

LIBERTY ALL STAR GROWTH FUND INC /MD/  
Form N-PX  
August 31, 2005

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

OMB APPROVAL

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**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-4537**

**Liberty All Star Growth Fund, Inc.**

(Exact name of registrant as specified in charter)

**One Financial Center, Boston, Massachusetts**  
(Address of principal executive offices)

**02111**  
(Zip code)

**Vincent Pietropaolo, Esq.**

**Columbia Management Group, Inc.**

**One Financial Center Boston, MA 02111**  
(Name and address of agent for service)

Registrant's telephone number, including area code: **1-617-772-3698**

Date of fiscal year end: **12/31/05**

Date of reporting period: **7/1/2004 - 6/30/2005**

**Item 1. Proxy Voting Record.**

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
  - (b) The exchange ticker symbol of the portfolio security;
  - (c) The Council on Uniform Securities Identification Procedures ( CUSIP ) number for the portfolio security;
  - (d) The shareholder meeting date;
  - (e) A brief identification of the matter voted on;
  - (f) Whether the matter was proposed by the issuer or by a security holder;
  - (g) Whether the registrant cast its vote on the matter;
  - (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);  
and
  - (i) Whether the registrant cast its vote for or against management.
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## FORM N-Px REPORT

ICA File Number: 811-04537

Reporting Period: 07/01/2004 - 06/30/2005

Liberty All-Star Growth Fund, Inc.

## LIBERTY ALL-STAR GROWTH FUND

3M CO

Ticker: MMM Security ID: 88579Y101  
 Meeting Date: MAY 10, 2005 Meeting Type: Annual  
 Record Date: MAR 11, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Vance D. Coffman	For	For	Management
1.2	Elect Director Rozanne L. Ridgway	For	For	Management
1.3	Elect Director Louis W. Sullivan	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Eliminate Animal Testing	Against	Abstain	Shareholder
5	Implement China Principles	Against	Abstain	Shareholder

51JOB INC

Ticker: JOBS Security ID: 316827104  
 Meeting Date: MAY 26, 2005 Meeting Type: Annual  
 Record Date: MAY 5, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	THE RE-ELECTION OF DAVID K. CHAO AS A DIRECTOR OF THE COMPANY.	For	For	Management
2	THE RE-ELECTION OF SHAN LI AS A DIRECTOR OF THE COMPANY.	For	For	Management
3	THE RE-ELECTION OF DONALD L. LUCAS AS A DIRECTOR OF THE COMPANY.	For	For	Management
4	THE RE-ELECTION OF CHARLES E. PHILLIPS, JR. AS A DIRECTOR OF THE COMPANY.	For	For	Management
5		For	For	Management

THE RE-ELECTION OF RICK YAN AS A DIRECTOR OF THE  
COMPANY.

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ACCENTURE LTD BERMUDA

Ticker: ACN Security ID: G1150G111  
 Meeting Date: FEB 2, 2005 Meeting Type: Annual  
 Record Date: DEC 6, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joe W. Forehand	For	For	Management
1.2	Elect Director Blythe J. Mcgarvie	For	For	Management
1.3	Elect Director Sir Mark Moody-Stuart	For	For	Management
2	APPROVAL OF BYE-LAW AMENDMENTS TO RELOCATE INTO THE BYE-LAWS EXISTING CONTRACTUAL RESTRICTIONS APPLICABLE TO CLASS A COMMON SHARES OF PARTNERS AND FORMER PARTNERS BENEFICIALLY OWNED BY THEM PRIOR TO ACCENTURE S INITIAL PUBLIC OFFERING.	For	For	Management
3	Ratify Auditors	For	For	Management

AFFILIATED MANAGERS GROUP, INC.

