood | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

STATE STREET CORP. (BOSTON)

Ticker: STT Security ID: 857477103
 Meeting Date: APR 30, 2008 Meeting Type: Annual
 Record Date: MAR 7, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director K. Burnes | For | For | Management |
| 1.2 | Elect Director P. Coym | For | For | Management |
| 1.3 | Elect Director N. Darehshori | For | For | Management |
| 1.4 | Elect Director A. Fawcett | For | For | Management |
| 1.5 | Elect Director D. Gruber | For | For | Management |
| 1.6 | Elect Director L. Hill | For | For | Management |
| 1.7 | Elect Director C. LaMantia | For | For | Management |
| 1.8 | Elect Director R. Logue | For | For | Management |
| 1.9 | Elect Director M. Miskovic | For | For | Management |
| 1.10 | Elect Director R. Sergel | For | For | Management |
| 1.11 | Elect Director R. Skates | For | For | Management |
| 1.12 | Elect Director G. Summe | For | For | Management |
| 1.13 | Elect Director R. Weissman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Limit Auditor from Providing Non-Audit Services | Against | Against | Shareholder |

TEVA PHARMACEUTICAL INDUSTRIES LTD.

Ticker: TEVA Security ID: 881624209
 Meeting Date: JUL 17, 2007 Meeting Type: Annual
 Record Date: JUN 11, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | TO RECEIVE AND DISCUSS THE COMPANY S CONSOLIDATED BALANCE SHEET, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | For | For | Management |
| 2 | TO APPROVE THE BOARD OF DIRECTORS RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2006, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 1.36 (APPROXIMATELY US\$0.31) PER ORDINARY SHARE (OR ADR), BE DECLARED FINAL. | For | For | Management |
| 3 | TO ELECT ABRAHAM E. COHEN AS A DIRECTOR. | For | Against | Management |
| 4 | TO ELECT PROF. ROGER D. KORNBERG AS A DIRECTOR | For | For | Management |
| 5 | TO ELECT PROF. MOSHE MANY AS A DIRECTOR. | For | For | Management |

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| | | | | |
|---|---|-----|-----|------------|
| 6 | TO ELECT DAN PROPPER AS A DIRECTOR. | For | For | Management |
| 7 | TO APPROVE THE PURCHASE OF DIRECTORS AND OFFICERS LIABILITY INSURANCE FOR THE DIRECTORS AND OFFICERS OF THE COMPANY AND ITS SUBSIDIARIES, ALL AS FULLY DESCRIBED IN THE PROXY STATEMENT. | For | For | Management |
| 8 | TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2008 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE AUDIT COMMITTEE TO DETERMINE THEIR COMPENSATION AND THE BOARD OF DIRECTORS TO RATIFY SUCH DETERMINATION. | For | For | Management |

TEVA PHARMACEUTICAL INDUSTRIES LTD.

Ticker: TEVA Security ID: 881624209
 Meeting Date: JUN 29, 2008 Meeting Type: Annual
 Record Date: MAY 22, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Final Dividend of NIS 1.60 Per Share | For | For | Management |
| 3 | Elect Eli Hurvitz as Director | For | For | Management |
| 4 | Elect Ruth Cheshin as Director | For | For | Management |
| 5 | Elect Harold Snyder as Director | For | For | Management |
| 6 | Elect Joseph (Yosi) Nitzani as Director | For | For | Management |
| 7 | Elect Ory Slonim as Director | For | For | Management |
| 8 | Appoint Leora (Rubin) Meridor as External Director | For | For | Management |
| 9 | Approve Director/Officer Liability and Indemnification Insurance | For | For | Management |
| 10 | Approve Remuneration of Directors | For | For | Management |
| 11 | Approve Employee Stock Purchase Plan | For | For | Management |
| 12 | Approve Kesselman & Kesselman as Auditors and Authorize Board to Fix Their Remuneration | For | For | Management |

