

SECURITIES AND EXCHANGE COMMISSION

FORM N-18F1

Initial notification of election pursuant to Rule 18f-1 filed on Form N-18F-1

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VANGUARD TAX MANAGED FUND INC

CIK: **923202** | State of Incorpor.: **MD** | Fiscal Year End: **1231**
Type: **N-18F1** | Act: **40** | File No.: **811-07175** | Film No.: **94541185**

Mailing Address
*PO BOX 2600 VM V#34
VALLEY FORGE PA 19482*

Business Address
*PO BOX 2600
VM #V34
VALLEY FORGE PA 19482
610-669-6289*

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

NOTIFICATION OF ELECTION PURSUANT TO RULE 18f-1
UNDER THE INVESTMENT COMPANY ACT OF 1940.

VANGUARD TAX-MANAGED FUND, INC.

NOTIFICATION OF ELECTION

The undersigned registered open-end investment company hereby notifies the Securities and Exchange Commission that it elects to commit itself to pay in cash all redemptions by a shareholder of record as provided by Rule 18f-1 under the Investment Company Act of 1940. It is understood that this election is irrevocable while such Rule is in effect unless the Commission by order upon application permits the withdrawal of this Notification of Election.

SIGNATURE

Pursuant to the requirements of Rule 18f-1 under the Investment Company Act of 1940, the registrant has caused this notification of election to be duly executed on its behalf in the city of Valley Forge and the state of Pennsylvania on the 2nd day of August, 1994.

VANGUARD TAX-MANAGED FUND, INC.

By: Raymond J. Klapinsky
Senior Vice President and Secretary