

PROXY VOTING POLICY

BERKSHIRE CAPITAL HOLDINGS, INC.
PROXY VOTING POLICY

**Berkshire
Funds**

PROXY VOTING POLICIES AND PROCEDURES

(Adopted May 20, 2003)

Pursuant to the recent adoption by the Securities and Exchange Commission (the "Commission") of Rule 206(4)-6 (17 CFR 275.206(4)-6) and amendments to Rule 204-2 (17 CFR 275.204-2) under the Investment Advisers Act of 1940 (the "Act"), it is a fraudulent, deceptive, or manipulative act, practice or course of business, within the meaning of Section 206(4) of the Act, for an investment adviser to exercise voting authority with respect to client securities, unless (i) the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interests of its clients, (ii) the adviser describes its proxy voting procedures to its clients and provides copies on request, and (iii) the adviser discloses to clients how they may obtain information on how the adviser voted their proxies.

In order to fulfill its responsibilities under the Act, Berkshire Capital Holdings, Inc. (hereinafter "we" or "our") has adopted the following policies and procedures for proxy voting with regard to companies in investment portfolios of our clients.

KEY OBJECTIVES

The key objectives of these policies and procedures recognize that a company's management is entrusted with the day-to-day operations and longer term strategic planning of the company, subject to the oversight of the company's board of directors. While "ordinary business matters" are primarily the responsibility of management and should be approved solely by the corporation's board of directors, these objectives also recognize that the company's shareholders must have final say over how management and directors are performing, and how shareholders' rights and ownership interests are handled, especially when matters could have substantial economic implications to the shareholders.

Therefore, we will pay particular attention to the following matters in exercising our proxy voting responsibilities as a fiduciary for our clients:

Accountability. Each company should have effective means in place to hold those entrusted with running a company's business accountable for their actions. Management of a company should be accountable to its board of directors and the board should be accountable to shareholders.

Alignment of Management and Shareholder Interests. Each company should endeavor to align the interests of management and the board of directors with the interests of the company's shareholders. For example, we generally believe that compensation should be designed to reward management for doing a good job of creating value for the shareholders of the company.

Transparency. Promotion of timely disclosure of important information about a company's business operations and financial performance enables investors to evaluate the performance of a company and to make informed decisions about the purchase and sale of a company's securities.

DECISION METHODS

We generally believe that the individual portfolio managers that invest in and track particular companies are the most knowledgeable and best suited to make decisions with regard to proxy votes. Therefore, we rely on those individuals to make the final decisions on how to cast proxy votes.

No set of proxy voting guidelines can anticipate all situations that may arise. In special cases, we may seek insight from our managers and analysts on how a particular proxy proposal will impact the financial prospects of a company, and vote accordingly.

In some instances, a proxy vote may present a conflict between the interests of a client, on the one hand, and our interests or the interests of a person affiliated with us, on the other. In such a case, we will abstain from making a voting decision and will forward all of the necessary proxy voting materials to the client to enable the client to cast the votes.

SUMMARY OF PROXY VOTING GUIDELINES

Election of the Board of Directors

We believe that good corporate governance generally starts with a board composed primarily of independent directors, unfettered by significant ties to management, all of whose members are elected annually. In addition, key board committees should be entirely independent.

The election of a company's board of directors is one of the most fundamental rights held by shareholders. Because a classified board structure prevents shareholders from electing a full slate of directors annually, we will generally support efforts to declassify boards or other measures that permit shareholders to remove a majority of directors at any time, and will generally oppose efforts to adopt classified board structures.

Approval of Independent Auditors

We believe that the relationship between a company and its auditors should be limited primarily to the audit engagement, although it may include certain closely related activities that do not raise an appearance of impaired independence.

We will evaluate on a case-by-case basis instances in which the audit firm has a substantial non-audit relationship with a company to determine whether we believe independence has been, or could be, compromised.

Equity-based compensation plans

We believe that the relationship between a company and its auditors should be limited primarily to the audit engagement, although it may include certain closely related activities that do not raise an appearance of impaired independence.

We will evaluate on a case-by-case basis instances in which the audit firm has a substantial non-audit relationship with a company to determine whether we believe independence has been, or could be, compromised.

We believe that appropriately designed equity-based compensation plans, approved by shareholders, can be an effective way to align the interests of shareholders and the interests of directors, management, and employees by providing incentives to increase shareholder value. Conversely, we are opposed to plans that substantially dilute ownership interests in the company, provide participants with excessive awards, or have inherently objectionable structural features.

We will generally support measures intended to increase stock ownership by executives and the use of employee stock purchase plans to increase company stock ownership by employees. These may include:

- 1) Requiring senior executives to hold stock in a company.
- 2) Requiring stock acquired through option exercise to be held for a certain period of time.
- 3) Using restricted stock grants instead of options.
- 4) Awards based on non-discretionary grants specified by the plan's terms rather than subject to management's discretion.

