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VALUE LINE FUND INC
Form N-PX
August 31, 2006

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-568

Value Line Fund, Inc.

(Exact name of registrant as specified in charter)

220 East 42nd Street, New York, NY 10017

(Address of principal executive offices)

David Henigson

(Name and address of agent for service)

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

Date of Fiscal year-end: 12/31

Date of reporting period: 7/1/2005 - 6/30/2006

Item 1. Proxy Voting Record

AAR CORP

Ticker: AIR Security ID: 000361105
Meeting Date: OCT 19, 2005 Meeting Type: A
Record Date: AUG 22, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------|---------|-----------|------------|
| 1.01 | Elect Ronald R. Fogleman | For | For | Management |
| 1.02 | Elect Ronald B. Woodard | For | For | Management |
| 2 | Ratify selection of auditors | For | For | Management |
| 3 | Amend Stock Incentive Plan | For | For | Management |

ACCENTURE LTD BERMUDA

Ticker: ACN Security ID: G1150G111
Meeting Date: FEB 1, 2006 Meeting Type: Annual
Record Date: DEC 5, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | APPOINTMENT OF THE FOLLOWING NOMINEE TO THE BOARD OF DIRECTORS: DINA DUBLON | For | For | Management |
| 2 | APPOINTMENT OF THE FOLLOWING NOMINEE TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

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ADVANCED MICRO DEVICES, INC.

Ticker: AMD Security ID: 007903107
 Meeting Date: MAY 5, 2006 Meeting Type: Annual
 Record Date: MAR 6, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Hector de J. Ruiz | For | For | Management |
| 1.2 | Elect Director W. Michael Barnes | For | For | Management |
| 1.3 | Elect Director Bruce L. Claflin | For | For | Management |
| 1.4 | Elect Director H. Paulett Eberhart | For | For | Management |
| 1.5 | Elect Director Robert B. Palmer | For | For | Management |
| 1.6 | Elect Director Leonard M. Silverman | For | For | Management |
| 1.7 | Elect Director Morton L. Topfer | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 5 | Approve Executive Incentive Bonus Plan | For | For | Management |

 ADVISORY BOARD CO

Ticker: ABCO Security ID: 00762W107
 Meeting Date: NOV 15, 2005 Meeting Type: A
 Record Date: SEP 23, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.01 | Elect Marc N. Casper | For | For | Management |
| 1.02 | Elect Kelt Kindick | For | For | Management |
| 1.03 | Elect Joseph E. Laird Jr. | For | For | Management |
| 1.04 | Elect Mark R. Neaman | For | For | Management |
| 1.05 | Elect Leon D. Shapiro | For | For | Management |
| 1.06 | Elect Frank J. Williams | For | For | Management |
| 1.07 | Elect LeAnne M. Zumwalt | For | For | Management |
| 2 | Adopt the 2005 Stock Incentive Plan | For | Against | Management |
| 3 | Ratify selection of auditors | For | For | Management |

 AGILENT TECHNOLOGIES INC.

Ticker: A Security ID: 00846U101
 Meeting Date: MAR 1, 2006 Meeting Type: Annual
 Record Date: JAN 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director William P. Sullivan | For | For | Management |
| 1.2 | Elect Director Robert J. Herbold | For | For | Management |
| 1.3 | Elect Director Koh Boon Hwee | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |

 ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

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Ticker: MDRX Security ID: 01988P108
 Meeting Date: MAY 30, 2006 Meeting Type: Annual
 Record Date: APR 12, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Philip D. Green | For | For | Management |
| 1.2 | Elect Director Bernard Goldstein | For | For | Management |
| 1.3 | Elect Director Marcel L. gus Gamache | For | For | Management |
| 2 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

ANADARKO PETROLEUM CORP.

Ticker: APC Security ID: 032511107
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: MAR 13, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Allison, Jr. | For | For | Management |
| 1.2 | Elect Director John W. Poduska, Sr. | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

APPLE COMPUTER, INC.

Ticker: AAPL Security ID: 037833100
 Meeting Date: APR 27, 2006 Meeting Type: Annual
 Record Date: FEB 28, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Fred D. Anderson | For | For | Management |
| 1.2 | Elect Director William V. Campbell | For | For | Management |
| 1.3 | Elect Director Millard S. Drexler | For | For | Management |
| 1.4 | Elect Director Albert A. Gore, Jr. | For | For | Management |
| 1.5 | Elect Director Steven P. Jobs | For | For | Management |
| 1.6 | Elect Director Arthur D. Levinson, Ph.D. | For | For | Management |
| 1.7 | Elect Director Jerome B. York | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Computer Recycling Policy | Against | Against | Shareholder |

BENCHMARK ELECTRONICS, INC.

Ticker: BHE Security ID: 08160H101
 Meeting Date: MAY 10, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Donald E. Nigbor | For | For | Management |
| 1.2 | Elect Director Cary T. Fu | For | For | Management |
| 1.3 | Elect Director Steven A. Barton | For | For | Management |
| 1.4 | Elect Director John W. Cox | For | For | Management |
| 1.5 | Elect Director Peter G. Dorflinger | For | For | Management |

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|-----|----------------------------------|-----|-----|------------|
| 1.6 | Elect Director Laura W. Lang | For | For | Management |
| 1.7 | Elect Director Bernee D.L. Strom | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

BIOVAIL CORPORATION

Ticker: BVF. Security ID: 09067J109
 Meeting Date: JUN 27, 2006 Meeting Type: Annual/Special
 Record Date: MAY 15, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1 | Approve 2006 Stock Option Plan | For | For | Management |
| 2 | Amend Terms of Outstanding Options | For | For | Management |
| 3.1 | Elect Director Eugene N. Melnyk | For | For | Management |
| 3.2 | Elect Director Wilfred G. Bristow | For | For | Management |
| 3.3 | Elect Director Laurence E. Paul | For | For | Management |
| 3.4 | Elect Director Sheldon Plener | For | For | Management |
| 3.5 | Elect Director Michael R. Van Every | For | For | Management |
| 3.6 | Elect Director Jamie C. Sokalsky | For | For | Management |
| 3.7 | Elect Director William M. Wells | For | For | Management |
| 3.8 | Elect Director Douglas J.P. Squires | For | For | Management |
| 4 | Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Remuneration of Auditors | For | For | Management |

BJ SERVICES COMPANY

Ticker: BJS Security ID: 055482103
 Meeting Date: JAN 31, 2006 Meeting Type: Annual
 Record Date: DEC 6, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John R. Huff | For | For | Management |
| 1.2 | Elect Director Michael E. Patrick | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |
| 3 | Adjourn Meeting | For | For | Management |

BRIGHTPOINT, INC.

Ticker: CELL Security ID: 109473405
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: APR 18, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Marisa E. Pratt | For | For | Management |
| 1.2 | Elect Director Jerre L. Stead | For | For | Management |
| 1.3 | Elect Director Kari-Pekka Wilska | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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BROADCOM CORP.

Ticker: BRCM Security ID: 111320107
 Meeting Date: APR 27, 2006 Meeting Type: Annual
 Record Date: FEB 28, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director George L. Farinsky | For | For | Management |
| 1.2 | Elect Director Maureen E. Grzelakowski | For | For | Management |
| 1.3 | Elect Director Nancy H. Handel | For | For | Management |
| 1.4 | Elect Director John Major | For | For | Management |
| 1.5 | Elect Director Scott A. McGregor | For | For | Management |
| 1.6 | Elect Director Alan E. Ross | For | For | Management |
| 1.7 | Elect Director Henry Samueli | For | For | Management |
| 1.8 | Elect Director Robert E. Switz | For | For | Management |
| 1.9 | Elect Director Werner F. Wolfen | For | For | Management |
| 2 | Amend Articles/Bylaws/Charter-Non-Routine | For | For | Management |
| 3 | Establish Range For Board Size | For | For | Management |
| 4 | Amend Non-Employee Director Omnibus Stock Plan | For | Against | Management |
| 5 | Ratify Auditors | For | For | Management |

 C.H. ROBINSON WORLDWIDE, INC.

Ticker: CHRW Security ID: 12541W209
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kenneth E. Keiser | For | For | Management |
| 1.2 | Elect Director Gerald A. Schwalbach | For | For | Management |
| 1.3 | Elect Director John P. Wiehoff | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

 CABOT OIL & GAS CORP.

Ticker: COG Security ID: 127097103
 Meeting Date: MAY 4, 2006 Meeting Type: Annual
 Record Date: MAR 22, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James G. Floyd | For | For | Management |
| 1.2 | Elect Director Robert Kelley | For | For | Management |
| 1.3 | Elect Director P. Dexter Peacock | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Other Business | For | Against | Management |

 CERADYNE, INC.

