PROXY STATEMENT

MANOR INVESTMENT FUNDS, INC.
MALVERN, PA 19355
610-722-0900

Enclosed herewith is Notice of a Special Meeting of Shareholders (the "Meeting") of Manor Investment Funds, Inc. (the "Company") and proxy form solicited by the Board of Directors of the Company. The Company offers three series of shares of common stock, representing interests in the Manor Fund, the Growth Fund and the Bond Fund (collectively, the "Funds"). This Proxy Statement was first mailed to Fund shareholders on or about August 26, 2011, or as soon as practicable thereafter.

The following table summarizes the Proposals to be voted upon at the Meeting and indicates those shareholders that are being solicited with respect to the Proposals:

Proposals	**Shareholders Solicited**
Proposal 1: To approve or disapprove: (a) the conversion of the Company from a Pennsylvania corporation to a Delaware statutory trust, (b) the adoption of a governing instrument, and (c) the subsequent dissolution of the Company in Pennsylvania by domestication.	All shareholders of the Funds will vote together in the aggregate as a single class.
Proposal 2: To approve or disapprove a Shareholder Services Plan.	Shareholders of the Manor Fund, Growth Fund and Bond Fund will vote separately by Fund.

Signed proxies received by the Company in time for voting and not revoked will be voted in accordance with the directions specified therein. The Board of Directors recommends that you vote: (1) FOR approval of (a) the conversion of the Company from a Pennsylvania corporation to a Delaware statutory trust, (b) the adoption of a governing instrument, and (c) the subsequent dissolution of the Company in Pennsylvania by domestication, and (2) FOR the approval of the Shareholder Services Plan. If no specification is made, the proxy will be voted FOR both Proposals, and will be voted in the discretion of the persons named as proxies in connection with any other matter that may properly come before the Meeting or any adjournment thereof.

The proxy may be revoked at any time before it is exercised either by written notice to the Company or by submitting another proxy. In addition, any shareholder may vote in person at the meeting as he/she chooses, overriding any previously filed proxies. You are requested to place your instructions on the enclosed proxy and then sign, date and return it. The cost of soliciting proxies will be borne by Morris Capital Advisors, LLC (the "Adviser'), the Funds' investment advisor and administrator.

Each series of shares has equal voting rights with the other series. The three series represent interests in the Manor Fund, the Growth Fund, and the Bond Fund. In all matters each share of common stock has one vote, and each fractional share is entitled to a proportionate fractional vote.

It is expected that the solicitation of proxies will be primarily by mail. However, the Company's officers and personnel of the Company's service providers may also solicit proxies by telephone, facsimile or in person.

The Company will furnish, without charge, a copy of the Annual Report as of December 31, 2010 and/or Semiannual Report as of June 30, 2011. Request a copy by phone at 800-787-3334 or by mail at Manor Investment Funds, Inc., 15 Chester Commons, Malvern, PA 19355.

PROPOSAL 1

APPROVAL OF THE CONVERSION OF THE COMPANY FROM A PENNSYLVANIA CORPORATION TO A DELAWARE STATUTORY TRUST AND ADOPTION OF GOVERNING INSTRUMENT

Shareholders of the Company are being asked to approve (i) the conversion of the Company from a Pennsylvania corporation to a Delaware statutory trust, (ii) the adoption of a governing instrument in the form attached hereto as Exhibit A, and (iii) the subsequent dissolution of the Company in Pennsylvania by domestication.