While we evaluate plans on a case-by-case basis, we will generally oppose plans that have the following features:

- 1) Annual option grants that would exceed 2% of outstanding shares.
- 2) Ability to issue options with an exercise price below the stock's current market price.
- 3) Automatic share replenishment ("evergreen") feature.
- 4) Authorization to permit the board of directors to materially amend a plan without shareholder approval.
- 5) Authorizes the re-pricing of stock options or the cancellation and exchange of options without shareholder approval.

These are guidelines, and we consider other factors, such as the nature of the industry and size of the company, when assessing a plan's impact on ownership interests.

Corporate Structure

We view the exercise of shareholders' rights, including the rights to act by written consent, to call special meetings and to remove directors, to be fundamental to good corporate governance.

Because classes of common stock with unequal voting rights limit the rights of certain shareholders, we generally believe that shareholders should have voting power equal to their equity interest in the company and should be able to approve or reject changes to a company's by-laws by a simple majority vote.

Because the requirement of a supermajority vote can limit the ability of shareholders to effect change, we will support proposals to remove super-majority (typically from 66.7% to 80%) voting requirements for certain types of proposals and oppose proposals to impose super-majority requirements.

We will generally support the ability of shareholders to cumulate their votes for the election of directors.

Shareholder Rights Plans

While we recognize that there are arguments both in favor of and against shareholder rights plans, also known as poison pills, such measures may tend to entrench current management, which we generally consider to have a negative impact on shareholder value.

We believe the best approach is for a company to seek shareholder approval of rights plans and we generally support shareholder resolutions requesting that shareholders be given the opportunity to vote on the adoption of rights plans.

We will generally be more inclined to support a shareholder rights plan if the plan (i) has short-term "sunset" provisions, (ii) is linked to a business strategy that will likely result in greater value for shareholders, (iii) requires shareholder approval to reinstate the expired plan or adopt a new plan at the end of its term, and (iv) is subject to mandatory review by a committee of independent directors.

CLIENT INFORMATION

A copy of these Proxy Voting Policies and Procedures is available to our clients, without charge, upon request, by calling toll-free 877.526.0707 and on our website at **www.berkshirefunds.com**. We will send a copy of these Proxy Voting Policies and Procedures within three business days of receipt of a request, by first-class mail or other means designed to ensure equally prompt delivery.

In addition, we will provide each client, without charge, upon request, information regarding the proxy votes cast by us with regard to the client's securities.

As filed with the Securities and Exchange Commission on August 27, 2012

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 811-08043

THE BERKSHIRE FUNDS
(Exact name of registrant as specified in charter)

475 Milan Drive, Suite #103
San Jose, CA 95134-2453
(Address of principal executive offices)

AGENT FOR SERVICE:

MALCOLM R. FOBES III
The Berkshire Funds
475 Milan Drive, Suite #103
San Jose, CA 95134-2453
(Name and Address of Agent for Service)

COPIES TO:

DONALD S. MENDELSON, ESQ.
Thompson Hine LLP
312 Walnut Street
14th Floor
Cincinnati, Ohio 45202

Registrant's telephone number, including area code: 1-408-526-0707

Date of fiscal year end: December 31

Date of reporting period: July 1, 2011 - June 30, 2012

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 (ss.ss. 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. ss. 3507.

ITEM 1. PROXY VOTING RECORD

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COMPANY: ALEXION PHARMACEUTICALS, INC.
TICKER: ALXN
CUSIP: 015351109
MEETING
DATE: 5/7/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director LEONARD BELL	For	For	Management
1.2	Elect Director MAX LINK	For	For	Management
1.3	Elect Director WILLIAM R. KELLER	For	For	Management
1.4	Elect Director JOSEPH A. MADRI	For	For	Management
1.5	Elect Director LARRY L. MATHIS	For	For	Management
1.6	Elect Director R. DOUGLAS NORBY	For	For	Management
1.7	Elect Director ALVIN S. PARVEN	For	For	Management
1.8	Elect Director ANDREAS RUMMELT	For	For	Management
1.9	Elect Director ANN M. VENEMAN	For	For	Management
2	RATIFICATION OF APPOINTMENT BY THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS ALEXION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	For	For	Management
3	APPROVAL OF A NON-BINDING ADVISORY VOTE OF THE COMPENSATION PAID TO ALEXION'S NAMED EXECUTIVE OFFICERS.	For	For	Management

