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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM N-PX

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

Investment Company Act file number 811-21532

Frank Funds

(Exact name of registrant as specified in charter)

6 Stacy Court

Parsippany, New Jersey 07054

(Address of principal executive offices)(Zip code)

Alfred C. Frank

Frank Capital Partners LLC

6 Stacy Court

Parsippany, New Jersey 07054

(Name and address of agent for service)

Copies to:

JoAnn M. Strasser

Thompson Hine LLP

312 Walnut Street, 14th Floor

Cincinnati, Ohio 45202

Registrant's telephone number, including area code: 973-887-7698

Date of fiscal year end: June 30

Date of reporting period: June 30, 2009

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking notes.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

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.

Frank Value Fund

AMERICAN EXPRESS

Ticker Symbol:**AXP** Cusip
Number:**025816109**
Record Date: Meeting Date:
2/27/2009 **4/27/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2009.	For	Issuer	For	With
3	Advisory (non-binding) vote approving executive compensation.	For	Issuer	For	With
4	Shareholder proposal relating to cumulative voting for Directors.	For	Stockholder	Against	Against
5	Shareholder proposal relating to the calling of special shareholder meetings.	For	Stockholder	Against	Against

AMERICAN REPROGRAPHICS CO.

Ticker Symbol:**ARP** Cusip
Number:**029263100**
Record Date: Meeting Date:
3/20/2009 **4/30/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratify the appointment of Deloitte & Touche LLP as the company's independent auditor for 2009	For	Issuer	For	With

AMERICREDIT CORP.

Ticker Symbol:**ACF** Cusip
Number:**03060R101**

Record Date: Meeting Date:
8/29/2008 **10/28/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Proposal to amend the articles of incorporation to increase the authorized number of shares of common stock	For	Issuer	For	With
3	Proposal to approve the 2008 omnibus incentive plan for Americredit Corp.	For	Issuer	For	With
4	Proposal to amend the Americredit Corp. employee stock purchase plan to increase the number of shares of common stock reserved	For	Issuer	For	With
5	Proposal to ratify the appointment of Deloitte & Touche LLP as accountants for the fiscal year ending June 30, 2009	For	Issuer	For	With
6	Attend to other business properly presented at the meeting	For	Issuer	For	With

BARE ESSENTUALS, INC.

Ticker Symbol:**BARE** Cusip
Number:**067511105**

Record Date: Meeting Date:
3/25/2009 **5/6/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify the selection of Ernst & Young LLP as the company's independent registered public accounting firm for the fiscal year ending January 3, 2010.	For	Issuer	For	With

BED BATH & BEYOND INC.

Ticker Symbol:**BBBY** Cusip
Number:**075896100**

Record Date: Meeting Date:
5/9/2008 **7/3/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of KPMG LLP	For	Issuer	For	With

BERKSHIRE HATHAWAY INC.

Ticker Symbol: **BRK.B** Cusip
 Number: **084670207**
 Record Date: **3/4/2009** Meeting Date:
5/2/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To approve the shareholder proposal with respect to the production of a sustainability report	Against	Stockholder	Against	With

BEST BUY CO., INC.

Ticker Symbol: **BBY** Cusip
 Number: **086516101**
 Record Date: **4/27/2009** Meeting Date:
6/24/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year that began on March 1, 2009.	For	Issuer	For	With
3	Approval of amendments to our 2004 omnibus stock and incentive plan, as amended.	Against	Issuer	For	Against
4	Approval of amendment to article IX of our amended and restated articles of incorporation to change approval required.	For	Issuer	For	With
5	Approval of amendment to article IX of our articles to decrease the shareholder approval required to amend article IX.	For	Issuer	For	With
6	Approval of amendment to article IX of our articles to decrease shareholder approval required to remove directors without cause.	For	Issuer	For	With
7	Approval of amendment to article IX to decrease shareholder approval required to amend classified board provisions.	For	Issuer	For	With
8	Approval of an amendment to article X to decrease shareholder approval required for certain repurchases of stock.	For	Issuer	For	With
9	Approval of an amendment to article X of our articles to decrease the shareholder approval required to amend article X.	For	Issuer	For	With

BIDZ.COM, INC.

