

TELVUE CORPORATION
16000 HORIZON WAY, SUITE 500
MT. LAUREL, NJ 08054
(856) 273-8888

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD AT 10:00 A.M.,
JUNE 10, 2010**

To the Stockholders of TelVue Corporation:

NOTICE IS HEREBY GIVEN THAT the Annual Meeting of the Stockholders of TelVue Corporation, a Delaware corporation ("TelVue"), will be held at the executive offices of The Lenfest Foundation, located at Five Tower Bridge, 300 Barr Harbor Drive, Suite 450, West Conshohocken, PA 19428 on June 10, 2010 at 10:00 A.M. for consideration of and action upon the following matters:

- I. To elect four (4) directors to hold office for the ensuing year and until their successors have been duly elected and qualified;
- II. To ratify the appointment of Pressman Ciocca Smith LLP as TelVue's independent registered public accounting firm for the fiscal year ending December 31, 2010; and
- III. To transact such other business as may properly come before the Annual Meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on April 28, 2010 as the Record Date for the determination of holders of Common Stock of TelVue entitled to notice of, and to vote at, the Annual Meeting and any adjournments thereof. A list of stockholders and their stockholdings as of such Record Date will be available to all stockholders at the time and place of this meeting.

THE ACCOMPANYING FORM OF PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF TELVUE.

STOCKHOLDERS (WHETHER THEY OWN ONE OR MANY SHARES AND WHETHER THEY EXPECT TO ATTEND THE ANNUAL MEETING OR NOT) ARE REQUESTED TO VOTE, SIGN, DATE AND RETURN PROMPTLY THE ACCOMPANYING PROXY IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. A PROXY MAY BE REVOKED AT ANY TIME PRIOR TO ITS EXERCISE BY (a) NOTIFYING THE SECRETARY OF TELVUE IN WRITING, (b) DELIVERING A DULY EXECUTED PROXY BEARING A LATER DATE, OR (c) ATTENDING THE ANNUAL MEETING AND VOTING IN PERSON.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD ON JUNE 10, 2010. TELVUE'S PROXY STATEMENT AND 2009 ANNUAL REPORT TO STOCKHOLDERS ARE AVAILABLE AT: <http://www.telvue.com/proxy/2010>.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ John Fell
John Fell, Secretary

April 30, 2010

TELVUE CORPORATION
16000 HORIZON WAY, SUITE 500
MT. LAUREL, NJ 08054
(856) 273-8888

DATED April 30, 2010

PROXY STATEMENT

This Proxy Statement is furnished with the attached Notice of Annual Meeting and with the accompanying Proxy on or about April 30, 2010, to each stockholder of record of TelVue Corporation (“TelVue” or the “Company”) at the close of business on April 28, 2010 (“Record Date”), in connection with the solicitation of proxies by the Board of Directors to be voted at the Annual Meeting of Stockholders of TelVue to be held on June 10, 2010 at 10:00 A.M. at the executive offices of The Lenfest Foundation, located at Five Tower Bridge, 300 Barr Harbor Drive, Suite 450, West Conshohocken, PA 19428, and at any adjournment or adjournments thereof for the purposes stated below. The form of Proxy is enclosed.

Only stockholders of record as of the close of business on the Record Date will be entitled to vote on all matters presented for vote at the Annual Meeting. At the close of business on the Record Date, the total number of shares of TelVue’s Common Stock outstanding was 48,561,644 shares. Each share of Common Stock will be entitled to either one vote per share or ten votes per share on all business to come before the Annual Meeting. Article 17(f) of the Certificate of Incorporation provides that any shares of Common Stock not owned beneficially for two years or not received in the course of the original spin-off of TelVue from Science Dynamics Corporation (“Science”) cannot be voted at their full voting power of ten votes per share unless the Board shall determine that the same were acquired neither for purposes adverse to the best interests of stockholders nor for purposes of disrupting the normal course of operations of TelVue. Stockholders wishing to have the holding period waived may make written application to the Board of Directors by sending their request at any time prior to the Annual Meeting to the Secretary of TelVue Corporation, 16000 Horizon Way, Suite 500, Mt. Laurel, New Jersey, 08054.

QUORUM AND REQUIRED VOTE

The holders of a majority of the outstanding shares of each class entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. If a broker that is a record holder of common stock does not return a signed Proxy, the shares of common stock represented by such Proxy will not be considered present at the meeting and will not be counted toward establishing a quorum. If a broker that is a record holder of common stock does return a signed Proxy, but is not authorized to vote on one or more matters, each such vote being a broker non-vote, the shares of Common Stock represented by such Proxy will be considered present at the meeting for purposes of determining the presence of a quorum.

A plurality of the votes cast is required for the election of directors. This means that the director nominee with the most votes for a particular slot is elected for that slot. Votes withheld from a director nominee will have no effect on the election of the director from whom votes are withheld. If your shares are held by a broker, effective January 1, 2010, the rules that determine how your broker can vote your shares have changed. Brokers may no longer vote your shares on the election of directors in the absence of your specific instructions as to how to vote. You must provide your broker with voting instructions so that your vote will be counted. Broker non-votes will have no effect on the outcome of the election of directors. An affirmative vote of the majority of the outstanding shares of all classes of stock entitled to vote, present in person or by proxy at the meeting, is required for the ratification of the appointment of TelVue’s auditors. Abstentions will have the effect of a “no” vote with respect to the ratification of TelVue’s auditors and broker non-votes will have no effect on the outcome of the proposal.

REVOCABILITY OF PROXY

Any Proxy given pursuant to this solicitation may be revoked at any time prior to its exercise by notifying the Secretary of TelVue in writing, delivering a duly executed Proxy bearing a later date or attending the Annual Meeting and voting in person.