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COMPANY: ALTERA CORPORATION
TICKER: ALTR
CUSIP: 021441100
MEETING
DATE: 5/8/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JOHN P. DAANE	For	For	Management
1.2	Elect Director T. MICHAEL NEVENS	For	For	Management
1.3	Elect Director ELISHA W. FINNEY	For	For	Management
1.4	Elect Director KEVIN MCGARITY	For	For	Management
1.5	Elect Director KRISH A. PRABHU	For	For	Management
1.6	Elect Director JOHN SHOEMAKER	For	For	Management
1.7	Elect Director THOMAS H. WAECHTER	For	For	Management
1.8	Elect Director SUSAN WANG	For	For	Management
2	TO APPROVE AN AMENDMENT TO THE 2005 EQUITY INCENTIVE PLAN TO INCREASE BY 7,000,000 THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE UNDER THE PLAN.	For	For	Management
3	TO APPROVE A SECOND AMENDMENT TO THE 2005 EQUITY INCENTIVE PLAN REGARDING NON-EMPLOYEE DIRECTOR EQUITY AWARDS.	For	For	Management
4	TO APPROVE AN AMENDMENT TO THE 1987 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE BY 1,000,000 THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE UNDER THE PLAN.	For	For	Management
5	TO APPROVE AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND BYLAWS TO ALLOW ACTION BY WRITTEN CONSENT OF STOCKHOLDERS.	For	For	Management
6	TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management
7	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management

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COMPANY: AMAZON.COM, INC.
TICKER: AMZN
CUSIP: 023135106
MEETING
DATE: 5/24/12

Mgmt Vote

#	Proposal	Rec	Cast	Sponsor
1.1	Elect Director JEFFREY P. BEZOS	For	For	Management
1.2	Elect Director TOM A. ALBERG	For	For	Management
1.3	Elect Director JOHN SEELY BROWN	For	For	Management
1.4	Elect Director WILLIAM B. GORDON	For	For	Management
1.5	Elect Director JAMIE S. GORELICK	For	For	Management
1.6	Elect Director BLAKE G. KRIKORIAN	For	For	Management
1.7	Elect Director ALAIN MONIE	For	For	Management
1.8	Elect Director JONATHAN J. RUBINSTEIN	For	For	Management
1.9	Elect Director THOMAS O. RYDER	For	For	Management
1.10	Elect Director PATRICIA Q. STONESIFER	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	For	For	Management
3	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS, AS AMENDED, PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE IN OUR 1997 STOCK INCENTIVE PLAN.	For	For	Management
4	SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT ON CLIMATE CHANGE.	Against	Against	Shareholder
5	SHAREHOLDER PROPOSAL CALLING FOR CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS.	Against	Against	Shareholder

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COMPANY: APPLE, INC.
TICKER: AAPL
CUSIP: 037833100
MEETING
DATE: 2/23/12
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#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director WILLIAM V. CAMPBELL	For	For	Management
1.2	Elect Director TIMOTHY D. COOK	For	For	Management
1.3	Elect Director MILLARD S. DREXLER	For	For	Management
1.4	Elect Director AL GORE	For	For	Management
1.5	Elect Director ROBERT A. IGER	For	For	Management
1.6	Elect Director ANDREA JUNG	For	For	Management
1.7	Elect Director ARTHUR D. LEVINSON	For	For	Management
1.8	Elect Director RONALD D. SUGAR	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	For	For	Management
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	For	For	Management
4	A SHAREHOLDER PROPOSAL ENTITLED "CONFLICT OF INTEREST REPORT."	Against	Against	Shareholder
5	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER SAY ON DIRECTOR PAY."	Against	Against	Shareholder

6	A SHAREHOLDER PROPOSAL ENTITLED "REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES."	Against	Against	Shareholder
7	A SHAREHOLDER PROPOSAL ENTITLED "ADOPT A MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS."	Against	Against	Shareholder

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COMPANY: ARUBA NETWORKS, INC.
TICKER: ARUN
CUSIP: 043176106
MEETING
DATE: 12/15/11

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director DOMINIC P. ORR	For	For	Management
1.2	Elect Director KEERTI MELKOTE	For	For	Management
1.3	Elect Director BERNARD GUIDON	For	For	Management
1.4	Elect Director EMMANUEL HERNANDEZ	For	For	Management
1.5	Elect Director MICHAEL R. KOUREY	For	For	Management
1.6	Elect Director DOUGLAS LEONE	For	For	Management
1.7	Elect Director WILLEM P. ROELANDTS	For	For	Management
1.8	Elect Director JUERGEN ROTTLER	For	For	Management
1.9	Elect Director DANIEL WARMENHOVEN	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2012.	For	For	Management
3	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	For	For	Management
4	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	1 Year	1 Year	Management

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COMPANY: BROADCOM CORPORATION
TICKER: BRCM
CUSIP: 111320107
MEETING
DATE: 5/15/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director ROBERT J. FINOCCHIO, JR	For	For	Management
1.2	Elect Director NANCY H. HANDEL	For	For	Management
1.3	Elect Director EDDY W. HARTENSTEIN	For	For	Management
1.4	Elect Director MARIA M. KLAWE, PH.D.	For	For	Management
1.5	Elect Director JOHN E. MAJOR	For	For	Management
1.6	Elect Director SCOTT A. MCGREGOR	For	For	Management
1.7	Elect Director WILLIAM T. MORROW	For	For	Management