Ticker: AMG Security ID: 008252108  
 Meeting Date: JUN 1, 2005 Meeting Type: Annual  
 Record Date: APR 15, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard Floor	For	For	Management
1.2	Elect Director Sean M. Healey	For	For	Management
1.3	Elect Director Harold J. Meyerman	For	For	Management
1.4	Elect Director William J. Nutt	For	For	Management
1.5	Elect Director Robert C. Puff, Jr.	For	For	Management
1.6	Elect Director Rita M. Rodriguez	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

AFFYMETRIX INC.

Ticker: AFFX Security ID: 00826T108  
 Meeting Date: JUN 16, 2005 Meeting Type: Annual  
 Record Date: APR 21, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen P.A. Fodor, Ph.D	For	For	Management
1.2	Elect Director Paul Berg, Phd	For	For	Management
1.3	Elect Director Susan Desmond-Hellmann	For	For	Management
1.4	Elect Director John D. Diekman, Ph.D	For	Withhold	Management
1.5	Elect Director Vernon R. Loucks, Jr.	For	For	Management

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1.6	Elect Director Susan E. Siegel	For	For	Management
1.7	Elect Director David B. Singer	For	Withhold	Management
1.8	Elect Director John A. Young	For	For	Management
2	Ratify Auditors	For	For	Management

AGILE SOFTWARE CORP.

Ticker: AGIL Security ID: 00846X105  
 Meeting Date: SEP 21, 2004 Meeting Type: Annual  
 Record Date: JUL 30, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nancy J. Schoendorf	For	For	Management
1.2	Elect Director Ronald E. F. Codd	For	For	Management
2	Ratify Auditors	For	For	Management

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ALCON INC.

Ticker: ACL Security ID: H01301102  
 Meeting Date: MAY 3, 2005 Meeting Type: Annual  
 Record Date: MAR 24, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE 2004 ANNUAL REPORT AND ACCOUNTS OF ALCON, INC. AND THE 2004 CONSOLIDATED FINANCIAL STATEMENTS OF ALCON, INC. AND SUBSIDIARIES	For	For	Management
2	APPROPRIATION OF AVAILABLE EARNINGS AND PROPOSED DIVIDEND TO SHAREHOLDERS FOR THE FINANCIAL YEAR 2004	For	For	Management
3	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS	For	For	Management
4	ELECTION TO THE BOARD OF DIRECTORS OF: THOMAS G. PLASKETT	For	For	Management
5	ELECTION TO THE BOARD OF DIRECTORS OF: WOLFGANG H. REICHENBERGER	For	For	Management
6	ELECTION TO THE BOARD OF DIRECTORS OF: CARY RAYMENT	For	For	Management
7	ELECTION OF KPMG KLYNVELD PEAT MARWICK GOERDELER SA, ZURICH, AS GROUP AND PARENT COMPANY AUDITORS	For	For	Management
8	ELECTION OF ZENSOR REVISIONS AG, ZUG, AS SPECIAL AUDITORS	For	For	Management

ALLERGAN, INC.

Ticker: AGN Security ID: 018490102  
 Meeting Date: APR 26, 2005 Meeting Type: Annual  
 Record Date: MAR 10, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Trevor M. Jones	For	For	Management
1.2	Elect Director Karen R. Oscar	For	For	Management
1.3	Elect Director Leonard D. Schaeffer	For	For	Management

ALLIANCE DATA SYSTEMS CORP.

Ticker: ADS Security ID: 018581108  
 Meeting Date: JUN 7, 2005 Meeting Type: Annual  
 Record Date: APR 14, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Bruce K. Anderson	For	For	Management
1.2	Elect Director Roger H. Ballou	For	For	Management
1.3	Elect Director E. Linn Draper, Jr	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management

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3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management



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ALTERA CORP.

