

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT

COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-04750
NAME OF REGISTRANT: Fenimore Asset Management Trust
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 384 N. Grand St., PO Box 399
Cobleskill, NY 12043
NAME AND ADDRESS OF AGENT FOR SERVICE: Charles H. Richter
Fenimore Asset Management Trust
384 N. Grand St
Cobleskill, NY 12043
REGISTRANT'S TELEPHONE NUMBER: 518-234-4393
DATE OF FISCAL YEAR END: 12/31
DATE OF REPORTING PERIOD: 07/01/2010 - 06/30/2011

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FAM EQUITY-INCOME FUND

ARTHUR J. GALLAGHER & CO.
Agenda Number: 933398441

Security: 363576109
Meeting Type: Annual
Meeting Date: 10-May-2011
Ticker: AJG
ISIN: US3635761097

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			

1A For	ELECTION OF DIRECTOR: WILLIAM L. BAX For	Mgmt
1B For	ELECTION OF DIRECTOR: FRANK E. ENGLISH, JR. For	Mgmt
1C For	ELECTION OF DIRECTOR: J. PATRICK GALLAGHER, For JR.	Mgmt
1D For	ELECTION OF DIRECTOR: ELBERT O. HAND For	Mgmt
1E For	ELECTION OF DIRECTOR: ILENE S. GORDON For	Mgmt
1F For	ELECTION OF DIRECTOR: DAVID S. JOHNSON For	Mgmt
1G For	ELECTION OF DIRECTOR: KAY W. MCCURDY For	Mgmt
1H For	ELECTION OF DIRECTOR: NORMAN L. ROSENTHAL For	Mgmt
1I For	ELECTION OF DIRECTOR: JAMES R. WIMMER For	Mgmt
02 For	APPROVAL OF THE ARTHUR J. GALLAGHER & CO. 2011 For LONG-TERM INCENTIVE PLAN	Mgmt
03 For	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT For AUDITOR FOR 2011	Mgmt
04 For	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED For EXECUTIVE OFFICERS	Mgmt
05 3 Years	ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER Against VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt

COURIER CORPORATION
Agenda Number: 933356873

Security: 222660102
Meeting Type: Annual
Meeting Date: 18-Jan-2011
Ticker: CRRC
ISIN: US2226601027

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR EDWARD J. HOFF			Mgmt
For			For	
	ROBERT P. STORY, JR.			Mgmt
For			For	
	SUSAN L. WAGNER			Mgmt
For			For	
02	PROPOSAL TO APPROVE THE ADOPTION OF THE COURIER CORPORATION 2011 STOCK OPTION AND INCENTIVE PLAN AS DESCRIBED IN THE ATTACHED PROXY STATEMENT.			Mgmt
For			For	
03	PROPOSAL TO APPROVE THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE CORPORATION.			Mgmt
For			For	

DONALDSON COMPANY, INC.
Agenda Number: 933333926

Security: 257651109
Meeting Type: Annual
Meeting Date: 19-Nov-2010
Ticker: DCI
ISIN: US2576511099

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1	DIRECTOR WILLIAM M. COOK			Mgmt
For			For	
	MICHAEL J. HOFFMAN			Mgmt
For			For	
	WILLARD D. OBERTON			Mgmt
For			For	
	JOHN P. WIEHOFF			Mgmt
For			For	
2	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS DONALDSON COMPANY, INC'S INDEPENDENT			Mgmt
For			For	

REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT
 THE COMPANY'S FINANCIAL STATEMENTS FOR FOR
 THE FISCAL YEAR ENDING JULY 31, 2011.

3 ADOPT THE DONALDSON COMPANY, INC. 2010 MASTER Mgmt
 For For
 STOCK INCENTIVE PLAN.

 EOG RESOURCES, INC.
 Agenda Number: 933398516

 Security: 26875P101
 Meeting Type: Annual
 Meeting Date: 03-May-2011
 Ticker: EOG
 ISIN: US26875P1012

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: GEORGE A. ALCORN	For		Mgmt
1B	ELECTION OF DIRECTOR: CHARLES R. CRISP	For		Mgmt
1C	ELECTION OF DIRECTOR: JAMES C. DAY	For		Mgmt
1D	ELECTION OF DIRECTOR: MARK G. PAPA	For		Mgmt
1E	ELECTION OF DIRECTOR: H. LEIGHTON STEWARD	For		Mgmt
1F	ELECTION OF DIRECTOR: DONALD F. TEXTOR	For		Mgmt
1G	ELECTION OF DIRECTOR: FRANK G. WISNER	For		Mgmt
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, INDEPENDENT PUBLIC ACCOUNTANTS, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	For		Mgmt
03	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For		Mgmt

04 1 Year	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY For OF HOLDING ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt
05 For	STOCKHOLDER PROPOSAL CONCERNING ACCELERATED Against VESTING OF EXECUTIVE OFFICER STOCK AWARDS UPON A CHANGE OF CONTROL, IF PROPERLY PRESENTED.	Shr
06 Against	STOCKHOLDER PROPOSAL CONCERNING CORPORATE POLITICAL For CONTRIBUTIONS, IF PROPERLY PRESENTED.	Shr

 FLOWERS FOODS, INC.
 Agenda Number: 933419930

 Security: 343498101
 Meeting Type: Annual
 Meeting Date: 25-May-2011
 Ticker: FLO
 ISIN: US3434981011

Prop.# Proposal	Proposal Vote	For/Against	Type
Management			
01 For	DIRECTOR BENJAMIN H. GRISWOLD IV	For	Mgmt
For	JACKIE M. WARD	For	Mgmt
For	C. MARTIN WOOD III	For	Mgmt
02 For	TO APPROVE, BY ADVISORY VOTE, THE COMPENSATION For OF THE COMPANY'S NAMED EXECUTIVES, AS DISCLOSED IN THIS PROXY STATEMENT.	Mgmt	
03 3 Years	TO VOTE FOR THE FREQUENCY OF THE ADVISORY VOTE Against ON EXECUTIVE COMPENSATION.	Mgmt	
04 For	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS For LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FLOWERS FOODS, INC. FOR THE 2011 FISCAL YEAR.	Mgmt	

FORWARD AIR CORPORATION
Agenda Number: 933397425

Security: 349853101
Meeting Type: Annual
Meeting Date: 09-May-2011
Ticker: FWRD
ISIN: US3498531017

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	RONALD W. ALLEN	For		Mgmt
For	BRUCE A. CAMPBELL	For		Mgmt
For	C. ROBERT CAMPBELL	For		Mgmt
For	RICHARD W. HANSELMAN	For		Mgmt
For	C. JOHN LANGLEY, JR.	For		Mgmt
For	TRACY A. LEINBACH	For		Mgmt
For	LARRY D. LEINWEBER	For		Mgmt
For	G. MICHAEL LYNCH	For		Mgmt
For	RAY A. MUNDY	For		Mgmt
For	GARY L. PAXTON	For		Mgmt
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP			Mgmt
For	AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY.	For		
03	TO APPROVE REVISED PERFORMANCE CRITERIA WHICH			Mgmt
For	MAY APPLY TO PERFORMANCE-BASED STOCK AWARDS GRANTED UNDER THE AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN.	For		
04	TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE			Mgmt
For	COMPENSATION (SAY ON PAY VOTE).	For		
05	ADVISORY VOTE ON THE FREQUENCY OF HOLDING A			Mgmt

3 Years For
SAY ON PAY VOTE IN THE FUTURE.

FRANKLIN RESOURCES, INC.
Agenda Number: 933367371

Security: 354613101
Meeting Type: Annual
Meeting Date: 15-Mar-2011
Ticker: BEN
ISIN: US3546131018

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A For	ELECTION OF DIRECTOR:	SAMUEL H. ARMACOST For		Mgmt
1B For	ELECTION OF DIRECTOR:	CHARLES CROCKER For		Mgmt
1C For	ELECTION OF DIRECTOR:	JOSEPH R. HARDIMAN For		Mgmt
1D For	ELECTION OF DIRECTOR:	CHARLES B. JOHNSON For		Mgmt
1E For	ELECTION OF DIRECTOR:	GREGORY E. JOHNSON For		Mgmt
1F For	ELECTION OF DIRECTOR:	RUPERT H. JOHNSON, JR. For		Mgmt
1G For	ELECTION OF DIRECTOR:	MARK C. PIGOTT For		Mgmt
1H For	ELECTION OF DIRECTOR:	CHUTTA RATNATHICAM For		Mgmt
1I For	ELECTION OF DIRECTOR:	PETER M. SACERDOTE For		Mgmt
1J For	ELECTION OF DIRECTOR:	LAURA STEIN For		Mgmt
1K For	ELECTION OF DIRECTOR:	ANNE M. TATLOCK For		Mgmt
1L For	ELECTION OF DIRECTOR:	GEOFFREY Y. YANG For		Mgmt

02 For	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS For LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2011.	Mgmt
03 For	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE For FRANKLIN RESOURCES, INC. 2002 UNIVERSAL STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE BY 10,000,000 SHARES.	Mgmt
04 For	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION For OF THE COMPANY'S EXECUTIVE OFFICERS.	Mgmt
05 1 Year	ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES Against ON THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS.	Mgmt

 GENERAL ELECTRIC COMPANY
 Agenda Number: 933387664

Security: 369604103
 Meeting Type: Annual
 Meeting Date: 27-Apr-2011
 Ticker: GE
 ISIN: US3696041033

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
A1 For	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	For		Mgmt
A2 For	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	For		Mgmt
A3 For	ELECTION OF DIRECTOR: ANN M. FUDGE	For		Mgmt
A4 For	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	For		Mgmt
A5 For	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	For		Mgmt