TJX COMPANIES, INC., THE

Ticker: TJX Security ID: 872540109
 Meeting Date: JUN 3, 2008 Meeting Type: Annual
 Record Date: APR 14, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director José B. Alvarez | For | For | Management |
| 1.2 | Elect Director Alan M. Bennett | For | For | Management |
| 1.3 | Elect Director David A. Brandon | For | Withhold | Management |
| 1.4 | Elect Director Bernard Cammarata | For | For | Management |
| 1.5 | Elect Director David T. Ching | For | For | Management |
| 1.6 | Elect Director Michael F. Hines | For | For | Management |
| 1.7 | Elect Director Amy B. Lane | For | For | Management |

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| | | | | |
|------|---|---------|---------|-------------|
| 1.8 | Elect Director Carol Meyrowitz | For | For | Management |
| 1.9 | Elect Director John F. O'Brien | For | For | Management |
| 1.10 | Elect Director Robert F. Shapiro | For | For | Management |
| 1.11 | Elect Director Willow B. Shire | For | For | Management |
| 1.12 | Elect Director Fletcher H. Wiley | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 4 | Implement MacBride Principles | Against | Against | Shareholder |

TRANSOCEAN INC.

Ticker: RIG Security ID: G90078109
 Meeting Date: NOV 9, 2007 Meeting Type: Court
 Record Date: OCT 1, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX G, WHICH PROVIDES FOR THE RECLASSIFICATION OF OUR ORDINARY SHARES. | For | For | Management |
| 2 | APPROVAL OF THE ISSUANCE OF OUR ORDINARY SHARES TO SHAREHOLDERS OF GLOBALSANTAFE CORPORATION IN THE MERGER UNDER THE TERMS OF THE AGREEMENT AND PLAN OF MERGER, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX A. | For | For | Management |
| 3 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR MEMORANDUM AND ARTICLES OF ASSOCIATION TO, AMONG OTHER THINGS, INCREASE THE MAXIMUM NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS OF TRANSOCEAN INC. FROM 13 TO 14. | For | For | Management |

TRANSOCEAN INC.

Ticker: RIG Security ID: G90073100
 Meeting Date: MAY 16, 2008 Meeting Type: Annual
 Record Date: MAR 19, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | ELECTION OF DIRECTOR: JON A. MARSHALL | For | For | Management |
| 2 | ELECTION OF DIRECTOR: MARTIN B. MCNAMARA | For | For | Management |
| 3 | ELECTION OF DIRECTOR: ROBERT E. ROSE | For | For | Management |
| 4 | ELECTION OF DIRECTOR: IAN C. STRACHAN | For | For | Management |
| 5 | APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008. | For | For | Management |

TRAVELERS COMPANIES, INC., THE

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Ticker: TRV Security ID: 89417E109
 Meeting Date: MAY 6, 2008 Meeting Type: Annual
 Record Date: MAR 7, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Alan L. Beller | For | For | Management |
| 1.2 | Elect Director John H. Dasburg | For | For | Management |
| 1.3 | Elect Director Janet M. Dolan | For | For | Management |
| 1.4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1.5 | Elect Director Jay S. Fishman | For | For | Management |
| 1.6 | Elect Director Lawrence G. Graev | For | For | Management |
| 1.7 | Elect Director Patricia L. Higgins | For | For | Management |
| 1.8 | Elect Director Thomas R. Hodgson | For | For | Management |
| 1.9 | Elect Director Cleve L. Killingsworth, Jr. | For | For | Management |
| 1.10 | Elect Director Robert I. Lipp | For | For | Management |
| 1.11 | Elect Director Blythe J. McGarvie | For | For | Management |
| 1.12 | Elect Director Glen D. Nelson, M.D. | For | For | Management |
| 1.13 | Elect Director Laurie J. Thomsen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

UNILEVER N.V.