Background

The Company is currently organized as a Pennsylvania corporation. At a meeting of the Company's Board of Directors held on July 14, 2011, the Board approved the conversion of the Company to a newly-formed Delaware statutory trust and the subsequent dissolution of the Company in Pennsylvania by domestication (the "Conversion") under the Pennsylvania Business Corporation Law of 1988 (the "PA Act") and the Delaware Statutory Trust Act (12 Del. C. §§3801 *et seq.*, hereafter the "DE Act"). The PA Act provides that a Pennsylvania corporation, such as the Company, may domesticate itself under the laws of another jurisdiction and dissolve voluntarily by surrendering its charter under the laws of Pennsylvania provided that the re-domestication and the voluntary dissolution are approved by the Pennsylvania corporation's directors and shareholders, and the Pennsylvania corporation files Articles of Dissolution by domestication with the office of the Pennsylvania Secretary of State. The DE Act provides that any other business entity, such as the Company, may convert to a Delaware statutory trust provided that the conversion and a declaration of trust for the new Delaware statutory trust are approved by the Company's directors and shareholders, and the new Delaware statutory trust then files a certificate of conversion and a certificate of trust with the office of the Delaware Secretary of State. When the Conversion is effective, all of the rights, privileges and powers of the Company, and all property and all debts due to the Company (as well as all causes of action belonging to the Company) will remain vested in the new Delaware statutory trust to which the Company has converted, and are the property of such statutory trust. All debts, liabilities and duties of the Company remain attached to the new Delaware statutory trust, and may be enforced against it to the same extent as if they had been incurred by the Company in its capacity as a Delaware statutory trust.

This proposed conversion will be referred to throughout this Proxy Statement as the Conversion. The Conversion contemplates the continuation of the business of the Company in the form of a new Delaware statutory trust (the "Delaware Trust"). For purposes of this Proxy Statement, except where the context indicates otherwise, the terms "Trust" and "Delaware Trust" shall mean a Trust or Delaware Trust and each series thereof.

If the Conversion is approved by shareholders and implemented:

- the Delaware Trust will continue the business of the Company;

- the investment objectives, policies, strategies and risks of the Funds will not change;

- the Board members and officers of the Delaware Trust will be the same as those of the Company and would operate the Delaware Trust in essentially the same manner as they previously operated the Company;

- the main operating agreements of the Delaware Trust - the investment advisory agreement and administrative services agreement, transfer agency agreement and custodian agreement – will continue in effect.

Pursuant to the Conversion, on the effective date of the Conversion ("Conversion Date"), shareholders of each Fund will receive one share of the Delaware Trust or series thereof (or fractional share thereof) for every share they hold of the Fund (or fractional shares thereof). Thus, on the Conversion Date, you will hold an interest in the Delaware Trust that will be equivalent to your then-existing interest in the Funds. For all practical purposes, your financial investment in a Fund will not change on the Conversion Date. The Conversion is designed to be tax-free for federal income tax purposes.

The Directors of the Company have determined that investment companies formed as Delaware statutory trusts have certain advantages over investment companies organized as Pennsylvania corporations. Under Pennsylvania law, the Company is required to hold an annual meeting of shareholders. Under Delaware law, the Delaware Trust will not be required to hold an annual meeting of shareholders. Further, under Delaware law and the Delaware Trust's Agreement and Declaration of Trust ("Declaration of Trust"), the Trustees of the Delaware Trust (the "Trustees") will have more flexibility to adjust to changing circumstances and market conditions. For example, the Trustees will not need to undergo the costly and time consuming process of procuring shareholder approval for amendments to the Declaration of Trust to address pressing issues or to implement certain strategic alternatives. In addition, under Delaware law investment companies are able to simplify their operations by reducing administrative burdens (such as the requirement for filing officers' certificates or other documents with state authorities each time the fund's charter documents are amended).

Another advantage of Delaware statutory trusts as compared to Pennsylvania corporations is greater certainty regarding limiting the liability of shareholders for obligations of the statutory trust or its trustees. Funds organized as Delaware statutory trusts also have greater flexibility in structuring shareholder voting rights and shareholder meetings. For example, under Pennsylvania corporate law, certain fund transactions, such as mergers, certain reorganizations and liquidations, are subject to mandatory shareholder votes. Delaware law allows a fund to provide in its governing documents that each of these types of transactions may go forward with only trustee approval; all remain subject, however, to any special voting requirements of the 1940 Act, which would not be limited or restricted by the Conversion.