1.8	Elect Director HENRY SAMUELI, PH.D.	For	For	Management
1.9	Elect Director ROBERT E. SWITZ	For	For	Management
2	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE BROADCOM CORPORATION 1998 EMPLOYEE STOCK PURCHASE PLAN, AS PREVIOUSLY AMENDED AND RESTATED, THAT WOULD EXTEND THE TERM OF THE PLAN THROUGH MAY 15, 2022, AND EFFECT VARIOUS TECHNICAL REVISIONS AND IMPROVEMENTS.	For	For	Management
3	TO APPROVE THE ADOPTION OF THE BROADCOM CORPORATION 2012 STOCK INCENTIVE PLAN.	For	For	Management
4	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	For	For	Management

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COMPANY: CHIPOTLE MEXICAN GRILL, INC.
TICKER: CMG
CUSIP: 169656105
MEETING
DATE: 5/31/12
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#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director STEVE ELLS	For	For	Management
1.2	Elect Director PATRICK J. FLYNN	For	For	Management
2	AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR EXECUTIVE OFFICERS AS DISCLOSED IN OUR PROXY STATEMENT.	For	For	Management
3	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	For	For	Management
4	PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Against	Against	Shareholder

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COMPANY: EMC CORPORATION
TICKER: EMC
CUSIP: 268648102
MEETING
DATE: 3/1/12
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#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MICHAEL W. BROWN	For	For	Management
1.2	Elect Director RANDOLPH L. COWEN	For	For	Management
1.3	Elect Director GAIL DEEGAN	For	For	Management

1.4	Elect Director	JAMES S. DISTASIO	For	For	Management
1.5	Elect Director	JOHN R. EGAN	For	For	Management
1.6	Elect Director	EDMUND F. KELLY	For	For	Management
1.7	Elect Director	WINDLE B. PRIEM	For	For	Management
1.8	Elect Director	PAUL SAGAN	For	For	Management
1.9	Elect Director	DAVID N. STROHM	For	For	Management
1.10	Elect Director	JOSEPH M. TUCCI	For	For	Management
2	RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012, AS DESCRIBED IN EMC'S PROXY STATEMENT.		For	For	Management
3	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.		For	For	Management

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COMPANY: EXPEDIA, INC.
TICKER: EXPE
CUSIP: 30212P105
MEETING
DATE: 12/6/11

#	Proposal	Mgmt Rec	Vote Cast	Sponsor	
1	APPROVAL OF AMENDMENTS TO EXPEDIA AMENDED & RESTATED CERTIFICATE OF INCORPORATION THAT WOULD EFFECT SPIN-OFF OF TRIPADVISOR, INC.	For	For	Management	
2	APPROVAL OF AMENDMENTS TO THE EXPEDIA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO EFFECT A ONE-FOR-TWO REVERSE STOCK SPLIT OF EXPEDIA COMMON STOCK AND CLASS B COMMON STOCK.	For	For	Management	
3	APPROVAL AND ADOPTION OF A MERGER AGREEMENT, UNDER WHICH A WHOLLY OWNED SUBSIDIARY OF EXPEDIA WOULD MERGE WITH AND INTO EXPEDIA, FOR THE PURPOSE OF CONVERTING ALL SHARES OF SERIES A PREFERRED STOCK INTO CASH.	For	For	Management	
4	APPROVAL OF THE ADDITION OF PROVISIONS TO THE EXPEDIA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION PURSUANT TO WHICH EXPEDIA WOULD RENOUNCE ANY INTEREST OR EXPECTANCY IN CERTAIN CORPORATE OPPORTUNITIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	For	For	Management	
5.1	Elect Director	A. GEORGE "SKIP" BATTLE	For	For	Management
5.2	Elect Director	BARRY DILLER	For	For	Management
5.3	Elect Director	JONATHAN L. DOLGEN	For	For	Management

5.4	Elect Director	WILLIAM R. FITZGERA	For	For	Management
5.5	Elect Director	CRAIG A. JACOBSON	For	For	Management
5.6	Elect Director	VICTOR A. KAUFMAN	For	For	Management
5.7	Elect Director	PETER M. KERN	For	For	Management
5.8	Elect Director	DARA KHOSROWSHAHI	For	For	Management
5.9	Elect Director	JOHN C. MALONE	For	For	Management
5.10	Elect Director	JOSE A. TAZON	For	For	Management
6	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS EXPEDIA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.		For	For	Management
7	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF EXPEDIA'S NAMED EXECUTIVE OFFICERS.		For	For	Management
8	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF EXPEDIA'S NAMED EXECUTIVE OFFICERS.		3 Years	3 Years	Management