Ticker: UN Security ID: 904784709
 Meeting Date: MAY 15, 2008 Meeting Type: Annual
 Record Date: MAR 20, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | TO ADOPT THE ANNUAL ACCOUNTS AND APPROPRIATION OF THE PROFIT FOR THE 2007 FINANCIAL YEAR. | For | For | Management |
| 2 | TO DISCHARGE THE EXECUTIVE DIRECTORS IN OFFICE IN THE 2007 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK. | For | For | Management |
| 3 | TO DISCHARGE THE NON-EXECUTIVE DIRECTORS IN OFFICE IN THE 2007 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK. | For | For | Management |
| 4 | TO RE-APPOINT MR P J CESCAU AS AN EXECUTIVE DIRECTOR. | For | For | Management |
| 5 | TO APPOINT MR J A LAWRENCE AS AN EXECUTIVE DIRECTOR. | For | For | Management |
| 6 | TO INCREASE GSIP AWARD AND BONUS LIMITS FOR MR J A LAWRENCE. | For | For | Management |
| 7 | TO RE-APPOINT PROFESSOR G BERGER AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 8 | TO RE-APPOINT THE RT HON THE LORD BRITTAN OF SPENNITHORNE QC, DL AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 9 | TO RE-APPOINT PROFESSOR W DIK AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 10 | TO RE-APPOINT MR C E GOLDEN AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 11 | TO RE-APPOINT DR B E GROTE AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 12 | TO RE-APPOINT MR N MURTHY AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 13 | TO RE-APPOINT MS H NYASULU AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 14 | TO RE-APPOINT THE LORD SIMON OF HIGHBURY | For | For | Management |

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|----|--|-----|-----|------------|
| 15 | CBE AS A NON-EXECUTIVE DIRECTOR. TO RE-APPOINT MR K J STORM AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 16 | TO RE-APPOINT MR M TRESCHOW AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 17 | TO RE-APPOINT MR J VAN DER VEER AS A NON-EXECUTIVE DIRECTOR. | For | For | Management |
| 18 | Ratify Auditors | For | For | Management |
| 19 | TO APPROVE THE PROPOSAL TO CHANGE THE REPORTING LANGUAGE. | For | For | Management |
| 20 | TO DESIGNATE THE BOARD OF DIRECTORS AS THE COMPANY BODY AUTHORISED TO ISSUE SHARES IN THE COMPANY. | For | For | Management |
| 21 | TO AUTHORISE THE BOARD OF DIRECTORS TO PURCHASE SHARES AND DEPOSITARY RECEIPTS IN THE COMPANY. | For | For | Management |
| 22 | TO APPROVE THE PROPOSAL TO REDUCE THE CAPITAL THROUGH CANCELLATION OF SHARES. | For | For | Management |

VERISIGN, INC.

Ticker: VRSN Security ID: 92343E102
 Meeting Date: AUG 30, 2007 Meeting Type: Annual
 Record Date: JUL 13, 2007

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director D. James Bidzos | For | Withhold | Management |
| 1.2 | Elect Director William L. Chenevich | For | Withhold | Management |
| 1.3 | Elect Director Louis A. Simpson | For | Withhold | Management |
| 2 | Declassify the Board of Directors | For | For | Management |
| 3 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
 Meeting Date: APR 22, 2008 Meeting Type: Annual
 Record Date: FEB 14, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director John D. Baker, II | For | For | Management |
| 2 | Elect Director Peter C. Browning | For | For | Management |
| 3 | Elect Director John T. Casteen, III | For | For | Management |
| 4 | Elect Director Jerry Gitt | For | For | Management |
| 5 | Elect Director William H. Goodwin, Jr. | For | For | Management |
| 6 | Elect Director Maryellen C. Herringer | For | For | Management |
| 7 | Elect Director Robert A. Ingram | For | For | Management |
| 8 | Elect Director Donald M. James | For | For | Management |
| 9 | Elect Director Mackey J. McDonald | For | For | Management |
| 10 | Elect Director Joseph Neubauer | For | For | Management |
| 11 | Elect Director Timothy D. Proctor | For | For | Management |
| 12 | Elect Director Ernest S. Rady | For | For | Management |
| 13 | Elect Director Van L. Richey | For | For | Management |
| 14 | Elect Director Ruth G. Shaw | For | For | Management |
| 15 | Elect Director Lanty L. Smith | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 16 | Elect Director G. Kennedy Thompson | For | For | Management |
| 17 | Elect Director Dona Davis Young | For | For | Management |
| 18 | Ratify Auditors | For | For | Management |
| 19 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 20 | Report on Political Contributions | Against | For | Shareholder |
| 21 | Require Two Candidates for Each Board Seat | Against | Against | Shareholder |