Ticker Symbol:**BIDZ** Cusip
Number:**08883T200**
Record Date: Meeting Date:
4/13/2009 **5/28/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of appointment of Stonefield Josephson, Inc. as independent registered public accounting firm for fiscal year 2009.	For	Issuer	For	With

BROADRIDGE FINANCIAL SOLUTIONS, INC

Ticker Symbol:**BR** Cusip
Number:**11133T103**
Record Date: Meeting Date:
10/1/2008 **11/13/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Appointment of Deloitte & Touche LLP	For	Issuer	For	With
3	Approval of the amendment and restatement of the 2007 omnibus award plan	Against	Issuer	For	Against

CINTAS CORPORATION

Ticker Symbol:**CTAS** Cusip
Number:**172908105**
Record Date: Meeting Date:
8/19/2008 **10/14/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify Ernst & Young LLP as our independent registered public accounting firm for fiscal 2009	For	Issuer	For	With
3	North Carolina Equity Investment Fund proposal to require that the chairman of board of directors be an independent director	Against	Stockholder	Against	With
4	The American Federation of State, County, & Municipal Employees' proposal that shareholders of Cintas request the board of directors to adopt a policy	Against	Stockholder	Against	With

CISCO SYSTEMS, INC.

Ticker Symbol:**CSCO** Cusip
Number:**17275R102**

Record Date:
9/15/2008

Meeting Date:
11/13/2008

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify the appointment of PricewaterhouseCoopers LLP as Cisco's independent registered public accounting firm for the year ending July 25, 2009	For	Issuer	For	With
3	Proposal submitted by a shareholder to amend the Company's bylaws to establish a Board Committee on Human Rights	Against	Stockholder	Against	With
4	Proposal submitted by shareholders requesting the Board to publish a report to shareholders within six months providing a summarized listing and assessment of concrete likelihood that its business practices might enable or encourage the violation of human rights, as set forth in the proxy statement	Against	Stockholder	Against	With

CITIGROUP INC.

Ticker Symbol:**C**

Cusip Number:**172967101**

Record Date:
2/27/2009

Meeting Date:
4/21/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
10	Stockholder proposal requesting that executive officers retain 75% of the shares acquired through compensation plans for two years following termination of employment	Against	Stockholder	Against	With
11	Stockholder proposal requesting additional disclosure regarding Citi's compensation consultants	Against	Stockholder	Against	With
12	Stockholder proposal requesting that stockholders holding 10% or above have the right to call special shareholder meetings	For	Stockholder	Against	Against
13	Stockholder proposal requesting cumulative voting	For	Stockholder	Against	Against
2	Proposal to ratify the selection of KPMG LLP as Citi's independent registered public accounting firm for 2009	For	Issuer	For	With
3	Proposal to approve the Citigroup 2009 Stock Incentive Plan	Against	Issuer	For	Against
4	Proposal to approve Citi's 2008 Executive Compensation	Against	Issuer	For	Against

5	Stockholder proposal requesting a report on prior governmental service of certain individuals	Against	Stockholder	Against	With
6	Stockholder proposal requesting a report on political contributions	Against	Stockholder	Against	With
7	Stockholder proposal requesting a report on predatory credit card practices	Against	Stockholder	Against	With
8	Stockholder proposal requesting that two candidates be nominated for each board position	Against	Stockholder	Against	With
9	Stockholder proposal requesting a report on the Carbon Principles	Against	Stockholder	Against	With

CITIGROUP INC.