Ticker: ALTR Security ID: 021441100  
 Meeting Date: MAY 10, 2005 Meeting Type: Annual  
 Record Date: MAR 14, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John P. Daane	For	For	Management
1.2	Elect Director Robert W. Reed	For	For	Management
1.3	Elect Director Charles M. Clough	For	For	Management
1.4	Elect Director Robert J. Finocchio, Jr	For	For	Management
1.5	Elect Director Kevin McGarity	For	For	Management
1.6	Elect Director Paul Newhagen	For	For	Management
1.7	Elect Director William E. Terry	For	For	Management
1.8	Elect Director Susan Wang	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Amend Stock Option Plan	For	Against	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management
5	Ratify Auditors	For	For	Management
6	Expense Stock Options	Against	For	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

ALTIRIS, INC

Ticker: ATRS Security ID: 02148M100  
 Meeting Date: MAY 10, 2005 Meeting Type: Annual  
 Record Date: MAR 31, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jay C. Hoag	For	For	Management
1.2	Elect Director V. Eric Roach	For	For	Management
2	Ratify Auditors	For	For	Management

AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106  
 Meeting Date: MAY 17, 2005 Meeting Type: Annual  
 Record Date: APR 1, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey P. Bezos	For	For	Management
1.2	Elect Director Tom A. Alberg	For	For	Management
1.3	Elect Director John Seely Brown	For	For	Management
1.4	Elect Director L. John Doerr	For	For	Management
1.5	Elect Director William B. Gordon	For	For	Management

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1.6	Elect Director Myrtle S. Potter	For	For	Management
1.7	Elect Director Thomas O. Ryder	For	For	Management
1.8	Elect Director Patricia Q. Stonesifer	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder

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AMGEN, INC.

Ticker: AMGN Security ID: 031162100  
 Meeting Date: MAY 11, 2005 Meeting Type: Annual  
 Record Date: MAR 18, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dr. David Baltimore	For	For	Management
1.2	Elect Director Ms. Judith C. Pelham	For	For	Management
1.3	Elect Director Mr. Kevin W. Sharer	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Eliminate Animal Testing	Against	Abstain	Shareholder
4	Review/Limit Executive Compensation	Against	Against	Shareholder
5	Adopt Retention Ratio for Executives	Against	For	Shareholder

APPLIED MICRO CIRCUITS CORP.

Ticker: AMCC Security ID: 03822W109  
 Meeting Date: SEP 1, 2004 Meeting Type: Annual  
 Record Date: JUL 6, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David M. Rickey	For	For	Management
1.2	Elect Director Roger A. Smullen, Sr.	For	For	Management
1.3	Elect Director Cesar Cesaratto	For	For	Management
1.4	Elect Director Franklin P. Johnson, Jr	For	For	Management
1.5	Elect Director L. Wayne Price	For	For	Management
1.6	Elect Director Arthur B. Stabenow	For	For	Management
1.7	Elect Director Harvey P. White	For	For	Management
2	Ratify Auditors	For	For	Management

AVOCENT CORPORATION

Ticker: AVCT Security ID: 053893103  
 Meeting Date: JUN 23, 2005 Meeting Type: Annual  
 Record Date: APR 30, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John R. Cooper	For	For	Management
1.2	Elect Director H.D. Harry Copperman	For	For	Management
1.3	Elect Director Edwin L. Harper	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management



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AVON PRODUCTS, INC.

Ticker: AVP Security ID: 054303102  
 Meeting Date: MAY 5, 2005 Meeting Type: Annual  
 Record Date: MAR 16, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Fred Hassan	For	For	Management
1.2	Elect Director Ann S. Moore	For	For	Management
1.3	Elect Director Lawrence A. Weinbach	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Disclose Charitable Contributions and Fundraising Efforts	Against	Against	Shareholder
6	Reformulate Products to Remove Chemicals Banned by EU	Against	Abstain	Shareholder

BED BATH & BEYOND INC.