Ticker: CRDN Security ID: 156710105
 Meeting Date: JUN 6, 2006 Meeting Type: Annual

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Record Date: APR 17, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Joel P. Moskowitz | For | For | Management |
| 1.2 | Elect Director Richard A. Alliegro | For | Withhold | Management |
| 1.3 | Elect Director Frank Edelstein | For | For | Management |
| 1.4 | Elect Director Richard A. Kertson | For | For | Management |
| 1.5 | Elect Director William C. LaCourse | For | For | Management |
| 1.6 | Elect Director Milton L. Lohr | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |

CERIDIAN CORPORATION

Ticker: CEN Security ID: 156779100
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: MAR 14, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Nicholas D. Chabraja | For | For | Management |
| 1.2 | Elect Director Ronald T. Lemay | For | For | Management |
| 1.3 | Elect Director George R. Lewis | For | For | Management |
| 1.4 | Elect Director L. White Matthews III | For | For | Management |
| 1.5 | Elect Director Ronald L. Turner | For | For | Management |
| 1.6 | Elect Director Alan F. White | For | For | Management |

CHAMPION ENTERPRISES, INC.

Ticker: CHB Security ID: 158496109
 Meeting Date: MAY 3, 2006 Meeting Type: Annual
 Record Date: MAR 10, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert W. Anestis | For | For | Management |
| 1.2 | Elect Director Eric S. Belsky | For | For | Management |
| 1.3 | Elect Director William C. Griffiths | For | For | Management |
| 1.4 | Elect Director Selwyn Isakow | For | For | Management |
| 1.5 | Elect Director Brian D. Jellison | For | For | Management |
| 1.6 | Elect Director G. Michael Lynch | For | For | Management |
| 1.7 | Elect Director Thomas A. Madden | For | For | Management |
| 1.8 | Elect Director Shirley D. Peterson | For | For | Management |
| 1.9 | Elect Director David S. Weiss | For | For | Management |

CHARLES SCHWAB CORP., THE

Ticker: SCHW Security ID: 808513105
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 20, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Nancy H. Bechtle | For | For | Management |
| 1.2 | Elect Director C. Preston Butcher | For | For | Management |
| 1.3 | Elect Director Marjorie Magner | For | For | Management |
| 2 | Declassify the Board of Directors | For | For | Management |

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|---|--|---------|---------|-------------|
| 3 | Report on Impact of Flat Tax | Against | Against | Shareholder |
| 4 | Report on Political Contributions | Against | For | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 6 | Submit Severance Agreement (Change in Control) to shareholder Vote | Against | For | Shareholder |

CHICAGO MERCANTILE EXCHANGE HOLDINGS, INC.

Ticker: CME Security ID: 167760107
 Meeting Date: APR 26, 2006 Meeting Type: Annual
 Record Date: MAR 1, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Dennis H. Chookaszian | For | For | Management |
| 1.2 | Elect Director Martin J. Gepsman | For | For | Management |
| 1.3 | Elect Director Elizabeth Harrington | For | For | Management |
| 1.4 | Elect Director Leo Melamed | For | For | Management |
| 1.5 | Elect Director Alex J. Pollock | For | For | Management |
| 1.6 | Elect Director Myron S. Scholes | For | For | Management |
| 1.7 | Elect Director William R. Shepard | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

CIRCUIT CITY STORES, INC.

Ticker: CC Security ID: 172737108
 Meeting Date: JUN 27, 2006 Meeting Type: Annual
 Record Date: APR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ronald M. Brill | For | For | Management |
| 1.2 | Elect Director Michael E. Foss | For | For | Management |
| 1.3 | Elect Director Mikael Salovaara | For | For | Management |
| 1.4 | Elect Director Philip J. Schoonover | For | For | Management |
| 1.5 | Elect Director Barbara S. Feigin | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

CITRIX SYSTEMS, INC.

Ticker: CTXS Security ID: 177376100
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 20, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas F. Bogan | For | For | Management |
| 1.2 | Elect Director Gary E. Morin | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

COACH INC

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Ticker: COH Security ID: 189754104
 Meeting Date: NOV 2, 2005 Meeting Type: A
 Record Date: SEP 14, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------|---------|-----------|------------|
| 1.01 | Elect Joseph Ellis | For | For | Management |
| 1.02 | Elect Lew Frankfort | For | For | Management |
| 1.03 | Elect Gary W. Loveman | For | For | Management |
| 1.04 | Elect Ivan Menezes | For | For | Management |
| 1.05 | Elect Irene Miller | For | For | Management |
| 1.06 | Elect Keith Monda | For | For | Management |
| 1.07 | Elect Michael E. Murphy | For | For | Management |
| 2 | Amend annual bonus plan | For | For | Management |

 COLUMBUS MCKINNON CORP

Ticker: CMCO Security ID: 199333105
 Meeting Date: AUG 15, 2005 Meeting Type: A
 Record Date: JUN 24, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|----------------------------|---------|-----------|------------|
| 1.01 | Elect Herbert P. Ladds Jr. | For | For | Management |
| 1.02 | Elect Timothy T. Tevens | For | For | Management |
| 1.03 | Elect Carlos Pascual | For | For | Management |
| 1.04 | Elect Richard H. Fleming | For | For | Management |
| 1.05 | Elect Ernest R. Verebelyi | For | For | Management |
| 1.06 | Elect Wallace W. Creek | For | For | Management |
| 1.07 | Elect Stephen Rabinowitz | For | For | Management |
| 1.08 | Elect Linda A. Goodspeed | For | For | Management |

 COMMSCOPE, INC.

Ticker: CTV Security ID: 203372107
 Meeting Date: MAY 5, 2006 Meeting Type: Annual
 Record Date: MAR 14, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Frank M. Drendel | For | For | Management |
| 1.2 | Elect Director Richard C. Smith | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

 CORNING INC.

Ticker: GLW Security ID: 219350105
 Meeting Date: APR 27, 2006 Meeting Type: Annual
 Record Date: FEB 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James B. Flaws | For | For | Management |
| 1.2 | Elect Director James R. Houghton | For | For | Management |
| 1.3 | Elect Director James J. O'Connor | For | For | Management |

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|-----|--|---------|-----|-------------|
| 1.4 | Elect Director Deborah D. Rieman | For | For | Management |
| 1.5 | Elect Director Peter F. Volanakis | For | For | Management |
| 1.6 | Elect Director Padmasree Warrior | For | For | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Approve Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Declassify the Board of Directors | Against | For | Shareholder |

CSX CORP.

Ticker: CSX Security ID: 126408103
 Meeting Date: MAY 3, 2006 Meeting Type: Annual
 Record Date: MAR 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Elizabeth E. Bailey | For | For | Management |
| 1.2 | Elect Director John B. Breaux | For | For | Management |
| 1.3 | Elect Director Edward J. Kelly, III | For | For | Management |
| 1.4 | Elect Director Robert D. Kunisch | For | For | Management |
| 1.5 | Elect Director Southwood J. Morcott | For | For | Management |
| 1.6 | Elect Director David M. Ratcliffe | For | For | Management |
| 1.7 | Elect Director William C. Richardson | For | For | Management |
| 1.8 | Elect Director Frank S. Royal, M.D. | For | For | Management |
| 1.9 | Elect Director Donald J. Shepard | For | For | Management |
| 1.10 | Elect Director Michael J. Ward | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | For | For | Management |
| 5 | Reduce Supermajority Vote Requirement | For | For | Management |
| 6 | Separate Chairman and CEO Positions | Against | Against | Shareholder |

CYMER, INC.

Ticker: CYMI Security ID: 232572107
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Charles J. Abbe | For | For | Management |
| 1.2 | Elect Director Robert P. Akins | For | For | Management |
| 1.3 | Elect Director Edward H. Braun | For | For | Management |
| 1.4 | Elect Director Michael R. Gaulke | For | For | Management |
| 1.5 | Elect Director William G. Oldham, Ph.D. | For | For | Management |
| 1.6 | Elect Director Peter J. Simone | For | For | Management |
| 1.7 | Elect Director Young K. Sohn | For | For | Management |
| 1.8 | Elect Director Jon D. Tompkins | For | For | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

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DARDEN RESTAURANTS INC

Ticker: DRI Security ID: 237194105
 Meeting Date: SEP 21, 2005 Meeting Type: A
 Record Date: JUL 25, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------|---------|-----------|------------|
| 1.01 | Elect Leonard L. Berry | For | For | Management |
| 1.02 | Elect Odie C. Donald | For | For | Management |
| 1.03 | Elect David H. Hughes | For | For | Management |
| 1.04 | Elect Charles A. Ledsinger Jr. | For | For | Management |
| 1.05 | Elect Joe R. Lee | For | For | Management |
| 1.06 | Elect William M. Lewis Jr | For | For | Management |
| 1.07 | Elect Connie Mack III | For | For | Management |
| 1.08 | Elect Andrew H. Madsen | For | For | Management |
| 1.09 | Elect Clarence Otis Jr. | For | For | Management |
| 1.10 | Elect Michael D. Rose | For | For | Management |
| 1.11 | Elect Maria A. Sastre | For | For | Management |
| 1.12 | Elect Jack A. Smith | For | For | Management |
| 1.13 | Elect Blaine Sweatt III | For | For | Management |
| 1.14 | Elect Rita P. Wilson | For | For | Management |
| 2 | Ratify selection of auditors | For | For | Management |

DOVER CORP.