A6 For	ELECTION OF DIRECTOR: ANDREA JUNG For	Mgmt
A7 For	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY For	Mgmt
A8 For	ELECTION OF DIRECTOR: ROBERT W. LANE For	Mgmt
A9 For	ELECTION OF DIRECTOR: RALPH S. LARSEN For	Mgmt
A10 For	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS For	Mgmt
A11 For	ELECTION OF DIRECTOR: JAMES J. MULVA For	Mgmt
A12 For	ELECTION OF DIRECTOR: SAM NUNN For	Mgmt
A13 For	ELECTION OF DIRECTOR: ROGER S. PENSKE For	Mgmt
A14 For	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA For	Mgmt
A15 For	ELECTION OF DIRECTOR: JAMES S. TISCH For	Mgmt
A16 For	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III For	Mgmt
B1 For	RATIFICATION OF KPMG For	Mgmt
B2 For	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION For	Mgmt
B3 1 Year	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY For VOTES ON EXECUTIVE COMPENSATION	Mgmt
C1 Against	SHAREOWNER PROPOSAL: CUMULATIVE VOTING For	Shr
C2 Against	SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS For	Shr
C3 Against	SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS For GRANTED TO EXECUTIVES	Shr
C4 Against	SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE For	Shr
C5 Against	SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL For RESEARCH	Shr

HEARTLAND EXPRESS, INC.
Agenda Number: 933402428

Security: 422347104
Meeting Type: Annual
Meeting Date: 05-May-2011
Ticker: HTLD
ISIN: US4223471040

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	R. GERDIN		For	Mgmt
For	M. GERDIN		For	Mgmt
For	R. JACOBSON		For	Mgmt
For	B. ALLEN		For	Mgmt
For	L. CROUSE		For	Mgmt
For	J. PRATT		For	Mgmt
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP			Mgmt
For			For	
	AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE CORPORATION FOR 2011.			
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.			Mgmt
For			For	
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE			Mgmt
3 Years			For	
	ON NAMED EXECUTIVE OFFICER COMPENSATION.			

IDEX CORPORATION
Agenda Number: 933378665

Security: 45167R104
Meeting Type: Annual
Meeting Date: 05-Apr-2011

Ticker: IEX
ISIN: US45167R1041

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	BRADLEY J. BELL			Mgmt
For		For		
	LAWRENCE D. KINGSLEY			Mgmt
For		For		
	GREGORY F. MILZCIK			Mgmt
For		For		
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.			Mgmt
For		For		
03	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTES			Mgmt
3 Years		For		
	ON EXECUTIVE COMPENSATION.			
04	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE			Mgmt
For		For		
	LLP AS AUDITORS OF THE COMPANY FOR 2011.			

JOHN WILEY & SONS, INC.
Agenda Number: 933315423

Security: 968223206
Meeting Type: Annual
Meeting Date: 16-Sep-2010
Ticker: JWA
ISIN: US9682232064

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	WILLIAM B. PLUMMER			Mgmt
For		For		
	RAYMOND W. MCDANIEL, JR			Mgmt
For		For		
	KALPANA RAINA			Mgmt
For		For		
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP			Mgmt

For For
AS INDEPENDENT ACCOUNTANTS.

JOHNSON & JOHNSON
Agenda Number: 933382854

Security: 478160104
Meeting Type: Annual
Meeting Date: 28-Apr-2011
Ticker: JNJ
ISIN: US4781601046

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR:	MARY SUE COLEMAN		Mgmt
For		For		
1B	ELECTION OF DIRECTOR:	JAMES G. CULLEN		Mgmt
For		For		
1C	ELECTION OF DIRECTOR:	IAN E.L. DAVIS		Mgmt
For		For		
1D	ELECTION OF DIRECTOR:	MICHAEL M.E. JOHNS		Mgmt
For		For		
1E	ELECTION OF DIRECTOR:	SUSAN L. LINDQUIST		Mgmt
For		For		
1F	ELECTION OF DIRECTOR:	ANNE M. MULCAHY		Mgmt
For		For		
1G	ELECTION OF DIRECTOR:	LEO F. MULLIN		Mgmt
For		For		
1H	ELECTION OF DIRECTOR:	WILLIAM D. PEREZ		Mgmt
For		For		
1I	ELECTION OF DIRECTOR:	CHARLES PRINCE		Mgmt
For		For		
1J	ELECTION OF DIRECTOR:	DAVID SATCHER		Mgmt
For		For		
1K	ELECTION OF DIRECTOR:	WILLIAM C. WELDON		Mgmt
For		For		
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS			Mgmt
For		For		

LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING
FIRM FOR 2011

03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt
Against	Against	
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE	Mgmt
1 Year	For	
	ON NAMED EXECUTIVE OFFICER COMPENSATION	
05	SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE	Shr
Against	For	
	RESTRAINT	
06	SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S	Shr
Against	For	
	EQUAL EMPLOYMENT OPPORTUNITY POLICY	
07	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL	Shr
Against	For	
	METHODS FOR TRAINING	

 JOY GLOBAL INC.
 Agenda Number: 933369060

Security: 481165108
 Meeting Type: Annual
 Meeting Date: 08-Mar-2011
 Ticker: JOYG
 ISIN: US4811651086

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			
01	DIRECTOR			
	STEVEN L. GERARD			Mgmt
For		For		
	JOHN NILS HANSON			Mgmt
For		For		
	KEN C. JOHNSEN			Mgmt
For		For		
	GALE E. KLAPPA			Mgmt
For		For		
	RICHARD B. LOYND			Mgmt
For		For		
	P. ERIC SIEGERT			Mgmt
For		For		
	MICHAEL W. SUTHERLIN			Mgmt
For		For		
	JAMES H. TATE			Mgmt

For		For	
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG		Mgmt
For		For	
	LLP AS THE CORPORATION'S INDEPENDENT REGISTERED		
	PUBLIC ACCOUNTING FIRM FOR FISCAL 2011.		
03	ADVISORY VOTE ON THE COMPENSATION OF THE CORPORATION'S		Mgmt
For		For	
	NAMED EXECUTIVE OFFICERS.		
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY		Mgmt
1 Year		For	
	VOTES ON THE COMPENSATION OF THE CORPORATION'S		
	NAMED EXECUTIVE OFFICERS.		
05	APPROVAL OF THE JOY GLOBAL INC. EMPLOYEE STOCK		Mgmt
For		For	
	PURCHASE PLAN.		

M&T BANK CORPORATION
Agenda Number: 933379011

Security: 55261F104
Meeting Type: Annual
Meeting Date: 19-Apr-2011
Ticker: MTB
ISIN: US55261F1049

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	BRENT D. BAIRD			Mgmt
For		For		
	ROBERT J. BENNETT			Mgmt
For		For		
	C. ANGELA BONTEMPO			Mgmt
For		For		
	ROBERT T. BRADY			Mgmt
For		For		
	MICHAEL D. BUCKLEY			Mgmt
For		For		
	T.J. CUNNINGHAM III			Mgmt
For		For		
	MARK J. CZARNECKI			Mgmt
For		For		
	GARY N. GEISEL			Mgmt
For		For		
	PATRICK W.E. HODGSON			Mgmt

For	RICHARD G. KING	For	Mgmt
For	JORGE G. PEREIRA	For	Mgmt
For	MICHAEL P. PINTO	For	Mgmt
For	MELINDA R. RICH	For	Mgmt
For	ROBERT E. SADLER, JR.	For	Mgmt
For	HERBERT L. WASHINGTON	For	Mgmt
For	ROBERT G. WILMERS	For	Mgmt
02 For	TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.	For	Mgmt
03 For	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2011.	For	Mgmt

MAGNUM HUNTER RESOURCES CORPORATION
Agenda Number: 933411100

Security: 55973B201
Meeting Type: Annual
Meeting Date: 29-Apr-2011
Ticker: MHRPRC
ISIN: US55973B2016

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
04 For	TO APPROVE AN AMENDMENT TO MAGNUM HUNTER'S CERTIFICATE OF INCORPORATION, AS AMENDED, THAT WILL INCREASE THE AUTHORIZED NUMBER OF SHARES OF MAGNUM HUNTER PREFERRED STOCK TO 15,000,000.	For		Mgmt
09 For	TO APPROVE AN ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ANY ADDITIONAL PROXIES IN FAVOR OF THE FOREGOING PROPOSALS.	For		Mgmt

MCGRATH RENTCORP
Agenda Number: 933443412

Security: 580589109
Meeting Type: Annual
Meeting Date: 08-Jun-2011
Ticker: MGRC
ISIN: US5805891091

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	WILLIAM J. DAWSON	For		Mgmt
For	ROBERT C. HOOD	For		Mgmt
For	DENNIS C. KAKURES	For		Mgmt
For	ROBERT P. MCGRATH	For		Mgmt
For	DENNIS P. STRADFORD	For		Mgmt
For	RONALD H. ZECH	For		Mgmt
For	M. RICHARD SMITH	For		Mgmt
02	TO RATIFY THE APPOINTMENT OF GRANT THORNTON			Mgmt
For	LLP AS THE INDEPENDENT AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	For		
03	TO APPROVE, ON AN ADVISORY, NON-BINDING BASIS,			Mgmt
For	THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	For		
04	TO RECOMMEND, BY ADVISORY, NON-BINDING VOTE,			Mgmt
3 Years	THE FREQUENCY OF VOTES ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Against		

MEREDITH CORPORATION
Agenda Number: 933331542

Security: 589433101
Meeting Type: Annual
Meeting Date: 03-Nov-2010
Ticker: MDP
ISIN: US5894331017

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1	DIRECTOR			
	MARY SUE COLEMAN			Mgmt
For		For		
	D MELL MEREDITH FRAZIER			Mgmt
For		For		
	JOEL W. JOHNSON			Mgmt
For		For		
	STEPHEN M. LACY			Mgmt
For		For		
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE			Mgmt
For		For		
	COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING			
	FIRM FOR THE YEAR ENDING JUNE 30, 2011.			