Ticker: BBBY Security ID: 075896100  
 Meeting Date: JUL 1, 2004 Meeting Type: Annual  
 Record Date: MAY 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Warren Eisenberg	For	For	Management
1.2	Elect Director Victoria A. Morrison	For	For	Management
1.3	Elect Director Stanley Barshay	For	For	Management
1.4	Elect Director Fran Stoller	For	For	Management
1.5	Elect Director Jordan Heller	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Glass Ceiling	Against	Against	Shareholder
5	Adopt Retention Ratio for Executives	Against	For	Shareholder

BED BATH & BEYOND INC.

Ticker: BBBY Security ID: 075896100  
 Meeting Date: JUN 30, 2005 Meeting Type: Annual  
 Record Date: MAY 5, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Leonard Feinstein	For	For	Management
1.2	Elect Director Robert Kaplan	For	For	Management
1.3	Elect Director Dean S. Adler	For	For	Management
1.4	Elect Director Jordan Heller	For	For	Management
2	Ratify Auditors	For	For	Management

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3	Adopt ILO-based Code of Conduct	Against	Abstain	Shareholder
4	Review/Limit Executive Compensation	Against	For	Shareholder
5	Declassify the Board of Directors	Against	For	Shareholder

BOSTON SCIENTIFIC CORP.

Ticker: BSX Security ID: 101137107  
 Meeting Date: MAY 10, 2005 Meeting Type: Annual  
 Record Date: MAR 18, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ray J. Groves	For	For	Management
1.2	Elect Director Peter M. Nicholas	For	For	Management
1.3	Elect Director Warren B. Rudman	For	For	Management
1.4	Elect Director James R. Tobin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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BRIGHT HORIZONS FAMILY SOLUTIONS, INC.

Ticker: BFAM Security ID: 109195107  
 Meeting Date: MAY 24, 2005 Meeting Type: Annual  
 Record Date: APR 1, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joshua Bekenstein	For	For	Management
1.2	Elect Director Joanne Brandes	For	For	Management
1.3	Elect Director Roger H. Brown	For	For	Management
1.4	Elect Director Marguerite W. Sallee	For	For	Management

BROWN & BROWN, INC.

Ticker: BRO Security ID: 115236101  
 Meeting Date: APR 21, 2005 Meeting Type: Annual  
 Record Date: FEB 23, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J. Hyatt Brown	For	For	Management
1.2	Elect Director Samuel P. Bell, III	For	Withhold	Management
1.3	Elect Director Hugh M. Brown	For	For	Management
1.4	Elect Director Bradley Currey, Jr.	For	For	Management
1.5	Elect Director Jim W. Henderson	For	For	Management
1.6	Elect Director Theodore J. Hoepner	For	For	Management
1.7	Elect Director David H. Hughes	For	For	Management
1.8	Elect Director John R. Riedman	For	For	Management
1.9	Elect Director Jan E. Smith	For	For	Management
1.10	Elect Director Chilton D. Varner	For	For	Management
2	Amend Restricted Stock Plan	For	For	Management

CARBO CERAMICS INC.

Ticker: CRR Security ID: 140781105  
 Meeting Date: APR 19, 2005 Meeting Type: Annual  
 Record Date: FEB 15, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Claude E. Cooke, Jr.	For	For	Management
1.2	Elect Director Chad C. Deaton	For	For	Management
1.3	Elect Director H.E. Lentz, Jr.	For	For	Management
1.4	Elect Director William C. Morris	For	For	Management
1.5	Elect Director John J. Murphy	For	For	Management
1.6	Elect Director C. Mark Pearson	For	For	Management
1.7	Elect Director Robert S. Rubin	For	For	Management

2 Ratify Auditors

For

For

Management

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CARDIODYNAMICS INTERNATIONAL CORPORATION

Ticker: CDIC Security ID: 141597104  
 Meeting Date: JUL 15, 2004 Meeting Type: Annual  
 Record Date: JUN 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Connie R. Curran	For	For	Management
1.2	Elect Director Peter C. Farrell	For	For	Management
1.3	Elect Director James C. Gilstrap	For	For	Management
1.4	Elect Director Richard O. Martin	For	For	Management
1.5	Elect Director Ronald A. Matricaria	For	For	Management
1.6	Elect Director Ronald L. Merriman	For	For	Management
1.7	Elect Director Michael K. Perry	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management

CAREMARK RX, INC.