Ticker: DOV Security ID: 260003108
 Meeting Date: APR 18, 2006 Meeting Type: Annual
 Record Date: FEB 28, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director D.H. Benson | For | For | Management |
| 1.2 | Elect Director R.W. Cremin | For | For | Management |
| 1.3 | Elect Director J-P.M. Ergas | For | For | Management |
| 1.4 | Elect Director K.C. Graham | For | For | Management |
| 1.5 | Elect Director R.L. Hoffman | For | For | Management |
| 1.6 | Elect Director J.L. Koley | For | For | Management |
| 1.7 | Elect Director R.K. Lochridge | For | For | Management |
| 1.8 | Elect Director T.L. Reece | For | For | Management |
| 1.9 | Elect Director B.G. Rethore | For | For | Management |
| 1.10 | Elect Director M.B. Stubbs | For | For | Management |
| 1.11 | Elect Director M.A. Winston | For | For | Management |
| 2 | Other Business | For | Against | Management |

E*TRADE FINANCIAL CORP.

Ticker: ET Security ID: 269246104
 Meeting Date: MAY 25, 2006 Meeting Type: Annual
 Record Date: APR 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael K. Parks | For | For | Management |
| 1.2 | Elect Director Lewis E. Randall | For | For | Management |
| 1.3 | Elect Director Stephen H. Willard | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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EAGLE MATERIALS INC.

Ticker: EXP Security ID: 26969P108
 Meeting Date: APR 11, 2006 Meeting Type: Special
 Record Date: MAR 8, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Amend Articles to Reclassify Common and Class B Common Stock | For | For | Management |

EOG RESOURCES, INC.

Ticker: EOG Security ID: 26875P101
 Meeting Date: MAY 2, 2006 Meeting Type: Annual
 Record Date: MAR 6, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director George A. Alcorn | For | For | Management |
| 1.2 | Elect Director Charles R. Crisp | For | For | Management |
| 1.3 | Elect Director Mark G. Papa | For | For | Management |
| 1.4 | Elect Director Edmund P. Segner, III | For | For | Management |
| 1.5 | Elect Director William D. Stevens | For | For | Management |
| 1.6 | Elect Director H. Leighton Steward | For | For | Management |
| 1.7 | Elect Director Donald F. Textor | For | For | Management |
| 1.8 | Elect Director Frank G. Wisner | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

Ticker: EXPD Security ID: 302130109
 Meeting Date: MAY 3, 2006 Meeting Type: Annual
 Record Date: MAR 10, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Peter J. Rose | For | For | Management |
| 1.2 | Elect Director James L.K. Wang | For | For | Management |
| 1.3 | Elect Director R. Jordan Gates | For | For | Management |
| 1.4 | Elect Director James J. Casey | For | For | Management |
| 1.5 | Elect Director Dan P. Kourkoumelis | For | For | Management |
| 1.6 | Elect Director Michael J. Malone | For | For | Management |
| 1.7 | Elect Director John W. Meisenbach | For | For | Management |
| 2 | Approve Stock Option Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Implement Sexual Orientation Policy | Against | For | Shareholder |

EXPRESS SCRIPTS, INC.

Ticker: ESRX Security ID: 302182100
 Meeting Date: MAY 24, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

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| # | 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 John O. Parker, Jr. | For | For | Management |
| 1.7 | Elect Director George Paz | For | For | Management |
| 1.8 | Elect Director Samuel K. Skinner | For | For | Management |
| 1.9 | Elect Director Seymour Sternberg | For | For | Management |
| 1.10 | Elect Director Barrett A. Toan | For | For | Management |
| 1.11 | Elect Director Howard L. Waltman | 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 |

FAIR ISAAC CORP.

Ticker: FIC Security ID: 303250104
Meeting Date: FEB 6, 2006 Meeting Type: Annual
Record Date: DEC 9, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director A. George Battle | For | For | Management |
| 1.2 | Elect Director Andrew Cecere | For | For | Management |
| 1.3 | Elect Director Tony J. Christianson | For | For | Management |
| 1.4 | Elect Director Thomas G. Grudnowski | For | For | Management |
| 1.5 | Elect Director Alex W. Hart | For | For | Management |
| 1.6 | Elect Director Guy R. Henshaw | For | For | Management |
| 1.7 | Elect Director William J. Lansing | For | For | Management |
| 1.8 | Elect Director Margaret L. Taylor | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

FASTENAL CO.

Ticker: FAST Security ID: 311900104
Meeting Date: APR 18, 2006 Meeting Type: Annual
Record Date: FEB 20, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert A. Kierlin | For | Withhold | Management |
| 1.2 | Elect Director Stephen M. Slaggie | For | Withhold | Management |
| 1.3 | Elect Director Michael M. Gostomski | For | For | Management |
| 1.4 | Elect Director John D. Remick | For | For | Management |
| 1.5 | Elect Director Henry K. McConnon | For | For | Management |
| 1.6 | Elect Director Robert A. Hansen | For | For | Management |
| 1.7 | Elect Director Willard D. Oberton | For | Withhold | Management |
| 1.8 | Elect Director Michael J. Dolan | For | For | Management |
| 1.9 | Elect Director Reyne K. Wisecup | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

FLORIDA ROCK INDUSTRIES, INC.

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Ticker: FRK Security ID: 341140101
 Meeting Date: FEB 1, 2006 Meeting Type: Annual
 Record Date: DEC 13, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director John A. Delaney | For | For | Management |
| 1.2 | Elect Director William P. Foley, II | For | For | Management |
| 1.3 | Elect Director Robert P. Crozer | For | For | Management |
| 1.4 | Elect Director Edward L. Baker | For | For | Management |
| 1.5 | Elect Director J. Dix Druce, Jr. | For | For | Management |
| 1.6 | Elect Director John D. Milton, Jr. | For | For | Management |
| 1.7 | Elect Director William H. Walton, III | For | For | Management |
| 2 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |

 FRANKLIN RESOURCES, INC.

Ticker: BEN Security ID: 354613101
 Meeting Date: JAN 26, 2006 Meeting Type: Annual
 Record Date: NOV 30, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Samuel H. Armacost | For | For | Management |
| 1.2 | Elect Director Harmon E. Burns | For | For | Management |
| 1.3 | Elect Director Charles Crocker | For | For | Management |
| 1.4 | Elect Director Joseph R. Hardiman | For | For | Management |
| 1.5 | Elect Director Robert D. Joffe | For | For | Management |
| 1.6 | Elect Director Charles B. Johnson | For | For | Management |
| 1.7 | Elect Director Rupert H. Johnson, Jr. | For | For | Management |
| 1.8 | Elect Director Thomas H. Kean | For | For | Management |
| 1.9 | Elect Director Chutta Ratnathicam | For | For | Management |
| 1.10 | Elect Director Peter M. Sacerdote | For | For | Management |
| 1.11 | Elect Director Laura Stein | For | For | Management |
| 1.12 | Elect Director Anne M. Tatlock | For | For | Management |
| 1.13 | Elect Director Louis E. Woodworth | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

 GENERAL CABLE CORP.

Ticker: BGC Security ID: 369300108
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 20, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gregory E. Lawton | For | For | Management |
| 1.2 | Elect Director Craig P. Omlvedt | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

 GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 10, 2006 Meeting Type: Annual
 Record Date: MAR 22, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Paul Berg | For | For | Management |
| 1.2 | Elect Director John F. Cogan | For | For | Management |
| 1.3 | Elect Director Etienne F. Davignon | For | For | Management |
| 1.4 | Elect Director James M. Denny | For | For | Management |
| 1.5 | Elect Director John W. Madigan | For | For | Management |
| 1.6 | Elect Director John C. Martin | For | For | Management |
| 1.7 | Elect Director Gordon E. Moore | For | For | Management |
| 1.8 | Elect Director Nicholas G. Moore | For | For | Management |
| 1.9 | Elect Director Gayle E. Wilson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 5 | Increase Authorized Common Stock | For | For | Management |
| 6 | Report on Impact of HIV/AIDS, TB, and Malaria Pandemics | Against | For | Shareholder |

GUESS?, INC.