In Delaware there is a well-established body of legal precedent in the area of corporate law that may be relevant in deciding issues pertaining to a Delaware statutory trust. This could benefit a Delaware statutory trust and its shareholders by, for example, making litigation involving the interpretation of provisions in the Delaware Trust's governing documents less likely or, if litigation should be initiated, less burdensome or expensive.

Accordingly, the Directors of the Company believe that it is in the best interests of the shareholders of the Funds to approve the Conversion of the Company from a Pennsylvania corporation to a Delaware statutory trust.

On the Conversion Date, the Delaware Trust will continue the business of the Funds, and the Delaware Trust and any series thereof will hold the same portfolio of securities previously held by the Funds. The Delaware Trust will be operated under substantially similar investment advisory and administrative services arrangements as those of the Company. As the successor to the Company's operations, the Delaware Trust will adopt the Company's registration statement under federal securities laws with amendments to show the new Delaware statutory trust structure and will remain subject to the 1940 Act and SEC rules thereunder.

The Delaware Trust will be created solely for the purpose of becoming the successor organization to, and carrying on the business of, the Company. You will receive exactly the same number and dollar amount of shares of the Delaware Trust as you held in your Fund on the Conversion Date. You will retain the right to any declared but undistributed dividends or other distributions payable to the shareholders of the Funds that you may have had as of the Conversion Date. The Company is not required under Delaware law to wind up its affairs or pay its liabilities and distribute its assets. The Conversion is not deemed a dissolution of the Company and constitutes a continuation of the existence of the Company in the form of a Delaware statutory trust.

The Directors of the Company may terminate and abandon the Conversion at any time prior to the Conversion Date if they determine that proceeding with the Conversion is inadvisable. If the Conversion is not approved by Fund shareholders, or if the Directors abandon the Conversion, the Company will continue to operate under its current state and form of organization. If the Conversion is approved by shareholders, it is expected to be completed as soon as practical after the Meeting date.

The Company's Directors have determined that the approval of the Conversion will also constitute, for purposes of the 1940 Act, to be shareholder approval of:

- the election of the Company's Directors who are in office at the time of the Conversion as trustees of the Delaware Trust;
- the existing Investment Advisory Agreement with Morris Capital Advisors, LLC, each Fund's investment adviser ("Adviser"); and
- the selection of Sanville & Company as the Company's independent registered public accounting firm.

The Delaware Trust's service provider contracts will be substantially the same as the current agreements that the Company has with the Funds' Adviser, Mutual Shareholder Services LLC (its Transfer Agent), and US Bancorp (its Custodian).

PROPOSAL 2

APPROVAL OF A SHAREHOLDER SERVICES PLAN

It is proposed that the Funds adopt a Shareholder Services Plan (the "Service Plan"). The Service Plan was approved by the Board of Directors of the Company, including a majority of Directors who are not "interested persons" of the Company ("Independent Directors"), as defined in the 1940 Act, at a meeting duly called and held on July 14, 2011.

The Service Plan will become effective with respect to each of the Funds upon approval by shareholders of each of the Funds.

It is being proposed that the Funds adopt the Service Plan in order to allow the payment of a service fee to certain service providers for providing certain shareholder services. If the Service Plan is approved by the shareholders, the Adviser will continue to cap each of the Fund's total operating expenses as set forth in each Fund's prospectus. The effect of these actions will ensure that each of the Funds bears the same amount of fees after implementation of the Service Plan as it currently does. ADOPTION OF THE PLAN WILL NOT RESULT IN INCREASED TOTAL FEES TO SHAREHOLDERS.

<u>Description of the Service Plan</u>. The following summary of the Service Plan is qualified in its entirety by reference to the form of Service Plan attached to this Proxy Statement as Exhibit B. The fees payable by each Fund under the Service Plan would consist of a service fee with respect to the average daily net asset value of shares owned of record or beneficially by clients with whom a service provider has a service relationship for shareholder services. The Funds will be authorized to pay a lower service fee than provided in the Service Plan, if agreed upon by the Board of Directors. The Board of Directors has approved a service fee for the Funds that would be paid at an annual rate of 0.25% of each of the Funds' average daily net assets. The amount of the service fee may not be increased from 0.25% without the approval of the Board of Directors, including a majority of the Independent Directors, and any increase would be subject to the overall cap described above so that shareholder expenses will not increase as a result of the adoption of the plan.