Ticker: CMX Security ID: 141705103  
 Meeting Date: MAY 11, 2005 Meeting Type: Annual  
 Record Date: MAR 29, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edwin M. Crawford	For	For	Management
1.2	Elect Director Kristen Gibney Williams	For	For	Management
1.3	Elect Director Edward L. Hardin	For	For	Management
2	Report on Political Contributions	Against	Against	Shareholder

CARMIKE CINEMAS, INC.

Ticker: CKEC Security ID: 143436400  
 Meeting Date: MAY 19, 2005 Meeting Type: Annual  
 Record Date: MAR 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael W. Patrick	For	For	Management
1.2	Elect Director Alan J. Hirschfield	For	For	Management
1.3	Elect Director S. David Passman III	For	For	Management
1.4	Elect Director Carl L. Patrick, Jr.	For	For	Management
1.5	Elect Director Kenneth A. Pontarelli	For	For	Management
1.6	Elect Director Roland C. Smith	For	For	Management
1.7	Elect Director Fred W. Van Noy	For	For	Management
1.8	Elect Director Patricia A. Wilson	For	For	Management



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CHARLES RIVER LABORATORIES INTERNATIONAL, INC.

Ticker: CRL Security ID: 159864107  
 Meeting Date: MAY 9, 2005 Meeting Type: Annual  
 Record Date: MAR 11, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James C. Foster	For	For	Management
1.2	Elect Director Stephen D. Chubb	For	For	Management
1.3	Elect Director George E. Massaro	For	For	Management
1.4	Elect Director Linda McGoldrick	For	For	Management
1.5	Elect Director George M. Milne, Jr.	For	For	Management
1.6	Elect Director Douglas E. Rogers	For	For	Management
1.7	Elect Director Samuel O. Thier	For	For	Management
1.8	Elect Director William H. Waltrip	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

CHECKFREE CORP.

Ticker: CKFR Security ID: 162813109  
 Meeting Date: OCT 27, 2004 Meeting Type: Annual  
 Record Date: SEP 13, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter J. Kight	For	For	Management
1.2	Elect Director Lewis C. Levin	For	For	Management
1.3	Elect Director Jeffrey M. Wilkins	For	For	Management

CHEESECAKE FACTORY, INC., THE

Ticker: CAKE Security ID: 163072101  
 Meeting Date: MAY 24, 2005 Meeting Type: Annual  
 Record Date: APR 4, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David Overton	For	For	Management
1.2	Elect Director Karl L. Matthies	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Increase Authorized Common Stock	For	Against	Management

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CHICAGO BRIDGE & IRON CO.