DISSENTER’S RIGHT OF APPRAISAL

The matters submitted to the stockholders for their approval will not give rise to dissenter’s appraisal rights under Delaware law.

PERSONS MAKING THE SOLICITATION

The accompanying Proxy is being solicited on behalf of the Board of Directors of TelVue. In addition to mailing the Proxy materials, solicitation may be made in person or by telephone or electronic transmission by directors, officers or other employees of TelVue, none of whom will receive any additional compensation in connection with such solicitation. The expense of the solicitation of the Proxies for the Annual Meeting will be borne by TelVue. TelVue will request banks, brokers and other nominees to forward Proxy materials to beneficial owners of stock held by them and will reimburse such banks, brokers and other nominees for their reasonable out-of-pocket expenses in doing so.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Security Ownership of Certain Beneficial Owners

The following table sets forth, as of the Record Date, certain information with respect to each person who was known to TelVue to be a beneficial owner of more than five percent (5%) of TelVue's Common Stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
H.F. (Gerry) Lenfest 300 Barr Harbor Drive Suite 460 West Conshohocken, PA 19428 Chairman of the Board and Director	38,016,586	78.3%

(1) As of the Record Date, 48,561,644 shares of Common Stock were outstanding.

Security Ownership of Management

The following table sets forth, as of the Record Date, certain information with respect to the Common Stock beneficially owned by the directors, the named executive officers, including significant employees of TelVue, and by all directors and officers as a group. With the exception of Mr. Lenfest, the address of all the persons listed below is c/o TelVue Corporation, 16000 Horizon Way, Suite 500, Mt. Laurel, NJ 08054.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent Of Class (1)
H.F. (Gerry) Lenfest 300 Barr Harbor Drive, Suite 460 West Conshohocken, PA 19428 Chairman of the Board and Director	38,016,586	78.3%
Jesse Lerman President, Chief Executive Officer and Director	400,000 (2)	0.8%
Joy Tartar Director	85,702	0.2%
Robert Lawrence Director	39,285	0.1%
John Fell Secretary, Treasurer and Controller	200,000 (3)	0.4%
Paul Andrews Senior Vice President of Sales and Marketing	400,000 (4)	0.8%
Dan Pisarski Vice President of Engineering and Technical Support	100,000 (5)	0.2%
Randy Gilson Vice President of Technical Services	511,800 (6)	1.0%
All Directors, Officers and Significant Employees as a Group (8 Persons)	39,753,373	81.8%

- (1) As of the Record Date, 48,561,644 shares of Common Stock were outstanding.
- (2) Includes 400,000 shares issuable to Jesse Lerman upon exercise of vested stock options held by Mr. Lerman.
- (3) Includes 200,000 shares issuable to John Fell upon exercise of vested stock options held by Mr. Fell.
- (4) Includes 400,000 shares issuable to Paul Andrews upon exercise of vested stock options held by Mr. Andrews.
- (5) Includes 100,000 shares issuable to Dan Pisarski upon exercise of vested stock options held by Mr. Pisarski.
- (6) Includes 250,000 shares issuable to Randy Gilson upon exercise of vested stock options held by Mr. Gilson.

**PROPOSAL 1
ELECTION OF DIRECTORS**

In January 2009, TelVue's Board of Directors decreased from five members to four members upon the untimely death of Frank J. Carcione. Accordingly, four (4) directors will be elected to hold office subject to the provisions of TelVue's bylaws until the next Annual Meeting of Stockholders, and until their respective successors are duly elected and qualified. The following table sets forth the name, age, position with TelVue and respective director service dates of each person who has been nominated to be a director of TelVue:

Name	Age	Position(s) With TelVue	Director Since
H.F. (Gerry) Lenfest	79	Chairman of the Board and Director	1989
Jesse Lerman	37	President, Chief Executive Officer and Director	2008
Joy Tartar	47	Director	2001
Robert Lawrence	51	Director	2004

The Board of Directors has unanimously recommended the slate of nominees for election as directors at the Annual Meeting. The Board of Directors recommends that the stockholders vote FOR the election of the entire slate of nominees.

Biographical Information

The following is a brief biography of each nominee for election of director and a discussion of the specific experience, qualifications, attributes or skills that led the Board to select that director for nomination.

H.F. (Gerry) Lenfest has been a director of TelVue since 1989. Mr. Lenfest has interests in various privately held companies and has been the Chairman of the Lenfest Group, LLC since January 2000. From 1974 until January 2000, Mr. Lenfest was the President, CEO and a director of Lenfest Communications, Inc. and each of its subsidiaries. Lenfest Communications, Inc. and its subsidiaries were engaged in operating cable television systems, and providing cable advertising and programming. Mr. Lenfest has been a director of Environmental Tectonics Corporation since March 2003.

The Board believes that Mr. Lenfest's familiarity and long history with TelVue allows him to bring valuable insight as the Chairman of the Board of Directors of the Company. Further, the Board believes that Mr. Lenfest's broad entrepreneurial, business, and legal expertise, including, but not limited to his background of success in the cable television industry, qualifies him to make valuable contributions as a member of the Board of Directors.

Jesse Lerman has been a director of TelVue since January 2008. He has served as President and Chief Executive Officer of TelVue Corporation since December 23, 2008. Prior to that, he served as Executive Vice President of Engineering for TelVue beginning on March 12, 2007 when Princeton Server Group, Inc. was acquired by TelVue. Prior to joining TelVue, Mr. Lerman was CEO of Princeton Server Group, Inc., a digital video server company which he co-founded in 2003. Prior to that, he served a number of technical roles including Director of Software at Cable Video-on-Demand pioneers Sarnoff Real-Time Corporation and DIVA Systems, Inc. from July 1994 to October 2002.