Ticker Symbol:**C** Cusip Number:**172967101**
Record Date: **2/27/2009** Meeting Date: **4/21/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Proposal to approve the Dividend Blocker Amendment set forth in Annex A to the proxy statement.	For	Issuer	For	With
2	Proposal to approve the Director Amendment set forth in Annex B to the proxy statement.	For	Issuer	For	With
3	Proposal to approve the Retirement Amendment set forth in Annex C to the proxy statement.	For	Issuer	For	With
4	Proposal to approve the Authorized Preferred Stock Increase set forth in Annex D to the proxy statement.	For	Issuer	For	With

CORPORATE EXECUTIVE BOARD

Ticker Symbol:**EXBD** Cusip Number:**21988R102**
Record Date: **4/16/2009** Meeting Date: **6/11/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the year ended December 31, 2009.	For	Issuer	For	With

DELL INC.

Ticker Symbol:**DELL** Cusip

Number: **24702R101**

Record Date:
5/23/2008

Meeting Date:
7/18/2008

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of independent auditor.	For	Issuer	For	With
3	Approval of executive annual incentive bonus plan	For	Issuer	For	With
SH1	Reimbursement of proxy expenses	Against	Stockholder	Against	With
SH2	Advisory vote on executive compensation	Against	Stockholder	Against	With

EBAY INC.

Ticker Symbol: **EBAY**

Cusip
Number: **278642103**

Record Date: **3/4/2009**

Meeting Date:
4/29/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To approve amendments to certain of our existing equity incentive plans to allow for a one-time stock option exchange program for employees other than our named executive officers and directors	Against	Issuer	For	Against
3	To approve the amendment and restatement of our 2008 equity incentive award plan to increase the aggregate number of shares authorized for issuance under the plan by 50 million shares and to add market shares and volume metrics as performance criteria under the plan	Against	Issuer	For	Against
4	To ratify the selection of Pricewaterhousecoopers LLP as our independent auditors for our fiscal year ending December 31, 2009.	For	Issuer	For	With

FIRST MARBLEHEAD CORPORATION

Ticker Symbol: **FMD**

Cusip
Number: **320771108**

Record Date:
9/12/2008

Meeting Date:
11/6/2008

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify the appointment of KPMG LLP as the First Marblehead Corporation's independent registered public accounting firm for the fiscal year ending June 30,	For	Issuer	For	With

2009

INTEL CORPORATION

Ticker Symbol:**INTC** Cusip
Number:**458140100**
Record Date: Meeting Date:
3/23/2009 **5/20/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of selection of Ernst & Young LLP as our independent registered public accounting firm for the current year.	For	Issuer	For	With
3	Amendment and extension of the 2006 Equity Incentive Plan.	Against	Issuer	For	Against
4	Approval of an employee stock option exchange program.	Against	Issuer	For	Against
5	Advisory vote on executive compensation.	For	Issuer	For	With
6	Stockholder proposal: Cumulative voting	For	Stockholder	Against	Against
7	Stockholder proposal: Human right to water	Against	Stockholder	Against	With

J2 GLOBAL COMMUNICATIONS, INC.

Ticker Symbol:**JCOM** Cusip
Number:**46626E205**
Record Date: Meeting Date:
3/19/2009 **5/7/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify the appointment of Singerlewak LLP to serve as the company's independent auditors for fiscal 2009.	For	Issuer	For	With
3	To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.	For	Issuer	For	With

KNOLL, INC.

Ticker Symbol:**KNL** Cusip
Number:**498904200**
Record Date: Meeting Date:
3/16/2009 **5/4/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify selection of Ernst & Young LLP as independent registered public	For	Issuer	For	With

accounting firm of the company for the
fiscal year ending December 31, 2009

LIBERTY GLOBAL, INC.