Ticker: CBI Security ID: 167250109  
 Meeting Date: MAY 13, 2005 Meeting Type: Annual  
 Record Date: APR 6, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	FIRST POSITION: JENNETT	For	Did Not Vote	Management
2	FIRST POSITION: BORDAGES	Against	Did Not Vote	Management
3	SECOND POSITION: NEALE	For	Did Not Vote	Management
4	SECOND POSITION: LEVENTRY	Against	Did Not Vote	Management
5	THIRD POSITION: WILLIAMS	For	Did Not Vote	Management
6	THIRD POSITION: BYERS	For	Did Not Vote	Management
7	TO AUTHORIZE THE PREPARATION OF THE ANNUAL ACCOUNTS AND THE ANNUAL REPORT IN THE ENGLISH LANGUAGE.	For	Did Not Vote	Management
8	TO DISCHARGE THE MEMBERS OF THE MANAGEMENT BOARD FROM LIABILITY.	For	Did Not Vote	Management
9	TO DISCHARGE THE MEMBERS OF THE SUPERVISORY BOARD FROM LIABILITY.	For	Did Not Vote	Management
10	TO RESOLVE ON THE FINAL DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2005.	For	Did Not Vote	Management
11	TO APPROVE THE MANAGEMENT BOARD COMPENSATION POLICY.	For	Did Not Vote	Management
12	TO DETERMINE THE COMPENSATION OF THE SUPERVISORY DIRECTORS WHO ARE NOT EMPLOYEES.	For	Did Not Vote	Management
13	TO APPROVE THE EXTENSION OF THE AUTHORITY OF THE MANAGEMENT BOARD TO REPURCHASE UP TO 10% OF THE ISSUED SHARE CAPITAL.	For	Did Not Vote	Management
14	TO APPROVE THE EXTENSION OF THE AUTHORITY OF THE SUPERVISORY BOARD TO ISSUE AND/OR GRANT RIGHTS TO ACQUIRE SHARES.	For	Did Not Vote	Management
15	TO AMEND OUR ARTICLES OF ASSOCIATION TO INCREASE THE AMOUNT OF THE AUTHORIZED SHARE CAPITAL.	For	Did Not Vote	Management
16	TO APPROVE AN AMENDMENT TO THE CHICAGO BRIDGE & IRON 1999 LONG- TERM INCENTIVE PLAN.	For	Did Not Vote	Management
17	TO APPROVE AN AMENDMENT TO THE CHICAGO BRIDGE & IRON INCENTIVE COMPENSATION PLAN.	For	Did Not Vote	Management
18	TO APPOINT OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2005.	For	Did Not Vote	Management

CHICO

Ticker: CHS Security ID: 168615102  
 Meeting Date: JUN 21, 2005 Meeting Type: Annual  
 Record Date: APR 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Marvin J. Gralnick	For	Withhold	Management
1.2	Elect Director John W. Burden, III	For	Withhold	Management
1.3	Elect Director Stewart P. Mitchell	For	For	Management

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1.4	Elect Director David F. Walker	For	For	Management
2	Ratify Auditors	For	For	Management

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CINTAS CORP.

Ticker: CTAS Security ID: 172908105  
 Meeting Date: OCT 19, 2004 Meeting Type: Annual  
 Record Date: AUG 23, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard T. Farmer	For	For	Management
1.2	Elect Director Robert J. Kohlhepp	For	For	Management
1.3	Elect Director Scott D. Farmer	For	For	Management
1.4	Elect Director Paul R. Carter	For	For	Management
1.5	Elect Director Gerald V. Dirvin	For	For	Management
1.6	Elect Director Robert J. Herbold	For	For	Management
1.7	Elect Director Joyce Hergenhan	For	For	Management
1.8	Elect Director Roger L. Howe	For	For	Management
1.9	Elect Director David C. Phillips	For	For	Management
2	Ratify Auditors	For	For	Management
3	Expense Stock Options	Against	For	Shareholder
4	Report on Vendor Standards	For	For	Shareholder

COGENT INC

Ticker: COGT Security ID: 19239Y108  
 Meeting Date: JUN 3, 2005 Meeting Type: Annual  
 Record Date: APR 19, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ming Hsieh	For	For	Management
1.2	Elect Director John C. Bolger	For	For	Management
1.3	Elect Director John P. Stenbit	For	For	Management
1.4	Elect Director Kenneth R. Thornton	For	For	Management
2	Ratify Auditors	For	For	Management

COGNEX CORP.

Ticker: CGNX Security ID: 192422103  
 Meeting Date: APR 21, 2005 Meeting Type: Special  
 Record Date: MAR 4, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Shillman	For	Withhold	Management
1.2	Elect Director Jerald Fishman	For	For	Management

COGNIZANT TECHNOLOGY SOLUTIONS CORP.