WALT DISNEY COMPANY, THE

Ticker: DIS Security ID: 254687106
 Meeting Date: MAR 6, 2008 Meeting Type: Annual
 Record Date: JAN 7, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Susan E. Arnold | For | For | Management |
| 2 | Elect Director John E. Bryson | For | For | Management |
| 3 | Elect Director John S. Chen | For | For | Management |
| 4 | Elect Director Judith L. Estrin | For | For | Management |
| 5 | Elect Director Robert A. Iger | For | For | Management |
| 6 | Elect Director Steven P. Jobs | For | Against | Management |
| 7 | Elect Director Fred H. Langhammer | For | For | Management |
| 8 | Elect Director Aylwin B. Lewis | For | For | Management |
| 9 | Elect Director Monica C. Lozano | For | For | Management |
| 10 | Elect Director Robert W. Matschullat | For | For | Management |
| 11 | Elect Director John E. Pepper, Jr. | For | For | Management |
| 12 | Elect Director Orin C. Smith | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Amend Executive Incentive Bonus Plan | For | For | Management |

WASHINGTON MUTUAL, INC

Ticker: WM Security ID: 939322103
 Meeting Date: APR 15, 2008 Meeting Type: Annual
 Record Date: FEB 29, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Stephen I. Chazen | For | For | Management |
| 2 | Elect Director Stephen E. Frank | For | Withhold | Management |
| 3 | Elect Director Kerry K. Killinger | For | For | Management |
| 4 | Elect Director Thomas C. Leppert | For | For | Management |
| 5 | Elect Director Charles M. Lillis | For | Withhold | Management |
| 6 | Elect Director Phillip D. Matthews | For | Withhold | Management |
| 7 | Elect Director Regina T. Montoya | For | Withhold | Management |
| 8 | Elect Director Michael K. Murphy | For | Withhold | Management |
| 9 | Elect Director Margaret Osmer McQuade | For | Withhold | Management |
| 10 | Elect Director Mary E. Pugh | For | Withhold | Management |
| 11 | Elect Director William G. Reed, Jr. | For | Withhold | Management |
| 12 | Elect Director Orin C. Smith | For | For | Management |
| 13 | Elect Director James H. Stever | For | Withhold | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 16 | Require Independent Board Chairman | Against | For | Shareholder |

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17 Require a Majority Vote for the Election Against For Shareholder
of Directors

WASHINGTON MUTUAL, INC

Ticker: WM Security ID: 939322103
Meeting Date: JUN 24, 2008 Meeting Type: Special
Record Date: APR 15, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Increase Authorized Common Stock | For | For | Management |
| 2 | Approve Conversion of Securities | For | For | Management |

WESTERN UNION CO

Ticker: WU Security ID: 959802109
Meeting Date: MAY 23, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Jack M. Greenberg | For | For | Management |
| 2 | Elect Director Alan J. Lacy | For | For | Management |
| 3 | Elect Director Linda Fayne Levinson | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

XTO ENERGY INC

Ticker: XTO Security ID: 98385X106
Meeting Date: MAY 20, 2008 Meeting Type: Annual
Record Date: MAR 31, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|-------------|
| 1 | Elect Director William H. Adams III | For | Against | Management |
| 2 | Elect Director Keith A. Hutton | For | For | Management |
| 3 | Elect Director Jack P. Randall | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Declassify the Board of Directors | Against | For | Shareholder |

ZIMMER HOLDINGS INC

Ticker: ZMH Security ID: 98956P102
Meeting Date: MAY 5, 2008 Meeting Type: Annual
Record Date: MAR 6, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director David C. Dvorak | For | For | Management |
| 2 | Elect Director Robert A. Hagemann | For | For | Management |
| 3 | Elect Director Arthur J. Higgins | For | For | Management |
| 4 | Elect Director Cecil B. Pickett | For | For | Management |

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| | | | | |
|---|--|-----|-----|------------|
| 5 | Ratify Auditors | For | For | Management |
| 6 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 7 | Eliminate Supermajority Vote Requirement | For | For | Management |

===== END NPX REPORT

SIGNATURES

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

(Registrant) Blue Chip Value Fund, Inc.

By (Signature and Title)* /s/ Todger Anderson

Todger Anderson
President/Principal Executive Officer

Date August 29, 2008

*Print the name and title of each signing officer under his or her signature.