The Service Plan is intended to support shareholder liaison services, such as personal shareholder servicing and maintenance of shareholder accounts, including responding to customer inquiries and providing requested information on investments. The fee may also be used to pay financial advisors and correspondent firms for shareholder servicing. The terms of the Service Plan provide that (1) the Company shall require any person authorized to direct the disposition of monies paid or payable by the Company pursuant to the Service Plan, will submit to the Board of Directors at least quarterly, and the Board will review, written reports regarding all amounts expended under the Service Plan and the purposes for which such expenditures were made, (2) the Service Plan will continue in effect only so long as it is approved at least annually, and any material amendment thereto is approved, by the Board of Directors, including a majority of the Independent Directors who have no direct or indirect financial interest in the operation of the Service Plan or any agreement related to the Service Plan, acting in person at a meeting called for that purpose, (3) the Service Plan may not be materially amended without the affirmative vote of the Board of Directors, including a majority of the Independent Directors who have no direct or indirect financial interest in the operation of the Service Plan or any agreement related to the Service Plan, and (4) while the Service Plan remains in effect, the selection and nomination of the Company's Independent Directors shall be committed to the discretion of the Independent Directors. The Service Plan may be terminated at any time, without penalty, by a majority of the Independent Directors.

Under the Service Plan, the Company is obligated to pay the service fee on behalf of each of the Funds to service providers as compensation for its service activities and not as reimbursement for specific expenses incurred. Therefore, even if a service provider's expenses of servicing shareholder accounts exceed its service fee, the Company will not be obligated to pay more than the service fee. Similarly, if a service provider's expenses are less than the fee, it will retain the full service fee and realize a profit. The Company will pay the service fee to a service provider until the Service Plan is terminated or not renewed. In that event, a service provider's service expenses in excess of the service fees received or accrued through the termination date would be such service provider's sole responsibility and would not be obligations of the Company.

The service fee payable under the Service Plan is subject to reduction or elimination under the limits imposed by the Conduct Rules of the Financial Industry Regulatory Authority ("FINRA Rules"). The Service Plan contemplates that service providers will provide the types of shareholder services that may be paid via service arrangements outside of the scope of Rule 12b-1 under the 1940 Act (which relates specifically to payments for services that are "primarily intended" to result in sales of investment company securities). The Service Plan is not intended to pay for services that are primarily intended to result in the sale of Fund shares, but rather would be intended to provide an incentive to broker-dealers, financial advisors and other intermediaries to provide shareholder servicing and maintenance of accounts. Fund shareholder accounts require maintenance and servicing, and it is believed that Fund shareholders will benefit from account servicing that service providers would provide if the Service Plan were adopted. It is a common practice among broker-sold funds to provide this type of remuneration to intermediaries in order to maintain shareholder satisfaction.

Current and Pro Forma Fees. The table below compares each of the Fund's operating expenses for the fiscal year ended December, 31 2010 to the Fund's hypothetical operating expenses for the same period if the proposed service fee had been in place for the entire fiscal year.

	Manor Fund (Current)	Manor Fund (Proposed)	Growth Fund (Current)	Growth Fund (Proposed)	Bond Fund (Current)	Bond Fund (Proposed)
Management Expenses	1.00%	1.00%	1.00%	1.00%	0.50%	0.50%
Shareholder Servicing Fee	0.00%	0.25%	0.00%	0.25%	0.00%	0.25%
Other Expenses	0.72%	0.72%	0.76%	0.76%	0.85%	0.85%
Total Annual Operating Expenses	1.72%	1.97%	1.76%	2.01%	1.35%	1.60%
Reimbursement from Adviser	0.22%	0.47%	0.26%	0.51%	0.35%	0.60%
Total Annual Fund Operating Expenses	1.50%	1.50%	1.50%	1.50%	1.00%	1.00%