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Ticker: CTSH Security ID: 192446102  
Meeting Date: JUN 14, 2005 Meeting Type: Annual  
Record Date: APR 18, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert W. Howe	For	For	Management
1.2	Elect Director Robert E. Weissman	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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COMMERCE BANCORP, INC.

Ticker: CBH Security ID: 200519106  
 Meeting Date: MAY 17, 2005 Meeting Type: Annual  
 Record Date: APR 1, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Vernon W. Hill, II	For	For	Management
1.2	Elect Director Jack R Bershad	For	For	Management
1.3	Elect Director Joseph E. Buckelew	For	For	Management
1.4	Elect Director Donald T. Difrancesco	For	Withhold	Management
1.5	Elect Director Morton N. Kerr	For	For	Management
1.6	Elect Director Steven M. Lewis	For	For	Management
1.7	Elect Director John K. Lloyd	For	For	Management
1.8	Elect Director George E. Norcross, III	For	For	Management
1.9	Elect Director Daniel J. Ragone	For	For	Management
1.10	Elect Director Wm. A. Schwartz, Jr.	For	For	Management
1.11	Elect Director Joseph T. Tarquini, Jr.	For	For	Management
1.12	Elect Director Joseph S. Vassalluzzo	For	For	Management
2	Ratify Auditors	For	For	Management

CORPORATE EXECUTIVE BOARD CO. (THE)

Ticker: EXBD Security ID: 21988R102  
 Meeting Date: JUL 28, 2004 Meeting Type: Annual  
 Record Date: JUN 23, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James J. Mcgonigle	For	For	Management
1.2	Elect Director Robert C. Hall	For	For	Management
1.3	Elect Director Nancy J. Karch	For	For	Management
1.4	Elect Director David W. Kenny	For	For	Management
1.5	Elect Director Daniel O. Leemon	For	For	Management
1.6	Elect Director Thomas L. Monahan III	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

DANAHER CORP.

Ticker: DHR Security ID: 235851102  
 Meeting Date: MAY 4, 2005 Meeting Type: Annual  
 Record Date: MAR 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director H. Lawrence Culp, Jr.	For	For	Management



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1.2	Elect Director Mitchell P. Rales	For	For	Management
1.3	Elect Director A. Emmet Stephenson, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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DELL INC.

Ticker: DELL Security ID: 24702R101  
 Meeting Date: JUL 16, 2004 Meeting Type: Annual  
 Record Date: MAY 21, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donald J. Carty	For	For	Management
1.2	Elect Director Michael S. Dell	For	For	Management
1.3	Elect Director William H. Gray, III	For	For	Management
1.4	Elect Director Judy C. Lewent	For	For	Management
1.5	Elect Director Thomas W. Luce, III	For	For	Management
1.6	Elect Director Klaus S. Luft	For	For	Management
1.7	Elect Director Alex J. Mandl	For	For	Management
1.8	Elect Director Michael A. Miles	For	For	Management
1.9	Elect Director Samuel A. Nunn, Jr.	For	For	Management
1.10	Elect Director Kevin B. Rollins	For	For	Management
2	Ratify Auditors	For	For	Management
3	Expense Stock Options	Against	For	Shareholder

DIGENE CORP.

Ticker: DIGE Security ID: 253752109  
 Meeting Date: OCT 27, 2004 Meeting Type: Annual  
 Record Date: SEP 10, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles M. Fleischman	For	For	Management
1.2	Elect Director Joseph M. Migliara	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Amend Omnibus Stock Plan	For	For	Management

DOLLAR TREE STORES, INC.

Ticker: DLTR Security ID: 256747106  
 Meeting Date: JUN 16, 2005 Meeting Type: Annual  
 Record Date: APR 22, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Fix Number of Directors	For	For	Management
2.1	Elect Director Macon F. Brock, Jr.	For	For	Management
2.2	Elect Director Richard G. Lesser	For	For	Management
2.3	Elect Director Thomas E. Whiddon	For	For	Management
3	Approve Qualified Employee Stock Purchase Plan	For	For	Management

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EBAY INC.