NBT BANCORP INC.
Agenda Number: 933404840

Security: 628778102
Meeting Type: Annual
Meeting Date: 03-May-2011
Ticker: NBTB
ISIN: US6287781024

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	TO FIX THE NUMBER OF DIRECTORS AT ELEVEN (PROPOSAL			Mgmt
For	1).	For		
02	DIRECTOR			Mgmt
	RICHARD CHOJNOWSKI			Mgmt
For		For		
	TIMOTHY E. DELANEY			Mgmt
For		For		
	JAMES H. DOUGLAS			Mgmt

For		For	
	JOSEPH A. SANTANGELO		Mgmt
For		For	
03	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS,		Mgmt
For		For	
	THE COMPANY'S EXECUTIVE COMPENSATION POLICIES ("SAY ON PAY") (PROPOSAL 3).		
04	TO VOTE, ON A NON-BINDING, ADVISORY BASIS, REGARDING		Mgmt
3 Years		For	
	THE FREQUENCY OF VOTING ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF THE COMPANY ("SAY ON FREQUENCY") (PROPOSAL 4).		
05	TO RATIFY THE APPOINTMENT OF KPMG LLP AS NBT'S		Mgmt
For		For	
	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011 (PROPOSAL 5).		

 ONEBEACON INSURANCE GROUP, LTD.
 Agenda Number: 933443157

 Security: G67742109
 Meeting Type: Annual
 Meeting Date: 25-May-2011
 Ticker: OB
 ISIN: BMG677421098

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	DAVID T. FOY			Mgmt
For		For		
	RICHARD P. HOWARD			Mgmt
For		For		
	IRA H. MALIS			Mgmt
For		For		
02	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE			Mgmt
For		For		
	OFFICERS			
03	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE			Mgmt
3 Years				
	ON COMPENSATION OF NAMED EXECUTIVE OFFICERS			
04	APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE			Mgmt

Against
PLAN

Against

05 APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS Mgmt
For For
LLP AS THE COMPANY'S INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM FOR 2011

PROTECTIVE LIFE CORPORATION
Agenda Number: 933410653

Security: 743674103
Meeting Type: Annual
Meeting Date: 09-May-2011
Ticker: PL
ISIN: US7436741034

Prop.# Proposal
Proposal Proposal Vote For/Against Type
Management
01 DIRECTOR Mgmt
ROBERT O. BURTON
For For
THOMAS L. HAMBY Mgmt
For For
JOHN D. JOHNS Mgmt
For For
VANESSA LEONARD Mgmt
For For
CHARLES D. MCCRARY Mgmt
For For
JOHN J. MCMAHON, JR. Mgmt
For For
HANS H. MILLER Mgmt
For For
MALCOLM PORTERA Mgmt
For For
C. DOWD RITTER Mgmt
For For
JESSE J. SPIKES Mgmt
For For
WILLIAM A. TERRY Mgmt
For For
W. MICHAEL WARREN, JR. Mgmt
For For
VANESSA WILSON Mgmt
For For
02 ADVISORY VOTE REGARDING THE COMPENSATION OF Mgmt
For For

THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED
IN ITS PROXY STATEMENT.

- 03 ADVISORY VOTE ON THE FREQUENCY AT WHICH THE Mgmt
1 Year For
COMPANY SHOULD INCLUDE AN ADVISORY VOTE REGARDING
THE COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS
IN ITS PROXY STATEMENT FOR SHAREHOLDER CONSIDERATION.
- 04 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS Mgmt
For For
LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS.

ROSS STORES, INC.
Agenda Number: 933425212

Security: 778296103
Meeting Type: Annual
Meeting Date: 18-May-2011
Ticker: ROST
ISIN: US7782961038

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR GEORGE P. ORBAN			Mgmt
For		For		
	DONALD H. SEILER			Mgmt
For		For		
02	TO APPROVE THE EXISTING SECOND AMENDED AND RESTATED			Mgmt
For		For		
	ROSS STORES, INC. INCENTIVE COMPENSATION PLAN FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.			
03	TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE			Mgmt
For		For		
	OF INCORPORATION TO ADOPT ANNUAL ELECTIONS FOR DIRECTORS ELECTED BEGINNING IN 2012 (DE-CLASSIFICATION OF THE BOARD).			
04	ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE			Mgmt
For		For		
	COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.			
05	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE			Mgmt
3 Years		For		
	ADVISORY VOTES TO APPROVE A RESOLUTION ON THE			

COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.

06 TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE Mgmt
 For For
 LLP AS THE COMPANY'S INDEPENDENT REGISTERED
 PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR
 ENDING JANUARY 28, 2012.

 STRAYER EDUCATION, INC.
 Agenda Number: 933397641

 Security: 863236105
 Meeting Type: Annual
 Meeting Date: 26-Apr-2011
 Ticker: STRA
 ISIN: US8632361056

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: ROBERT S. SILBERMAN	For		Mgmt
1B	ELECTION OF DIRECTOR: DAVID A. COULTER	For		Mgmt
1C	ELECTION OF DIRECTOR: DR. CHARLOTTE F. BEASON	For		Mgmt
1D	ELECTION OF DIRECTOR: WILLIAM E. BROCK	For		Mgmt
1E	ELECTION OF DIRECTOR: JOHN T. CASTEEN III	For		Mgmt
1F	ELECTION OF DIRECTOR: ROBERT R. GRUSKY	For		Mgmt
1G	ELECTION OF DIRECTOR: ROBERT L. JOHNSON	For		Mgmt
1H	ELECTION OF DIRECTOR: TODD A. MILANO	For		Mgmt
1I	ELECTION OF DIRECTOR: G THOMAS WAITE, III	For		Mgmt
1J	ELECTION OF DIRECTOR: J. DAVID WARGO	For		Mgmt

02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS	Mgmt
For	For	
	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	
	FOR ENDING DECEMBER 31, 2011	
03	APPROVE 2011 EQUITY COMPENSATION PLAN, WHICH	Mgmt
For	For	
	INCREASES SHARES AVAILABLE FOR ISSUANCE AS	
	EQUITY COMPENSATION BY 300,000 SHARES	
04	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION	Mgmt
For	For	
	OF THE NAMED EXECUTIVE OFFICERS	
05	TO DETERMINE, ON AN ADVISORY BASIS, THE FREQUENCY	Mgmt
1 Year	For	
	OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION	

 STRYKER CORPORATION
 Agenda Number: 933388490

Security: 863667101
 Meeting Type: Annual
 Meeting Date: 26-Apr-2011
 Ticker: SYK
 ISIN: US8636671013

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			
01	DIRECTOR			Mgmt
For	HOWARD E. COX, JR.	For		
For	SRIKANT M. DATAR, PH.D.	For		Mgmt
For	ROCH DOLIVEUX, DVM	For		Mgmt
For	LOUISE L. FRANCESCONI	For		Mgmt
For	ALLAN C. GOLSTON	For		Mgmt
For	HOWARD L. LANCE	For		Mgmt
For	STEPHEN P. MACMILLAN	For		Mgmt
For	WILLIAM U. PARFET	For		Mgmt
For	RONDA E. STRYKER	For		Mgmt

02 For	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP For AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt
03 For	APPROVAL OF THE 2011 LONG-TERM INCENTIVE PLAN. For	Mgmt
04 For	APPROVAL OF THE 2011 PERFORMANCE INCENTIVE AWARD For PLAN.	Mgmt
05 For	APPROVAL, IN AN ADVISORY VOTE, OF THE COMPANY'S For EXECUTIVE COMPENSATION.	Mgmt
06 1 Year	RECOMMENDATION, IN AN ADVISORY VOTE, OF THE For FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt
07 For	SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED Against AT THE MEETING.	Shr

 US ECOLOGY, INC.
 Agenda Number: 933414524

Security: 91732J102
 Meeting Type: Annual
 Meeting Date: 24-May-2011
 Ticker: ECOL
 ISIN: US91732J1025

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			
1A For	ELECTION OF DIRECTOR: VICTOR J. BARNHART For			Mgmt
1B For	ELECTION OF DIRECTOR: JAMES R. BAUMGARDNER For			Mgmt
1C For	ELECTION OF DIRECTOR: JOE F. COLVIN For			Mgmt
1D For	ELECTION OF DIRECTOR: DANIEL FOX For			Mgmt
1E	ELECTION OF DIRECTOR: JEFFREY S. MERRIFIELD			Mgmt

For		For	
1F	ELECTION OF DIRECTOR: JOHN W. POLING		Mgmt
For		For	
1G	ELECTION OF DIRECTOR: STEPHEN A. ROMANO		Mgmt
For		For	
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE		Mgmt
For		For	
	LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY'S FISCAL YEAR ENDING DECEMBER 31, 2011.		
03	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.		Mgmt
For		For	
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY		Mgmt
3 Years		Against	
	OF EXECUTIVE COMPENSATION VOTES.		

 WESTAMERICA BANCORPORATION
 Agenda Number: 933381131

 Security: 957090103
 Meeting Type: Annual
 Meeting Date: 28-Apr-2011
 Ticker: WABC
 ISIN: US9570901036

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	E. ALLEN			Mgmt
For		For		
	L. BARTOLINI			Mgmt
For		For		
	E.J. BOWLER			Mgmt
For		For		
	A. LATNO, JR.			Mgmt
For		For		
	P. LYNCH			Mgmt
For		For		
	C. MACMILLAN			Mgmt
For		For		
	R. NELSON			Mgmt
For		For		
	D. PAYNE			Mgmt
For		For		

For	E. SYLVESTER	For	Mgmt
02 For	RATIFICATION OF INDEPENDENT AUDITORS.	For	Mgmt
03 For	APPROVE A NON-BINDING ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	Mgmt
04 Abstain	APPROVE A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Against	Mgmt

 XILINX, INC.
 Agenda Number: 933302882

Security: 983919101
 Meeting Type: Annual
 Meeting Date: 11-Aug-2010
 Ticker: XLNX
 ISIN: US9839191015

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A For	ELECTION OF DIRECTOR: PHILIP T. GIANOS	For		Mgmt
1B For	ELECTION OF DIRECTOR: MOSHE N. GAVRIELOV	For		Mgmt
1C For	ELECTION OF DIRECTOR: JOHN L. DOYLE	For		Mgmt
1D For	ELECTION OF DIRECTOR: JERALD G. FISHMAN	For		Mgmt
1E For	ELECTION OF DIRECTOR: WILLIAM G. HOWARD, JR.	For		Mgmt
1F For	ELECTION OF DIRECTOR: J. MICHAEL PATTERSON	For		Mgmt
1G For	ELECTION OF DIRECTOR: ALBERT A. PIMENTEL	For		Mgmt
1H For	ELECTION OF DIRECTOR: MARSHALL C. TURNER	For		Mgmt

11 For	ELECTION OF DIRECTOR: ELIZABETH W. VANDERSLICE For	Mgmt
02 For	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S For 1990 EMPLOYEE QUALIFIED STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES.	Mgmt
03 For	APPROVE AN AMENDMENT TO 2007 EQUITY INCENTIVE For PLAN TO INCREASE NUMBER OF SHARES RESERVED FOR ISSUANCE BY 4,500,000 SHARES.	Mgmt
04 For	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST For & YOUNG LLP AS THE COMPANY'S EXTERNAL AUDITORS FOR FISCAL 2011.	Mgmt

FAM VALUE FUND

 BANK OF THE OZARKS, INC.
 Agenda Number: 933377788

 Security: 063904106
 Meeting Type: Annual
 Meeting Date: 19-Apr-2011
 Ticker: OZRK
 ISIN: US0639041062

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	GEORGE GLEASON		For	Mgmt
For	MARK ROSS		For	Mgmt
For	JEAN AREHART		For	Mgmt
For	RICHARD CISNE		For	Mgmt
For	ROBERT EAST		For	Mgmt
For	LINDA GLEASON		For	Mgmt
For	WALTER KIMBROUGH		For	Mgmt
For	HENRY MARIANI		For	Mgmt
For	ROBERT PROOST		For	Mgmt

For		For	
	R.L. QUALLS		Mgmt
For		For	
	KENNITH SMITH		Mgmt
For		For	
02	TO RATIFY THE AUDIT COMMITTEE'S SELECTION AND		Mgmt
For		For	
	APPOINTMENT OF THE ACCOUNTING FIRM OF CROWE HORWATH LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2011.		
03	TO APPROVE ON AN ADVISORY NON-BINDING VOTE,		Mgmt
For		For	
	THE COMPANY'S EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.		
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY		Mgmt
1 Year		For	
	OF SHAREHOLDER ADVISORY VOTES ON EXECUTIVE COMPENSATION.		

 BED BATH & BEYOND INC.
 Agenda Number: 933466763

Security: 075896100
 Meeting Type: Annual
 Meeting Date: 23-Jun-2011
 Ticker: BBBY
 ISIN: US0758961009

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: WARREN EISENBERG			Mgmt
For		For		
1B	ELECTION OF DIRECTOR: LEONARD FEINSTEIN			Mgmt
For		For		
1C	ELECTION OF DIRECTOR: STEVEN H. TEMARES			Mgmt
For		For		
1D	ELECTION OF DIRECTOR: DEAN S. ADLER			Mgmt
For		For		
1E	ELECTION OF DIRECTOR: STANLEY F. BARSHAY			Mgmt
For		For		
1F	ELECTION OF DIRECTOR: KLAUS EPPLER			Mgmt

For		For	
1G	ELECTION OF DIRECTOR: PATRICK R. GASTON		Mgmt
For		For	
1H	ELECTION OF DIRECTOR: JORDAN HELLER		Mgmt
For		For	
1I	ELECTION OF DIRECTOR: VICTORIA A. MORRISON		Mgmt
For		For	
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP		Mgmt
For		For	
03	TO APPROVE, BY NON-BINDING VOTE, THE 2010 COMPENSATION		Mgmt
For		For	
	PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS		
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY		Mgmt
1 Year		For	
	OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION		

 BERKSHIRE HATHAWAY INC.
 Agenda Number: 933383844

Security: 084670108
 Meeting Type: Annual
 Meeting Date: 30-Apr-2011
 Ticker: BRKA
 ISIN: US0846701086

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	WARREN E. BUFFETT			Mgmt
For		For		
	CHARLES T. MUNGER			Mgmt
For		For		
	HOWARD G. BUFFETT			Mgmt
For		For		
	STEPHEN B. BURKE			Mgmt
For		For		
	SUSAN L. DECKER			Mgmt
For		For		
	WILLIAM H. GATES III			Mgmt
For		For		
	DAVID S. GOTTESMAN			Mgmt
For		For		
	CHARLOTTE GUYMAN			Mgmt

For	DONALD R. KEOUGH	For	Mgmt
For	THOMAS S. MURPHY	For	Mgmt
For	RONALD L. OLSON	For	Mgmt
For	WALTER SCOTT, JR.	For	Mgmt
02 For	NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2011 PROXY STATEMENT.	For	Mgmt
03 3 Years	NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH SHAREHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	For	Mgmt
04 Against	TO APPROVE THE SHAREHOLDER PROPOSAL WITH RESPECT TO THE ESTABLISHMENT OF QUANTITATIVE GOALS FOR THE REDUCTION OF GREENHOUSE GAS AND OTHER AIR EMISSIONS AT BERKSHIRE'S ENERGY GENERATING HOLDINGS.	For	Shr

 BROOKFIELD ASSET MANAGEMENT INC.
 Agenda Number: 933413750

 Security: 112585104
 Meeting Type: Annual and Special
 Meeting Date: 11-May-2011
 Ticker: BAM
 ISIN: CA1125851040

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR MARCEL R. COUTU			Mgmt
For		For		
	MAUREEN KEMPSTON DARKES			Mgmt
For		For		
	LANCE LIEBMAN			Mgmt
For		For		
	G. WALLACE F. MCCAIN			Mgmt
For		For		

For	FRANK J. MCKENNA	For	Mgmt
For	JACK M. MINTZ	For	Mgmt
For	YOUSSEF A. NASR	For	Mgmt
For	JAMES A. PATTISON	For	Mgmt
02	THE APPOINTMENT OF THE EXTERNAL AUDITOR AND		Mgmt
For	AUTHORIZING THE DIRECTORS TO SET ITS REMUNERATION.	For	
03	THE ESCROWED STOCK PLAN RESOLUTION.		Mgmt
For		For	

 BROWN & BROWN, INC.
 Agenda Number: 933385204

Security: 115236101
 Meeting Type: Annual
 Meeting Date: 27-Apr-2011
 Ticker: BRO
 ISIN: US1152361010

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1	DIRECTOR			
	J. HYATT BROWN			Mgmt
For		For		
	SAMUEL P. BELL, III			Mgmt
For		For		
	HUGH M. BROWN			Mgmt
For		For		
	J. POWELL BROWN			Mgmt
For		For		
	BRADLEY CURREY, JR.			Mgmt
For		For		
	THEODORE J. HOEPNER			Mgmt
For		For		
	TONI JENNINGS			Mgmt
For		For		
	TIMOTHY R.M. MAIN			Mgmt
For		For		
	WENDELL S. REILLY			Mgmt
For		For		
	JOHN R. RIEDMAN			Mgmt
For		For		
	CHILTON D. VARNER			Mgmt

For	For	
2	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE	Mgmt
For	For	
	& TOUCHE, LLP AS BROWN & BROWN, INC.'S INDEPENDENT	
	REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL	
	YEAR ENDING DECEMBER 31, 2011	
3	TO APPROVE (ON AN ADVISORY BASIS) THE COMPENSATION	Mgmt
For	For	
	OF NAMED EXECUTIVE OFFICERS.	
4	AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING	Mgmt
1 Year	For	
	AN ADVISORY VOTE ON THE COMPENSATION OF NAMED	
	EXECUTIVE OFFICERS.	

 CARMAX, INC.
 Agenda Number: 933448208

Security: 143130102
 Meeting Type: Annual
 Meeting Date: 27-Jun-2011
 Ticker: KMX
 ISIN: US1431301027

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			
1	DIRECTOR			
	THOMAS J. FOLLIARD			Mgmt
For		For		
	RAKESH GANGWAL			Mgmt
For		For		
	SHIRA GOODMAN			Mgmt
For		For		
	W. ROBERT GRAFTON			Mgmt
For		For		
	EDGAR H. GRUBB			Mgmt
For		For		
	MITCHELL D. STEENROD			Mgmt
For		For		
2	RATIFICATION OF THE SELECTION OF KPMG LLP AS			Mgmt
For	For			
	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.			
3	TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE,			Mgmt
For	For			
	THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.			

4 TO DETERMINE, IN AN ADVISORY (NON-BINDING) VOTE, Mgmt
 1 Year For
 WHETHER A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION
 OF OUR NAMED EXECUTIVE OFFICERS SHOULD OCCUR
 EVERY ONE, TWO OR THREE YEARS.

 DIGITAL RIVER, INC.
 Agenda Number: 933429006

Security: 25388B104
 Meeting Type: Annual
 Meeting Date: 02-Jun-2011
 Ticker: DRIV
 ISIN: US25388B1044

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	THOMAS F. MADISON			Mgmt
For		For		
	CHERYL F. ROSNER			Mgmt
For		For		
	ALFRED F. CASTINO			Mgmt
For		For		
02	TO SUBMIT AN ADVISORY VOTE ON THE EXECUTIVE			Mgmt
For		For		
	COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.			
03	TO SUBMIT AN ADVISORY VOTE ON THE FREQUENCY			Mgmt
1 Year		For		
	OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.			
04	TO APPROVE AN AMENDMENT TO THE 2007 EQUITY INCENTIVE			Mgmt
For		For		
	PLAN TO, AMONG OTHER THINGS, RESERVE AN ADDITIONAL 2,800,000 SHARES OF COMMON STOCK FOR ISSUANCE THEREUNDER.			
05	TO APPROVE THE AMENDED AND RESTATED 2011 EMPLOYEE			Mgmt
For		For		
	STOCK PURCHASE PLAN.			
06	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE			Mgmt
For		For		
	OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2011.			

DONALDSON COMPANY, INC.
Agenda Number: 933333926

Security: 257651109
Meeting Type: Annual
Meeting Date: 19-Nov-2010
Ticker: DCI
ISIN: US2576511099

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1	DIRECTOR			
For	WILLIAM M. COOK	For		Mgmt
For	MICHAEL J. HOFFMAN	For		Mgmt
For	WILLARD D. OBERTON	For		Mgmt
For	JOHN P. WIEHOFF	For		Mgmt
2	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS			Mgmt
For	LLP AS DONALDSON COMPANY, INC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT THE COMPANY'S FINANCIAL STATEMENTS FOR FOR THE FISCAL YEAR ENDING JULY 31, 2011.	For		
3	ADOPT THE DONALDSON COMPANY, INC. 2010 MASTER			Mgmt
For	STOCK INCENTIVE PLAN.	For		

EOG RESOURCES, INC.
Agenda Number: 933398516

Security: 26875P101
Meeting Type: Annual
Meeting Date: 03-May-2011
Ticker: EOG
ISIN: US26875P1012

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: GEORGE A. ALCORN	For		Mgmt
1B	ELECTION OF DIRECTOR: CHARLES R. CRISP	For		Mgmt
1C	ELECTION OF DIRECTOR: JAMES C. DAY	For		Mgmt
1D	ELECTION OF DIRECTOR: MARK G. PAPA	For		Mgmt
1E	ELECTION OF DIRECTOR: H. LEIGHTON STEWARD	For		Mgmt
1F	ELECTION OF DIRECTOR: DONALD F. TEXTOR	For		Mgmt
1G	ELECTION OF DIRECTOR: FRANK G. WISNER	For		Mgmt
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, INDEPENDENT PUBLIC ACCOUNTANTS, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	For		Mgmt
03	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For		Mgmt
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For		Mgmt
05	STOCKHOLDER PROPOSAL CONCERNING ACCELERATED VESTING OF EXECUTIVE OFFICER STOCK AWARDS UPON A CHANGE OF CONTROL, IF PROPERLY PRESENTED.	Against		Shr
06	STOCKHOLDER PROPOSAL CONCERNING CORPORATE POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED.	For		Shr

FORWARD AIR CORPORATION
Agenda Number: 933397425

Security: 349853101
Meeting Type: Annual
Meeting Date: 09-May-2011
Ticker: FWRD
ISIN: US3498531017

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	RONALD W. ALLEN		For	Mgmt
For	BRUCE A. CAMPBELL		For	Mgmt
For	C. ROBERT CAMPBELL		For	Mgmt
For	RICHARD W. HANSELMAN		For	Mgmt
For	C. JOHN LANGLEY, JR.		For	Mgmt
For	TRACY A. LEINBACH		For	Mgmt
For	LARRY D. LEINWEBER		For	Mgmt
For	G. MICHAEL LYNCH		For	Mgmt
For	RAY A. MUNDY		For	Mgmt
For	GARY L. PAXTON		For	Mgmt
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP			Mgmt
For	AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY.		For	
03	TO APPROVE REVISED PERFORMANCE CRITERIA WHICH			Mgmt
For	MAY APPLY TO PERFORMANCE-BASED STOCK AWARDS GRANTED UNDER THE AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN.		For	
04	TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE			Mgmt
For	COMPENSATION (SAY ON PAY VOTE).		For	
05	ADVISORY VOTE ON THE FREQUENCY OF HOLDING A			Mgmt
3 Years	SAY ON PAY VOTE IN THE FUTURE.		For	

FRANKLIN RESOURCES, INC.

Agenda Number: 933367371

Security: 354613101
Meeting Type: Annual
Meeting Date: 15-Mar-2011
Ticker: BEN
ISIN: US3546131018

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: SAMUEL H. ARMACOST			Mgmt
For		For		
1B	ELECTION OF DIRECTOR: CHARLES CROCKER			Mgmt
For		For		
1C	ELECTION OF DIRECTOR: JOSEPH R. HARDIMAN			Mgmt
For		For		
1D	ELECTION OF DIRECTOR: CHARLES B. JOHNSON			Mgmt
For		For		
1E	ELECTION OF DIRECTOR: GREGORY E. JOHNSON			Mgmt
For		For		
1F	ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR.			Mgmt
For		For		
1G	ELECTION OF DIRECTOR: MARK C. PIGOTT			Mgmt
For		For		
1H	ELECTION OF DIRECTOR: CHUTTA RATNATHICAM			Mgmt
For		For		
1I	ELECTION OF DIRECTOR: PETER M. SACERDOTE			Mgmt
For		For		
1J	ELECTION OF DIRECTOR: LAURA STEIN			Mgmt
For		For		
1K	ELECTION OF DIRECTOR: ANNE M. TATLOCK			Mgmt
For		For		
1L	ELECTION OF DIRECTOR: GEOFFREY Y. YANG			Mgmt
For		For		
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS			Mgmt
For		For		
	LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2011.			
03	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE			Mgmt
For		For		

FRANKLIN RESOURCES, INC. 2002 UNIVERSAL STOCK
 INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED
 SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE
 BY 10,000,000 SHARES.

04 For	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION For OF THE COMPANY'S EXECUTIVE OFFICERS.	Mgmt
05 1 Year	ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES Against ON THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS.	Mgmt

 GRACO INC.
 Agenda Number: 933376546

 Security: 384109104
 Meeting Type: Annual
 Meeting Date: 21-Apr-2011
 Ticker: GGG
 ISIN: US3841091040

Prop.# Proposal	Proposal Vote	For/Against	Type
Management			
01 For	DIRECTOR PATRICK J. MCHALE	For	Mgmt
For	LEE R. MITAU	For	Mgmt
For	MARTI MORFITT	For	Mgmt
02 For	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE For LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	For	Mgmt
03 For	ADVISORY, NON-BINDING RESOLUTION TO APPROVE For OUR EXECUTIVE COMPENSATION.	For	Mgmt
04 1 Year	ADVISORY, NON-BINDING VOTE ON THE FREQUENCY For FOR WHICH SHAREHOLDERS WILL HAVE AN ADVISORY, NON-BINDING VOTE ON OUR EXECUTIVE COMPENSATION.	For	Mgmt
05 For	SHAREHOLDER PROPOSAL TO ADOPT MAJORITY VOTING Against	Against	Shr

FOR THE ELECTION OF DIRECTORS.

HEARTLAND EXPRESS, INC.
Agenda Number: 933402428

Security: 422347104
Meeting Type: Annual
Meeting Date: 05-May-2011
Ticker: HTLD
ISIN: US4223471040

Prop.#	Proposal	Proposal	Proposal Vote	For/Against	Type
Management					
01	DIRECTOR				
	R. GERDIN				Mgmt
For				For	
	M. GERDIN				Mgmt
For				For	
	R. JACOBSON				Mgmt
For				For	
	B. ALLEN				Mgmt
For				For	
	L. CROUSE				Mgmt
For				For	
	J. PRATT				Mgmt
For				For	
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP				Mgmt
For				For	
	AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE CORPORATION FOR 2011.				
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.				Mgmt
For				For	
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE				Mgmt
3 Years				For	
	ON NAMED EXECUTIVE OFFICER COMPENSATION.				

HOME BANCSHARES, INC.
Agenda Number: 933386523

Security: 436893200

Meeting Type: Annual
Meeting Date: 21-Apr-2011
Ticker: HOMB
ISIN: US4368932004

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	JOHN W. ALLISON	For		Mgmt
For	C. RANDALL SIMS	For		Mgmt
For	RANDY E. MAYOR	For		Mgmt
For	ROBERT H. ADCOCK, JR.	For		Mgmt
For	RICHARD H. ASHLEY	For		Mgmt
For	DALE A. BRUNS	For		Mgmt
For	RICHARD A. BUCKHEIM	For		Mgmt
For	JACK E. ENGELKES	For		Mgmt
For	JAMES G. HINKLE	For		Mgmt
For	ALEX R. LIEBLONG	For		Mgmt
For	WILLIAM G. THOMPSON	For		Mgmt
02	RATIFICATION OF APPOINTMENT OF BKD, LLP AS THE			Mgmt
For	COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING	For		
	FIRM FOR THE NEXT FISCAL YEAR.			
03	ADVISORY (NON-BINDING) VOTE APPROVING THE COMPANY'S			Mgmt
For	EXECUTIVE COMPENSATION.	For		

IDEX CORPORATION
Agenda Number: 933378665

Security: 45167R104
Meeting Type: Annual
Meeting Date: 05-Apr-2011
Ticker: IEX
ISIN: US45167R1041

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	BRADLEY J. BELL			Mgmt
For		For		
	LAWRENCE D. KINGSLEY			Mgmt
For		For		
	GREGORY F. MILZCIK			Mgmt
For		For		
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.			Mgmt
For		For		
03	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTES			Mgmt
3 Years		For		
	ON EXECUTIVE COMPENSATION.			
04	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE			Mgmt
For		For		
	LLP AS AUDITORS OF THE COMPANY FOR 2011.			

ILLINOIS TOOL WORKS INC.
Agenda Number: 933390306

Security: 452308109
Meeting Type: Annual
Meeting Date: 06-May-2011
Ticker: ITW
ISIN: US4523081093

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: SUSAN CROWN			Mgmt
For		For		
1B	ELECTION OF DIRECTOR: DON H. DAVIS, JR.			Mgmt
For		For		
1C	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK			Mgmt
For		For		
1D	ELECTION OF DIRECTOR: ROBERT S. MORRISON			Mgmt
For		For		

1E For	ELECTION OF DIRECTOR: JAMES A. SKINNER For	Mgmt
1F For	ELECTION OF DIRECTOR: DAVID B. SMITH, JR. For	Mgmt
1G For	ELECTION OF DIRECTOR: DAVID B. SPEER For	Mgmt
1H For	ELECTION OF DIRECTOR: PAMELA B. STROBEL For	Mgmt
1I For	ELECTION OF DIRECTOR: KEVIN M. WARREN For	Mgmt
1J For	ELECTION OF DIRECTOR: ANRE D. WILLIAMS For	Mgmt
02 For	RATIFICATION OF THE APPOINTMENT OF DELOITTE For & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt
03 For	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. For	Mgmt
04 3 Years	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY Against VOTES ON EXECUTIVE COMPENSATION.	Mgmt
05 For	APPROVAL OF THE ILLINOIS TOOL WORKS INC. 2011 For CASH INCENTIVE PLAN.	Mgmt
06 For	RE-APPROVAL OF THE PERFORMANCE FACTORS AND AWARD For LIMITS UNDER THE 2011 LONG-TERM INCENTIVE PLAN.	Mgmt

 JOHN WILEY & SONS, INC.
 Agenda Number: 933315423

 Security: 968223206
 Meeting Type: Annual
 Meeting Date: 16-Sep-2010
 Ticker: JWA
 ISIN: US9682232064

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			

01	DIRECTOR		
	WILLIAM B. PLUMMER		Mgmt
For		For	
	RAYMOND W. MCDANIEL, JR		Mgmt
For		For	
	KALPANA RAINA		Mgmt
For		For	
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP		Mgmt
For		For	
	AS INDEPENDENT ACCOUNTANTS.		

 JOHNSON & JOHNSON
 Agenda Number: 933382854

Security: 478160104
 Meeting Type: Annual
 Meeting Date: 28-Apr-2011
 Ticker: JNJ
 ISIN: US4781601046

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN			Mgmt
For		For		
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN			Mgmt
For		For		
1C	ELECTION OF DIRECTOR: IAN E.L. DAVIS			Mgmt
For		For		
1D	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS			Mgmt
For		For		
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST			Mgmt
For		For		
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY			Mgmt
For		For		
1G	ELECTION OF DIRECTOR: LEO F. MULLIN			Mgmt
For		For		
1H	ELECTION OF DIRECTOR: WILLIAM D. PEREZ			Mgmt
For		For		
1I	ELECTION OF DIRECTOR: CHARLES PRINCE			Mgmt
For		For		

1J	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt
For	For	
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt
For	For	
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS	Mgmt
For	For	
	LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt
Against	Against	
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE	Mgmt
1 Year	For	
	ON NAMED EXECUTIVE OFFICER COMPENSATION	
05	SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE	Shr
Against	For	
	RESTRAINT	
06	SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S	Shr
Against	For	
	EQUAL EMPLOYMENT OPPORTUNITY POLICY	
07	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL	Shr
Against	For	
	METHODS FOR TRAINING	

 JOY GLOBAL INC.
 Agenda Number: 933369060

Security: 481165108
 Meeting Type: Annual
 Meeting Date: 08-Mar-2011
 Ticker: JOYG
 ISIN: US4811651086

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			
01	DIRECTOR			Mgmt
	STEVEN L. GERARD			
For		For		
	JOHN NILS HANSON			Mgmt
For		For		
	KEN C. JOHNSEN			Mgmt
For		For		

For	GALE E. KLAPPA		Mgmt
For	RICHARD B. LOYND	For	Mgmt
For	P. ERIC SIEGERT	For	Mgmt
For	MICHAEL W. SUTHERLIN	For	Mgmt
For	JAMES H. TATE	For	Mgmt
02 For	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011.		Mgmt
03 For	ADVISORY VOTE ON THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.		Mgmt
04 1 Year	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.		Mgmt
05 For	APPROVAL OF THE JOY GLOBAL INC. EMPLOYEE STOCK PURCHASE PLAN.		Mgmt

 KNIGHT TRANSPORTATION, INC.
 Agenda Number: 933413053

 Security: 499064103
 Meeting Type: Annual
 Meeting Date: 19-May-2011
 Ticker: KNX
 ISIN: US4990641031

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	DONALD A. BLISS	For		Mgmt
For	RICHARD J. LEHMANN	For		Mgmt
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.			Mgmt
For		For		

For	HERBERT L. WASHINGTON	For	Mgmt
For	ROBERT G. WILMERS	For	Mgmt
02	TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S		Mgmt
For	NAMED EXECUTIVE OFFICERS.	For	
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS		Mgmt
For	LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING	For	
	FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING		
	DECEMBER 31, 2011.		

 MARKEL CORPORATION
 Agenda Number: 933381321

Security: 570535104
 Meeting Type: Annual
 Meeting Date: 09-May-2011
 Ticker: MKL
 ISIN: US5705351048

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	J. ALFRED BROADDUS, JR.			Mgmt
For		For		
	DOUGLAS C. EBY			Mgmt
For		For		
	STEWART M. KASEN			Mgmt
For		For		
	ALAN I. KIRSHNER			Mgmt
For		For		
	LEMUEL E. LEWIS			Mgmt
For		For		
	DARRELL D. MARTIN			Mgmt
For		For		
	ANTHONY F. MARKEL			Mgmt
For		For		
	STEVEN A. MARKEL			Mgmt
For		For		
	JAY M. WEINBERG			Mgmt
For		For		
	DEBORA J. WILSON			Mgmt
For		For		
02	TO APPROVE THE FOLLOWING RESOLUTION: "RESOLVED,			Mgmt

For For
 THAT THE COMPENSATION PAID TO THE COMPANY'S
 NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN ACCORDANCE
 WITH ITEM 402 OF REGULATION S-K, INCLUDING
 THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION
 TABLES, AND NARRATIVE DISCUSSION, IS HEREBY
 APPROVED."

03 TO APPROVE THE FREQUENCY OF SHAREHOLDER ADVISORY Mgmt
 3 Years For
 VOTES APPROVING EXECUTIVE COMPENSATION.

04 TO RATIFY THE SELECTION OF KPMG LLP BY THE AUDIT Mgmt
 For
 COMMITTEE OF THE BOARD OF DIRECTORS AS THE
 COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING
 FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.

 MCGRATH RENTCORP
 Agenda Number: 933443412

Security: 580589109
 Meeting Type: Annual
 Meeting Date: 08-Jun-2011
 Ticker: MGRC
 ISIN: US5805891091

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	WILLIAM J. DAWSON	For		Mgmt
For	ROBERT C. HOOD	For		Mgmt
For	DENNIS C. KAKURES	For		Mgmt
For	ROBERT P. MCGRATH	For		Mgmt
For	DENNIS P. STRADFORD	For		Mgmt
For	RONALD H. ZECH	For		Mgmt
For	M. RICHARD SMITH	For		Mgmt
02	TO RATIFY THE APPOINTMENT OF GRANT THORNTON			
For		For		Mgmt
	LLP AS THE INDEPENDENT AUDITORS FOR THE COMPANY			
	FOR THE YEAR ENDING DECEMBER 31, 2011.			

03 For	TO APPROVE, ON AN ADVISORY, NON-BINDING BASIS, For THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt
04 3 Years	TO RECOMMEND, BY ADVISORY, NON-BINDING VOTE, Against THE FREQUENCY OF VOTES ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt

MEDNAX, INC.
Agenda Number: 933389327

Security: 58502B106
Meeting Type: Annual
Meeting Date: 05-May-2011
Ticker: MD
ISIN: US58502B1061

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
For	CESAR L. ALVAREZ		For	Mgmt
For	WALDEMAR A. CARLO, M.D.		For	Mgmt
For	MICHAEL B. FERNANDEZ		For	Mgmt
For	ROGER K. FREEMAN, M.D.		For	Mgmt
For	PAUL G. GABOS		For	Mgmt
For	DANY GARCIA		For	Mgmt
For	P.J. GOLDSCHMIDT, M.D.		For	Mgmt
For	MANUEL KADRE		For	Mgmt
For	ROGER J. MEDEL, M.D.		For	Mgmt
For	DONNA E. SHALALA PH.D.		For	Mgmt
For	ENRIQUE J. SOSA PH.D.		For	Mgmt
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS			Mgmt
For	LLP AS OUR INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR 2011.		For	

03 For	PROPOSAL TO APPROVE, BY NON-BINDING ADVISORY For VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt
04 3 Years	PROPOSAL TO RECOMMEND, BY NON-BINDING ADVISORY For VOTE, THE FREQUENCY WITH WHICH FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION SHOULD BE HELD.	Mgmt

 MEREDITH CORPORATION
 Agenda Number: 933331542

 Security: 589433101
 Meeting Type: Annual
 Meeting Date: 03-Nov-2010
 Ticker: MDP
 ISIN: US5894331017

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1	DIRECTOR			
For	MARY SUE COLEMAN		For	Mgmt
For	D MELL MEREDITH FRAZIER		For	Mgmt
For	JOEL W. JOHNSON		For	Mgmt
For	STEPHEN M. LACY		For	Mgmt
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE			
For			For	Mgmt
	COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING JUNE 30, 2011.			

 MICROS SYSTEMS, INC.
 Agenda Number: 933336299

 Security: 594901100
 Meeting Type: Annual
 Meeting Date: 19-Nov-2010

Ticker: MCRS
ISIN: US5949011002

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	LOUIS M. BROWN, JR.			Mgmt
For		For		
	B. GARY DANDO			Mgmt
For		For		
	A.L. GIANNOPOULOS			Mgmt
For		For		
	F. SUZANNE JENNICHES			Mgmt
For		For		
	JOHN G. PUENTE			Mgmt
For		For		
	DWIGHT S. TAYLOR			Mgmt
For		For		
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS			Mgmt
For		For		
	LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE 2011 FISCAL YEAR (PROPOSAL 2)			
03	PROPOSAL TO AMEND THE COMPANY'S 1991 STOCK OPTION			Mgmt
For		For		
	PLAN TO AUTHORIZE THE ISSUANCE OF AN ADDITIONAL 1,200,000 SHARES OF COMMON STOCK (PROPOSAL 3)			

MOHAWK INDUSTRIES, INC.
Agenda Number: 933408761

Security: 608190104
Meeting Type: Annual
Meeting Date: 11-May-2011
Ticker: MHK
ISIN: US6081901042

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	MS. BOGART			Mgmt

For		For	
	MR. FIEDLER		Mgmt
For		For	
	MR. ILL		Mgmt
For		For	
	MR. LORBERBAUM		Mgmt
For		For	
02	THE RATIFICATION OF THE SELECTION OF KPMG LLP		Mgmt
For		For	
	AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION, AS		Mgmt
For		For	
	DISCLOSED IN THE COMPANY'S PROXY STATEMENT FOR THE 2011 ANNUAL MEETING OF STOCKHOLDERS.		
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY		Mgmt
1 Year		For	
	VOTES ON EXECUTIVE COMPENSATION.		

 PATTERSON COMPANIES, INC.
 Agenda Number: 933315601

Security: 703395103
 Meeting Type: Annual
 Meeting Date: 13-Sep-2010
 Ticker: PDCO
 ISIN: US7033951036

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	JOHN D. BUCK*			Mgmt
For		For		
	PETER L. FRECHETTE*			Mgmt
For		For		
	CHARLES REICH*			Mgmt
For		For		
	BRIAN S. TYLER*			Mgmt
For		For		
	SCOTT P. ANDERSON**			Mgmt
For		For		
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP			Mgmt
For		For		
	AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING APRIL 30, 2011.			

PROTECTIVE LIFE CORPORATION

Agenda Number: 933410653

Security: 743674103
Meeting Type: Annual
Meeting Date: 09-May-2011
Ticker: PL
ISIN: US7436741034

Prop.#	Proposal	Proposal	Vote	For/Against	Type
Management					
01	DIRECTOR				
	ROBERT O. BURTON				Mgmt
For			For		
	THOMAS L. HAMBY				Mgmt
For			For		
	JOHN D. JOHNS				Mgmt
For			For		
	VANESSA LEONARD				Mgmt
For			For		
	CHARLES D. MCCRARY				Mgmt
For			For		
	JOHN J. MCMAHON, JR.				Mgmt
For			For		
	HANS H. MILLER				Mgmt
For			For		
	MALCOLM PORTERA				Mgmt
For			For		
	C. DOWD RITTER				Mgmt
For			For		
	JESSE J. SPIKES				Mgmt
For			For		
	WILLIAM A. TERRY				Mgmt
For			For		
	W. MICHAEL WARREN, JR.				Mgmt
For			For		
	VANESSA WILSON				Mgmt
For			For		
02	ADVISORY VOTE REGARDING THE COMPENSATION OF				Mgmt
For			For		
	THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED				
	IN ITS PROXY STATEMENT.				
03	ADVISORY VOTE ON THE FREQUENCY AT WHICH THE				Mgmt
1 Year			For		
	COMPANY SHOULD INCLUDE AN ADVISORY VOTE REGARDING				
	THE COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS				

IN ITS PROXY STATEMENT FOR SHAREHOLDER CONSIDERATION.

04 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS Mgmt
For For
LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS.

ROSS STORES, INC.
Agenda Number: 933425212

Security: 778296103
Meeting Type: Annual
Meeting Date: 18-May-2011
Ticker: ROST
ISIN: US7782961038

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	GEORGE P. ORBAN			Mgmt
For		For		
	DONALD H. SEILER			Mgmt
For		For		
02	TO APPROVE THE EXISTING SECOND AMENDED AND RESTATED			Mgmt
For		For		
	ROSS STORES, INC. INCENTIVE COMPENSATION PLAN FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.			
03	TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE			Mgmt
For		For		
	OF INCORPORATION TO ADOPT ANNUAL ELECTIONS FOR DIRECTORS ELECTED BEGINNING IN 2012 (DE-CLASSIFICATION OF THE BOARD).			
04	ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE			Mgmt
For		For		
	COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.			
05	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE			Mgmt
3 Years		For		
	ADVISORY VOTES TO APPROVE A RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.			
06	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE			Mgmt
For		For		
	LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 28, 2012.			

SCBT FINANCIAL CORPORATION

Agenda Number: 933395495

Security: 78401V102
Meeting Type: Annual
Meeting Date: 26-Apr-2011
Ticker: SCBT
ISIN: US78401V1026

Prop.# Proposal
Proposal Proposal Vote For/Against Type
Management

01	DIRECTOR			
For	ROBERT R. HILL, JR.	For		Mgmt
For	LUTHER J. BATTISTE, III	For		Mgmt
For	RALPH W. NORMAN, JR.	For		Mgmt
For	ALTON C. PHILLIPS	For		Mgmt
For	SUSIE H. VANHUSS	For		Mgmt
For	KEVIN P. WALKER	For		Mgmt
02	PROPOSAL TO RATIFY APPOINTMENT OF DIXON HUGHES,			Mgmt
For	PLLC, CERTIFIED PUBLIC ACCOUNTANTS, AS SCBT FINANCIAL CORPORATION'S INDEPENDENT AUDITORS FOR 2011.	For		
03	PROPOSAL TO CONDUCT AN ADVISORY VOTE ON THE			Mgmt
For	COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For		
04	PROPOSAL TO CONDUCT AN ADVISORY VOTE ON THE			Mgmt
3 Years	FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For		

STRAYER EDUCATION, INC.
Agenda Number: 933397641

 Security: 863236105
 Meeting Type: Annual
 Meeting Date: 26-Apr-2011
 Ticker: STRA
 ISIN: US8632361056

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: ROBERT S. SILBERMAN	For		Mgmt
1B	ELECTION OF DIRECTOR: DAVID A. COULTER	For		Mgmt
1C	ELECTION OF DIRECTOR: DR. CHARLOTTE F. BEASON	For		Mgmt
1D	ELECTION OF DIRECTOR: WILLIAM E. BROCK	For		Mgmt
1E	ELECTION OF DIRECTOR: JOHN T. CASTEEN III	For		Mgmt
1F	ELECTION OF DIRECTOR: ROBERT R. GRUSKY	For		Mgmt
1G	ELECTION OF DIRECTOR: ROBERT L. JOHNSON	For		Mgmt
1H	ELECTION OF DIRECTOR: TODD A. MILANO	For		Mgmt
1I	ELECTION OF DIRECTOR: G THOMAS WAITE, III	For		Mgmt
1J	ELECTION OF DIRECTOR: J. DAVID WARGO	For		Mgmt
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ENDING DECEMBER 31, 2011	For		Mgmt
03	APPROVE 2011 EQUITY COMPENSATION PLAN, WHICH INCREASES SHARES AVAILABLE FOR ISSUANCE AS EQUITY COMPENSATION BY 300,000 SHARES	For		Mgmt
04	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	For		Mgmt
05	TO DETERMINE, ON AN ADVISORY BASIS, THE FREQUENCY			Mgmt

1 Year For
 OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION

 STRYKER CORPORATION
 Agenda Number: 933388490

 Security: 863667101
 Meeting Type: Annual
 Meeting Date: 26-Apr-2011
 Ticker: SYK
 ISIN: US8636671013

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR HOWARD E. COX, JR.			Mgmt
For		For		
	SRIKANT M. DATAR, PH.D.			Mgmt
For		For		
	ROCH DOLIVEUX, DVM			Mgmt
For		For		
	LOUISE L. FRANCESCONI			Mgmt
For		For		
	ALLAN C. GOLSTON			Mgmt
For		For		
	HOWARD L. LANCE			Mgmt
For		For		
	STEPHEN P. MACMILLAN			Mgmt
For		For		
	WILLIAM U. PARFET			Mgmt
For		For		
	RONDA E. STRYKER			Mgmt
For		For		
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP			Mgmt
For		For		
	AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.			
03	APPROVAL OF THE 2011 LONG-TERM INCENTIVE PLAN.			Mgmt
For		For		
04	APPROVAL OF THE 2011 PERFORMANCE INCENTIVE AWARD PLAN.			Mgmt
For		For		
05	APPROVAL, IN AN ADVISORY VOTE, OF THE COMPANY'S EXECUTIVE COMPENSATION.			Mgmt
For		For		

06 1 Year	RECOMMENDATION, IN AN ADVISORY VOTE, OF THE For FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt
07 For	SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED Against AT THE MEETING.	Shr

TCF FINANCIAL CORPORATION
Agenda Number: 933380103

Security: 872275102
Meeting Type: Annual
Meeting Date: 27-Apr-2011
Ticker: TCB
ISIN: US8722751026

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	RAYMOND L. BARTON			Mgmt
For		For		
	PETER BELL			Mgmt
For		For		
	WILLIAM F. BIEBER			Mgmt
For		For		
	THEODORE J. BIGOS			Mgmt
For		For		
	WILLIAM A. COOPER			Mgmt
For		For		
	THOMAS A. CUSICK			Mgmt
For		For		
	LUELLA G. GOLDBERG			Mgmt
For		For		
	KAREN L. GRANDSTRAND			Mgmt
For		For		
	GEORGE G. JOHNSON			Mgmt
For		For		
	VANCE K. OPPERMAN			Mgmt
For		For		
	GREGORY J. PULLES			Mgmt
For		For		
	GERALD A. SCHWALBACH			Mgmt
For		For		
	RALPH STRANGIS			Mgmt
For		For		
	BARRY N. WINSLOW			Mgmt

For		For	
	RICHARD A. ZONA		Mgmt
For		For	
02	APPROVE AN INCREASE IN THE NUMBER OF AUTHORIZED		Mgmt
For		For	
	SHARES RESERVED FOR ISSUANCE UNDER THE TCF EMPLOYEES STOCK PURCHASE PLAN - SUPPLEMENTAL PLAN		
03	APPROVE REVISED AND ADDITIONAL PERFORMANCE CRITERIA		Mgmt
For		For	
	UNDER THE TCF PERFORMANCE-BASED COMPENSATION POLICY		
04	APPROVE REVISED AND ADDITIONAL PERFORMANCE CRITERIA		Mgmt
For		For	
	UNDER THE TCF FINANCIAL INCENTIVE STOCK PROGRAM		
05	APPROVE AN AMENDED AND RESTATED CERTIFICATE		Mgmt
For		For	
	OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS		
06	ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION		Mgmt
For		For	
	AS DISCLOSED IN THE PROXY STATEMENT		
07	ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY		Mgmt
1 Year		For	
	OF THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT		
08	ADVISORY (NON-BINDING) VOTE ON THE APPOINTMENT		Mgmt
For		For	
	OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2011		

 ULTRA PETROLEUM CORP.
 Agenda Number: 933440202

Security: 903914109
 Meeting Type: Annual
 Meeting Date: 25-May-2011
 Ticker: UPL
 ISIN: CA9039141093

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			

1A	ELECTION OF MICHAEL D. WATFORD AS DIRECTOR	Mgmt
For	For	
1B	ELECTION OF W. CHARLES HELTON AS DIRECTOR	Mgmt
For	For	
1C	ELECTION OF ROBERT E. RIGNEY AS DIRECTOR	Mgmt
For	For	
1D	ELECTION OF STEPHEN J. MCDANIEL AS DIRECTOR	Mgmt
For	For	
1E	ELECTION OF ROGER A. BROWN AS DIRECTOR	Mgmt
For	For	
02	APPOINTMENT OF ERNST & YOUNG, LLP, AS AUDITORS	Mgmt
For	For	
	OF THE COMPANY FOR THE ENSUING YEAR AND AUTHORIZING	
	THE DIRECTORS TO FIX THEIR REMUNERATION	
03	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt
For	For	
04	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF	Mgmt
3 Years	For	
	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	
05	IF PRESENTED, A SHAREHOLDER PROPOSAL REGARDING	Shr
Abstain	Against	
	HYDRAULIC FRACTURING WHICH IS OPPOSED BY THE	
	BOARD.	

WESTAMERICA BANCORPORATION
Agenda Number: 933381131

Security: 957090103
Meeting Type: Annual
Meeting Date: 28-Apr-2011
Ticker: WABC
ISIN: US9570901036

Prop.#	Proposal	Proposal Vote	For/Against	Type
	Management			
01	DIRECTOR			Mgmt
	E. ALLEN			
For		For		
	L. BARTOLINI			Mgmt
For		For		
	E.J. BOWLER			Mgmt

For		For	
	A. LATNO, JR.		Mgmt
For		For	
	P. LYNCH		Mgmt
For		For	
	C. MACMILLAN		Mgmt
For		For	
	R. NELSON		Mgmt
For		For	
	D. PAYNE		Mgmt
For		For	
	E. SYLVESTER		Mgmt
For		For	
02	RATIFICATION OF INDEPENDENT AUDITORS.		Mgmt
For		For	
03	APPROVE A NON-BINDING ADVISORY VOTE ON THE COMPENSATION		Mgmt
For		For	
	OF OUR NAMED EXECUTIVE OFFICERS.		
04	APPROVE A NON-BINDING ADVISORY VOTE ON THE FREQUENCY		Mgmt
Abstain		Against	
	OF THE ADVISORY VOTE ON COMPENSATION OF OUR		
	NAMED EXECUTIVE OFFICERS.		

 WHITE MOUNTAINS INSURANCE GROUP, LTD.
 Agenda Number: 933446557

Security: G9618E107
 Meeting Type: Annual
 Meeting Date: 26-May-2011
 Ticker: WTM
 ISIN: BMG9618E1075

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01	DIRECTOR			
	R. BARRETTE*			Mgmt
For		For		
	Y. BROUILLETTE*			Mgmt
For		For		
	J.D. GILLESPIE*			Mgmt
For		For		
	B.E. KENSIL**			Mgmt
For		For		
	E.A. PETERSSON**			Mgmt
For		For		
	G.A. THORSTENSSON**			Mgmt

For	A.L. WATERS**	For	Mgmt
For	C.H. REPASY***	For	Mgmt
For	W.J. TRACE***	For	Mgmt
For	A.L. WATERS***	For	Mgmt
For	J.W. DAVIS+	For	Mgmt
For	B.E. KENSIL+	For	Mgmt
For	C.H. REPASY+	For	Mgmt
For	W.J. TRACE+	For	Mgmt
For	A.L. WATERS+	For	Mgmt
For	R. BARRETTE\$	For	Mgmt
For	D.T. FOY\$	For	Mgmt
For	J.L. PITTS\$	For	Mgmt
For	W.J. TRACE\$	For	Mgmt
For	C.H. REPASY@	For	Mgmt
For	W.J. TRACE@	For	Mgmt
For	A.L. WATERS@	For	Mgmt
For	R. BARRETTE#	For	Mgmt
For	D.T. FOY#	For	Mgmt
For	J.L. PITTS#	For	Mgmt
For	W.J. TRACE#	For	Mgmt
08	APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE	For	Mgmt
For	COMPENSATION		
09	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY	For	Mgmt
3 Years	VOTES ON EXECUTIVE COMPENSATION EVERY		
10	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS	For	Mgmt
For	LLP (PWC) AS THE COMPANY'S INDEPENDENT REGISTERED		
	PUBLIC ACCOUNTING FIRM FOR 2011		

YUM! BRANDS, INC.
Agenda Number: 93340525

Security: 988498101
Meeting Type: Annual
Meeting Date: 19-May-2011
Ticker: YUM
ISIN: US9884981013

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
1A	ELECTION OF DIRECTOR: DAVID W. DORMAN			Mgmt
For		For		
1B	ELECTION OF DIRECTOR: MASSIMO FERRAGAMO			Mgmt
For		For		
1C	ELECTION OF DIRECTOR: J. DAVID GRISSOM			Mgmt
For		For		
1D	ELECTION OF DIRECTOR: BONNIE G. HILL			Mgmt
For		For		
1E	ELECTION OF DIRECTOR: ROBERT HOLLAND, JR.			Mgmt
For		For		
1F	ELECTION OF DIRECTOR: KENNETH G. LANGONE			Mgmt
For		For		
1G	ELECTION OF DIRECTOR: JONATHAN S. LINEN			Mgmt
For		For		
1H	ELECTION OF DIRECTOR: THOMAS C. NELSON			Mgmt
For		For		
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK			Mgmt
For		For		
1J	ELECTION OF DIRECTOR: THOMAS M. RYAN			Mgmt
For		For		
1K	ELECTION OF DIRECTOR: JING-SHYH S. SU			Mgmt
For		For		
1L	ELECTION OF DIRECTOR: ROBERT D. WALTER			Mgmt
For		For		
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 21			Mgmt
For	OF PROXY)	For		
03	TO APPROVE, BY NON-BINDING ADVISORY VOTE, EXECUTIVE			Mgmt
For	COMPENSATION (PAGE 23 OF PROXY)	For		

04 1 Year	TO RECOMMEND, BY NON-BINDING ADVISORY VOTE, For THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES (PAGE 24 OF PROXY)	Mgmt
05 For	PROPOSAL APPROVING AMENDMENT TO COMPANY'S RESTATED For ARTICLES OF INCORPORATION TO PERMIT SHAREHOLDERS TO CALL SPECIAL MEETINGS (PAGE 25 OF PROXY)	Mgmt

ZEBRA TECHNOLOGIES CORPORATION
Agenda Number: 933419524

Security: 989207105
Meeting Type: Annual
Meeting Date: 19-May-2011
Ticker: ZBRA
ISIN: US9892071054

Prop.#	Proposal	Proposal Vote	For/Against	Type
Management				
01 For	DIRECTOR ANDERS GUSTAFSSON	For		Mgmt
For	ANDREW K. LUDWICK	For		Mgmt
02 For	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	For		Mgmt
03 3 Years	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Against		Mgmt
04 For	TO APPROVE OUR 2011 LONG-TERM INCENTIVE PLAN	For		Mgmt
05 For	TO APPROVE OUR 2011 SHORT-TERM INCENTIVE PLAN	For		Mgmt
06 For	TO APPROVE OUR 2011 EMPLOYEE STOCK PURCHASE PLAN	For		Mgmt
07 For	TO RATIFY THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR 2011	For		Mgmt

* Management position unknown

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SIGNATURES

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

(Registrant)	Fenimore Asset Management Trust
By (Signature)	/s/ David J. Pollitzer
Name	David J. Pollitzer
Title	President
Date	08/04/2011