Ticker Symbol:**LBTYA** Cusip
Number:**530555101**

Record Date: Meeting Date:
4/21/2009 **6/17/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the selection of KPMG LLP as the company's independent auditors for the year ending December 31, 2009.	For	Issuer	For	With
3	Stockholder proposal on board diversity.	Against	Stockholder	Against	With

LOJACK CORPORATION

Ticker Symbol:**LOJN** Cusip
Number:**539451104**

Record Date: Meeting Date:
3/17/2009 **5/20/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Amend the company's 2008 stock incentive plan	Against	Issuer	For	Against
3	Ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the company for 2009.	For	Issuer	For	With

MIRANT CORPORATION

Ticker Symbol:**MIR** Cusip
Number:**60467R100**

Record Date: Meeting Date:
3/9/2009 **5/7/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of appointment of KPMG LLP as independent registered public accountant for 2009	For	Issuer	For	With
3	Stockholder proposal regarding report on global warming	Against	Stockholder	Against	With

MOODY'S CORPORATION

Ticker Symbol:**MCO** Cusip

Number: **615369105**Record Date: **3/2/2009** Meeting Date:
4/28/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of independent registered public accounting firm for 2009	For	Issuer	For	With
3	Stockholder proposal to adopt a policy that the chairman of the company's board of directors be an independent director	Against	Stockholder	Against	With
4	Stockholder proposal to adopt a policy requiring senior executives to retain a significant percentage of company shares until two years following termination of their employment	Against	Stockholder	Against	With

NATHAN'S FAMOUS, INC.

Ticker Symbol: **NATH** Cusip Number: **632347100**
Record Date: **7/16/2008** Meeting Date: **9/9/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With

NBTY, INC.

Ticker Symbol: **NTY** Cusip Number: **628782104**
Record Date: **1/6/2009** Meeting Date: **2/27/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Approval of the NBTY, Inc. 2009 Equity Awards Plan	Against	Issuer	For	Against
3	Ratification of Pricewaterhousecoopers LLP as independent registered public accountants for the fiscal year ending September 30, 2009	For	Issuer	For	With

PETMED EXPRESS, INC.

Ticker Symbol: **PETS** Cusip Number: **716382106**
Record Date: **6/13/2008** Meeting Date: **8/1/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify the appointment of McGladrey & Pullen, LLP as the independent registered public accounting firm for the company to serve for the 2009 fiscal year.	For	Issuer	For	With

PFIZER INC.

Ticker Symbol: **PFE** Cusip Number: **717081103**
Record Date: **2/24/2009** Meeting Date: **4/23/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Proposal to ratify the selection of KPMG LLP as Independent Registered Public Accounting Firm for 2009	For	Issuer	For	With
3	Proposal to approve the Pfizer Inc. 2004 Stock Plan, as Amended and Restated	Against	Issuer	For	Against
4	Shareholder Proposal regarding Stock Options.	Against	Stockholder	Against	With
5	Shareholder Proposal regarding Advisory Vote on Executive Compensation	Against	Stockholder	Against	With
6	Shareholder Proposal regarding Cumulative Voting	For	Stockholder	Against	Against
7	Shareholder Proposal regarding Special Shareholder Meetings	For	Stockholder	Against	Against

PRESTIGE BRANDS HOLDINGS, INC.

Ticker Symbol: **PBH** Cusip Number: **74112D101**
Record Date: **6/9/2008** Meeting Date: **8/5/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Proposal to ratify the appointment of Pricewaterhousecoopers LLP as the independent registered public accounting firm of Prestige Brands Holdings, Inc. for the fiscal year ending March 31, 2009.	For	Issuer	For	With

PROS HOLDINGS INC.

Ticker Symbol: **PRO** Cusip Number: **74346Y103**

Record Date: **4/9/2009** Meeting Date:
6/4/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify the appointment of Pricewaterhousecoopers LLP as the independent registered public accounting firm of PROS Holdings, Inc. for the fiscal year ending December 31, 2009.	For	Issuer	For	With

RAND LOGISTICS, INC.

Ticker Symbol: **RLOG** Cusip
Number: **752182105**

Record Date: Meeting Date:
7/25/2008 **9/23/2008**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of Grant Thornton LLP as the company's independent registered public accounting firm for the fiscal year ending March 31, 2009.	For	Issuer	For	With

STAPLES, INC.

Ticker Symbol: **SPLS** Cusip
Number: **855030102**

Record Date: Meeting Date:
4/13/2009 **6/9/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To approve an amendment to Staples' Amended and Restated 1998 Employee Stock Purchase Plan increasing the number of shares of common stock authorized for issuance from 15,750,000 to 22,750,000.	Against	Issuer	For	Against
3	To approve an amendment to Staples' Amended and Restated International Employee Stock Purchase Plan increasing the number of shares of common stock authorized for issuance from 1,275,000 to 2,775,000.	Against	Issuer	For	Against
4	To ratify the selection of the Audit Committee of Ernst & Young LLP as Staples' independent registered public accounting firm for the current fiscal year.	For	Issuer	For	With

5 To act on a shareholder proposal regarding the reincorporation of Staples, Inc. in North Dakota. Against Stockholder Against With

TEMPUR-PEDIC INTERNATIONAL, INC.

Ticker Symbol: **TPX** Cusip Number: **88023U101**

Record Date: **3/6/2009** Meeting Date: **5/5/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	First amendment to the amended and restated 2003 equity incentive plan	Against	Issuer	For	Against
3	Ratification of Ernst & Young LLP as independent auditors	For	Issuer	For	With

THE WESTERN UNION COMPANY

Ticker Symbol: **WU** Cusip Number: **959802109**

Record Date: **3/16/2009** Meeting Date: **5/13/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of director: Roberto G. Mendoza	For	Issuer	For	With
2	Election of director: Michael A. Miles, Jr.	For	Issuer	For	With
3	Election of director: Dennis Stevenson	For	Issuer	For	With
4	Ratification of selection of auditors	For	Issuer	For	With

TRUEBLUE, INC.

Ticker Symbol: **TBI** Cusip Number: **89785X101**

Record Date: **3/18/2009** Meeting Date: **5/13/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for the fiscal year ending December 25, 2009.	For	Issuer	For	With

USG CORPORATION

Ticker Symbol: **USG** Cusip Number: **903293405**

Record Date: Meeting Date:
3/16/2009 **5/13/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of Deloitte & Touche LLP as independent registered public accountants for the year ending December 31, 2009.	For	Issuer	For	With

USG CORPORATION

Ticker Symbol: **USG** Cusip Number: **903293405**
 Record Date: Meeting Date:
12/15/2008 **2/9/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Approval of the issuance of shares of common stock upon conversion of \$400 million of 10% contingent convertible senior notes due 2018	For	Issuer	For	With

VALUECLICK, INC.

Ticker Symbol: **VCLK** Cusip Number: **92046N102**
 Record Date: Meeting Date:
2/17/2009 **4/16/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With

* Management Recommended Vote
 Leigh Baldwin Total Return Fund

3M COMPANY

Ticker Symbol: **MMM** Cusip Number: **88579Y101**
 Record Date: Meeting Date:
3/13/2009 **5/12/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Against	Issuer	For	Against
2	To ratify the appointment of PricewaterhouseCoopers LLP as 3M's independent registered public accounting firm	For	Issuer	For	With
3	Stockholder proposal on special meetings	Against	Stockholder	Against	With

4 Stockholder proposal on the vesting of
stock options and awards Against Stockholder Against With

ART'S-WAY MANUFACTURING CO., INC.

Ticker Symbol:**ARTW** Cusip
Number:**043168103**

Record Date: Meeting Date:
3/20/2009 **4/30/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	To ratify the selection of Eide Bailly LLP as the company's independent registered public accounting firm for the fiscal year ending November 30, 2009	For	Issuer	For	With

AT&T INC.

Ticker Symbol:**T** Cusip
Number:**00206R102**

Record Date: Meeting Date:
3/25/2009 **4/24/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Abstained	Issuer	For	N/A
2	Ratification of appointment of independent auditors	For	Issuer	For	With
3	Amendment to increase authorized shares	Against	Issuer	For	Against
4	Report on political contributions	For	Stockholder	Against	Against
5	Special stockholder meetings	Against	Stockholder	Against	With
6	Cumulative voting	Against	Stockholder	Against	With
7	Bylaw requiring independent chairman	Against	Stockholder	Against	With
8	Advisory vote on compensation	For	Stockholder	Against	Against
9	Pension credit policy	For	Stockholder	Against	Against

CHARLES SCHWAB CORPORATION

Ticker Symbol:**SCHW** Cusip
Number:**808513105**

Record Date: Meeting Date:
3/16/2009 **5/14/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Abstained	Issuer	For	N/A
2	Stockholder proposal regarding political contributions	Abstained	Stockholder	Against	N/A
3	Stockholder proposal regarding death benefits	Abstained	Stockholder	Against	N/A

4 Stockholder proposal regarding corporate executive bonus plan Abstained Stockholder Against N/A

CONOCOPHILLIPS

Ticker Symbol: **COP** Cusip Number: **20825C104**
 Record Date: **3/16/2009** Meeting Date: **5/13/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Against	Issuer	For	Against
2	Proposal to ratify the appointment of Ernst & Young LLP as ConocoPhillips' independent registered public accounting firm for 2009	For	Issuer	For	With
3	Proposal to approve 2009 Omnibus Stock and Performance Incentive Plan	For	Issuer	For	With
4	Universal Health Care Principles	Against	Stockholder	Against	With
5	Advisory Vote on Executive Compensation	Against	Stockholder	Against	With
6	Political Contributions	Against	Stockholder	Against	With
7	Greenhouse Gas Reduction	Against	Stockholder	Against	With
8	Oil Sands Drilling	Against	Stockholder	Against	With
9	Director Qualifications	Against	Stockholder	Against	With

DREAMWORKS ANIMATION SKG, INC.

Ticker Symbol: **DWA** Cusip Number: **26153C103**
 Record Date: **4/20/2009** Meeting Date: **6/10/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Proposal to approve the amended and restated 2008 omnibus incentive compensation plan	For	Issuer	For	With
3	Proposal to ratify the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the year ending December 31, 2009	For	Issuer	For	With

E.I. DUPONT DE NEMOURS & CO.

Ticker Symbol: **DD** Cusip Number: **263534109**
 Record Date: **3/4/2009** Meeting Date: **4/29/2009**

<u>Proposal</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs.</u>
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<u>#</u>				<u>Mgmt</u>	
1	Election of directors	Abstained	Issuer	For	N/A
2	On Ratification of Independent Registered Public Accounting Firm	For	Issuer	For	With
3	On Shareholder Say on Executive Pay	Abstained	Stockholder	Against	N/A

FLUOR CORPORATION

Ticker Symbol: **FLR** Cusip Number: **343412102**
Record Date: **3/10/2009** Meeting Date: **5/6/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Abstained	Issuer	For	N/A
2	The ratification of the appointment by our audit committee of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 31, 2009	For	Issuer	For	With

GABELLI GLOBAL GOLD NAT RES & INC.

Ticker Symbol: **GGN** Cusip Number: **35244N109**
Record Date: **3/16/2009** Meeting Date: **5/18/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With

GENERAL ELECTRIC COMPANY

Ticker Symbol: **GE** Cusip Number: **369604103**
Record Date: **2/23/2009** Meeting Date: **4/22/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Abstained	Issuer	For	N/A
B1	Ratification of KPMG	For	Issuer	For	With
C1	Cumulative Voting	For	Stockholder	Against	Against
C2	Executive Compensation Advisory Vote	For	Stockholder	Against	Against
C3	Independent Study Regarding Breaking Up GE	For	Stockholder	Against	Against
C4	Dividend Policy	For	Stockholder	Against	Against
C5	Shareholder Vote on Golden Parachutes	For	Stockholder	Against	Against

HUANENG POWER INTERNATIONAL, INC.

Ticker Symbol:**HNP** Cusip
Number:**443304100**
Record Date: Meeting Date:
5/11/2009 **6/18/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	To consider and approve the working report from the board of directors of the company for year 2008	For	Issuer	For	With
2	To consider and approve the working report from the supervisory committee of the company for year 2008	For	Issuer	For	With
3	To consider and approve the audited financial statements of the company for year 2008	For	Issuer	For	With
4	To consider and approve the profit distribution plan of the company for year 2008	For	Issuer	For	With
5	To consider and approve the proposal regarding the appointment of the company's auditors for year 2009	For	Issuer	For	With
6	To consider and approve proposal regarding transfer of interest in Tianjin Yangliuqing co-generation limited liability company	For	Issuer	For	With
7	To consider and approve proposal regarding transfer of interest in Huaneng Beijing co-generation limited liability company	For	Issuer	For	With
8	To consider and approve the proposal regarding amendments to the articles of association of the company	For	Issuer	For	With
9	To consider and approve the proposal regarding the issue of short-term debentures by the company	For	Issuer	For	With

KELLOGG COMPANY

Ticker Symbol:**K** Cusip
Number:**487836108**
Record Date: **3/2/2009** Meeting Date:
4/24/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the appointment of PricewaterhouseCoopers LLP as Kellogg's independent public accounting firm for 2009	For	Issuer	For	With
3	Approval of the Kellogg Company 2009 Long-Term Incentive Plan	Abstained	Issuer	N/A	N/A
4	Approval of the Kellogg Company 2009	For	Issuer	For	With

	Non-Employee Director Stock Plan				
5	Enact a majority vote requirement for the election of directors	Against	Stockholder	Against	With
6	Elect each director annually	For	Stockholder	Against	Against

KRAFT FOODS INC.

Ticker Symbol: **KFT** Cusip Number: **50075N104**
Record Date: **3/12/2009** Meeting Date: **5/20/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Against	Issuer	For	Against
2	Approval of the Amended and Restated 2005 Performance Incentive Plan	Against	Issuer	For	Against
3	Ratification of the selection of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2009	For	Issuer	For	With
4	Shareholder proposal regarding special shareholder meetings	Against	Stockholder	Against	With

LOCKHEED MARTIN CORPORATION

Ticker Symbol: **LMT** Cusip Number: **539830109**
Record Date: **3/2/2009** Meeting Date: **4/23/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Abstained	Issuer	For	N/A
2	Ratification of Appointment of Ernst & Young LLP as Independent Auditors	For	Issuer	For	With
3	Management Proposal - To Amend the Charter to Delete the 80% Supermajority Vote Required to Amend Article XIII	For	Issuer	For	With
4	Report on Space-Based Weapons Program	Against	Stockholder	Against	With
5	Policy on Payments to Executives After Death	Against	Stockholder	Against	With
6	Advisory Vote on Executive Compensation	Against	Stockholder	Against	With

NUVEEN NY MUNICIPAL VALUE FUND

Ticker Symbol: **NNY** Cusip Number: **67062M105**
Record Date: **3/9/2009** Meeting Date: **5/6/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2A1	To approve the elimination of the Fund's fundamental policy relating to investments in below investment grade securities	For	Issuer	For	With
2A2	To approve the elimination of the Fund's fundamental policy relating to investing in municipal bonds rated within the four highest grades	For	Issuer	For	With
2A3	To approve the elimination of the Fund's fundamental policy relating to investment in below investment grade securities	For	Issuer	For	With
2B1	To approve the new fundamental policy relating to investments in municipal securities for the Fund	For	Issuer	For	With
2C1	To approve the elimination of the Fund's fundamental policy relating to commodities	For	Issuer	For	With
2D1	To approve the new fundamental policy relating to commodities for the Fund	For	Issuer	For	With
2E1	To approve the elimination of the Fund's fundamental policy relating to short sales	For	Issuer	For	With
2E2	To approve the elimination of the Fund's fundamental policy relating to derivatives	For	Issuer	For	With
2F1	To approve the elimination of the Fund's fundamental policy prohibiting investment in other investment companies	For	Issuer	For	With

OIL STATES INTERNATIONAL, INC.

Ticker Symbol: **OIS** Cusip
Number: **678026105**

Record Date: Meeting Date:
3/16/2009 **5/14/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	Ratification of the section of Ernst & Young LLP as independent accountants for the company for the current year	For	Issuer	For	With

ONEIDA FINANCIAL CORP.

Ticker Symbol: **ONFC** Cusip
Number: **682478102**

Record Date: Meeting Date:
3/16/2009 **5/5/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With
2	The ratification of the appointment of Crowe Horwath LLP as Oneida Financial Corp.'s independent registered public accounting firm for the fiscal year ending December 31, 2009.	For	Issuer	For	With

SANOFI-AVENTISTicker Symbol: **SNY**Cusip Number: **80105N105**Record Date:
3/16/2009Meeting Date:
4/17/2009

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Approval of the individual company financial statements for the year ended December 31, 2008	Against	Issuer	For	Against
10	Possibility of issuing, without preemptive rights, shares or securities giving access to the Company's capital as consideration for assets transferred to the Company as a capital contribution in kind in the form of shares or securities giving access to the capital of another company	For	Issuer	For	With
11	Delegation to the Board of Directors of authority to increase the number of shares to be issued in the event of a capital increase with or without preemptive rights	For	Issuer	For	With
12	Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by incorporation of share premiums, reserves, profits or other items	For	Issuer	For	With
13	Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by issuance of shares or securities giving access to the Company's capital reserved for members of employee savings plans, with waiver of preemptive rights in their favor	For	Issuer	For	With
14	Delegation to the Board of Directors of authority to grant options to subscribe for or purchase shares	For	Issuer	For	With
15	Delegation to the Board of Directors of authority to allot existing or new consideration free shares to some or all salaried employees or corporate officers of the Group	For	Issuer	For	With
16	Authorization to the Board of Directors	For	Issuer	For	With

	to reduce the share capital by cancellation of treasury shares				
17	Amendment to article 15 of the bylaws	For	Issuer	For	With
18	Powers for formalities	For	Issuer	For	With
2	Approval of the consolidated financial statements for the year ended December 31, 2008	For	Issuer	For	With
3	Appropriation of profits: declaration of dividend	For	Issuer	For	With
4	Ratification of the co-opting of a Director	For	Issuer	For	With
5	Approval of the Statutory Auditors' Special Report prepared in accordance with article L.225-40 of the Commercial Code	For	Issuer	For	With
6	Approval of the Statutory Auditors' Special Report prepared in accordance with article L.225-40 of the Commercial Code - Commitment in favor Mr. Viehbacher	Against	Issuer	For	Against
7	Authorization to the Board of Directors to carry out transactions in shares issued by the Company	For	Issuer	For	With
8	Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by issuance, with preemptive rights maintained of shares and/or securities giving access to the Company's capital and/or by issuance of securities giving entitlement to the allotment of debt instruments	Against	Issuer	For	Against
9	Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by issuance, without preemptive rights, of shares and/or securities giving access to the Company's capital and/or the issuance of securities giving entitlement to the allotment of debt instruments	Against	Issuer	For	Against

U.S. BANCORP

Ticker Symbol: **USB** Cusip Number: **902973304**
 Record Date: **2/23/2009** Meeting Date: **4/21/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	Abstained	Issuer	For	N/A
2	Ratify the selection of Ernst & Young LLP as independent auditor for the 2009 fiscal year	Abstained	Issuer	For	N/A
3	Advisory vote to approve executive compensation program	Against	Issuer	For	Against

WESTERN ASSET/CLAYMORE INFLATION-LI

Ticker Symbol:**WIW** Cusip Number:**95766R104**

Record Date: **3/31/2009** Meeting Date: **5/11/2009**

<u>Proposal #</u>	<u>Proposal</u>	<u>Vote</u>	<u>Author</u>	<u>MRV*</u>	<u>vs. Mgmt</u>
1	Election of directors	For	Issuer	For	With

* Management Recommended Vote

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.

Frank Funds

By /s/Alfred C. Frank

* Alfred C. Frank
President

By /s/Brian J. Frank

* Brian J. Frank
Treasurer

Date: August 25, 2009

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