The Board believes that Mr. Lerman's position as President and Chief Executive Office of TelVue allows him to bring important insights to the Board of Directors about the day-to-day operations of the Company. Further, the Board believes that Mr. Lerman's broad entrepreneurial, business, and technology expertise, including his background of founding, managing and directing broadcast and video technology-based companies, qualifies him to make valuable contributions as a member of the Board of Directors.

Joy Tartar, CPA, has been a director of TelVue since 2001. She has been the Chief Financial Officer for the Lenfest Group, LLC since January 2000. From January 1996 through December 1999, Ms. Tartar was the Vice President of Finance for Radius Communications, a cable advertising and sales company serving the greater Philadelphia and Harrisburg, Pennsylvania areas, and a former subsidiary of Lenfest Communications, Inc. From

January 1994 through December 1995, Ms. Tartar was the Controller for Starnet, LP, a national satellite distributor of cable programming and digital video, and a former subsidiary of Lenfest Communications, Inc. One of the limited partners in Starnet, LP was Mr. Lenfest.

The Board believes that Ms. Tartar brings important financial skills to the TelVue Board of Directors as well as to the Audit Committee of the Board of Directors in which role she has been designated an audit committee financial expert pursuant to applicable Securities and Exchange Commission (“SEC”) rules. In addition to Ms. Tartar’s financial skill set, the Board believes that Ms. Tartar’s prior service in multiple financial management positions enables her to make valuable contributions to the Board of Directors.

Robert Lawrence has been a director of TelVue since 2004. He has been the Chief Operating Officer of the Lenfest Media Group since June 2005. Mr. Lawrence held the position of Senior Vice President of Operations of Starnet, LP, a national satellite distributor of cable programming and digital video, and a former subsidiary of Lenfest Communications, Inc. from October 2003 through May 2005. One of the limited partners in Starnet, LP was Mr. Lenfest. Mr. Lawrence worked as a management consultant and project manager in the telecommunications industry from June 2000 to October 2003. From 1996 to June 2000, Mr. Lawrence was the Executive Vice President of Suburban Cable, a subsidiary of Lenfest Communications, Inc. Prior to this appointment, Mr. Lawrence held various positions with increasing responsibility since joining Suburban Cable in 1978.

The Board believes that Mr. Lawrence brings extensive knowledge to the TelVue Board of Directors as well as to the Audit Committee of the Board of Directors. Mr. Lawrence possesses over 30 years of senior management experience in the telecommunications industry, including twenty five years at a top-10 multiple system operator in the cable industry. The Board believes that this management and operational experience enables Mr. Lawrence to make valuable contributions to the Board of Directors.

Corporate Governance

The Board of Directors held one meeting during the year ended December 31, 2009, and acted by unanimous consent on other occasions during 2009. All directors attended the Board meeting, with the exception of Mr. Lawrence, who did not attend. All members of the Board of Directors are strongly encouraged, but not required, to attend TelVue Corporation’s Annual Meeting of Stockholders. All Board members attended the 2009 Annual Meeting of Stockholders, with the exception of Mr. Lawrence.

The employee directors of TelVue receive no compensation for serving as directors. Non-employee directors (other than Mr. Lenfest) are entitled to receive \$500 paid in shares of Common Stock of TelVue for each meeting of the Board attended. Mr. Lenfest receives no compensation for serving as a director. Ms. Tartar and Mr. Lawrence declined their director compensation for attending the Board meeting held in 2009.

TelVue has a standing Audit Committee consisting of two members, Ms. Tartar and Mr. Lawrence. The Board of Directors has determined that Ms. Tartar, the Chair of the Audit Committee, is independent (as that term is defined by the Nasdaq audit committee independence rules (as currently in effect)). Ms. Tartar possesses the attributes of an audit committee financial expert (as that term is defined in the regulations promulgated by the SEC). The Audit Committee is responsible for monitoring the integrity of TelVue’s financial reporting process and systems of internal controls for finance, accounting and regulatory compliance and reviewing the independence and performance of TelVue’s independent auditors and internal auditing functions, and related matters. There were two meetings of the Audit Committee in 2009.

TelVue has not adopted an audit committee charter. TelVue does not have a standing Nominating Committee. The Board of Directors has determined not to create a standing Nominating Committee because the Board has and will continue to serve the functions of such a committee. TelVue does not have a nominating committee charter.

TelVue does not have a standing compensation committee. Based on the small size of the Company and the related number of employees, the Board of Directors has determined that a compensation committee is not currently necessary. The Chairman of the Board of Directors has served and will continue to serve the functions of such a committee. The Chairman has sole authority in determining director compensation and the President and CEO’s compensation using Company performance and market conditions as an aid. The President and CEO makes recommendations regarding compensation for other executives based on the same parameters. These recommendations are reviewed and approved by the Chairman of the Board on an annual basis. TelVue has not adopted a compensation committee charter.

TelVue has a Stock Option Committee which consists of Ms. Tartar and Mr. Lawrence. The Stock Option

Committee is responsible for the review and oversight of the TelVue Stock Option Plan. There was one meeting of the Stock Option Committee held in 2009.

The Board of Directors consisted of Messrs. Lenfest, Lerman, Lawrence and Carcione, and Ms. Tartar during 2009. Mr. Carcione died in January 2009. Mr. Lawrence and Ms. Tartar are independent (as that term is defined by the Nasdaq independence rules). By virtue of his stock ownership and his employment status, Messrs. Lenfest and Lerman, respectively, are not independent. By virtue of his past employment status, Mr. Carcione was not independent.

Description of Director Qualifications, Nominating Process and Shareholder Nominations

Members of TelVue's Board of Directors should meet certain minimum qualifications including being at least 21 years old and possessing (1) the ability to read and understand corporate financial statements, (2) relevant business experience and professional skills, (3) high moral character and personal and professional integrity, and (4) the willingness to commit sufficient time to attend to his or her duties and responsibilities as a director of a public corporation. In addition, the Board of Directors may consider a variety of other qualities and skills, including (i) expertise in the businesses in which TelVue and divisions may engage, (ii) the ability to exercise independent decision-making, (iii) the absence of conflicts of interest, (iv) diversity of gender, ethnic background, and experience, and (v) the ability to work effectively with other directors in collectively serving the long-term interests of all shareholders. Nominees must also meet any applicable requirements of SEC regulations, state law, and TelVue's charter and bylaws.

The Board of Directors will annually assess the qualifications, expertise, performance and willingness to serve of existing directors. If at this time or at any other time during the year the Board of Directors determines a need to add a new director with specific qualifications or to fill a vacancy on the Board, the Chairman of the Board will then initiate the search, working with staff support and seeking input from other directors and senior management, considering nominees previously submitted by shareholders, and, if deemed necessary or appropriate, hiring a search firm. An initial slate of candidates satisfying the specific qualifications, if any, and otherwise qualifying for membership on the Board, will then be identified and presented to the Board of Directors which will then prioritize the candidates and determine if any of the members of the Board or senior management have relationships with the preferred candidates and can initiate contacts. If not, contact would be initiated by a search firm. The Chairman, President and CEO and at least one member of the Board of Directors will interview the prospective candidate(s). Evaluations and recommendations of the interviewers will be submitted to the Board of Directors for final evaluation. The Board of Directors will meet to consider such recommendations and to approve the final candidate, and will evaluate all nominees for director, including nominees recommended by a shareholder, on the same basis.

The Board of Directors will consider director candidates recommended by TelVue's shareholders in accordance with the following procedures. Shareholders may make recommendations with regard to nominees for election to the Board of Directors at future annual meetings of shareholders by submitting in writing a notice, received by the Secretary of TelVue at least 60 days prior to the date on which TelVue first mailed its proxy materials for the prior year's annual meeting of shareholders, or, if TelVue did not have an annual meeting of shareholders in the prior year, 90 days prior to the date of the annual meeting. Each notice of nomination must set forth (i) the name, age, business address and, if known, residence address of each nominee, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of common stock of TelVue which are beneficially owned by each such nominee, (iv) the qualifications of such nominee for service on the Board of Directors, (v) the name and residence address of the proposing shareholder(s), and (vi) the number of shares of common stock owned by the proposing shareholder(s). All nominees for director, including nominees recommended by a shareholder, shall be evaluated on the same basis.

Board of Directors' Role in the Oversight of Risk Management

TelVue management is responsible for the day-to-day management of risks the Company faces, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk management oversight role, the Board of Directors has the responsibility to satisfy itself that the risk management processes implemented by management are adequate and functioning as designed. As a critical part of this risk management oversight role, the Board encourages full and open communication between management and the Board of Directors. TelVue's Chairman meets periodically with the President and CEO and other members of management to discuss strategy and risks facing the Company. Senior management attends board meetings and is available to address any questions or concerns raised by the Board on risk management-related and other matters. The Board of Directors periodically receives presentations from senior management on strategic matters involving

TelVue's operations to enable it to understand the Company's risk identification, risk management and risk mitigation strategies. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to risk management in areas of financial risk, internal controls, and compliance with legal and regulatory requirements. The oversight of risk management in the areas of compensation policies and programs, and board organization, membership and structure are the responsibilities of the full Board.

Board Leadership Structure

TelVue currently separates the roles of CEO and Chairman of the Board in recognition of the differences between the two roles. The CEO is responsible for setting the Company's strategic direction and the day-to-day leadership and performance of the Company, while the Chairman of the Board provides guidance to the CEO and presides over meetings of the full Board. The Company believes that this separation of duties allows the CEO and Chairman to most efficiently use their time and to most effectively fulfill their respective responsibilities, which are critical to the future success of the Company. While TelVue's bylaws and corporate governance guidelines do not require that the CEO and Chairman positions be separate, the Board believes that having separate positions and having an independent outside director serve as Chairman is the appropriate leadership structure for TelVue at this time.

Shareholder Communications with the Board of Directors

TelVue has established procedures for shareholders to communicate directly with the Board of Directors on a confidential basis. Shareholders who wish to communicate with the Board or with a particular director may send a letter to the Secretary of TelVue Corporation at 16000 Horizon Way, Suite 500, Mt. Laurel, NJ 08054. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Shareholder-Board Communication" or "Shareholder-Director Communication." All such letters must identify the author as a shareholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. The Secretary will make copies of all such letters and circulate them to the directors addressed. To the extent that a shareholder wishes the communication to be confidential, such shareholder must clearly indicate on the envelope that the communication is "confidential." The Secretary will then forward such communication, unopened, to the Chairman of the Board of Directors.

Audit Committee Report

The Audit Committee has reviewed and discussed TelVue's audited financial statements with management. The Audit Committee has discussed the matters required to be discussed under all relevant professional and regulatory standards with Pressman Ciocca Smith LLP, TelVue's independent accountants.

The Audit Committee has received written disclosures from Pressman Ciocca Smith LLP required by applicable requirements of the Public Company Accounting Oversight Board which relate to the accountant's independence from TelVue and has discussed with Pressman Ciocca Smith LLP their independence from TelVue. The Audit Committee has considered whether the provision of the services provided by Pressman Ciocca Smith LLP is compatible with maintaining Pressman Ciocca Smith LLP's independence.

Based on the review and discussions referenced above, the Audit Committee recommended that TelVue's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2009, for filing with the Securities and Exchange Commission.

Audit Committee:
Joy Tartar, Chair
Robert Lawrence

PROPOSAL 2
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has selected Pressman Ciocca Smith LLP (“PCS”) as TelVue’s independent registered public accounting firm for the fiscal year ending December 31, 2010. PCS has served as the Company’s independent auditors for many years and is considered by management to be well qualified.

Appointment of the Company’s independent registered public accounting firm is not required to be submitted to a vote of TelVue’s stockholders for ratification. However, the Board has determined that the matter should be presented to the stockholders as a matter of good corporate practice. If the stockholders fail to ratify the appointment, the Audit Committee will reconsider whether to retain PCS, and may retain that firm or another without resubmitting the matter to the Company’s stockholders. Even if the appointment is ratified, the Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the Company’s best interests and the best interests of its stockholders.

A representative from PCS is expected to attend the Annual Meeting and will have the opportunity to make a statement and respond to appropriate questions of stockholders.

The following table sets forth the aggregate fees for services rendered by PCS to TelVue for the years ended December 31, 2009 and 2008.

	<u>2009</u>	<u>2008</u>
Audit fees	\$ 91,524	\$ 78,665
Audit related fees	-	-
Tax fees	16,045	24,933
All other fees	-	-
	<u> </u>	<u> </u>
Total	<u>\$ 107,569</u>	<u>\$ 103,598</u>

Audit Fees: These amounts include fees for professional services rendered in auditing TelVue’s financial statements set forth in TelVue’s Forms 10-K for the years ended December 31, 2009 and 2008 and the reviews of TelVue’s quarterly financial statements set forth in TelVue’s Forms 10-Q in 2009 and 2008.

Tax Fees: These amounts consisted of fees for tax consultation and tax compliance services.

PCS did not render any other services to TelVue in 2009 and 2008.

The Audit Committee has considered and determined that the non-audit services provided by PCS in 2009 and 2008 are compatible with maintaining the auditor’s independence.

All of the 2009 services described above were approved by the Audit Committee pursuant to the SEC rule that requires audit committee pre-approval of audit and non-audit services provided by TelVue’s independent auditors, to the extent that rule was applicable during fiscal year 2009. On an ongoing basis, management will communicate specific projects and categories of services for which advance approval of the Audit Committee is required. The Audit Committee will review these requests and advise management and the independent auditors if the Audit Committee pre-approves the engagement of the independent auditors for such projects and services. On a periodic basis, the independent auditors will report to the Audit Committee the actual spending for such projects and services compared to the approved amounts. The Audit Committee may delegate the ability to pre-approve audit and permitted non-audit services to a sub-committee of the Audit Committee, provided that any such pre-approvals are reported at the next Audit Committee meeting.

The Board of Directors deems the above proposal to be in the best interests of TelVue and has unanimously recommended the appointment of PCS as the Company’s independent public accounting firm. The Board of Directors recommends a vote FOR the ratification of the appointment of PCS.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Compensation Plans Approved by Security Holders	4,495,000	\$.066	3,695,000
Equity Compensation Plans Not Approved by Security Holders (a)	100,000 (b)	.033	100,000
Total	4,595,000	\$.066	3,795,000

- (a) In December 1997, TelVue adopted a director compensation plan. Under this plan, each non-employee director, other than the majority stockholder, is compensated \$500 for each meeting attended by receiving shares of Common Stock issued at the higher of per share fair market value of the Common Stock as of the Board of Directors meeting date or \$.05 per share.
- (b) In 2008, TelVue issued 300,000 stock options to a certain consultant of TelVue. 200,000 of these stock options have been forfeited.

CODE OF ETHICS

TelVue has adopted a Code of Ethics (as that term is defined in Item 406 of Regulation S-K of the regulations promulgated by the SEC) that applies to TelVue's chief executive officer and senior financial officers. A copy of the Code of Ethics is available, without charge, by requesting it from the Secretary of TelVue Corporation at 16000 Horizon Way, Suite 500, Mount Laurel, NJ 08054 or by calling (856) 273-8888. TelVue will publicly disclose any waivers or amendments to the Code of Ethics that applies to its chief executive officer and senior financial officers pursuant to the requirements of the SEC.

EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES OF TELVUE

Name	Age	Position(s) With TelVue
Jesse Lerman	37	President and Chief Executive Officer
John Fell	46	Secretary, Treasurer and Controller
Paul Andrews	49	Senior Vice President of Sales and Marketing
Dan Pisarski	34	Vice President of Engineering and Technical Support
Randy Gilson	49	Vice President of Technical Services

Biographical and Other Information Regarding the Executive Officers and Significant Employees of TelVue

Executive officers are appointed by the Board of Directors. Each executive officer is appointed to serve until his successor is duly elected and qualified.

Jesse Lerman. See "Election of Directors."

John Fell has served as Secretary, Treasurer and Controller of TelVue since April 2, 2007. Prior to joining TelVue, Mr. Fell was the Controller of WPHL-TV in Philadelphia, a Division of Tribune Television Company from April

2003 to March 2007. He also served as an Assistant Treasurer of Tribune Television Company during the same time period. Prior to that, he was Assistant Controller for WPHL-TV from September 2000 to March 2003.

Paul Andrews has served as Senior Vice President of Sales and Marketing of TelVue Corporation since March 13, 2009. Prior to that, he served as Vice President of New Business Development for TelVue beginning on March 12, 2007 when Princeton Server Group, Inc. was acquired by TelVue. Prior to joining TelVue, Mr. Andrews was Vice President of Product Marketing for Princeton Server Group, Inc., a digital video server company.

Dan Pisarski has served as Vice President of Engineering and Technical Support of TelVue Corporation since March 13, 2009. Prior to that, he served as Director – Software Development for TelVue since February 11, 2008. Prior to joining TelVue, Mr. Pisarski held the position of Director – Software Development for Library Video Company in Wynnewood, PA.

Randy Gilson has been the Vice President of Technical Services since July 1993. Prior to that appointment, Mr. Gilson held positions of increasing responsibility since joining TelVue in 1986.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth a summary of compensation paid or accrued by TelVue for services rendered during the fiscal years ended December 31, 2009 and 2008, respectively, by each of the named executive officers and significant employees.

Name and Principal Position	Year	Annual Salary (\$)	Option Awards (\$ (1))	All Other Compensation (\$ (2))	Total (\$)
Jesse Lerman President and Chief Executive Officer (3)	2009	\$153,140	-	\$3,829	\$156,969
	2008	\$155,930	\$ 812	\$3,898	\$160,640
John Fell Secretary, Treasurer and Controller	2009	\$113,150	-	\$2,779	\$115,929
	2008	\$117,425	\$2,041	\$2,886	\$122,352
Paul Andrews Senior Vice President of Sales and Marketing	2009	\$129,176	-	\$3,218	\$132,394
	2008	\$126,980	\$ 812	\$2,695	\$130,487
Dan Pisarski Vice President of Engineering and Technical Support	2009	\$147,000	-	\$3,675	\$150,675
	2008	\$129,474	\$ 812	\$1,894	\$132,180
Randy Gilson Vice President of Technical Services	2009	\$128,211	-	\$3,205	\$131,416
	2008	\$132,406	\$ 812	\$3,310	\$136,528

- (1) Consists of the aggregate fair value of options awarded during the calendar year.
- (2) Consists of company funded contributions to TelVue's 401k Plan.
- (3) Jesse Lerman was appointed President and Chief Executive Officer of TelVue by the Board of Directors on December 23, 2008.

Outstanding Equity Awards at Fiscal Year-end

The following table sets forth information of outstanding equity awards of each named executive officer, including significant employees of TelVue, during the fiscal year ended December 31, 2009.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Jesse Lerman President and Chief Executive Officer	300,000	-	\$.130	3/30/17
	100,000	-	.035	5/02/18
John Fell Secretary, Treasurer and Controller	100,000	-	\$.050	3/31/18
	100,000	-	.035	5/02/18
Paul Andrews Senior Vice President of Sales and Marketing	300,000	-	\$.130	3/30/17
	100,000	-	.035	5/02/18
Dan Pisarski Vice President of Engineering and Technical Support	100,000	-	\$.035	5/02/18
Randy Gilson Vice President of Technical Services	50,000	-	\$.070	6/29/09
	100,000	-	.025	8/03/14
	100,000	-	.035	5/02/18

TRANSACTIONS WITH RELATED PERSONS AND CERTAIN CONTROL PERSONS

Since November 2, 1989, TelVue has funded its expansion and operating deficit from the proceeds of the sale of shares of TelVue's common stock and Preferred Stock (as defined below) to Mr. Lenfest, TelVue's majority stockholder, and from loans from Mr. Lenfest. From November 1989 to February 1996, TelVue borrowed an aggregate of \$6,128,712 from Mr. Lenfest. These loans and accrued interest were repaid in their entirety during 2003. On March 5, 2001, TelVue borrowed \$650,000 from Mr. Lenfest to fund a portion of the acquisition of Source Communications Group ("Source"), at an interest rate of prime plus one percent (1%) compounded and due on or before January 1, 2004. This loan was repaid in its entirety in 2001.

In addition to the borrowings noted above, during January 1995, Mr. Lenfest purchased from Science, TelVue's non-interest bearing note in the amount of \$541,000 (the "Science Note"). The Science Note was originally issued by TelVue to Science and was payable December 31, 1996. The maturity date of the Science Note had been extended by TelVue and Mr. Lenfest on a yearly basis. On June 16, 2005, the members of the Board of Directors of TelVue and Mr. Lenfest extended the maturity date of the Science Note to January 1, 2011.

On March 9, 2001, pursuant to the terms of the acquisition of the assets of Source for \$1,300,000, TelVue paid \$1,000,000 in cash and \$300,000 pursuant to a promissory note (the "Source Note"). The Source Note had a term of three years. Interest only was payable monthly during year one at the rate of 8% per annum. Beginning in year two, both principal and interest were payable monthly at the rate of 5.06% per annum. During the first quarter of 2004, TelVue paid the remaining balance on the Source Note in its entirety.

On April 27, 2005, TelVue entered into a Line of Credit Note (the "2005 Note") with Mr. Lenfest. The purpose of the 2005 Note was to provide funding to grow the WEBUS® service. Under the terms of the 2005 Note, TelVue may borrow, from time to time, up to the maximum principal amount of the 2005 Note which is \$3,800,000. The minimum advance under the 2005 Note is \$100,000 and the interest rate of the 2005 Note is equal to the prime rate plus one percent (1%). The 2005 Note contains customary events of default, including, among others, non-payment of principal and interest and in the event TelVue is involved in certain insolvency proceedings. In the event of a default, all of the obligations of TelVue under the 2005 Note may be declared immediately due and payable. The

2005 Note is unsecured and will expire six years from the date of the first advance, which is November 23, 2011, unless extended or renewed. Principal and interest on the 2005 Note are also due and payable on November 23, 2011. During the year ended December 31, 2007, TelVue borrowed \$1,600,000 under the terms of the 2005 Note, bringing outstanding borrowings under the 2005 Note to \$3,800,000 and accrued interest on the borrowings to \$912,373 as of December 31, 2009, fully exhausting this note.

As a result of the anticipated exhaustion of the credit under the 2005 Note, TelVue entered into an additional Line of Credit Note (the "2006 Note") with Mr. Lenfest on November 3, 2006, in the principal amount of \$10,000,000. Under the 2006 Note, TelVue may request up to \$5,000,000 for general working capital. TelVue may request up to an additional \$5,000,000 available under the 2006 Note for purposes other than general working capital upon mutual agreement by TelVue and Mr. Lenfest. The minimum advance under the 2006 Note is \$100,000 and the interest rate on the 2006 Note is equal to the prime rate plus one percent (1%). The 2006 Note contains customary events of default, including, among others, non-payment of principal and interest and in the event TelVue is involved in certain insolvency proceedings. In the event of a default, all of the obligations of TelVue under the 2006 Note may be declared immediately due and payable. The 2006 Note is unsecured and will expire six years from the date of the first advance under the 2006 Note unless extended or renewed. Principal and interest on the 2006 Note are also due and payable six years from the date of the first advance under the 2006 Note, which was December 26, 2006. As of December 31, 2009, TelVue had borrowed \$10,000,000 under the 2006 Note with accrued interest in the amount of \$1,685,863, fully exhausting this note.

As a result of the anticipated exhaustion of the line of credit under the 2006 Note, TelVue entered into an additional Line of Credit Note (the "2007 Note") with Mr. Lenfest on December 21, 2007, in the principal amount of \$2,300,000. The minimum advance under the 2007 Note is \$100,000 and the interest rate on the 2007 Note is equal to the prime rate plus one percent (1%). The 2007 Note contains customary events of default, including, among others, non-payment of principal and interest and in the event TelVue is involved in certain insolvency proceedings. In the event of a default, all of the obligations of TelVue under the 2007 Note may be declared immediately due and payable. The 2007 Note is unsecured and will expire six years from the date of the first advance under the 2007 Note unless extended or renewed. Principal and interest on the 2007 Note are also due and payable six years from the date of the first advance under the 2007 Note, which was May 5, 2008. As of December 31, 2009, TelVue had borrowed \$2,300,000 under the 2007 Note with accrued interest in the amount of \$144,635, fully exhausting this note.

As a result of the anticipated exhaustion of the line of credit under the 2007 Note, TelVue entered into an additional Line of Credit Note (the "2009 Q1 Note") with Mr. Lenfest on March 2, 2009, in the principal amount of \$400,000. The minimum advance under the 2009 Q1 Note is \$100,000 and the interest rate on the 2009 Q1 Note is equal to the prime rate plus one percent (1%). The 2009 Q1 Note contains customary events of default, including, among others, non-payment of principal and interest and in the event TelVue is involved in certain insolvency proceedings. In the event of a default, all of the obligations of TelVue under the 2009 Q1 Note may be declared immediately due and payable. The 2009 Q1 Note is unsecured and will expire six years from the date of the first advance under the 2009 Q1 Note unless extended or renewed. Principal and interest on the 2009 Q1 Note are also due and payable six years from the date of the first advance under the 2009 Q1 Note, which was March 3, 2009. As of December 31, 2009, TelVue had borrowed \$400,000 under the 2009 Q1 Note with accrued interest in the amount of \$13,815, fully exhausting this note.

As a result of the anticipated exhaustion of the line of credit under the 2009 Q1 Note, TelVue entered into an additional Line of Credit Note (the "2009 Q2 Note") with Mr. Lenfest on June 8, 2009, in the principal amount of \$500,000. The minimum advance under the 2009 Q2 Note is \$100,000 and the interest rate on the 2009 Q2 Note is equal to the prime rate plus one percent (1%). The 2009 Q2 Note contains customary events of default, including, among others, non-payment of principal and interest and in the event TelVue is involved in certain insolvency proceedings. In the event of a default, all of the obligations of TelVue under the 2009 Q2 Note may be declared immediately due and payable. The 2009 Q2 Note is unsecured and will expire six years from the date of the first advance under the 2009 Q2 Note unless extended or renewed. Principal and interest on the 2009 Q2 Note are also due and payable six years from the date of the first advance under the 2009 Q2 Note, which was June 9, 2009. As of December 31, 2009, TelVue had borrowed \$500,000 under the 2009 Q2 Note with accrued interest in the amount of \$10,244, fully exhausting this note.

As a result of the anticipated exhaustion of the line of credit under the 2009 Q2 Note, TelVue entered into an additional Line of Credit Note (the "2009 Q3 Note") with Mr. Lenfest on October 5, 2009, in the principal amount of \$400,000. The minimum advance under the 2009 Q3 Note is \$100,000 and the interest rate on the 2009 Q3 Note is equal to the prime rate plus one percent (1%). The 2009 Q3 Note contains customary events of default, including,

among others, non-payment of principal and interest and in the event TelVue is involved in certain insolvency proceedings. In the event of a default, all of the obligations of TelVue under the 2009 Q3 Note may be declared immediately due and payable. The 2009 Q3 Note is unsecured and will expire six years from the date of the first advance under the 2009 Q3 Note unless extended or renewed. Principal and interest on the 2009 Q3 Note are also due and payable six years from the date of the first advance under the 2009 Q3 Note, which was October 14, 2009. As of December 31, 2009, TelVue had borrowed \$400,000 under the 2009 Q3 Note with accrued interest in the amount of \$2,381, fully exhausting this note.

As a result of the anticipated exhaustion of the line of credit under the 2009 Q3 Note, TelVue entered into an additional Line of Credit Note (the "2010 Note") with Mr. Lenfest on December 8, 2009, in the principal amount of \$1,500,000. The minimum advance under the 2010 Note is \$100,000 and the interest rate on the 2010 Note is equal to the prime rate plus one percent (1%). The 2010 Note contains customary events of default, including, among others, non-payment of principal and interest and in the event TelVue is involved in certain insolvency proceedings. In the event of a default, all of the obligations of TelVue under the 2010 Note may be declared immediately due and payable. The 2010 Note is unsecured and will expire six years from the date of the first advance under the 2010 Note unless extended or renewed. Principal and interest on the 2010 Note are also due and payable six years from the date of the first advance under the 2010 Note. No amounts were outstanding on the 2010 Note as of December 31, 2009. The first advance was made on March 16, 2010.

On December 26, 2006, TelVue borrowed \$400,000 from Mr. Lenfest under the 2006 Note to loan to Princeton Server Group, Inc. ("PSG") to fund their operating expenses (the "PSG Note"). The PSG Note was a convertible note that bore interest at a rate of six percent (6%) per annum. No payments of principal or interest were due until July 1, 2007. Under the PSG Note interest accrued through July 1, 2007 was to be added to the principal. Interest was payable monthly from July 1, 2007 through January 1, 2008. The remaining balance was payable in 48 monthly installments of principal and interest commencing February 1, 2008. The PSG Note was scheduled to mature in January 2012. TelVue had the option to convert the unpaid principal balance of the note and all accrued interest into common stock of PSG. In connection with the PSG Note, TelVue received a warrant to purchase 129,629 shares of common stock of PSG at an exercise price of \$1.08 per share. The warrant was to commence on July 1, 2007 and expire on December 31, 2016. The PSG Note was forgiven on March 12, 2007, in connection with TelVue's acquisition of all of the outstanding stock of PSG.

On March 12, 2007, PSG was acquired by TelVue for \$6.1 million and the forgiveness of the PSG Note (described above). TelVue borrowed \$6.1 million from Mr. Lenfest under the 2006 Note. PSG develops high performance digital video systems, appliances, and software that support capture, storage, manipulation and play-out of digital media in multiple popular formats. PSG markets their product to public, education and government television and local origination broadcast stations, professional broadcast stations and schools and universities. TelVue acquired PSG as a complement to its WEBUS® service with the objective being to offer towns, municipalities and schools a packaged turnkey product of hardware and software.

On June 16, 2005, Mr. Lenfest, the holder of all of TelVue's outstanding Class A Redeemable Convertible Preferred Stock (the "Preferred Stock"), informed TelVue of his intent to convert all of his 3,518,694 shares of Preferred Stock into TelVue's common stock. Each share of Preferred Stock was convertible into 6.667 shares of common stock. The conversion of the Preferred Stock to common stock occurred on August 2, 2005, upon Mr. Lenfest's delivery of the Preferred Stock in the form of a lost certificate affidavit. As a result of the conversion, TelVue issued 23,459,133 shares of common stock to Mr. Lenfest. Mr. Lenfest's beneficial ownership interest in the common stock of TelVue, after the cancellation of the warrants to purchase common stock described below, was approximately 78.3 percent as of December 31, 2006. The Preferred Stock was eliminated and is included as 23,459,133 shares of common stock in the stockholders' equity section of the balance sheet. On August 21, 2006, the Board of Directors, with Mr. Lenfest abstaining from the action, waived the two year holding period required to receive the full voting power of ten votes per share for the 23,459,133 shares of common stock Mr. Lenfest received for the conversion of his Preferred Stock. The Preferred Stock had a par value of \$1 per share and provided for a cumulative six percent (6%) semiannual dividend. The dividend was payable in cash or additional shares of Preferred Stock at \$1 per share, at TelVue's option. TelVue had accrued dividends on the Preferred Stock since the beginning of 1998, but no dividends had been paid. On June 16, 2005, Mr. Lenfest agreed to relinquish his right to all accrued but unpaid dividends attributable to the Preferred Stock. Therefore, \$3,061,269 of accrued dividends was reversed and is included in stockholders' equity as a decrease to TelVue's accumulated deficit.

On June 16, 2005, the members of the Board of Directors of TelVue and Mr. Lenfest agreed to terminate a Warrant Agreement between Mr. Lenfest and TelVue. Pursuant to the Warrant Agreement, Mr. Lenfest had the right to purchase up to 29,915,160 shares of TelVue's common stock for \$.01 per share, the fair market value of the

common stock on the grant date. The Warrant Agreement was entered into on March 15, 1991, in connection with a prior line of credit to TelVue provided by Mr. Lenfest.

At December 31, 2009, TelVue was indebted to Mr. Lenfest in the principal amount of \$17,400,000 and accrued interest of \$2,769,311. Other related transactions are described in Notes 5, 6, 8, 12 and 16 of the financial statements of TelVue's 2009 Annual Report.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires TelVue's officers and directors, and persons who own more than ten percent of a registered class of TelVue's equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish TelVue with copies of all Section 16(a) forms they file.

Based solely on TelVue's review of such forms received by it, or written representation from certain reporting persons that no Forms 5 were required for such persons, TelVue believes that during the fiscal year ended December 31, 2009 all filing requirements applicable to its officers, directors and greater than ten percent beneficial owners were complied with.

STOCKHOLDER PROPOSALS FOR NEXT YEAR'S ANNUAL MEETING

Stockholders intending to submit proposals to be included in TelVue's proxy statement for the annual meeting of stockholders to be held in 2011 must send their proposals to the Secretary of TelVue at 16000 Horizon Way, Suite 500, Mt. Laurel, New Jersey, 08054 not later than December 31, 2010. Such proposals must relate to matters appropriate for stockholder action and be consistent with the rules and regulations of the SEC.

Stockholders intending to present proposals at the 2011 annual meeting of TelVue, and not intending to have such proposals included in TelVue's 2011 proxy statement, must send their proposal to the Secretary of TelVue at 16000 Horizon Way, Suite 500, Mt. Laurel, New Jersey, 08054 not later than March 16, 2011. If notification of a stockholder proposal is not received by the above date, TelVue may vote, in its discretion, any and all of the proxies received in its solicitation against such proposal.

OTHER INFORMATION

A COPY OF TELVUE'S ANNUAL REPORT ON FORM 10-K, INCLUDING EXHIBITS, FOR 2009 AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION WILL BE FURNISHED WITHOUT CHARGE BY WRITING TO: PRESIDENT, TELVUE CORPORATION, 16000 HORIZON WAY, SUITE 500, MT. LAUREL, NEW JERSEY 08054.