The following example is intended to help you compare the cost of investing in shares of a Fund with the cost of investing in other mutual funds. They illustrate the hypothetical expense that you would incur over various periods if you invest $10,000 in shares of a Fund. These examples assume that the shares would provide a return of 5% a year and that operating expenses remain the same. The results apply whether or not you redeem your investment at the end of the given period. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
Manor Fund (Current)	$156	$488	$843	$1,628
Manor Fund (Proposed)	$156	$488	$843	$1,628
Growth Fund (Current)	$156	$488	$843	$1,628
Growth Fund (Proposed)	$156	$488	$843	$1,628
Bond Fund (Current)	$105	$327	$561	$1,083
Bond Fund (Proposed)	$105	$327	$561	$1,083

The purpose of the table and the example above is to assist shareholders in understanding the effect of the adoption of the proposed Service Plan on the various costs and expenses of investing in shares of each Fund. Namely, there will be no overall increase in Fund expenses. The example is for comparison only and does not represent any Fund's actual or future expenses or return.

Evaluation by the Board of Directors. Based upon its review, the Board of Directors, including a majority of the Independent Directors, determined that there is a reasonable likelihood that the Service Plan will benefit each Fund and its respective shareholders. In considering whether to adopt the Service Plan, the Board of Directors considered, among other factors, the following: (1) the payment of service fees at the annual rate of 0.25% of the average daily net assets of each Fund held in shareholder accounts would be attractive to financial advisors and correspondent firms and would continue the account maintenance services received by shareholders of the Fund; (2) the payment for shareholder services is a common practice in the industry, is important to maintenance of shareholder satisfaction, and that failure to maintain shareholder satisfaction would put each Fund at a competitive disadvantage; (3) the extent to which Fund shareholders might benefit from economies of scale resulting from maintenance of each Fund's current level of assets and shareholder account size (*i.e.*, avoiding the disadvantage of costs increasing as a result of a significant decline in Fund assets); (4) the Adviser's anticipated expenses and costs under the Service Plan as described above; and (5) the fact that the expense of the Service Plan to each Fund would be offset by the management fee waivers and cap and that there would be no increase in the total fees paid by shareholders as a result of the adoption of the Service Plan. Finally, the Adviser represented, and the Board of Directors noted, the fact that the Service Plan is primarily intended for the purpose of providing shareholder services and account maintenance, and the Board of Directors concluded that the Service Plan is not intended to finance services that are primarily intended to result in the sale of Fund shares. The Board of Directors, including each of the Independent Directors, determined that the proposed Service Plan is in the best interests of each Fund, and that its adoption has a reasonable likelihood of benefiting each Fund and its respective shareholders. It has further determined that the amounts payable by the Funds under the Service Plan are reasonable in light of the services that will be performed. In its annual review of the Service Plan, the Board of Directors will consider the continued appropriateness of the Service Plan, including the level of payments provided for therein. As part of this annual review, written reports will be provided to the Board of Directors detailing the amounts expended under the Service Plan, and the purposes for which these expenditures were made.

Voting Information

Provided that there is a majority of the outstanding shares of the Company and each Fund present in person or represented by proxy and entitled to vote at the Meeting (*i.e.*, a quorum is present), the approval of Proposal 1, on behalf of the Company with all Funds voting in the aggregate as a single class, requires the affirmative vote of holders of at least a majority of the shares of the Company, and the approval of Proposal 2, with respect to each Fund voting separately, requires the affirmative vote of the lesser of: (i) a majority of the outstanding shares of the particular

Fund, or (ii) 67% or more of the shares of the particular Fund represented at the Meeting at which the holders of more than 50% of the outstanding shares of each such Fund are represented in person or by proxy. Each shareholder will be entitled to one vote for each full share, and a fractional vote for each fractional share, of a Fund held on Wednesday, July 20, 2011 (the “Record Date”). If sufficient votes to approve a Proposal on behalf of the Company or a Fund are not received by the date of the Meeting, the Meeting may be adjourned to permit further solicitations of proxies. The holders of a majority of shares of the Company or a Fund entitled to vote at the Meeting and present in person or by proxy (whether or not sufficient to constitute a quorum) may adjourn the Meeting as to the Company or that Fund. The Meeting as to one or more Funds may also be adjourned by the chairperson of the Meeting. Any adjournment may be with respect to one or more of the Proposals for a Fund, but not necessarily all Proposals for all Funds. Abstentions and broker non-votes will be included for purposes of determining whether a quorum is present at the Meeting, but will be treated as votes against a Proposal for purposes of determining whether the matters to be voted upon at the Meeting have been approved. Broker non-votes are proxies from brokers or nominees indicating that such persons have not received voting instructions from the beneficial owner or other person entitled to vote shares on a particular matter with respect to which the brokers or nominees do not have discretionary power.

You may attend the Meeting and vote in person. You may also vote by completing and signing the attached proxy card and mailing it in the enclosed postage paid envelope. A proxy card is, in essence, a ballot. If you simply sign and date the proxy card but give no voting instructions, your shares will be voted in favor of the Proposals and in accordance with the views of management upon any unexpected matters that come before the Meeting or adjournment of the Meeting. If your shares are held of record by a broker-dealer and you wish to vote in person at the Meeting, you should obtain a Legal Proxy from your broker of record and present it at the Meeting.

Shareholders may revoke their proxy at any time before it is voted by sending a written notice expressly revoking the proxy, by signing and forwarding a later-dated proxy, or by attending the Meeting and voting in person. If your shares are held in the name of your broker, you will have to make arrangements with your broker to revoke a previously executed proxy.

The Board of Directors does not intend to bring any matters before the Meeting other than those described in this Proxy Statement. The Board is not aware of any other matters to be brought before the Meeting by others. If any other matter legally comes before the Meeting, proxies for which discretion has been granted will be voted in accordance with the views of management.

Only shareholders of record of the Funds at the close of business on the Record Date will be entitled to vote at the Meeting. On the Record Date, the following shares of each of the Funds were outstanding and entitled to notice of and to vote at the Meeting:

Fund	**Number of Shares Outstanding**
Manor Fund	243,323.212
Growth Fund	366,139.044
Bond Fund	179,928.929

The beneficial owners of more than 5% of the outstanding shares of the Funds as of the Record Date are as follows:

Name and Address of Shareholder	Fund and Number of Shares	Percentage of the Fund
David and Christine Kahn, 8 Mustang Court, Holland, PA 18966	Manor Fund, 35,495.234	14.6%
John Makara, 5880 Timothy Drive, Narvon, PA 17555	Manor Fund, 18,622.694	7.7%
James and Marguerite McFadden, 745 Riverstone Road, Midlothian, VA 23113	Manor Fund, 17,043.598	7.0%
Irene E. Klucar, 214 Creamery Road, Spring City, PA 19475	Manor Fund, 14,530.720	6.0%
James Stuart, 109 Grace Street, Mont Clare, PA 19453	Manor Fund, 13,121.271	5.4%
Progressive Packaging, Inc., P.O. Box 634, Kennett Square, PA 19348	Manor Fund, 12,337.448	5.1%
FBO Heidi Donova IRA, P.O. Box 2052, Jersey City, PA 07303	Growth Fund, 68,578.464	18.7%
David and Christine Kahn, 8 Mustang Court, Holland, PA 18966	Growth Fund, 50,287.881	13.7%
James and Marguerite McFadden, 745 Riverstone Road, Midlothian, VA 23113	Growth Fund, 24,880.260	6.8%
James Stuart, 109 Grace Street, Mont Clare, PA 19453	Growth Fund, 19,569.482	5.3%
Progressive Packaging, Inc., P.O. Box 634, Kennett Square, PA 19348	Growth Fund, 19,393.827	5.3%
James and Irene Klucar, 214 Creamery Road, Spring City, PA 19475	Bond Fund, 45,942.732	25.5%
David and Chrstine Kahn, 8 Mustang Court, Holland, PA 18966	Bond Fund, 30,542.440	17.0%
Zogg Family Trust, 200 Norwyck Way, Harleysville, PA 19438	Bond Fund, 26,943.898	15.0%

Certain Directors and/or Officers beneficially owned shares of the Funds as of the Record Date as follows:

Name and Address of Director and/or Officer	**Fund and Number of Shares**	**Percentage of the Fund**
James and Irene Klucar, 214 Creamery Road, Spring City, PA 19475	Manor Fund, 14,530.720	6.0%
Edward Szkudlapski, 6 Glenmore Drive, Glen Mills, PA 19342	Manor Fund, 7,302.884	3.0%
Daniel A. Morris, 304 Albermarle Grove, West Chester, PA 19380	Manor Fund, 6,693.015	2.8%
John and Maria McGinn, 108 Piedmont Road, West Chester, PA 19382	Manor Fund, 1,482.036	Less than 1%
Bruce W. Laverty, 568 Spring Oaks Drive, West Chester, PA 19382	Manor Fund, 39.635	Less than 1%
James and Irene Klucar, 214 Creamery Road, Spring City, PA 19475	Growth Fund, 18,116.844	4.9%
Edward Szkudlapski, 6 Glenmore Drive, Glen Mills, PA 19342	Growth Fund, 8,696.371	2.4%
Daniel A.Morris, 304 Albermarle Grove, West Chester, PA 19380	Growth Fund, 7,964.880	2.2%
John and Maria McGinn, 108 Piedmont Road, West Chester, PA 19382	Growth Fund, 2,049.172	Less than 1%
Bruce W. Laverty, 568 Spring Oaks Drive, West Chester, PA 19382	Growth Fund, 95.347	Less than 1%
James and Irene Klucar, 214 Creamery Road, Spring City, PA 19475	Bond Fund, 45,942.732	25.5%
Fred and Debbie Myers, 302 Albermarle Grove, West Chester, PA 19380	Bond Fund, 7,118.885	4.0%
Daniel A. Morris, 304 Albermarle Grove, West	Bond Fund, 6,810.828	3.8%

Chester, PA 19380		
Edward Szkudlapski, 6 Glenmore Drive, Glen Mills, PA 19342	Bond Fund, 3,157.905	1.8%
John and Maria McGinn, 108 Piedmont Road, West Chester, PA 19382	Bond Fund, 1,055.963	Less than 1%

As of the Record Date, the Directors and Officers of the Company, as a group, beneficially own 30, 048.290 shares (12.3%) of the Manor Fund, 36,922.615 shares (10.1%) of the Growth Fund and 64,086.313 shares (35.6%) of the Bond Fund.

For purposes of the 1940 Act, any person who beneficially owns directly or indirectly, more than 25% of a Fund's voting securities may be deemed a "control person" of a Fund.

Information About the Funds' Service Providers

Morris Capital Advisors, LLC serves as the Funds' investment advisor and administrator. The Adviser is located at 15 Chester Commons, Malvern, Pennsylvania. The Funds act as underwriter.

Other Matters

No business other than the matter described above is expected to come before the Meeting, but should any other matters requiring a vote of shareholders arise, including any question as to adjournment of the Meeting, the persons named as proxies will vote thereon according to the best interests of the Funds and their respective shareholders.

Shareholder Proposals

If the Conversion is approved, the Delaware Trust does not expect to hold annual meetings of shareholders, except to the extent that such meeting may be required by the 1940 Act or state law. Because the Delaware Trust will not hold regular meetings of shareholders, the anticipated date of the next shareholder meeting cannot be provided. To be considered for inclusion in a proxy statement for any subsequent meeting of shareholders, a shareholder proposal must be submitted to the Delaware Trust at its principal office within a reasonable time before the proxy statement for that meeting is mailed. Whether a proposal is included in the proxy statement will be determined in accordance with Rule 14a-8 under the Securities & Exchange Act of 1934, which sets forth certain requirements.

LITIGATION

As of the date of this Proxy Statement, there was no pending or threatened litigation involving the Funds in any capacity whatsoever.