Ticker: EBAY Security ID: 278642103  
 Meeting Date: JUN 23, 2005 Meeting Type: Annual  
 Record Date: APR 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Fred D. Anderson	For	For	Management
1.2	Elect Director Edward W. Barnholt	For	For	Management
1.3	Elect Director Scott D. Cook	For	For	Management
1.4	Elect Director Robert C. Kagle	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
5	Performance- Based/Indexed Options	Against	Against	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder

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EDUCATION MANAGEMENT CORP.

Ticker: EDMC Security ID: 28139T101  
 Meeting Date: NOV 23, 2004 Meeting Type: Annual  
 Record Date: SEP 30, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael J. Emmi	For	For	Management
1.2	Elect Director Martin L. Garcia	For	For	Management
1.3	Elect Director Jerry L. Johnson	For	For	Management
1.4	Elect Director Miryam L. Knutson	For	For	Management
2	Ratify Auditors	For	For	Management

ELI LILLY AND CO.

Ticker: LLY Security ID: 532457108  
 Meeting Date: APR 18, 2005 Meeting Type: Annual  
 Record Date: FEB 15, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director G.M.C. Fisher	For	Withhold	Management
1.2	Elect Director A.G. Gilman	For	For	Management
1.3	Elect Director K.N. Horn	For	Withhold	Management
1.4	Elect Director J. Rose	For	For	Management
2	Ratify Auditors	For	For	Management
3	Separate Chairman and CEO Positions	Against	For	Shareholder
4	Review and Report on Drug Reimportation Policy	Against	Against	Shareholder
5	Report on Product Availability in Canada	Against	For	Shareholder
6	Report on Political Contributions	Against	Against	Shareholder
7	Adopt Policy on Performance-based Stock Option Grants	Against	For	Shareholder
8	Eliminate Animal Testing	Against	Abstain	Shareholder

EMC CORP.

Ticker: EMC Security ID: 268648102  
 Meeting Date: MAY 5, 2005 Meeting Type: Annual  
 Record Date: MAR 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael J. Cronin	For	For	Management
1.2	Elect Director W. Paul Fitzgerald	For	Withhold	Management
1.3	Elect Director Joseph M. Tucci	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Performance- Based/Indexd Options	Against	For	Shareholder

5	Creation of an Independent Audit Committee	Against	Against	Shareholder
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ENCYSIVE PHARMACEUTICALS, INC.

Ticker:           ENCY                   Security ID:   29256X107  
 Meeting Date:   MAY 11, 2005       Meeting Type:   Annual  
 Record Date:   MAR 29, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John M. Pietruski	For	For	Management
1.2	Elect Director Ron J. Anderson	For	For	Management
1.3	Elect Director J. Kevin Buchi	For	For	Management
1.4	Elect Director Frank C. Carlucci	For	For	Management
1.5	Elect Director Robert J. Cruikshank	For	For	Management
1.6	Elect Director John H. Dillon, II	For	For	Management
1.7	Elect Director Richard A.F. Dixon	For	For	Management
1.8	Elect Director Bruce D. Given	For	For	Management
1.9	Elect Director Suzanne Oparil	For	For	Management
1.10	Elect Director James A. Thomson	For	For	Management
1.11	Elect Director James T. Willerson	For	For	Management
2	Increase Authorized Common Stock	For	Against	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

ENZON PHARMACEUTICALS, INC.

Ticker:           ENZN                   Security ID:   293904108  
 Meeting Date:   DEC 7, 2004       Meeting Type:   Annual  
 Record Date:   OCT 25, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Rolf A. Classon	For	For	Management
1.2	Elect Director Robert LeBuhn	For	For	Management
2	Ratify Auditors	For	For	Management

EXPRESS SCRIPTS, INC.

Ticker: