

# SECURITIES AND EXCHANGE COMMISSION

## FORM N-PX

Annual report of proxy voting record of registered management investment companies filed on  
Form N-PX

Filing Date: **2008-08-29** | Period of Report: **2008-06-30**  
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### FILER

#### **LONGLEAF PARTNERS FUNDS TRUST**

CIK: **806636** | IRS No.: **000000000** | State of Incorpor.: **TN** | Fiscal Year End: **1231**  
Type: **N-PX** | Act: **40** | File No.: **811-04923** | Film No.: **081047383**

Mailing Address	Business Address
<i>C/O SOUTHEASTERN ASSET MANAGEMENT 6410 POPLAR AVE, SUITE 900 MEMPHIS TN 38119</i>	<i>C/O SOUTHEASTERN ASSET MANAGEMENT 6410 POPLAR AVE, SUITE 900 MEMPHIS TN 38119 9017612474</i>

**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 811-04923

**LONGLEAF PARTNERS FUNDS TRUST**

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(Exact name of registrant as specified in charter)

**c/o SOUTHEASTERN ASSET MANAGEMENT, INC.  
6410 POPLAR, SUITE 900, MEMPHIS, TN**

**38119**

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(Address of principal executive offices)

(Zip code)

**ANDREW R. McCARROLL, ESQ.  
SOUTHEASTERN ASSET MANAGEMENT, INC.  
6410 POPLAR, SUITE 900, MEMPHIS, TN 38119**

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(Name and address of agent for service)

Registrant's telephone number, including area code: 901 761-2474

Date of fiscal year end: December 31

Date of reporting period: June 30, 2008

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 roles.

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.



Longleaf Partners Fund

For the Period July 1, 2007 to June 30, 2008

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Mater Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management		
FedEx Corporation	FDX	31428X106	9/24/2007	Elect Director James L. Barksdale	Management	Yes	For	For		
				Elect Director August A. Busch, IV	Management	Yes	For	For		
				Elect Director John A. Edwardson	Management	Yes	For	For		
				Elect Director Judith L. Estrin	Management	Yes	For	For		
				Elect Director Philip Greer	Management	Yes	For	For		
				Elect Director J.R. Hyde, III	Management	Yes	For	For		
				Elect Director Shirley A. Jackson	Management	Yes	For	For		
				Elect Director Steven R. Loranger	Management	Yes	For	For		
				Elect Director Gary W. Loveman	Management	Yes	For	For		
				Elect Director Charles T. Manatt	Management	Yes	For	For		
				Elect Director Frederick W. Smith	Management	Yes	For	For		
				Elect Director Joshua I. Smith	Management	Yes	For	For		
				Elect Director Paul S. Walsh	Management	Yes	For	For		
				Elect Director Peter S. Willmott	Management	Yes	For	For		
				Ratify Auditors	Management	Yes	For	For		
				Separate Chairman and CEO Positions	Shareholder	Yes	Against	For		
				Advisory Vote to Ratify Named Executive Officer's Compensation	Shareholder	Yes	For	Against		
				Report on Global Warming	Shareholder	Yes	Against	For		
				Report on Political Contributions	Shareholder	Yes	Against	For		
				Symantec Corp.	SYMC	871503108	9/13/2007	Elect Director Michael Brown	Management	Yes
Elect Director William T. Coleman	Management	Yes	For					For		
Elect Director Frank E. Dangeard	Management	Yes	For					For		
Elect Director David L. Mahoney	Management	Yes	For					For		
Elect Director Robert S. Miller	Management	Yes	Withhold					Against		
Elect Director George Reyes	Management	Yes	For					For		
Elect Director Daniel H. Schulman	Management	Yes	For					For		
Elect Director John W. Thompson	Management	Yes	For					For		
Elect Director V. Paul Unruh	Management	Yes	For					For		
Amend Outside Director Stock Awards in Lieu of Cash	Management	Yes	For					For		
Ratify Auditors	Management	Yes	For					For		
Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For					Against		
Telephone and Data Systems, Inc.	TDS	879433100	7/26/2007					Elect Director Gregory P. Josefowicz	Management	Yes
				Elect Director Christopher D. O'Leary	Management	Yes	For	For		
				Elect Director Mitchell H. Saranow	Management	Yes	For	For		
				Elect Director Herbert S. Wander	Management	Yes	For	For		
				Approve Outside Director Stock Awards/Options in Lieu of Cash	Management	Yes	For	For		
				Ratify Auditors	Management	Yes	For	For		
				Elect Director G.P. Josefowicz	Management	Yes	For	For		
				Elect Director C.D. O'Leary	Management	Yes	For	For		
				Elect Director M.H. Saranow	Management	Yes	For	For		
				Elect Director H.S. Wander	Management	Yes	For	For		
				Elect Director Donald J. Carty	Management	Yes	For	For		
				Elect Director Michael S. Dell	Management	Yes	For	For		
				Elect Director William H. Gray, III	Management	Yes	For	For		
Elect Director Sallie L. Krawcheck	Management	Yes	For	For						
Elect Director Alan (A.G.) Lafley	Management	Yes	For	For						
Elect Director Judy C. Lewent	Management	Yes	For	For						
Elect Director Klaus S. Luft	Management	Yes	For	For						
Elect Director Thomas W. Luce, III	Management	Yes	For	For						
Elect Director Alex J. Mandl	Management	Yes	For	For						
Elect Director Michael A. Miles	Management	Yes	For	For						
Elect Director Samuel A. Nunn, Jr.	Management	Yes	For	For						
Ratify Auditors	Management	Yes	For	For						
Amend Omnibus Stock Plan	Management	Yes	For	For						
Stock Retention/Holding Period	Shareholder	Yes	Against	For						
Declaration of Dividend	Shareholder	Yes	Against	For						
Liberty Media Holding Corp	LINTA	53071M104	10/23/2007	Create Tracking Stock	Management	Yes	For	For		
				LCAPA	53071M302	Approve Dual Class Stock Recapitalization	Management	Yes	For	For
						Convert Common Stock into Tracking Stock	Management	Yes	For	For
						Approve Sale of Company Assets	Management	Yes	For	For
	Create Tracking Stock	Management	Yes			For	For			
	Approve Dual Class Stock Recapitalization	Management	Yes	For	For					
	Convert Common Stock into Tracking Stock	Management	Yes	For	For					
	Sun Microsystems, Inc.	JAVA	866810104	11/8/2007	Approve Sale of Company Assets	Management	Yes	For	For	
Elect Director Scott G. Mcnealy					Management	Yes	For	For		
				Elect Director James L. Barksdale	Management	Yes	For	For		

Elect Director Stephen M. Bennett	Management	Yes	For	For
Elect Director Peter L.S. Currie	Management	Yes	For	For
Elect Director Robert J. Finocchio, Jr	Management	Yes	For	For
Elect Director Michael E. Marks	Management	Yes	For	For
Elect Director Patricia E. Mitchell	Management	Yes	For	For
Elect Director M. Kenneth Oshman	Management	Yes	For	For
Elect Director P. Anthony Ridder	Management	Yes	For	For
Elect Director Jonathan I. Schwartz	Management	Yes	For	For

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## Longleaf Partners Fund

For the Period July 1, 2007 to June 30, 2008

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Mater Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
				Ratify Auditors	Management	Yes	For	For
				Approve Omnibus Stock Plan	Management	Yes	For	For
				Approve Reverse Stock Split	Management	Yes	For	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against
Philips Electronics Nv	PHG, PHIA NA	5986622 500472303	3/27/2008	Adopt Simple Majority Vote	Shareholder	Yes	Against	For
				Annual Meeting (Non-Voting)	Management	N/A	N/A	N/A
				President's Speech (Non-Voting)	Management	N/A	N/A	N/A
				Approve Financial Statements and Statutory Reports	Management	Yes	For	For
				Receive Explanation on Company's Reserves and Dividend Policy (Non-Voting)	Management	N/A	N/A	N/A
				Approve Dividends of EUR 0.70 Per Share	Management	Yes	For	For
				Approve Discharge of Management Board	Management	Yes	For	For
				Approve Discharge of Supervisory Board	Management	Yes	For	For
				Ratify KPMG Accountants as Auditors	Management	Yes	For	For
				Binding Nominations for the Supervisory Board: Elect One of Two Candidates (Non-Voting)	Management	N/A	N/A	N/A
				Elect K.A.L.M. van Miert to Supervisory Board	Management	Yes	For	For
				Elect E. Kist to Supervisory Board	Management	Yes	Against	For
				Elect E. Kist to Supervisory Board	Management	Yes	For	For
				Elect M.J.G.C. Raaijmakers to Supervisory Board	Management	Yes	Against	For
				Amend Long-Term Incentive Plan	Management	Yes	For	For
				Approve Remuneration Report Containing Remuneration Policy for Management Board Members	Management	Yes	For	For
				Approve Remuneration of Supervisory Board	Management	Yes	For	For
				Amend Articles Re: Legislative Changes, Amendments Share Repurchase Programs and Remuneration Supervisory Board Members	Management	Yes	For	For
				Grant Board Authority to Issue Shares Up To 10X Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/ Merger	Management	Yes	For	For
				Authorize Board to Exclude Preemptive Rights from Issuance under Item 9a	Management	Yes	For	For
				Approve Cancellation of Shares	Management	Yes	For	For
				Authorize Repurchase of Up to Ten Percent of Issued Share Capital	Management	Yes	For	For
				Proposal to Renew Authorization to Repurchase Shares Related to the Cancellation Proposed under Item 10	Management	Yes	For	For
				Other Business (Non-Voting)	Management			For
				Meeting for ADR Holders	Management			For
				Approve Financial Statements and Statutory Reports	Management	Yes	For	For
				Approve Dividends of EUR 0.70 Per Share	Management	Yes	For	For
				Approve Discharge of Management Board	Management	Yes	For	For
				Approve Discharge of Supervisory Board	Management	Yes	For	For
				Ratify KPMG Accountants as Auditors	Management	Yes	For	For
				Elect K.A.L.M. van Miert to Supervisory Board	Management	Yes	For	For
				Elect E. Kist to Supervisory Board	Management	Yes	For	For
				Amend Long-Term Incentive Plan	Management	Yes	For	For
				Approve Remuneration Report Containing Remuneration Policy for Management Board Members	Management	Yes	For	For
				Approve Remuneration of Supervisory Board	Management	Yes	For	For
				Amend Articles Re: Legislative Changes, Amendments Share Repurchase Programs and	Management	Yes	For	For

				Remuneration Supervisory Board Members				
				Grant Board Authority to Issue Shares Up To 10X Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/ Merger	Management	Yes	For	For
				Authorize Board to Exclude Preemptive Rights from Issuance.	Management	Yes	For	For
				Approve Cancellation of Shares	Management	Yes	For	For
				Authorize Repurchase of Up to Ten Percent of Issued Share Capital	Management	Yes	For	For
				Proposal to Renew Authorization to Repurchase Shares Related with the share repurchase program.	Management	Yes	For	For
The Walt Disney Company	DIS	254687106	3/6/2008	Elect Director Susan E. Arnold	Management	Yes	For	For
				Elect Director John E. Bryson	Management	Yes	For	For
				Elect Director John S. Chen	Management	Yes	For	For
				Elect Director Judith L. Estrin	Management	Yes	For	For
				Elect Director Robert A. Iger	Management	Yes	For	For
				Elect Director Steven P. Jobs	Management	Yes	For	For
				Elect Director Fred H. Langhammer	Management	Yes	For	For
				Elect Director Aylwin B. Lewis	Management	Yes	For	For
				Elect Director Monica C. Lozano	Management	Yes	For	For
				Elect Director Robert W. Matschullat	Management	Yes	For	For
				Elect Director John E. Pepper, Jr.	Management	Yes	For	For
				Elect Director Orin C. Smith	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Amend Executive Incentive Bonus Plan	Management	Yes	For	For
UBS AG	UBS	H89231338	2/27/2008	REQUEST FOR A SPECIAL AUDIT (SONDERPRUFUNG) BY ETHOS	Shareholder	Yes	Against	For
				STOCK DIVIDEND CREATION OF AUTHORIZED CAPITAL	Management	Yes	For	For
				APPROVAL OF ARTICLE 4B OF THE ARTICLES OF ASSOCIATION	Management	Yes	For	For
				CAPITAL INCREASE PROPOSAL BY THE BOARD OF DIRECTORS: MANDATORY CONVERTIBLE NOTES	Management	Yes	For	For
				CREATION OF CONDITIONAL CAPITAL APPROVAL OF ARTICLE 4A PARA. 3 OF THE ARTICLES OF ASSOCIATION	Management	Yes	For	For
				ALTERNATIVE PROPOSAL BY PROFOND: ORDINARY CAPITAL INCREASE RIGHTS OFFERING	Shareholder	Yes	Against	For
				IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS	Management	Yes	For	For
Aon Corp.	AOC	037389103	5/16/2008	Elect Director Patrick G. Ryan	Management	Yes	For	For
				Elect Director Gregory C. Case	Management	Yes	For	For
				Elect Director Fulvio Conti	Management	Yes	For	For
				Elect Director Edgar D. Jannotta	Management	Yes	For	For
				Elect Director Jan Kalff	Management	Yes	For	For
				Elect Director Lester B. Knight	Management	Yes	For	For
				Elect Director J. Michael Losh	Management	Yes	For	For
				Elect Director R. Eden Martin	Management	Yes	For	For
				Elect Director Andrew J. McKenna	Management	Yes	For	For

Longleaf Partners Fund

For the Period July 1, 2007 to June 30, 2008

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Mater Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
				Elect Director Robert S. Morrison	Management	Yes	For	For
				Elect Director Richard B. Myers	Management	Yes	For	For
				Elect Director Richard C. Notebaert	Management	Yes	For	For
				Elect Director John W. Rogers, Jr.	Management	Yes	For	For
				Elect Director Gloria Santona	Management	Yes	For	For
				Elect Director Carolyn Y. Woo	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
CEMEX S.A.B. de C.V.	CX	151290889	4/24/2008	PRESENTATION OF THE REPORT BY THE CHIEF EXECUTIVE OFFICER, INCLUDING THE COMPANY S FINANCIAL STATEMENTS, REPORT OF VARIATIONS OF CAPITAL STOCK, AND PRESENTATION OF THE REPORT BY THE BOARD OF DIRECTORS, FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007.	Management	Yes	For	For
				PROPOSAL FOR: (I) THE ALLOCATION OF PROFITS AND (II) THE MAXIMUM AMOUNT OF FUNDS TO BE USED FOR THE PURCHASE OF COMPANY SHARES.	Management	Yes	For	For
				PROPOSAL TO INCREASE THE CAPITAL STOCK OF THE COMPANY IN ITS VARIABLE PORTION THROUGH CAPITALIZATION OF RETAINED EARNINGS.	Management	Yes	For	For
				APPOINTMENT OF DIRECTORS, AND MEMBERS AND PRESIDENT OF THE AUDIT AND CORPORATE PRACTICES COMMITTEE.	Management	Yes	For	For
				COMPENSATION OF DIRECTORS AND MEMBERS OF THE AUDIT AND CORPORATE PRACTICES COMMITTEE.	Management	Yes	For	For
				APPOINTMENT OF DELEGATES TO FORMALIZE THE RESOLUTIONS ADOPTED AT THE MEETING.	Management	Yes	For	For
Chesapeake Energy Corp.	CHK	165167107	06/06/08	Elect Director Aubrey K. McClendon	Management	Yes	For	For
				Elect Director Don Nickles	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Declassify the Board of Directors	Shareholder	Yes	Against	For
eBay Inc.	EBAY	278642103	06/19/08	Elect Director Fred D. Anderson	Management	Yes	For	For
				Elect Director Edward W. Barnholt	Management	Yes	For	For
				Elect Director Scott D. Cook	Management	Yes	For	For
				Elect Director John J. Donahoe	Management	Yes	For	For
				Approve Omnibus Stock Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
General Motors Corp.	GM	370442105	06/03/08	Elect Director Percy N. Barnevik	Management	Yes	For	For
				Elect Director Erskine B. Bowles	Management	Yes	For	For
				Elect Director John H. Bryan	Management	Yes	For	For
				Elect Director Armando M. Codina	Management	Yes	For	For
				Elect Director Erroll B. Davis, Jr.	Management	Yes	For	For
				Elect Director George M.C. Fisher	Management	Yes	For	For
				Elect Director E. Neville Isdell	Management	Yes	For	For
				Elect Director Karen Katen	Management	Yes	For	For
				Elect Director Kent Kresa	Management	Yes	For	For
				Elect Director Ellen J. Kullman	Management	Yes	For	For
				Elect Director Philip A. Laskawy	Management	Yes	For	For
				Elect Director Kathryn V. Marinello	Management	Yes	For	For
				Elect Director Eckhard Pfeiffer	Management	Yes	For	For
				Elect Director G. Richard Wagoner, Jr.	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Publish Political Contributions	Shareholder	Yes	Against	For
				Report on Political Contributions	Shareholder	Yes	Against	For
				Adopt Principles for Health Care Reform	Shareholder	Yes	Against	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against



				Adopt Quantitative GHG Goals for Products and Operations	Shareholder	Yes	Against	For
				Provide for Cumulative Voting	Shareholder	Yes	For	Against
				Amend Articles/Bylaws/Charter -- Call Special Meetings	Shareholder	Yes	Against	For
				Performance-Based Awards	Shareholder	Yes	Against	For
Level 3 Communications, Inc.	LVLT	52729N100	05/20/08	Elect Directors James Q. Crowe	Management	Yes	For	For
				Elect Directors Douglas C. Eby	Management	Yes	For	For
				Elect Directors James O. Ellis, Jr.	Management	Yes	For	For
				Elect Directors Richard R. Jaros	Management	Yes	For	For
				Elect Directors Robert E. Julian	Management	Yes	For	For
				Elect Directors Michael J. Mahoney	Management	Yes	For	For
				Elect Directors Arun Netravali	Management	Yes	For	For
				Elect Directors John T. Reed	Management	Yes	For	For
				Elect Directors Walter Scott, Jr.	Management	Yes	For	For
				Elect Directors Michael B. Yanney	Management	Yes	For	For
				Elect Directors Albert C. Yates	Management	Yes	For	For
				Approve Reverse Stock Split	Management	Yes	For	For
				Reduce Supermajority Vote Requirement	Management	Yes	For	For
				Declassify the Board of Directors	Management	Yes	For	For
Liberty Media Corporation	LINTA	53071M104	6/6/2008	Elect Director Mr. David E. Rapley	Management	Yes	For	For
	LCAPA	53071M302		Elect Director Mr. Larry E. Romrell	Management	Yes	For	For
	LMDIA	53071M500		Ratify Auditors	Management	Yes	For	For
				Elect Director Mr. David E. Rapley	Management	Yes	For	For
				Elect Director Mr. Larry E. Romrell	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Elect Director Mr. David E. Rapley	Management	Yes	For	For
				Elect Director Mr. Larry E. Romrell	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For

Longleaf Partners Fund For the Period July 1, 2007 to June 30, 2008

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Mater Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
NipponKoa Insurance Co.	8754 JP	6643380	06/26/08	Approve Allocation of Income, With a Final Dividend of JY 7.5	Management	Yes	For	For
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
Pioneer Natural Resources Co.	PXD	723787107	5/16/2008	Elect Director James R. Baroffio	Management	Yes	For	For
				Elect Director Edison C. Buchanan	Management	Yes	For	For
				Elect Director Scott D. Sheffield	Management	Yes	For	For
				Elect Director Jim A. Watson	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
Telephone and Data Systems, Inc.	TDS	879433100	5/22/2008	Elect Director Gregory P. Josefowicz	Management	Yes	Withhold	Against
				Elect Director Christopher D. O'Leary	Management	Yes	Withhold	Against
				Elect Director Mitchell H. Saranow	Management	Yes	Withhold	Against
				Elect Director Herbert S. Wander	Management	Yes	Withhold	Against
				Approve Qualified Employee Stock Purchase Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Elect Director G.P. Josefowicz	Management	Yes	Withhold	Against
				Elect Director C.D. O'Leary	Management	Yes	Withhold	Against
				Elect Director M.H. Saranow	Management	Yes	Withhold	Against
				Elect Director H.S. Wander	Management	Yes	Withhold	Against
The DirecTV Group, Inc	DTV	25459L106	6/3/2008	Elect Director Ralph F. Boyd, Jr.	Management	Yes	For	For
				Elect Director James M. Cornelius	Management	Yes	For	For
				Elect Director Gregory B. Maffei	Management	Yes	For	For
				Elect Director John C. Malone	Management	Yes	For	For
				Elect Director Nancy S. Newcomb	Management	Yes	For	For
UBS AG	UBS	H89231338	4/23/2008	Ratify Auditors	Management	Yes	For	For
				ANNUAL REPORT, GROUP AND PARENT COMPANY ACCOUNTS FOR FINANCIAL YEAR 2007 REPORTS OF THE GROUP AND STATUTORY AUDITORS	Management	Yes	For	For
				APPROPRIATION OF RESULTS REDUCTION OF THE TERM OF OFFICE OF MEMBERS OF THE BOARD OF DIRECTORS (ARTICLE 19 PARA. 1 OF THE ARTICLES OF ASSOCIATION)	Management	Yes	For	For
				REFERENCES TO GROUP AUDITORS (ARTICLE 17 LIT. B, 25 LIT. C, 31 PARA. 1 AND 2 AND TITLE D OF THE ARTICLES OF ASSOCIATION)	Management	Yes	For	For
				RE-ELECTION OF MEMBER THE BOARD OF DIRECTORS: MARCEL OSPEL	Management	Yes	Against	N/A
				RE-ELECTION OF MEMBER THE BOARD OF DIRECTORS: PETER VOSER	Management	Yes	For	For
				RE-ELECTION OF MEMBER THE BOARD OF DIRECTORS: LAWRENCE A. WEINBACH	Management	Yes	For	For
				ELECTION OF A NEW MEMBER OF THE BOARD OF DIRECTORS: DAVID SIDWELL	Management	Yes	For	For
				ELECTION OF A NEW MEMBER OF THE BOARD OF DIRECTORS: PETER KURER	Management	Yes	For	For
				RE-ELECTION OF THE AUDITORS (ERNST & YOUNG LTD. BASEL)	Management	Yes	For	For
				ORDINARY CAPITAL INCREASE. RIGHTS OFFERING	Management	Yes	For	For

				IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE ANNUAL GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS				
Yum Brands, Inc.	YUM	988498101	5/15/2008	Elect Director David W. Dorman	Management	Yes	For	For
				Elect Director Massimo Ferragamo	Management	Yes	For	For
				Elect Director J. David Grissom	Management	Yes	For	For
				Elect Director Bonnie G. Hill	Management	Yes	For	For
				Elect Director Robert Holland, Jr.	Management	Yes	For	For
				Elect Director Kenneth G. Langone	Management	Yes	For	For
				Elect Director Jonathan S. Linen	Management	Yes	For	For
				Elect Director Thomas C. Nelson	Management	Yes	For	For
				Elect Director David C. Novak	Management	Yes	For	For
				Elect Director Thomas M. Ryan	Management	Yes	For	For
				Elect Director Jing-Shyh S. Su	Management	Yes	For	For
				Elect Director Jackie Trujillo	Management	Yes	For	For
				Elect Director Robert D. Walter	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Adopt Majority Voting for Uncontested Election of Directors	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Adopt MacBride Principles	Shareholder	Yes	Against	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against
				Report on Sustainability and Food Safety in the Supply Chain	Shareholder	Yes	Against	For
				Report on Animal Welfare Policies	Shareholder	Yes	Against	For

Longleaf Partners International Fund		For the Period July 1, 2007 to June 30, 2008							
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management	
British Sky Broadcasting Group Plc	BSY LN	0141192	11/02/07	Accept Financial Statements and Statutory Reports	Management	Yes	For	For	
				Approve Final Dividend of 6.7 Pence Per Ordinary Share	Management	Yes	For	For	
				Re-elect Jeremy Darroch as Director	Management	Yes	For	For	
				Re-elect Andrew Higginson as Director	Management	Yes	For	For	
				Re-elect Gail Rebeck as Director	Management	Yes	For	For	
				Re-elect Lord Rothschild as Director	Management	Yes	For	For	
				Re-elect David DeVoe as Director	Management	Yes	For	For	
				Re-elect Rupert Murdoch as Director	Management	Yes	For	For	
				Re-elect Arthur Siskind as Director	Management	Yes	For	For	
				Reappoint Deloitte & Touche LLP as Auditors and Authorise the Board to Determine Their Remuneration	Management	Yes	For	For	
				Approve Remuneration Report	Management	Yes	For	For	
				Authorise the Company and All Its Subsidiaries to Make Political Donations to Political Parties up to GBP 0.1M, Make Political Donations to Political Organisations Other than Political Parties up to GBP 0.1M and Incur Political Expenditure up to GBP 0.1M	Management	Yes	For	For	
				Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of GBP 289,000,000	Management	Yes	For	For	
				Subject to the Passing of Resolution 13, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 43,500,000	Management	Yes	For	For	
Adopt New Articles of Association	Management	Yes	For	For					
Dell Inc.	DELL	24702R101	12/4/2007	Elect Director Donald J. Carty	Management	Yes	For	For	
				Elect Director Michael S. Dell	Management	Yes	For	For	
				Elect Director William H. Gray, III	Management	Yes	For	For	
				Elect Director Sallie L. Krawcheck	Management	Yes	For	For	
				Elect Director Alan (A.G.) Lafley	Management	Yes	For	For	
				Elect Director Judy C. Lewent	Management	Yes	For	For	
				Elect Director Klaus S. Luft	Management	Yes	For	For	
				Elect Director Thomas W. Luce, III	Management	Yes	For	For	
				Elect Director Alex J. Mandl	Management	Yes	For	For	
				Elect Director Michael A. Miles	Management	Yes	For	For	
Elect Director Samuel A. Nunn, Jr.	Management	Yes	For	For					
Ratify Auditors	Management	Yes	For	For					

				Amend Omnibus Stock Plan	Shareholder	Yes	For	For
				Stock Retention/ Holding Period	Shareholder	Yes	For	For
Nikko Cordial Corp.*	8603 JP	6640284	12/19/2007	Approve Share Exchange Agreement with Citigroup Japan Holdings Ltd.	Management	No	N/A	N/A
*The Fund owned shares on the record date, and therefore was entitled to vote at the meeting, but elected not to because all shares had been sold by the meeting date.				Amend Articles to: Delete References Related to Record Date - Change Fiscal Year End - Update Terminology to Match that of New Financial Instruments and Exchange Law	Management	No	N/A	N/A
Royal Philips Electronics N.V.	PHG	500472303	03/27/08	Annual Meeting (Non-Voting)	Management	N/A	N/A	N/A
	PHIA NA	5986622		President's Speech (Non-Voting)	Management	N/A	N/A	N/A
				Approve Financial Statements and Statutory Reports	Management	Yes	For	For
				Receive Explanation on Company's Reserves and Dividend Policy (Non-Voting)	Management	N/A	N/A	N/A
				Approve Dividends of EUR 0.70 Per Share	Management	Yes	For	For
				Approve Discharge of Management Board	Management	Yes	For	For
				Approve Discharge of Supervisory Board	Management	Yes	For	For
				Ratify KPMG Accountants as Auditors	Management	Yes	For	For
				Binding Nominations for the Supervisory Board: Elect One of Two Candidates (Non-Voting)	Management	N/A	N/A	N/A
				Elect K.A.L.M. van Miert to Supervisory Board	Management	Yes	For	For
				Elect E. Kist to Supervisory Board	Management	Yes	Against	For
				Elect E. Kist to Supervisory Board	Management	Yes	For	For
				Elect M.J.G.C. Raaijmakers to Supervisory Board	Management	Yes	Against	For
				Approve Remuneration Report Containing Remuneration Policy for Management Board Members	Management	Yes	For	For
				Amend Articles Re: Legislative Changes, Amendments Share Repurchase Programs and Remuneration Supervisory Board Members	Management	Yes	For	For
				Grant Board Authority to Issue Shares Up To 10X Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/Merger	Management	Yes	For	For
				Authorize Board to Exclude Preemptive Rights from Issuance under Item 9a	Management	Yes	For	For
				Approve Cancellation of Shares	Management	Yes	For	For
				Authorize Repurchase of Up to Ten Percent of Issued Share Capital	Management	Yes	For	For
				Proposal to Renew Authorization to Repurchase Shares Related to the Cancellation Proposed under Item 10	Management	Yes	For	For
				Other Business (Non-Voting)	Management	Yes	For	For

	Meeting for ADR Holders	Management	Yes	For	For
	Approve Financial Statements and Statutory Reports	Management	Yes	For	For
	Approve Dividends of EUR 0.70 Per Share	Management	Yes	For	For
	Approve Discharge of Management Board	Management	Yes	For	For
	Approve Discharge of Supervisory Board	Management	Yes	For	For
	Ratify KPMG Accountants as Auditors	Management	Yes	For	For
	Elect K.A.L.M. van Miert to Supervisory Board	Management	Yes	For	For
	Elect E. Kist to Supervisory Board	Management	Yes	For	For
	Amend Long-Term Incentive Plan	Management	Yes	For	For
	Approve Remuneration Report Containing Remuneration Policy for Management Board Members	Management	Yes	For	For
	Approve Remuneration of Supervisory Board	Management	Yes	For	For
	Amend Articles Re: Legislative Changes, Amendments Share Repurchase Programs and Remuneration Supervisory Board Members	Management	Yes	For	For
	Grant Board Authority to Issue Shares Up To 10X Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/Merger	Management	Yes	For	For
	Authorize Board to Exclude Preemptive Rights from Issuance.	Management	Yes	For	For
	Approve Cancellation of Shares	Management	Yes	For	For
	Authorize Repurchase of Up to Ten Percent of Issued Share Capital	Management	Yes	For	For

Longleaf Partners International Fund		For the Period July 1, 2007 to June 30, 2008							
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management	
				Proposal to Renew Authorization to Repurchase Shares Related with the share repurchase program.	Management	Yes	For	For	
SK Telecom Co.	SKM	6224871	3/14/2008	Approve Financial Statements for 24th Fiscal Year	Management	Yes	For	For	
		78440P108		Amend Articles of Incorporation Regarding Addition of Preamble and Business Objectives Expansion	Management	Yes	For	For	
				Approve Remuneration of Executive Directors and Independent Non-Executive Directors	Management	Yes	For	For	
				Elect Kim Shin-Bae and Park Young-Ho as Inside (Executive) Directors (Bundled)	Management	Yes	For	For	
				Elect Uhm Rak-Yong and Chung Jae-Young as Outside (Independent Non-Executive) Directors (Bundled)	Management	Yes	For	For	
				Elect Cho Jae-Ho as Outside (Independent Non-Executive) Director Who Will Be Also Member of Audit Committee	Management	Yes	For	For	
				Meeting for ADR Holders	Management	Yes	For	For	
				Approve Financial Statements for 24th Fiscal Year	Management	Yes	For	For	
				Amend Articles of Incorporation Regarding Addition of Preamble and Business Objectives Expansion	Management	Yes	For	For	
				Approve Remuneration of Executive Directors and Independent Non-Executive Directors	Management	Yes	For	For	
				Elect Kim Shin-Bae and Park Young-Ho as Inside (Executive) Directors (Bundled)	Management	Yes	For	For	
				Elect Uhm Rak-Yong and Chung Jae-Young as Outside (Independent Non-Executive) Directors (Bundled)	Management	Yes	For	For	
				Elect Cho Jae-Ho as Outside (Independent Non-Executive) Director Who Will Be Also Member of Audit Committee	Management	Yes	For	For	
UBS AG	UBS	H89231338	2/27/2008	Share Re-registration Consent	Management	Yes	For	For	
	UBSN VX	B18YFJ4		Receive Information on Effects of US Sub-Prime Mortgage Crisis (Non-Voting)	Shareholder	N/A	N/A	N/A	
				Authorize Special Audit to Investigate Internal Controls and Other Questions Related to US Sub-Prime Mortgage Crisis	Shareholder	Yes	Against	For	
				Approve Creation of CHF 10.4 Million Pool of Capital with Preemptive Rights for	Management	Yes	For	For	

				Purpose of Stock Dividend				
				Approve Creation of 27.8 Million Pool of Capital without Preemptive Rights to Guarantee Conversion Rights for Mandatory Convertible Bonds	Management	Yes	For	For
				Approve Creation of CHF 52 Million Pool of Capital with Preemptive Rights	Shareholder	Yes	Against	For
				REQUEST FOR A SPECIAL AUDIT (SONDERPRUFUNG) BY ETHOS	Shareholder	Yes	Against	For
				STOCK DIVIDEND CREATION OF AUTHORIZED CAPITAL APPROVAL OF ARTICLE 4B OF THE ARTICLES OF ASSOCIATION	Management	Yes	For	For
				CAPITAL INCREASE PROPOSAL BY THE BOARD OF DIRECTORS: MANDATORY CONVERTIBLE NOTES CREATION OF CONDITIONAL CAPITAL APPROVAL OF ARTICLE 4A PARA. 3 OF THE ARTICLES OF ASSOCIATION	Management	Yes	For	For
				ALTERNATIVE PROPOSAL BY PROFOND: ORDINARY CAPITAL INCREASE RIGHTS OFFERING	Shareholder	Yes	Against	For
				IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS	Management	Yes	For	For
Acs, Actividades de Construccion y Servicios S.A	ACS MC	B01FLQ6	5/25/2008	Approve Financial Statements and Allocation of Income	Management	Yes	For	For
				Receive Annual Corporate Governance Report	Management	Yes	For	For
				Approve Discharge Directors	Management	Yes	For	For
				Elect Miguel Fluxa Rosello as Board Member (Consejero Dominical)	Management	Yes	For	For
				Amend Articles 3, 4, 11, and 16 of the General Meeting Guidelines	Management	Yes	For	For
				Receive Report on Changes Made to Board Guidelines	Management	Yes	For	For
				Authorize Repurchase of Shares	Management	Yes	For	For
				Appoint Auditors	Management	Yes	For	For
				Cancel Treasury Shares via Amortization	Management	Yes	For	For
				Authorize Board to Ratify and Execute Approved Resolutions	Management	Yes	For	For
				Approve Minutes of Meeting	Management	Yes	For	For
Allied Irish Banks Plc	ALBK	4020684	4/22/2008	Accept Financial Statements and Statutory Reports	Management	Yes	For	For



				Approve Dividends	Management	Yes	For	For
				Elect Kieran Crowley as Director	Management	Yes	For	For
				Elect Colm Doherty as Director	Management	Yes	For	For
				Elect Donal Forde as Director	Management	Yes	For	For
				Elect Dermot Gleeson as Director	Management	Yes	For	For
				Elect Stephen L. Kingon as Director	Management	Yes	For	For
				Elect Anne Maher as Director	Management	Yes	For	For
				Elect Daniel O' Connor as Director	Management	Yes	For	For
				Elect John O' Donnell as Director	Management	Yes	For	For
				Elect Sean O' Driscoll as Director	Management	Yes	For	For
				Elect David Pritchard as Director	Management	Yes	For	For
				Elect Eugene J. Sheehy as Director	Management	Yes	For	For
				Elect Bernard Somers as Director	Management	Yes	For	For
				Elect Michael J. Sullivan as Director	Management	Yes	For	For
				Elect Robert G. Wilmers as Director	Management	Yes	For	For
				Elect Jennifer Winter as Director	Management	Yes	For	For
				Authorize Board to Fix Remuneration of Auditors	Management	Yes	For	For
				Authorize Share Repurchase Program	Management	Yes	For	For
				Approve Reissuance of Repurchased Shares	Management	Yes	For	For
				Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Management	Yes	For	For
				Auhtorize Company to Convey Information by Electronic Means	Management	Yes	For	For
				Amend Articles Re: (Non-Routine)	Management	Yes	For	For
				Elect Niall Murphy as Director	Shareholder	Yes	Against	For
CEMEX S.A.B. de C.V.	CX	151290889	4/24/2008	Meeting for ADR Holders	Management	Yes	For	For
				PRESENTATION OF THE REPORT BY THE CHIEF EXECUTIVE OFFICER, INCLUDING THE COMPANY S FINANCIAL STATEMENTS, REPORT OF VARIATIONS OF CAPITAL STOCK, AND PRESENTATION OF THE REPORT BY THE BOARD OF DIRECTORS, FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007.	Management	Yes	For	For
				PROPOSAL FOR: (I) THE ALLOCATION OF PROFITS AND (II) THE MAXIMUM AMOUNT OF FUNDS TO BE USED FOR THE PURCHASE OF COMPANY SHARES.	Management	Yes	For	For
				PROPOSAL TO INCREASE THE CAPITAL STOCK OF THE COMPANY IN ITS VARIABLE PORTION THROUGH CAPITALIZATION OF RETAINED EARNINGS.	Management	Yes	For	For
				APPOINTMENT OF DIRECTORS, AND MEMBERS AND	Management	Yes	For	For

PRESIDENT OF THE  
AUDIT AND  
CORPORATE  
PRACTICES  
COMMITTEE.

COMPENSATION OF  
DIRECTORS AND  
MEMBERS OF THE  
AUDIT AND  
CORPORATE  
PRACTICES  
COMMITTEE.

Management

Yes

For

For

APPOINTMENT OF  
DELEGATES TO  
FORMALIZE THE  
RESOLUTIONS  
ADOPTED AT THE  
MEETING.

Management

Yes

For

For

Daiwa Securities Group Co. Ltd.

8601 JP

6251448

6/21/2008

Elect Director Akira  
Kiyota

Management

Yes

For

For

Elect Director  
Shigeharu Suzuki

Management

Yes

For

For

Longleaf Partners International Fund		For the Period July 1, 2007 to June 30, 2008								
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against	Management	
				Elect Director Shin Yoshidome	Management	Yes	For		For	
				Elect Director Takashi Hibino	Management	Yes	For		For	
				Elect Director Ikuo Mori	Management	Yes	For		For	
				Elect Director Nobuyuki Iwamoto	Management	Yes	For		For	
				Elect Director Tetsuro Kawakami	Management	Yes	For		For	
				Elect Director Ryuji Yasuda	Management	Yes	For		For	
				Elect Director Koichi Uno	Management	Yes	For		For	
				Elect Director Toshiro Ishibashi	Management	Yes	For		For	
				Elect Director Akira Nakamura	Management	Yes	For		For	
				Elect Director Saburo Jifuku	Management	Yes	For		For	
				Elect Director Nobuko Matsubara	Management	Yes	For		For	
				Approve Deep Discount Stock Option Plan and Premium-Priced Stock Option Plan for Directors and Employees	Management	Yes	For		For	
Fairfax Financial Holdings Limited	FFH	303901102	4/16/2008	Elect as Director Anthony E Griffiths	Management	Yes	For		For	
				Elect as Director Robert J Gunn	Management	Yes	For		For	
				Elect as Director Alan D Horn	Management	Yes	For		For	
				Elect as Director David L Johnston	Management	Yes	For		For	
				Elect as Director Paul L Murray	Management	Yes	For		For	
				Elect as Director Brandon W Sweitzer	Management	Yes	For		For	
				Elect as Director V Prem Watsa	Management	Yes	For		For	
				Ratify PricewaterhouseCoopers LLP as Auditors	Management	Yes	For		For	
Ingersoll-Rand Company Limited	IR	G4776G101	6/4/2008	Elect Director A.C. Berzin	Management	Yes	For		For	
				Elect Director G.D. Forsee	Management	Yes	For		For	
				Elect Director P.C. Godsoe	Management	Yes	For		For	
				Elect Director H.L. Henkel	Management	Yes	For		For	
				Elect Director C.J. Horner	Management	Yes	For		For	
				Elect Director H.W. Lichtenberger	Management	Yes	For		For	
				Elect Director T.E. Martin	Management	Yes	For		For	
				Elect Director P. Nachtigal	Management	Yes	For		For	
				Elect Director O.R. Smith	Management	Yes	For		For	
				Elect Director R.J. Swift	Management	Yes	For		For	
				Elect Director T.L. White	Management	Yes	For		For	
				APPROVAL OF THE AMENDED AND RESTATED BYE-LAWS OF THE COMPANY.	Management	Yes	For		For	
				Ratify Auditors	Management	Yes	For		For	
				SHAREHOLDER PROPOSAL TO REQUIRE A SHAREHOLDER VOTE ON AN ADVISORY RESOLUTION WITH RESPECT TO EXECUTIVE COMPENSATION.	Shareholder	Yes	For		Against	
Japan Petroleum Exploration Co. Ltd.	1662 JP	6711696	6/25/2008	Approve Allocation of Income, with a Final Dividend of JY 20	Management	Yes	For		For	
				Amend Articles to: Add Provisions on Takeover Defense	Management	Yes	Against		Against	
				Elect Director	Management	Yes	For		For	

				Elect Director	Management	Yes	For	For
				Approve Retirement Bonus for Director	Management	Yes	For	For
				Approve Payment of Annual Bonuses to Directors and Statutory Auditors	Management	Yes	For	For
				Approve Takeover Defense Plan (Poison Pill)	Management	Yes	Against	Against
KDDI Corporation	9433 JP	6248990	6/19/2008	Approve Allocation of Income, With a Final Dividend of JY 5500	Management	Yes	For	For
				Amend Articles To Make Technical Changes to Reflect Abolition of Fractional Shares	Management	Yes	For	For
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	Against	Against
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Approve Payment of Annual Bonuses to Directors and Statutory Auditors	Management	Yes	For	For
Kyocera Corp.	6971 JP	J37479110	6/26/2008	Approve Allocation of Income, with a Final Dividend of JY 60	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	Against	Against
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Appoint Internal Statutory Auditor	Management	Yes	For	For
				Approve Payment of Annual Bonuses to Directors and Statutory Auditors	Management	Yes	For	For
				Approve Retirement Bonuses for Directors and Statutory Auditor	Management	Yes	For	For
Millea Holdings Inc.	8766 JP	6513126	6/23/2008	Approve Allocation of Income, With a Final Dividend of JY 30	Management	Yes	For	For
				Amend Articles To: Change Company Name	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For

Longleaf Partners International Fund		For the Period July 1, 2007 to June 30, 2008							
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against	Management
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
Nestle SA*	NESN VX	7123870	4/10/2008	Share Re-registration Consent	Management	No	N/A		N/A
*The Fund owned shares on the record date, and therefore was entitled to vote at the meeting, but elected not to because all shares had been sold by the meeting date.				Accept Financial Statements and Statutory Reports	Management	No	N/A		N/A
				Approve Discharge of Board and Senior Management	Management	No	N/A		N/A
				Approve Allocation of Income and Dividends of CHF 12.20 per Share	Management	No	N/A		N/A
				Reelect Andreas Koopmann as Director	Management	No	N/A		N/A
				Reelect Rolf Haenggi as Director	Management	No	N/A		N/A
				Elect Paul Bulcke as Director	Management	No	N/A		N/A
				Elect Beat Hess as Director	Management	No	N/A		N/A
				Ratify KPMG SA as Auditors	Management	No	N/A		N/A
				Approve CHF 10.1 Million Reduction in Share Capital via Cancellation of 10.1 Million Repurchased Shares	Management	No	N/A		N/A
				Approve 1:10 Stock Split	Management	No	N/A		N/A
				Amend Articles to Reflect Changes in Capital; Amend Articles Re: Stock Split	Management	No	N/A		N/A
				Adopt New Articles of Association	Management	No	N/A		N/A
NH Hoteles S.A	NHH MC	4571784	6/17/2008	Approve Individual and Consolidated Financial Statements, Allocation of Income, and Discharge Directors	Management	Yes	For		For
				Elect Sociedad de Promocion y Participacion Empresarial Caja de Madrid S.A. as Director	Management	Yes	For		For
				Reelect Jose de Nadal Capara as Director	Management	Yes	For		For
				Authorize Repurchase of Shares	Management	Yes	For		For
				Elect Auditors for Individual Firm and Consolidated Group	Management	Yes	For		For
				Approve a System of Variable Compensation in Shares for Executives, Executive Directors and Non-Executive Directors, and Employees	Management	Yes	For		For
				Authorize Board to Ratify and Execute Approved Resolutions	Management	Yes	For		For
				Inform Regarding Modifications Made to Articles 21, 26 and 29 of the Board of Director's Guidelines to Adapt them to the Unified Good	Management	N/A	N/A		N/A



Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
				Chairman of the Board Marcel Ospel Will not Stand for Reelection as Director (Non-Voting)	Management	N/A	N/A	N/A
				Reelect Peter Voser as Director	Management	Yes	For	For
				Reelect Lawrence Weinbach as Director	Management	Yes	For	For
				Elect David Sidwell as Director	Management	Yes	For	For
				Elect Peter Kurer as Director	Management	Yes	For	For
				Ratify Ernst & Young AG as Auditors	Management	Yes	For	For
				Approve Creation of CHF 125 Million Pool of Capital with Preemptive Rights	Management	Yes	For	For
				ANNUAL REPORT, GROUP AND PARENT COMPANY ACCOUNTS FOR FINANCIAL YEAR 2007 REPORTS OF THE GROUP AND STATUTORY AUDITORS	Management	Yes	For	For
				APPROPRIATION OF RESULTS	Management	Yes	For	For
				REDUCTION OF THE TERM OF OFFICE OF MEMBERS OF THE BOARD OF DIRECTORS (ARTICLE 19 PARA. 1 OF THE ARTICLES OF ASSOCIATION)	Management	Yes	For	For
				REFERENCES TO GROUP AUDITORS (ARTICLE 17 LIT. B, 25 LIT. C, 31 PARA. 1 AND 2 AND TITLE D OF THE ARTICLES OF ASSOCIATION)	Management	Yes	For	For
				RE-ELECTION OF MEMBER THE BOARD OF DIRECTORS: MARCEL OSPHEL	Management	Yes	Against	N/A
				RE-ELECTION OF MEMBER THE BOARD OF DIRECTORS: PETER VOSEER	Management	Yes	For	For
				RE-ELECTION OF MEMBER THE BOARD OF DIRECTORS: LAWRENCE A. WEINBACH	Management	Yes	For	For
				ELECTION OF A NEW MEMBER OF THE BOARD OF DIRECTORS: DAVID SIDWELL	Management	Yes	For	For
				ELECTION OF A NEW MEMBER OF THE BOARD OF DIRECTORS: PETER KURER	Management	Yes	For	For
				RE-ELECTION OF THE AUDITORS (ERNST & YOUNG LTD. BASEL)	Management	Yes	For	For
				ORDINARY CAPITAL INCREASE. RIGHTS OFFERING	Management	Yes	For	For
				IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE ANNUAL	Management	Yes	For	For

				GENERAL MEETING, I/WE AUTHORIZE MY/ OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS					
Willis Group Holdings Ltd	WSH	G96655108	4/23/2008	ELECTION OF DIRECTOR: WILLIAM W. BRADLEY	Management	Yes	For	For	
				ELECTION OF DIRECTOR: JOSEPH A. CALIFANO	Management	Yes	For	For	
				ELECTION OF DIRECTOR: ANNA C. CATALANO	Management	Yes	For	For	
				ELECTION OF DIRECTOR: ERIC G. FRIBERG	Management	Yes	For	For	
				ELECTION OF DIRECTOR: SIR ROY GARDNER	Management	Yes	For	For	
				ELECTION OF DIRECTOR: SIR JEREMY HANLEY	Management	Yes	For	For	
				ELECTION OF DIRECTOR: ROBYN S. KRAVIT	Management	Yes	For	For	
				ELECTION OF DIRECTOR: WENDY E. LANE	Management	Yes	For	For	
				ELECTION OF DIRECTOR: JAMES F. MCCANN	Management	Yes	For	For	
				ELECTION OF DIRECTOR: JOSEPH J. PLUMERI	Management	Yes	For	For	
				ELECTION OF DIRECTOR: DOUGLAS B. ROBERTS	Management	Yes	For	For	
				Ratify Auditors	Management	Yes	For	For	
				APPROVAL AND ADOPTION OF 2008 SHARE PURCHASE AND OPTION PLAN.	Management	Yes	For	For	
				AMENDMENT TO THE MEMORANDUM OF ASSOCIATION.	Management	Yes	For	For	
				AMENDMENT TO THE BYE-LAWS.	Management	Yes	For	For	
Yum Brands, Inc.	YUM	988498101	5/15/2008	Elect Director David W. Dorman	Management	Yes	For	For	
				Elect Director Massimo Ferragamo	Management	Yes	For	For	
				Elect Director J. David Grissom	Management	Yes	For	For	
				Elect Director Bonnie G. Hill	Management	Yes	For	For	
				Elect Director Robert Holland, Jr.	Management	Yes	For	For	
				Elect Director Kenneth G. Langone	Management	Yes	For	For	
				Elect Director Jonathan S. Linen	Management	Yes	For	For	
				Elect Director Thomas C. Nelson	Management	Yes	For	For	
				Elect Director David C. Novak	Management	Yes	For	For	
				Elect Director Thomas M. Ryan	Management	Yes	For	For	
				Elect Director Jing- Shyh S. Su	Management	Yes	For	For	
				Elect Director Jackie Trujillo	Management	Yes	For	For	
				Elect Director Robert D. Walter	Management	Yes	For	For	
				Ratify Auditors	Management	Yes	For	For	
				Adopt Majority Voting for Uncontested Election of Directors	Management	Yes	For	For	
				Amend Omnibus Stock Plan	Management	Yes	For	For	
				Adopt MacBride Principles	Shareholder	Yes	Against	For	
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against	



Report on Sustainability and Food Safety in the Supply Chain	Shareholder	Yes	Against	For
Report on Animal Welfare Policies	Shareholder	Yes	Against	For

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LongLeaf Partners Small Cap For the Period July 1, 2007 to June 30, 2008

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
Del Monte Foods Co.	DLM	24522P103	9/27/2007	Elect Director Victor L. Lund	Management	Yes	For	For
				Elect Director Joe L. Morgan	Management	Yes	For	For
				Elect Director David R. Williams	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
Worthington Industries Inc.	WOR	981811102	9/26/2007	Elect Director John R. Kasich	Management	Yes	For	For
				Elect Director John P. Mcconnell	Management	Yes	For	For
				Elect Director Mary Schiavo	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Amend EEO Statement to Include Reference to Sexual Orientation	Shareholder	Yes	Against	For
IDT Corp.	IDT.C	448947101	12/18/07	Elect Director Eric Cosentino	Management	Yes	For	For
				Elect Director James A. Courter	Management	Yes	For	For
	IDT	448947309	Elect Director Howard S. Jonas	Management	Yes	For	For	
			Elect Director James R. Mellor	Management	Yes	For	For	
			Elect Director Judah Schorr	Management	Yes	For	For	
			Amend Omnibus Stock Plan	Management	Yes	Against	Against	
			Ratify Auditors	Management	Yes	For	For	
			Elect Director Eric Cosentino	Management	Yes	For	For	
			Elect Director James A. Courter	Management	Yes	For	For	
			Elect Director Howard S. Jonas	Management	Yes	For	For	
			Elect Director James R. Mellor	Management	Yes	For	For	
			Elect Director Judah Schorr	Management	Yes	For	For	
			Amend Omnibus Stock Plan	Management	Yes	Against	Against	
			Ratify Auditors	Management	Yes	For	For	
			Elect Director Mel G. Brekhuis	Management	Yes	For	For	
Texas Industries, Inc.	TXI	882491103	10/16/07	Elect Director Robert D. Rogers	Management	Yes	For	For
				Elect Director Ronald G. Steinhart	Management	Yes	For	For
				Increase Authorized Common Stock	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Prepare Sustainability Report	Shareholder	Yes	Against	For
Fair Isaac Corp.	FIC	303250104	02/05/08	Elect Director A. George Battle	Management	Yes	For	For
				Elect Director Tony J. Christianson	Management	Yes	For	For
				Elect Director Nicholas F. Graziano	Management	Yes	For	For
				Elect Director Mark N. Greene	Management	Yes	For	For
				Elect Director Alex W. Hart	Management	Yes	For	For
				Elect Director Guy R. Henshaw	Management	Yes	For	For
				Elect Director James D. Kirsner	Management	Yes	For	For
				Elect Director William J. Lansing	Management	Yes	For	For
				Elect Director Allan Z. Loren	Management	Yes	For	For
				Elect Director Margaret L. Taylor	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
Ruddick Corp.	RDK	781258108	02/21/08	Elect Director John P. Derham	Management	Yes	For	For
				Cato				
				Elect Director Isaiah Tidwell	Management	Yes	For	For
				Elect Director William C. Warden, Jr.	Management	Yes	For	For
				Approve Decrease in Size of Board from 12 to 11	Management	Yes	For	For
Dillards, Inc	DDS	254067101	5/17/2008	Declassify the Board and Fix the Number of Directors	Management	Yes	For	For
				Elect Director James A. Haslam, III	Management	Yes	For	For
				Elect Director R. Brad Martin	Management	Yes	For	For
				Elect Director Frank R. Mori	Management	Yes	For	For
				Elect Director Nick White	Management	Yes	For	For
Everest Re Group LTD	RE	G3223R108	05/14/08	Ratify Auditors	Management	Yes	For	For
				Elect Director Thomas J. Gallagher	Management	Yes	For	For
				Elect Director William F. Galtney, Jr.	Management	Yes	For	For
				TO APPOINT PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2008 AND AUTHORIZE THE BOARD OF DIRECTORS ACTING BY THE AUDIT COMMITTEE OF THE BOARD TO SET THE FEES.	Management	Yes	For	For
				TO APPROVE AN AMENDMENT TO THE COMPANY S BYE-LAWS TO ALLOW THE COMPANY TO HOLD TREASURY SHARES.	Management	Yes	For	For

Fairfax Financial Holdings Limited	FFH	303901102	4/16/2008	Elect as Director Anthony E Griffiths	Management	Yes	For	For
				Elect as Director Robert J Gunn	Management	Yes	For	For
				Elect as Director Alan D Horn	Management	Yes	For	For
				Elect as Director David L Johnston	Management	Yes	For	For
				Elect as Director Paul L Murray	Management	Yes	For	For
				Elect as Director Brandon W Sweitzer	Management	Yes	For	For
				Elect as Director V Prem Watsa	Management	Yes	For	For
				Ratify PricewaterhouseCoopers LLP as Auditors	Management	Yes	For	For
Hilb Rogal & Hobbs Co	HRH	431294107	05/06/08	Elect Director Julie A. Beck	Management	Yes	For	For
				Elect Director T.L. Chandler, Jr.	Management	Yes	For	For
				Elect Director Warren M. Thompson	Management	Yes	For	For
				Declassify the Board of Directors	Shareholder	Yes	For	Against
				Ratify Auditors	Management	Yes	For	For

LongLeaf Partners Small Cap For the Period July 1, 2007 to June 30, 2008

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
DineEquity (Formerly IHOP Corp.)	DIN	449623107	05/21/08	Elect Director Michael S. Gordon	Management	Yes	For	For
				Elect Director Larry Alan Kay	Management	Yes	For	For
				Elect Director Julia A. Stewart	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
Level 3 Communications, Inc.	LFLT	52729N100	05/20/08	Approve Executive Incentive Bonus Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Elect Directors James Q. Crowe	Management	Yes	For	For
				Elect Directors Douglas C. Eby	Management	Yes	For	For
				Elect Directors James O. Ellis, Jr.	Management	Yes	For	For
				Elect Directors Richard R. Jaros	Management	Yes	For	For
				Elect Directors Robert E. Julian	Management	Yes	For	For
				Elect Directors Michael J. Mahoney	Management	Yes	For	For
				Elect Directors Arun Netravali	Management	Yes	For	For
				Elect Directors John T. Reed	Management	Yes	For	For
				Elect Directors Walter Scott, Jr.	Management	Yes	For	For
				Elect Directors Michael B. Yanney	Management	Yes	For	For
				Elect Directors Albert C. Yates	Management	Yes	For	For
				Approve Reverse Stock Split	Management	Yes	For	For
Reduce Supermajority Vote Requirement	Management	Yes	For	For				
Markel Corp.	MKL	570535104	5/13/2008	Declassify the Board of Directors	Management	Yes	For	For
				Elect Director J. Alfred Broaddus, Jr.	Management	Yes	For	For
				Elect Director Douglas C. Eby	Management	Yes	For	For
				Elect Director Leslie A. Grandis	Management	Yes	For	For
				Elect Director Stewart M. Kasen	Management	Yes	For	For
				Elect Director Alan I. Kirshner	Management	Yes	For	For
				Elect Director Lemuel E. Lewis	Management	Yes	For	For
				Elect Director Anthony F. Markel	Management	Yes	For	For
				Elect Director Steven A. Markel	Management	Yes	For	For
				Elect Director Jay M. Weinberg	Management	Yes	For	For
Odyssey Re Holdings Corp.	ORH	67612W108	04/23/08	Ratify Auditors	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Elect Director V. Prem Watsa	Management	Yes	For	For
				Elect Director James F. Dowd	Management	Yes	For	For
				Elect Director Andrew A. Barnard	Management	Yes	For	For
				Elect Director Peter M. Bennett	Management	Yes	For	For
				Elect Director Anthony F. Griffiths	Management	Yes	For	For
				Elect Director Patrick W. Kenny	Management	Yes	For	For
				Elect Director Bradley P. Martin	Management	Yes	For	For
				Elect Director Brandon W. Sweitzer	Management	Yes	For	For
Office Depot, Inc.	ODP	676220106	4/23/2008	Elect Director Paul M. Wolff	Management	Yes	For	For
				Management Proxy (White Card)				
				Elect Director Lee A. Ault, III	Management	Yes	For	For
				Elect Director Neil R. Austrian	Management	Yes	For	For
				Elect Director David W. Bernauer	Management	Yes	For	For
				Elect Director Abelardo E. Bru	Management	Yes	For	For
				Elect Director Marsha J. Evans	Management	Yes	For	For
				Elect Director David I. Fuente	Management	Yes	For	For
				Elect Director Brenda J. Gaines	Management	Yes	For	For
				Elect Director Myra M. Hart	Management	Yes	For	For
				Elect Director W. Scott Hedrick	Management	Yes	For	For
				Elect Director Kathleen Mason	Management	Yes	For	For
				Elect Director Michael J. Myers	Management	Yes	For	For
				Elect Director Steve Odland	Management	Yes	For	For
				Approve Executive Incentive Bonus Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Dissident Proxy (Gold Card)				
				Elect Director Mark Begelman	Shareholder	No	N/A	For
				Elect Director Martin E. Hanaka	Shareholder	No	N/A	For
				Management Nominee - Lee A. Ault, III	Shareholder	No	N/A	For
Management Nominee - Neil R. Austrian	Shareholder	No	N/A	For				
Management Nominee - David W. Bernauer	Shareholder	No	N/A	For				
Management Nominee - Abelardo E. Bru	Shareholder	No	N/A	For				
Management Nominee - Marsha J. Evans	Shareholder	No	N/A	For				
Management Nominee - Brenda J. Gaines	Shareholder	No	N/A	For				

				Management Nominee - Myra M. Hart	Shareholder	No	N/A	For
				Management Nominee - W. Scott Hedrick	Shareholder	No	N/A	For
				Management Nominee - Kathleen Mason	Shareholder	No	N/A	For
				Management Nominee - Michael J. Myers	Shareholder	No	N/A	For
				Approve Executive Incentive Bonus Plan	Shareholder	No	N/A	For
				Ratify Auditors	Shareholder	No	N/A	For
Olympus Corp.	7733 JP	6658801	06/27/08	Approve Allocation of Income, with a Final Dividend of JY 20	Management	Yes	For	For
				Amend Articles to: Amend Business Lines	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For
				Elect Director	Management	Yes	For	For



## 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) LONGLEAF PARTNERS FUNDS TRUST

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By (Signature and Title)\* /s/ O. Mason Hawkins

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O. Mason Hawkins  
Chairman and CEO, Southeastern Asset Management, Inc.  
Functioning as principal executive officer under agreements with  
Longleaf Partners Funds Trust and its separate series.

Date August 28, 2008

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