Ticker: GES Security ID: 401617105
 Meeting Date: MAY 9, 2006 Meeting Type: Annual
 Record Date: APR 4, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Carlos Alberini | For | For | Management |
| 1.2 | Elect Director Alice Kane | For | For | Management |
| 2 | Amend Non-Employee Director Omnibus Stock Plan | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |

GYMBOREE CORP.

, THE

Ticker: GYMB Security ID: 403777105
 Meeting Date: JUN 13, 2006 Meeting Type: Annual
 Record Date: APR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Matthew K. McCauley | For | For | Management |
| 1.2 | Elect Director Blair W. Lambert | For | For | Management |
| 1.3 | Elect Director Gary M. Heil | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

HALLIBURTON CO.

Ticker: HAL Security ID: 406216101
 Meeting Date: MAY 17, 2006 Meeting Type: Annual
 Record Date: MAR 20, 2006

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

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| | | | | |
|------|---|---------|---------|-------------|
| 1.1 | Elect Director Alan M. Bennett | For | For | Management |
| 1.2 | Elect Director James R. Boyd | For | For | Management |
| 1.3 | Elect Director Robert L. Crandall | For | For | Management |
| 1.4 | Elect Director Kenneth T. Derr | For | For | Management |
| 1.5 | Elect Director S.Malcolm Gillis | For | For | Management |
| 1.6 | Elect Director W.R. Howell | For | For | Management |
| 1.7 | Elect Director Ray L. Hunt | For | For | Management |
| 1.8 | Elect Director David J. Lesar | For | For | Management |
| 1.9 | Elect Director J.Landis Martin | For | For | Management |
| 1.10 | Elect Director Jay A. Precourt | For | For | Management |
| 1.11 | Elect Director Debra L. Reed | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Amend Terms of Severance Payments to Executives | For | For | Management |
| 5 | Review Human Rights Standards | Against | For | Shareholder |
| 6 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 7 | Amend Terms of Existing Poison Pill | Against | Against | Shareholder |

HANOVER INSURANCE GROUP INC

Ticker: THG Security ID: 410867105
 Meeting Date: MAY 16, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Frederick H. Eppinger | For | For | Management |
| 1.2 | Elect Director Gail L. Harrison | For | For | Management |
| 1.3 | Elect Director Joseph R. Ramrath | For | For | Management |
| 1.4 | Elect Director David J. Gallitano | For | For | Management |
| 1.5 | Elect Director Neal F. Finnegan | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | Against | Management |

HEALTHEXTRAS, INC.

Ticker: HLEX Security ID: 422211102
 Meeting Date: JUN 6, 2006 Meeting Type: Annual
 Record Date: APR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Daniel J. Houston | For | For | Management |
| 1.2 | Elect Director Michael R. McDonnell | For | For | Management |
| 1.3 | Elect Director Dale B. Wolf | For | For | Management |
| 1.4 | Elect Director Steven B. Epstein | For | Withhold | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

HELIX ENERGY SOLUTIONS INC

Ticker: HLX Security ID: 42330P107
 Meeting Date: MAY 8, 2006 Meeting Type: Annual

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Record Date: MAR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director T. William Porter, III | For | For | Management |
| 1.2 | Elect Director William L. Transier | For | For | Management |

HEWLETT-PACKARD CO.

Ticker: HPQ Security ID: 428236103
 Meeting Date: MAR 15, 2006 Meeting Type: Annual
 Record Date: JAN 17, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------------|-------------|
| 1.1 | Elect Director P.C. Dunn | For | Did Not Vote | Management |
| 1.2 | Elect Director L.T. Babbio, Jr. | For | Did Not Vote | Management |
| 1.3 | Elect Director S.M. Baldauf | For | Did Not Vote | Management |
| 1.4 | Elect Director R.A. Hackborn | For | Did Not Vote | Management |
| 1.5 | Elect Director J.H. Hammergren | For | Did Not Vote | Management |
| 1.6 | Elect Director M.V. Hurd | For | Did Not Vote | Management |
| 1.7 | Elect Director G.A. Keyworth Ii | For | Did Not Vote | Management |
| 1.8 | Elect Director T.J. Perkins | For | Did Not Vote | Management |
| 1.9 | Elect Director R.L. Ryan | For | Did Not Vote | Management |
| 1.10 | Elect Director L.S. Salhany | For | Did Not Vote | Management |
| 1.11 | Elect Director R.P. Wayman | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | Did Not Vote | Management |
| 4 | Require a Majority Vote for the Election of Directors | Against | Did Not Vote | Shareholder |
| 5 | Claw-Back of Payments under Restatement | Against | Did Not Vote | Shareholder |

HOME DEPOT, INC. (THE)

Ticker: HD Security ID: 437076102
 Meeting Date: MAY 25, 2006 Meeting Type: Annual
 Record Date: MAR 28, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gregory D. Brenneman | For | Withhold | Management |
| 1.2 | Elect Director John L. Clendenin | For | Withhold | Management |
| 1.3 | Elect Director Claudio X. Gonzalez | For | Withhold | Management |
| 1.4 | Elect Director Milledge A. Hart, III | For | Withhold | Management |
| 1.5 | Elect Director Bonnie G. Hill | For | Withhold | Management |

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| | | | | |
|------|--|---------|----------|-------------|
| 1.6 | Elect Director Laban P. Jackson, Jr. | For | Withhold | Management |
| 1.7 | Elect Director Lawrence R. Johnston | For | Withhold | Management |
| 1.8 | Elect Director Kenneth G. Langone | For | Withhold | Management |
| 1.9 | Elect Director Angelo R. Mozilo | For | For | Management |
| 1.10 | Elect Director Robert L. Nardelli | For | Withhold | Management |
| 1.11 | Elect Director Thomas J. Ridge | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Increase Disclosure of Executive Compensation | Against | For | Shareholder |
| 4 | Report on EEOC-Related Activities | Against | For | Shareholder |
| 5 | Separate Chairman and CEO Positions | Against | For | Shareholder |
| 6 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 7 | Submit Supplemental Executive Retirement Plans to Shareholder vote | Against | For | Shareholder |
| 8 | Report on Political Contributions | Against | For | Shareholder |
| 9 | Increase Disclosure of Executive Compensation | Against | For | Shareholder |
| 10 | Affirm Political Non-partisanship | Against | Against | Shareholder |

 INGRAM MICRO, INC.

Ticker: IM Security ID: 457153104
 Meeting Date: MAY 31, 2006 Meeting Type: Annual
 Record Date: APR 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John R. Ingram | For | For | Management |
| 1.2 | Elect Director Dale R. Laurance | For | For | Management |
| 1.3 | Elect Director Kevin M. Murai | For | For | Management |
| 1.4 | Elect Director Gerhard Schulmeyer | For | For | Management |

 INTERNET SECURITY SYSTEMS, INC.

Ticker: ISSX Security ID: 46060X107
 Meeting Date: MAY 26, 2006 Meeting Type: Annual
 Record Date: APR 7, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas E. Noonan | For | For | Management |
| 1.2 | Elect Director Sam Nunn | For | For | Management |
| 1.3 | Elect Director David N. Strohm | For | For | Management |

 INTERSIL CORPORATION

Ticker: ISIL Security ID: 46069S109
 Meeting Date: MAY 10, 2006 Meeting Type: Annual
 Record Date: MAR 17, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard M. Beyer | For | For | Management |
| 1.2 | Elect Director Dr. Robert W. Conn | For | For | Management |
| 1.3 | Elect Director James V. Diller | For | For | Management |

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| | | | | |
|-----|-------------------------------------|-----|-----|------------|
| 1.4 | Elect Director Gary E. Gist | For | For | Management |
| 1.5 | Elect Director Mercedes Johnson | For | For | Management |
| 1.6 | Elect Director Gregory Lang | For | For | Management |
| 1.7 | Elect Director Jan Peeters | For | For | Management |
| 1.8 | Elect Director Robert N. Pokelwaldt | For | For | Management |
| 1.9 | Elect Director James A. Urry | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

INVESTMENT TECHNOLOGY GROUP, INC.

Ticker: ITG Security ID: 46145F105
 Meeting Date: MAY 9, 2006 Meeting Type: Annual
 Record Date: MAR 15, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director J. William Burdett | For | For | Management |
| 1.2 | Elect Director William I Jacobs | For | For | Management |
| 1.3 | Elect Director Timothy L. Jones | For | For | Management |
| 1.4 | Elect Director Raymond L. Killian, Jr. | For | For | Management |
| 1.5 | Elect Director Robert L. King | For | For | Management |
| 1.6 | Elect Director Maureen O'Hara | For | For | Management |
| 1.7 | Elect Director Brian J. Steck | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

JABIL CIRCUIT, INC.

Ticker: JBL Security ID: 466313103
 Meeting Date: JAN 19, 2006 Meeting Type: Annual
 Record Date: NOV 28, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------------|------------|
| 1.1 | Elect Director Laurence S. Grafstein | For | Did Not Vote | Management |
| 1.2 | Elect Director Mel S. Lavitt | For | Did Not Vote | Management |
| 1.3 | Elect Director Timothy L. Main | For | Did Not Vote | Management |
| 1.4 | Elect Director William D. Morean | For | Did Not Vote | Management |
| 1.5 | Elect Director Lawrence J. Murphy | For | Did Not Vote | Management |
| 1.6 | Elect Director Frank A. Newman | For | Did Not Vote | Management |
| 1.7 | Elect Director Steven A. Raymund | For | Did Not Vote | Management |
| 1.8 | Elect Director Thomas A. Sansone | For | Did Not Vote | Management |
| 1.9 | Elect Director Kathleen A. Walters | For | Did Not Vote | Management |
| 2 | Amend Omnibus Stock Plan | For | Did Not Vote | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | Did Not Vote | Management |
| 4 | Amend Qualified Employee Stock Purchase Plan | For | Did Not Vote | Management |

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| | | | | |
|---|-----------------|-----|-----------------|------------|
| 5 | Ratify Auditors | For | Did Not Vote | Management |
| 6 | Other Business | For | Did Not Vote | Management |

LAMSON & SESSIONS CO.

Ticker: LMS Security ID: 513696104
 Meeting Date: APR 28, 2006 Meeting Type: Annual
 Record Date: MAR 1, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director John C. Dannemiller | For | For | Management |
| 1.2 | Elect Director George R. Hill | For | For | Management |
| 1.3 | Elect Director William H. Coquillette | For | For | Management |
| 1.4 | Elect Director Michael J. Merriman, Jr. | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |

LEGG MASON INC

Ticker: LM Security ID: 524901105
 Meeting Date: JUL 19, 2005 Meeting Type: A
 Record Date: MAY 20, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.01 | Elect Dennis R. Beresford | For | For | Management |
| 1.02 | Elect Edward I. O'Brien | For | For | Management |
| 1.03 | Elect Roger W. Schipke | For | For | Management |
| 1.04 | Elect Nicholas J. St. George | For | For | Management |
| 2 | Reapprove option/bonus plan for OBRA | For | For | Management |
| 3 | Adopt the Non-Employee Director Equity Plan | For | Against | Management |

MARVELL TECHNOLOGY GROUP LTD

Ticker: MRVL Security ID: G5876H105
 Meeting Date: JUN 9, 2006 Meeting Type: Annual
 Record Date: APR 12, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Sehat Sutardja, Ph.D. | For | Withhold | Management |
| 1.2 | Elect Director Weili Dai | For | Withhold | Management |
| 1.3 | Elect Director Pantas Sutardja, Ph.D. | For | For | Management |
| 1.4 | Elect Director Arturo Krueger | For | For | Management |
| 2 | TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND TO AUTHORIZE THE AUDIT COMMITTEE TO FIX THEIR REMUNERATION FOR THE 2007 FISCAL YEAR ENDING JANUARY 27, 2007. | For | For | Management |
| 3 | TO APPROVE AN INCREASE TO THE COMPANY S AUTHORIZED SHARE CAPITAL. | For | For | Management |
| 4 | TO APPROVE AN AMENDMENT TO THE COMPANY S | For | Against | Management |

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SECOND AMENDED AND RESTATED BYE-LAWS TO
AMEND THE PROVISION RELATED TO
INDEMNIFICATION OF DIRECTORS AND
OFFICERS.

MATSUSHITA ELECTRIC INDUSTRIAL CO. LTD.

Ticker: 6752 Security ID: 576879209

Meeting Date: JUN 28, 2006 Meeting Type: Annual

Record Date: MAR 30, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1 | TO APPROVE THE PROPOSED ALLOCATION OF PROFIT WITH RESPECT TO THE 99TH FISCAL PERIOD | For | For | Management |
| 2 | TO MAKE PARTIAL AMENDMENTS TO THE COMPANY S ARTICLES OF INCORPORATION | For | Against | Management |
| 3.1 | Elect Director Masayuki Matsushita | For | For | Management |
| 3.2 | Elect Director Kunio Nakamura | For | For | Management |
| 3.3 | Elect Director Takami Sano | For | For | Management |
| 3.4 | Elect Director Susumu Koike | For | For | Management |
| 3.5 | Elect Director Tetsuya Kawakami | For | For | Management |
| 3.6 | Elect Director Fumio Ohtsubo | For | For | Management |
| 3.7 | Elect Director Toshihiro Sakamoto | For | For | Management |
| 3.8 | Elect Director Takahiro Mori | For | For | Management |
| 3.9 | Elect Director Shinichi Fukushima | For | For | Management |
| 3.10 | Elect Director Ikuo Uno | For | For | Management |
| 3.11 | Elect Director Yoshifumi Nishikawa | For | For | Management |
| 3.12 | Elect Director Hidetsugu Otsuru | For | For | Management |
| 3.13 | Elect Director Mikio Ito | For | For | Management |
| 3.14 | Elect Director Ikusaburo Kashima | For | For | Management |
| 3.15 | Elect Director Masaharu Matsushita | For | For | Management |
| 3.16 | Elect Director Shunzo Ushimaru | For | For | Management |
| 3.17 | Elect Director Junji Esaka | For | For | Management |
| 4 | TO ELECT 1 CORPORATE AUDITOR | For | For | Management |
| 5 | TO APPROVE THE PAYMENT OF RETIREMENT ALLOWANCES TO RETIRING DIRECTORS FOR THEIR MERITORIOUS SERVICE AND FINAL ALLOWANCES RELATED TO THE TERMINATION OF THE COMPANY S BENEFIT SYSTEM FOR RETIRING DIRECTORS AND CORPORATE AUDITORS | For | Against | Management |

MCDERMOTT INTERNATIONAL, INC.

Ticker: MDR Security ID: 580037109

Meeting Date: JAN 18, 2006 Meeting Type: Special

Record Date: DEC 9, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|--------------|------------|
| 1 | APPROVING, SUBJECT TO SUCH CHANGES AS MCDERMOTT S BOARD OF DIRECTORS MAY SUBSEQUENTLY APPROVE, THE SETTLEMENT CONTEMPLATED BY THE PROPOSED SETTLEMENT AGREEMENT ATTACHED TO THE PROXY STATEMENT, AND THE FORM, TERMS, PROVISIONS AND MCDERMOTT S EXECUTION OF, | For | Did Not Vote | Management |

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MCDERMOTT INTERNATIONAL, INC.

Ticker: MDR Security ID: 580037109
 Meeting Date: MAY 3, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Robert L. Howard | For | For | Management |
| 1.2 | Elect Director D. Bradley Mcwilliams | For | For | Management |
| 1.3 | Elect Director Thomas C Schievelbein | For | For | Management |
| 1.4 | Elect Director Robert W. Goldman | For | For | Management |
| 2 | APPROVE AMENDED AND RESTATED 2001 DIRECTORS AND OFFICERS LONG-TERM INCENTIVE PLAN. | For | For | Management |
| 3 | APPROVE EXECUTIVE INCENTIVE COMPENSATION PLAN. | For | For | Management |
| 4 | RATIFICATION OF APPOINTMENT OF MCDERMOTT S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2006. | For | For | Management |

MICREL, INC.

Ticker: MCRL Security ID: 594793101
 Meeting Date: MAY 25, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Raymond D. Zinn | For | For | Management |
| 1.2 | Elect Director Michael J. Callahan | For | For | Management |
| 1.3 | Elect Director David W. Conrath | For | For | Management |
| 1.4 | Elect Director George Kelly | For | For | Management |
| 1.5 | Elect Director Donald H. Livingstone | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Establish Range For Board Size | For | For | Management |

MOLECULAR DEVICES CORP.

Ticker: MDCC Security ID: 60851C107
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: MAR 30, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Joseph D. Keegan, Ph.D. | For | For | Management |
| 1.2 | Elect Director Moshe H. Alafi | For | For | Management |
| 1.3 | Elect Director David L. Anderson | For | For | Management |
| 1.4 | Elect Director A. Blaine Bowman | For | For | Management |
| 1.5 | Elect Director Alan Finkel, Ph.D. | For | For | Management |
| 1.6 | Elect Director Andre F. Marion | For | Withhold | Management |
| 1.7 | Elect Director Harden M. Mcconnell Phd | For | For | Management |

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| | | | | |
|-----|--------------------------------------|-----|-----|------------|
| 1.8 | Elect Director J. Allan Waitz, Ph.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

MONSTER WORLDWIDE, INC.

Ticker: MNST Security ID: 611742107
 Meeting Date: JUN 7, 2006 Meeting Type: Annual
 Record Date: APR 25, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Andrew J. McKelvey | For | For | Management |
| 1.2 | Elect Director George R. Eisele | For | For | Management |
| 1.3 | Elect Director John Gaulding | For | For | Management |
| 1.4 | Elect Director Michael Kaufman | For | For | Management |
| 1.5 | Elect Director Ronald J. Kramer | For | For | Management |
| 1.6 | Elect Director David A. Stein | For | For | Management |
| 1.7 | Elect Director John Swann | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Board Diversity | None | Against | Shareholder |

MOODY'S CORPORATION

Ticker: MCO Security ID: 615369105
 Meeting Date: APR 25, 2006 Meeting Type: Annual
 Record Date: MAR 1, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Ewald Kist | For | For | Management |
| 1.2 | Elect Director Henry A. McKinnell | For | For | Management |
| 1.3 | Elect Director John K. Wulff | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | Against | For | Shareholder |

MPS GROUP INC

Ticker: MPS Security ID: 553409103
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Derek E. Dewan | For | For | Management |
| 1.2 | Elect Director Timothy D. Payne | For | For | Management |
| 1.3 | Elect Director Peter J. Tanous | For | For | Management |
| 1.4 | Elect Director T. Wayne Davis | For | For | Management |
| 1.5 | Elect Director John R. Kennedy | For | For | Management |
| 1.6 | Elect Director Michael D. Abney | For | For | Management |
| 1.7 | Elect Director William M. Isaac | For | For | Management |
| 1.8 | Elect Director Darla D. Moore | For | For | Management |
| 1.9 | Elect Director Arthur B. Laffer, Ph.D. | For | For | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |

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NATIONAL INSTRUMENTS CORP.

Ticker: NATI Security ID: 636518102
 Meeting Date: MAY 9, 2006 Meeting Type: Annual
 Record Date: MAR 13, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ben G. Streetman | For | For | Management |
| 1.2 | Elect Director R. Gary Daniels | For | For | Management |
| 1.3 | Elect Director Duy-Loan T. Le | For | For | Management |

NEWPORT CORP.

Ticker: NEWP Security ID: 651824104
 Meeting Date: MAY 17, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert L. Guyett | For | For | Management |
| 1.2 | Elect Director Kenneth F. Potashner | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |

NVIDIA CORPORATION

Ticker: NVDA Security ID: 67066G104
 Meeting Date: JUN 22, 2006 Meeting Type: Annual
 Record Date: APR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Tench Coxé | For | For | Management |
| 1.2 | Elect Director Mark L. Perry | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

OAKLEY, INC.

Ticker: OO Security ID: 673662102
 Meeting Date: JUN 9, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jim Jannard | For | For | Management |
| 1.2 | Elect Director D. Scott Olivet | For | For | Management |
| 1.3 | Elect Director Link Newcomb | For | For | Management |
| 1.4 | Elect Director Tom Davin | For | Withhold | Management |
| 1.5 | Elect Director Mary George | For | For | Management |
| 1.6 | Elect Director Mike Puntoriero | For | Withhold | Management |
| 1.7 | Elect Director Greg Trojan | For | For | Management |
| 1.8 | Elect Director Colombe Nicholas | For | Withhold | Management |
| 1.9 | Elect Director Frits Van Paasschen | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |

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4 Ratify Auditors For Against Management

ORACLE CORP

Ticker: ORCL Security ID: 68389X105
 Meeting Date: OCT 10, 2005 Meeting Type: A
 Record Date: AUG 15, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.01 | Elect Jeffrey O. Henley | For | For | Management |
| 1.02 | Elect Lawrence J. Ellison | For | For | Management |
| 1.03 | Elect Donald L. Lucas | For | For | Management |
| 1.04 | Elect Michael J. Boskin | For | For | Management |
| 1.05 | Elect Jack F. Kemp | For | For | Management |
| 1.06 | Elect Jeffrey Berg | For | For | Management |
| 1.07 | Elect Safra Catz | For | For | Management |
| 1.08 | Elect Hector Garcia-Molina | For | For | Management |
| 1.09 | Elect Joseph Grundfest | For | For | Management |
| 1.10 | Elect H. Raymond Bingham | For | For | Management |
| 1.11 | Elect Charles E. Phillips Jr. | For | For | Management |
| 2 | Adopt the 2006 Executive Bonus Plan | For | For | Management |
| 3 | Ratify selection of auditors | For | For | Management |

PETRO-CANADA

Ticker: PCA. Security ID: 71644E102
 Meeting Date: APR 25, 2006 Meeting Type: Annual
 Record Date: MAR 8, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Ron A. Brenneman | For | For | Management |
| 1.2 | Elect Director Angus A. Bruneau | For | For | Management |
| 1.3 | Elect Director Gail Cook-Bennett | For | For | Management |
| 1.4 | Elect Director Richard J. Currie | For | For | Management |
| 1.5 | Elect Director Claude Fontaine | For | For | Management |
| 1.6 | Elect Director Paul Haseldonckx | For | For | Management |
| 1.7 | Elect Director Thomas E. Kierans | For | For | Management |
| 1.8 | Elect Director Brian F. MacNeill | For | For | Management |
| 1.9 | Elect Director Maureen McCaw | For | For | Management |
| 1.10 | Elect Director Paul D. Melnuk | For | For | Management |
| 1.11 | Elect Director Guylaine Saucier | For | For | Management |
| 1.12 | Elect Director James W. Simpson | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |

PETROLEO BRASILEIRO

Ticker: PBR Security ID: 71654V408
 Meeting Date: MAY 22, 2006 Meeting Type: Special
 Record Date: MAY 1, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | APPROVAL OF THE PROTOCOL AND JUSTIFICATION OF THE INCORPORATION OF THE | For | For | Management |

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| | | | | |
|---|--|-----|-----|------------|
| | SHARES OF PETROBRAS QUIMICA S.A. - PETROQUISA BY PETROLEO BRASILEIRO S.A. | | | |
| 2 | RATIFICATION AND APPOINTMENT OF A SPECIALIZED FIRM TO EVALUATE THE SHAREHOLDERS EQUITY AND BOOK VALUE OF PETROBRAS | For | For | Management |
| 3 | APPROVAL OF THE VALUATION OF THE SHAREHOLDERS EQUITY AND BOOK VALUE REPORT OF PETROBRAS | For | For | Management |
| 4 | APPROVAL OF THE VALUATION OF THE SHAREHOLDERS EQUITY BOOK VALUE AND NET BOOK ASSETS OF PETROQUISA | For | For | Management |
| 5 | RATIFICATION AND APPOINTMENT OF A SPECIALIZED FIRM TO UNDERTAKE AN ECONOMIC AND FINANCIAL VALUATION OF PETROBRAS | For | For | Management |
| 6 | APPROVAL OF THE ECONOMIC AND FINANCIAL VALUATION OF PETROBRAS | For | For | Management |
| 7 | APPROVAL OF THE INCORPORATION OF THE TOTAL NUMBER OF PETROQUISA SHARES HELD BY MINORITY SHAREHOLDERS INTO PETROBRAS EQUITY | For | For | Management |
| 8 | APPROVAL OF THE ALTERATIONS TO PETROBRAS BYLAWS AS PROVIDED FOR IN THE PROTOCOL AND JUSTIFICATION OF THE INCORPORATION OF THE SHARES OF PETROBRAS QUIMICA S.A. - PETROQUISA BY PETROLEO BRASILEIRO S.A. - PETROBRAS | For | For | Management |
| 9 | AUTHORIZATION FOR THE EXECUTIVE BOARD TO PRACTICE ALL THE ACTS NEEDED FOR THE EXECUTION OF THE ABOVE ACTIONS | For | For | Management |

PHARMACEUTICAL PRODUCT DEVELOPMENT, INC.

Ticker: PPDJ Security ID: 717124101
 Meeting Date: MAY 17, 2006 Meeting Type: Annual
 Record Date: MAR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Stuart Bondurant, M.D. | For | For | Management |
| 1.2 | Elect Director Frederick Frank | For | For | Management |
| 1.3 | Elect Director Terry Magnuson, Ph.D. | For | For | Management |
| 1.4 | Elect Director F.N. Eshelman, Pharm.D. | For | For | Management |
| 1.5 | Elect Director David L. Grange | For | For | Management |
| 1.6 | Elect Director Ernest Mario, Ph.D. | For | For | Management |
| 1.7 | Elect Director Marye Anne Fox, Ph.D. | For | For | Management |
| 1.8 | Elect Director Catherine M. Klema | For | For | Management |
| 1.9 | Elect Director John A. McNeill, Jr. | For | For | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Other Business | For | Against | Management |

PLEXUS CORP.

Ticker: PLXS Security ID: 729132100
 Meeting Date: FEB 7, 2006 Meeting Type: Annual
 Record Date: DEC 16, 2005

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ralf R. Boer | For | For | Management |
| 1.2 | Elect Director Stephen P. Cortinovis | For | For | Management |
| 1.3 | Elect Director David J. Drury | For | For | Management |
| 1.4 | Elect Director Dean A. Foate | For | For | Management |
| 1.5 | Elect Director Peter Kelly | For | For | Management |
| 1.6 | Elect Director John L. Nussbaum | For | For | Management |
| 1.7 | Elect Director Thomas J. Prosser | For | For | Management |
| 1.8 | Elect Director Charles M. Strother | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

POWERWAVE TECHNOLOGIES INC

Ticker: PWAV Security ID: 739363109
 Meeting Date: NOV 10, 2005 Meeting Type: A
 Record Date: SEP 20, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.01 | Elect Daniel A. Artusi | For | For | Management |
| 1.02 | Elect John L. Clendenin | For | For | Management |
| 1.03 | Elect Bruce C. Edwards | For | For | Management |
| 1.04 | Elect David L. George | For | For | Management |
| 1.05 | Elect Eugene L. Goda | For | For | Management |
| 1.06 | Elect Mikael R. Gottschlich | For | For | Management |
| 1.07 | Elect Carl W. Neun | For | For | Management |
| 1.08 | Elect Andrew J. Sukawaty | For | For | Management |
| 1.09 | Elect Ronald J. Buschur | For | For | Management |
| 2 | Adopt the 2005 Stock Incentive Plan | For | Against | Management |
| 3 | Amend Director Stock Incentive Plan | For | For | Management |
| 4 | Ratify selection of auditors | For | For | Management |

QUALCOMM INC.

Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 7, 2006 Meeting Type: Annual
 Record Date: JAN 6, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Richard C. Atkinson | For | For | Management |
| 1.2 | Elect Director Diana Lady Dougan | For | For | Management |
| 1.3 | Elect Director Peter M. Sacerdote | For | For | Management |
| 1.4 | Elect Director Marc I. Stern | For | For | Management |
| 2 | Declassify the Board and Eliminate Cumulative Voting | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Adjourn Meeting | For | For | Management |

RELIANCE STEEL & ALUMINUM CO.

Ticker: RS Security ID: 759509102
 Meeting Date: MAY 17, 2006 Meeting Type: Annual

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Record Date: APR 7, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Joe D. Crider | For | Withhold | Management |
| 1.2 | Elect Director Thomas W. Gimbel | For | For | Management |
| 1.3 | Elect Director David H. Hannah | For | For | Management |
| 1.4 | Elect Director Mark V. Kaminski | For | For | Management |
| 1.5 | Elect Director Gregg J. Mollins | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Other Business | For | Against | Management |

RESPIRONICS INC

Ticker: RESP Security ID: 761230101
 Meeting Date: NOV 15, 2005 Meeting Type: A
 Record Date: OCT 3, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.01 | Elect J. Terry Dewberry | For | For | Management |
| 1.02 | Elect Donald H. Jones | For | For | Management |
| 1.03 | Elect James W. Liken | For | For | Management |
| 1.04 | Elect John L. Miclot | For | For | Management |
| 2 | Ratify selection of auditors | For | For | Management |
| 3 | Adopt the 2006 Stock Incentive Plan | For | Against | Management |

SCHLUMBERGER LTD.

Ticker: SLB Security ID: 806857108
 Meeting Date: APR 12, 2006 Meeting Type: Annual
 Record Date: MAR 1, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director J. Deutch | For | For | Management |
| 1.2 | Elect Director J.S. Gorelick | For | For | Management |
| 1.3 | Elect Director A. Gould | For | For | Management |
| 1.4 | Elect Director T. Isaac | For | For | Management |
| 1.5 | Elect Director A. Lajous | For | For | Management |
| 1.6 | Elect Director A. Levy-Lang | For | For | Management |
| 1.7 | Elect Director M.E. Marks | For | For | Management |
| 1.8 | Elect Director D. Primat | For | For | Management |
| 1.9 | Elect Director T.I. Sandvold | For | For | Management |
| 1.10 | Elect Director N. Seydoux | For | For | Management |
| 1.11 | Elect Director L.G. Stuntz | For | For | Management |
| 1.12 | Elect Director R. Talwar | For | For | Management |
| 2 | ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS | For | For | Management |
| 3 | ADOPTION OF AMENDMENT TO THE ARTICLES OF INCORPORATION | For | For | Management |
| 4 | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE SCHLUMBERGER 2005 STOCK OPTION PLAN | For | For | Management |
| 5 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | For | For | Management |

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SEQUA CORP.

Ticker: SQA.A Security ID: 817320104
 Meeting Date: MAY 4, 2006 Meeting Type: Annual
 Record Date: MAR 15, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alexander | For | For | Management |
| 1.2 | Elect Director Barr | For | For | Management |
| 1.3 | Elect Director Lefrak | For | For | Management |
| 1.4 | Elect Director Sovern | For | For | Management |
| 1.5 | Elect Director Sullivan | For | For | Management |
| 1.6 | Elect Director Tsai | For | For | Management |
| 1.7 | Elect Director Weinberg | For | For | Management |
| 1.8 | Elect Director Weinstein | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

SOUTHWESTERN ENERGY CO.

Ticker: SWN Security ID: 845467109
 Meeting Date: MAY 25, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | 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 |
| 3 | Change State of Incorporation [From Arkansas to Delaware] | For | Against | Management |
| 4 | Increase Authorized Common Stock | For | For | Management |

STEELCASE INC.

Ticker: SCS Security ID: 858155203
 Meeting Date: JUN 22, 2006 Meeting Type: Annual
 Record Date: APR 26, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William P. Crawford | For | Withhold | Management |
| 1.2 | Elect Director Elizabeth Valk Long | For | For | Management |
| 1.3 | Elect Director Robert C. Pew III | For | For | Management |
| 1.4 | Elect Director Cathy D. Ross | For | For | Management |

TALISMAN ENERGY INC.

Ticker: TLM. Security ID: 87425E103
 Meeting Date: MAY 9, 2006 Meeting Type: Annual/Special
 Record Date: MAR 17, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Douglas D. Baldwin | For | For | Management |
| 1.2 | Elect Director James W. Buckee | For | For | Management |
| 1.3 | Elect Director William R.P. Dalton | For | For | Management |
| 1.4 | Elect Director Kevin S. Dunne | For | For | Management |
| 1.5 | Elect Director Lawrence G. Tapp | For | For | Management |
| 1.6 | Elect Director Stella M. Thompson | For | For | Management |
| 1.7 | Elect Director Robert G. Welty | For | For | Management |
| 1.8 | Elect Director Charles R. Williamson | For | For | Management |
| 1.9 | Elect Director Charles W. Wilson | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Approve Stock Split | For | For | Management |

TECHNE CORP

Ticker: TECH Security ID: 878377100
Meeting Date: OCT 27, 2005 Meeting Type: A
Record Date: SEP 16, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-----------------------------|---------|-----------|------------|
| 1 | Approve board size | For | For | Management |
| 2.01 | Elect Thomas E. Oland | For | For | Management |
| 2.02 | Elect Roger C. Lucas | For | For | Management |
| 2.03 | Elect Howard V. O'Connell | For | For | Management |
| 2.04 | Elect G. Arthur Herbert | For | For | Management |
| 2.05 | Elect Dr. Randolph C. Steer | For | For | Management |
| 2.06 | Elect Robert V. Baumgartner | For | For | Management |

TENNANT CO.

Ticker: TNC Security ID: 880345103
Meeting Date: MAY 4, 2006 Meeting Type: Annual
Record Date: MAR 6, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jeffrey A. Balagna | For | For | Management |
| 1.2 | Elect Director Edwin L. Russell | For | For | Management |
| 1.3 | Elect Director Steven A. Sonnenberg | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

TETRA TECHNOLOGIES, INC.

Ticker: TTI Security ID: 88162F105
Meeting Date: MAY 2, 2006 Meeting Type: Annual
Record Date: MAR 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Paul D. Coombs | For | For | Management |
| 1.2 | Elect Director Allen T. Mcinnes | For | Withhold | Management |
| 1.3 | Elect Director J. Taft Symonds | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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| | | | | |
|---|--|-----|-----|------------|
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Amend Articles to Declassify the Board of Directors and Remove Directors Without Cause | For | For | Management |
| 5 | Approve Omnibus Stock Plan | For | For | Management |

TEVA PHARMACEUTICAL INDUSTRIES

Ticker: Security ID: 881624209
 Meeting Date: JUL 27, 2005 Meeting Type: A
 Record Date: JUN 20, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1 | NV - Receive statutory reports | For | Not Voted | Management |
| 2 | Set Final Dividend at 0.22 | For | Not Voted | Management |
| 3 | Elect Leora Rubin Meridor | For | Not Voted | Management |
| 4.01 | Elect Eliyahu Hurvitz | For | Not Voted | Management |
| 4.02 | Elect Ruth Cheshin | For | Not Voted | Management |
| 4.03 | Elect Michael Sela | For | Not Voted | Management |
| 4.04 | Elect Harold Snyder | For | Not Voted | Management |
| 5 | Indemnify directors/officers | For | Not Voted | Management |
| 6 | Approve stock option plan | For | Not Voted | Management |
| 7 | Amend terms of indemnification | For | Not Voted | Management |
| 8 | Increase authorized capital | For | Not Voted | Management |
| 9 | Appoint auditors and set their fees | For | Not Voted | Management |

TEXAS INSTRUMENTS INC.

Ticker: TXN Security ID: 882508104
 Meeting Date: APR 20, 2006 Meeting Type: Annual
 Record Date: FEB 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director J.R. Adams | For | For | Management |
| 1.2 | Elect Director D.L. Boren | For | For | Management |
| 1.3 | Elect Director D.A. Carp | For | For | Management |
| 1.4 | Elect Director C.S. Cox | For | For | Management |
| 1.5 | Elect Director T.J. Engibous | For | For | Management |
| 1.6 | Elect Director G.W. Fronterhouse | For | For | Management |
| 1.7 | Elect Director D.R. Goode | For | For | Management |
| 1.8 | Elect Director P.H. Patsley | For | For | Management |
| 1.9 | Elect Director W.R. Sanders | For | For | Management |
| 1.10 | Elect Director R.J. Simmons | For | For | Management |
| 1.11 | Elect Director R.K. Templeton | For | For | Management |
| 1.12 | Elect Director C.T. Whitman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

THOMAS & BETTS CORP.

Ticker: TNB Security ID: 884315102
 Meeting Date: MAY 3, 2006 Meeting Type: Annual
 Record Date: MAR 6, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director E.H. Drew | For | For | Management |
| 1.2 | Elect Director J.K. Hauswald | For | For | Management |
| 1.3 | Elect Director D. Jernigan | For | For | Management |
| 1.4 | Elect Director R.B. Kalich Sr. | For | For | Management |
| 1.5 | Elect Director K.R. Masterson | For | For | Management |
| 1.6 | Elect Director D.J. Pileggi | For | For | Management |
| 1.7 | Elect Director J.P. Richard | For | For | Management |
| 1.8 | Elect Director D.D. Stevens | For | For | Management |
| 1.9 | Elect Director W.H. Waltrip | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

TRINITY INDUSTRIES, INC.

Ticker: TRN Security ID: 896522109
 Meeting Date: MAY 15, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Rhys J. Best | For | For | Management |
| 1.2 | Elect Director David W. Biegler | For | For | Management |
| 1.3 | Elect Director Ronald J. Gafford | For | For | Management |
| 1.4 | Elect Director Clifford J. Grum | For | For | Management |
| 1.5 | Elect Director Ronald W. Haddock | For | For | Management |
| 1.6 | Elect Director Jess T. Hay | For | Withhold | Management |
| 1.7 | Elect Director Diana S. Natalicio | For | For | Management |
| 1.8 | Elect Director Timothy R. Wallace | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

UNITED INDUSTRIAL CORP.

Ticker: UIC Security ID: 910671106
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: APR 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas A. Corcoran | For | For | Management |
| 1.2 | Elect Director Glen M. Kassan | For | For | Management |
| 1.3 | Elect Director Warren G. Lichtenstein | For | For | Management |
| 1.4 | Elect Director Robert F. Mehmel | For | For | Management |
| 1.5 | Elect Director Richard I. Neal | For | For | Management |
| 1.6 | Elect Director Frederick M. Strader | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

UNITED RENTALS, INC.

Ticker: URI Security ID: 911363109
 Meeting Date: JUN 13, 2006 Meeting Type: Annual
 Record Date: APR 25, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Wayland R. Hicks | For | For | Management |

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| | | | | |
|-----|---|---------|---------|-------------|
| 1.2 | Elect Director John S. Mckinney | For | For | Management |
| 1.3 | Elect Director S.B. Mcallister | For | For | Management |
| 1.4 | Elect Director Brian D. Mcauley | For | For | Management |
| 1.5 | Elect Director Jason Papastavrou | For | For | Management |
| 1.6 | Elect Director Gerald Tsai, Jr. | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 5 | Declassify the Board of Directors | Against | For | Shareholder |

VARIAN MEDICAL SYSTEMS INC

Ticker: VAR Security ID: 92220P105
 Meeting Date: FEB 16, 2006 Meeting Type: Annual
 Record Date: DEC 19, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Timothy E. Guertin | For | For | Management |
| 1.2 | Elect Director David W. Martin | For | For | Management |
| 1.3 | Elect Director R Naumann-Etienne | For | For | Management |
| 1.4 | Elect Director Kent J. Thiry | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

W. R. BERKLEY CORP.

Ticker: BER Security ID: 084423102
 Meeting Date: MAY 16, 2006 Meeting Type: Annual
 Record Date: MAR 20, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director William R. Berkley | For | For | Management |
| 1.2 | Elect Director George G. Daly | For | For | Management |
| 1.3 | Elect Director Philip J. Ablove | For | For | Management |
| 1.4 | Elect Director Mary C. Farrell | For | For | Management |
| 2 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

WEATHERFORD INTERNATIONAL LTD

Ticker: WFT Security ID: G95089101
 Meeting Date: MAY 9, 2006 Meeting Type: Annual
 Record Date: MAR 10, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Nicholas F. Brady | For | For | Management |
| 1.2 | Elect Director William E. Macaulay | For | For | Management |
| 1.3 | Elect Director David J. Butters | For | For | Management |
| 1.4 | Elect Director Robert B. Millard | For | For | Management |
| 1.5 | Elect Director Bernard J. Duroc-Danner | For | For | Management |
| 1.6 | Elect Director Robert K. Moses, Jr. | For | For | Management |

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| | | | | | |
|-----|--|---------------------------|-----|---------|------------|
| 1.7 | Elect | Director Sheldon B. Lubar | For | For | Management |
| 1.8 | Elect | Director Robert A. Rayne | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |
| 3 | APPROVAL OF THE WEATHERFORD INTERNATIONAL LTD. 2006 OMNIBUS INCENTIVE PLAN. | | For | Against | Management |
| 4 | APPROVAL OF AN INCREASE IN THE COMPANY S AUTHORIZED SHARE CAPITAL FROM \$510,000,000, CONSISTING OF 500,000,000 COMMON SHARES AND 10,000,000 PREFERENCE SHARES, TO \$1,010,000,000, BY THE CREATION OF 500,000,000 ADDITIONAL COMMON SHARES. | | For | For | Management |

WEBMD CORP

Ticker: HLTH Security ID: 94769M105
 Meeting Date: SEP 29, 2005 Meeting Type: A
 Record Date: AUG 5, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------|---------|-----------|------------|
| 1.01 | Elect Neil F. Dimick | For | For | Management |
| 1.02 | Elect Joseph E. Smith | For | For | Management |
| 2 | Approve name change | For | For | Management |
| 3 | Ratify selection of auditors | For | For | Management |

WESTERN DIGITAL CORP

Ticker: WDC Security ID: 958102105
 Meeting Date: NOV 17, 2005 Meeting Type: A
 Record Date: SEP 30, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.01 | Elect Matthew E. Massengill | For | For | Management |
| 1.02 | Elect Peter D. Behrendt | For | For | Management |
| 1.03 | Elect Kathleen A. Cote | For | For | Management |
| 1.04 | Elect Henry T. DeNero | For | For | Management |
| 1.05 | Elect William L. Kimsey | For | For | Management |
| 1.06 | Elect Michael D. Lambert | For | For | Management |
| 1.07 | Elect Roger H. Moore | For | For | Management |
| 1.08 | Elect Thomas E. Pardun | For | For | Management |
| 1.09 | Elect Arif Shakeel | For | For | Management |
| 2 | Adopt the 2005 Employee Stock Purchase Plan | For | Against | Management |
| 3 | Add shares to the 2004 Performance Incentive Plan | For | Against | Management |
| 4 | Ratify selection of auditors | For | For | Management |

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.

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Value Line Fund, Inc.

(Registrant)

By /s/ David T. Henigson

David T. Henigson, Vice President and Secretary/Treasurer
(Signature & Title)

Date August 23, 2006