COMPANY: F5 NETWORKS, INC.
TICKER: FFIV
CUSIP: 315616102
MEETING
DATE: 3/15/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1	ELECTION OF CLASS I DIRECTOR: JONATHAN CHADWICK	For	For	Management
2	RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	For	For	Management
3	ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	For	Management
4	ADVISORY VOTE ON SHAREHOLDER PROPOSAL REGARDING DECLASSIFICATION OF OUR BOARD OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder

COMPANY: FORTINET INC.
TICKER: FTNT
CUSIP: 34959E109
MEETING
DATE: 6/14/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor	
1.1	Elect Director	CHENMING HU	For	For	Management
1.2	Elect Director	HONG LIANG LU	For	For	Management

1.3	Elect Director KEN XIE	For	For	Management
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS FORTINET'S INDEPENDENT REGISTERED ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management
3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management

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COMPANY: GOOGLE INC.
TICKER: GOOG
CUSIP: 38259P508
MEETING
DATE: 6/21/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director LARRY PAGE	For	For	Management
1.2	Elect Director SERGEY BRIN	For	For	Management
1.3	Elect Director ERIC E. SCHMIDT	For	For	Management
1.4	Elect Director L. JOHN DOERR	For	For	Management
1.5	Elect Director DIANE B. GREENE	For	For	Management
1.6	Elect Director JOHN L. HENNESSY	For	For	Management
1.7	Elect Director ANN MATHER	For	For	Management
1.8	Elect Director PAUL S. OTELLINI	For	For	Management
1.9	Elect Director K. RAM SHRIRAM	For	For	Management
1.10	Elect Director SHIRLEY M. TILGHMAN	For	For	Management
2	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management
3A	PROPOSAL 3 - THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION*: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C CAPITAL STOCK AND TO MAKE CERTAIN CLARIFYING CHANGES.	For	For	Management
3B	THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 6 BILLION TO 9 BILLION.	For	For	Management
3C	THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE			

TREATMENT OF SHARES OF CLASS A COMMON STOCK IN A MANNER THAT IS AT LEAST AS FAVORABLE AS THE SHARES OF CLASS B COMMON STOCK.

* EACH OF THE PROPOSALS COMPRISING PROPOSAL 3 IS CROSS-CONDITIONED UPON THE APPROVAL BY OUR STOCKHOLDERS OF ALL OF THE PROPOSALS COMPRISING PROPOSAL 3. NONE OF PROPOSALS 3A, 3B, OR 3C WILL BE DEEMED APPROVED UNLESS ALL OF THEM ARE APPROVED. THE APPROVAL OF EACH OF THE PROPOSALS COMPRISING PROPOSAL 3 SHALL CONSTITUTE THE REQUISITE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AS REQUIRED BY DELAWARE LAW.

4	THE APPROVAL OF GOOGLE'S 2012 STOCK PLAN.	For	For	Management
5	THE APPROVAL OF GOOGLE'S 2012 INCENTIVE COMPENSATION PLAN FOR EMPLOYEES AND CONSULTANTS OF MOTOROLA MOBILITY.	For	For	Management
6	A STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
7	A STOCKHOLDER PROPOSAL REGARDING MANDATORY ARBITRATION OF CERTAIN SHAREHOLDER CLAIMS, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
8	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder

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 COMPANY: INTUITIVE SURGICAL, INC.
 TICKER: ISRG
 CUSIP: 46120E602
 MEETING
 DATE: 4/19/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director GARY S. GUTHART, PH.D.	For	For	Management
1.2	Elect Director MARK J. RUBASH	For	For	Management
1.3	Elect Director LONNIE M. SMITH	For	For	Management
2	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2010 INCENTIVE AWARD PLAN.	For	For	Management
3	TO APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	For	Management

4	TO APPROVE THE AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFIED STRUCTURE OF THE BOARD AND TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	For	For	Management
5	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management

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COMPANY: JUNIPER NETWORKS, INC.
TICKER: JNPR
CUSIP: 48203R104
MEETING
DATE: 5/22/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MERCEDES JOHNSON	For	For	Management
1.2	Elect Director SCOTT KRIENS	For	For	Management
1.3	Elect Director WILLIAM R. STENSRUD	For	For	Management
2	RATIFICATION OF ERNST & YOUNG LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR 2012.	For	For	Management
3	APPROVAL OF THE PROPOSED AMENDMENT TO THE JUNIPER NETWORKS, INC. 2006 EQUITY INCENTIVE PLAN THAT INCREASES THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER.	For	For	Management
4	APPROVAL OF THE PROPOSED AMENDMENT TO THE JUNIPER NETWORKS, INC. 2008 EMPLOYEE STOCK PURCHASE PLAN THAT INCREASES THE NUMBER OF SHARES AVAILABLE FOR SALE THEREUNDER.	For	For	Management
5	APPROVAL OF THE PROPOSED AMENDMENT OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF JUNIPER NETWORKS, INC. TO DECLASSIFY THE BOARD OF DIRECTORS.	For	For	Management
6	APPROVAL OF A NON-BINDING ADVISORY RESOLUTION ON JUNIPER NETWORKS, INC.'S EXECUTIVE COMPENSATION.	For	For	Management

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COMPANY: LINKEDIN CORPORATION
TICKER: LNKD
CUSIP: 53578A108
MEETING
DATE: 6/14/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
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1.1	Elect Director	LESLIE KILGORE	For	For	Management
1.2	Elect Director	JEFFREY WEINER	For	For	Management
2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.		For	For	Management
3	ADVISORY VOTE REGARDING THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.		3 Years	3 Years	Management
4	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF LINKEDIN CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.		For	For	Management

COMPANY: LULULEMON ATHLETICA INC.
 TICKER: LULU
 CUSIP: 550021109
 MEETING
 DATE: 6/6/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor	
1.1	Elect Director	CHRISTINE M. DAY*	For	For	Management
1.2	Elect Director	MARTHA A.M. MORFITT*	For	For	Management
1.3	Elect Director	RHODA M. PITCHER*	For	For	Management
1.4	Elect Director	EMILY WHITE*	For	For	Management
1.5	Elect Director	JERRY STRITZKE**	For	For	Management
2	TO APPROVE THE PERFORMANCE-BASED EQUITY INCENTIVE PROVISIONS IN THE 2007 EQUITY INCENTIVE PLAN, AS AMENDED, AS REQUIRED BY SECTION 162(M) OF THE INTERNAL REVENUE CODE.		For	For	Management
3	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 3, 2013.		For	For	Management

COMPANY: NETAPP, INC.
 TICKER: NTAP
 CUSIP: 64110D104
 MEETING
 DATE: 8/31/11

#	Proposal	Mgmt Rec	Vote Cast	Sponsor	
1.1	Elect Director	DANIEL J. WARMENHOVEN	For	For	Management
1.2	Elect Director	NICHOLAS G. MOORE	For	For	Management
1.3	Elect Director	THOMAS GEORGENS	For	For	Management
1.4	Elect Director	JEFFRY R. ALLEN	For	For	Management

1.5	Elect Director	ALAN L. EARHART	For	For	Management
1.6	Elect Director	GERALD HELD	For	For	Management
1.7	Elect Director	T. MICHAEL NEVENS	For	For	Management
1.8	Elect Director	GEORGE T. SHAHEEN	For	For	Management
1.9	Elect Director	ROBERT T. WALL	For	For	Management
1.10	Elect Director	RICHARD P. WALLACE	For	For	Management
2	TO APPROVE AN AMENDMENT TO THE COMPANY'S 1999 STOCK OPTION PLAN (THE "1999 PLAN") TO INCREASE THE SHARE RESERVE BY AN ADDITIONAL 7,700,000 SHARES OF COMMON STOCK AND TO APPROVE THE 1999 PLAN FOR SECTION 162(M) PURPOSES TO ENABLE CERTAIN AWARDS GRANTED UNDER THE 1999 PLAN TO CONTINUE TO QUALIFY AS DEDUCTIBLE "PERFORMANCE-BASED COMPENSATION" WITHIN THE MEANING OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.		For	For	Management
3	TO APPROVE AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN ("PURCHASE PLAN") TO INCREASE THE SHARE RESERVE BY AN ADDITIONAL 3,500,000 SHARES OF COMMON STOCK.		For	For	Management
4	TO CONDUCT AN ADVISORY VOTE AND APPROVE AN ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION.		For	For	Management
5	TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.		For	For	Management
6	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 27, 2012.		For	For	Management

COMPANY: NETFLIX, INC.

TICKER: NFLX

CUSIP: 64110L106

MEETING

DATE: 6/1/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director RICHARD N. BARTON	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	For	For	Management
3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	For	For	Management
4	CONSIDERATION OF A STOCKHOLDER PROPOSAL IF PROPERLY BROUGHT BEFORE THE MEETING TO REPEAL THE COMPANY'S CLASSIFIED BOARD.	Against	Against	Shareholder

5 CONSIDERATION OF A STOCKHOLDER
 PROPOSAL IF PROPERLY BROUGHT
 BEFORE THE MEETING REGARDING
 SPECIAL SHAREOWNERS MEETINGS.

Against Against Shareholder

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 COMPANY: NETSUITE INC.
 TICKER: N
 CUSIP: 64118Q107
 MEETING
 DATE: 6/13/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director EVAN GOLDBERG	For	For	Management
1.2	Elect Director STEVEN J. GOMO	For	For	Management
1.3	Elect Director CATHERINE R. KINNEY	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management

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 COMPANY: ORACLE CORPORATION
 TICKER: ORCL
 CUSIP: 68389X105
 MEETING
 DATE: 10/12/11

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JEFFREY S. BERG	For	For	Management
1.2	Elect Director H. RAYMOND BINGHAM	For	For	Management
1.3	Elect Director MICHAEL J. BOSKIN	For	For	Management
1.4	Elect Director SAFRA A. CATZ	For	For	Management
1.5	Elect Director BRUCE R. CHIZEN	For	For	Management
1.6	Elect Director GEORGE H. CONRADES	For	For	Management
1.7	Elect Director LAWRENCE J. ELLISON	For	For	Management
1.8	Elect Director HECTOR GARCIA-MOLINA	For	For	Management
1.9	Elect Director JEFFREY O. HENLEY	For	For	Management
1.10	Elect Director MARK V. HURD	For	For	Management
1.11	Elect Director DONALD L. LUCAS	For	For	Management
1.12	Elect Director NAOMI O. SELIGMAN	For	For	Management
2	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	For	For	Management
3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES RELATING TO EXECUTIVE COMPENSATION.	None	1 Year	Management
4	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	For	For	Management

5 ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION. Against Against Shareholder

COMPANY: PANERA BREAD COMPANY
 TICKER: PNRA
 CUSIP: 69840W108
 MEETING
 DATE: 3/17/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director DOMENIC COLASACCO	For	For	Management
1.2	Elect Director THOMAS E. LYNCH	For	For	Management
2	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For	For	Management
3	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 25, 2012.	For	For	Management

COMPANY: PRICELINE.COM INCORPORATED
 TICKER: PCLN
 CUSIP: 741503403
 MEETING
 DATE: 6/7/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JEFFERY H. BOYD	For	For	Management
1.2	Elect Director RALPH M. BAHNA	For	For	Management
1.3	Elect Director HOWARD W. BARKER, JR.	For	For	Management
1.4	Elect Director JAN L. DOCTER	For	For	Management
1.5	Elect Director JEFFREY E. EPSTEIN	For	For	Management
1.6	Elect Director JAMES M. GUYETTE	For	For	Management
1.7	Elect Director NANCY B. PERETSMAN	For	For	Management
1.8	Elect Director CRAIG W. RYDIN	For	For	Management
2	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management
3	TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION PAID BY THE COMPANY TO OUR NAMED EXECUTIVE OFFICERS.	For	For	Management
4	TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL ON STOCKHOLDER ACTION BY WRITTEN CONSENT.	Against	Against	Shareholder

COMPANY: RACKSPACE HOSTING, INC.
TICKER: RAX
CUSIP: 750086100
MEETING
DATE: 5/2/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director S. JAMES BISHKIN	For	For	Management
1.2	Elect Director FRED REICHHELD	For	For	Management
1.3	Elect Director MARK P. MELLIN	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management
3	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE AMENDED AND RESTATED 2007 LONG TERM INCENTIVE PLAN.	For	For	Management

COMPANY: RIVERBED TECHNOLOGY, INC.
TICKER: RVBD
CUSIP: 768573107
MEETING
DATE: 5/30/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MICHAEL BOUSTRIDGE	For	For	Management
1.2	Elect Director JERRY M. KENNELLY	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF RIVERBED TECHNOLOGY, INC. FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management
3	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	For	For	Management

COMPANY: SALESFORCE.COM, INC.
TICKER: CRM
CUSIP: 79466L302
MEETING
DATE: 6/7/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
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1.1	Elect Director CRAIG RAMSEY	For	For	Management
1.2	Elect Director SANFORD ROBERTSON	For	For	Management
1.3	Elect Director MAYNARD WEBB	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2013.	For	For	Management
3	TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management
4	TO CONSIDER ONE STOCKHOLDER PROPOSAL ENTITLED "PROPOSAL TO REPEAL CLASSIFIED BOARD" IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Against	Against	Shareholder

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COMPANY: SINA CORPORATION
TICKER: SINA
CUSIP: G81477104
MEETING
DATE: 11/4/11

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director PEHONG CHEN	For	For	Management
1.2	Elect Director LIP-BU TAN	For	For	Management
2	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS LIMITED COMPANY AS THE INDEPENDENT AUDITORS OF THE COMPANY.	For	For	Management

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COMPANY: SOLARWINDS, INC.
TICKER: SWI
CUSIP: 83416B109
MEETING
DATE: 5/17/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director ELLEN F. SIMINOFF	For	For	Management
1.2	Elect Director LLOYD G. WATERHOUSE	For	For	Management
2	RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	For	For	Management
3	APPROVE, BY NON-BINDING BASIS, THE COMPANY'S OVERALL EXECUTIVE COMPENSATION PROGRAM, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE COMPENSATION TABLES AND THE RELATED NARRATIVES AND			

	OTHER MATERIALS IN THE PROXY STATEMENT.	For	For	Management
4	APPROVAL OF A STOCKHOLDER PROPOSAL TO REQUEST BOARD TO INITIATE AN APPROPRIATE PROCESS TO AMEND THE COMPANY'S CERTIFICATE OF INCORPORATION AND/OR BYLAWS TO PROVIDE THAT DIRECTOR NOMINEES SHALL BE ELECTED BY AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT AN ANNUAL MEETING OF STOCKHOLDERS, WITH A PLURALITY VOTE STANDARD RETAINED FOR CONTESTED DIRECTOR ELECTIONS.		Against	Against Shareholder

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COMPANY: STARBUCKS CORPORATION
TICKER: SBUX
CUSIP: 855244109
MEETING
DATE: 3/21/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director HOWARD SCHULTZ	For	For	Management
1.2	Elect Director WILLIAM W. BRADLEY	For	For	Management
1.3	Elect Director MELLODY HOBSON	For	For	Management
1.4	Elect Director KEVIN R. JOHNSON	For	For	Management
1.5	Elect Director OLDEN LEE	For	For	Management
1.6	Elect Director JOSHUA COOPER RAMO	For	For	Management
1.7	Elect Director JAMES G. SHENNAN, JR.	For	For	Management
1.8	Elect Director CLARA SHIH	For	For	Management
1.9	Elect Director JAVIER G. TERUEL	For	For	Management
1.10	Elect Director MYRON E. ULLMAN, III	For	For	Management
1.11	Elect Director CRAIG E. WEATHERUP	For	For	Management
2	APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	For	For	Management
3	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE EXECUTIVE MANAGEMENT BONUS PLAN.	For	For	Management
4	SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING SEPTEMBER 30, 2012.	For	For	Management
5	SHAREHOLDER PROPOSAL REGARDING BOARD COMMITTEE ON SUSTAINABILITY.	Against	Against	Shareholder

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COMPANY: TIBCO SOFTWARE INC.
TICKER: TIBX
CUSIP: 88632Q103
MEETING
DATE: 4/26/12

Mgmt Vote

#	Proposal	Rec	Cast	Sponsor
1.1	Elect Director VIVEK Y. RANADIVE	For	For	Management
1.2	Elect Director NANCI E. CALDWELL	For	For	Management
1.3	Elect Director ERIC C.W. DUNN	For	For	Management
1.4	Elect Director NARENDRA K. GUPTA	For	For	Management
1.5	Elect Director PETER J. JOB	For	For	Management
1.6	Elect Director PHILIP K. WOOD	For	For	Management
2	APPROVAL OF THE AMENDMENT AND RESTATEMENT TO TIBCO SOFTWARE INC.'S 2008 EQUITY INCENTIVE PLAN.	For	For	Management
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	For	For	Management
4	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS TIBCO SOFTWARE INC.'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING NOVEMBER 30, 2012.	For	For	Management

COMPANY: TRACTOR SUPPLY COMPANY
TICKER: TSCO
CUSIP: 892356106
MEETING
DATE: 5/3/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JAMES F. WRIGHT	For	For	Management
1.2	Elect Director JOHNSTON C. ADAMS	For	For	Management
1.3	Elect Director PETER D. BEWLEY	For	For	Management
1.4	Elect Director JACK C. BINGLEMAN	For	For	Management
1.5	Elect Director RICHARD W. FROST	For	For	Management
1.6	Elect Director CYNTHIA T. JAMISON	For	For	Management
1.7	Elect Director GEORGE MACKENZIE	For	For	Management
1.8	Elect Director EDNA K. MORRIS	For	For	Management
2	TO RATIFY THE REAPPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 29, 2012.	For	For	Management
3	SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	For	For	Management

COMPANY: ULTA SALON, COSMETICS & FRAGRANCE, INC.
TICKER: ULTA
CUSIP: 90384S303
MEETING
DATE: 5/31/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
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1.1	Elect Director	ROBERT F. DIROMUALDO	For	For	Management
1.2	Elect Director	CATHERINE A. HALLIGAN	For	For	Management
1.3	Elect Director	LORNA E. NAGLER	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, FOR THE FISCAL YEAR 2012, ENDING FEBRUARY 2, 2013.		For	For	Management
3	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.		For	For	Management

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COMPANY: UNDER ARMOUR, INC.
TICKER: UA
CUSIP: 904311107
MEETING
DATE: 5/1/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director KEVIN A. PLANK	For	For	Management
1.2	Elect Director BYRON K. ADAMS, JR.	For	For	Management
1.3	Elect Director DOUGLAS E. COLTHARP	For	For	Management
1.4	Elect Director ANTHONY W. DEERING	For	For	Management
1.5	Elect Director A.B. KROGARD	For	For	Management
1.6	Elect Director WILLIAM R. MCDERMOTT	For	For	Management
1.7	Elect Director HARVEY L. SANDERS	For	For	Management
1.8	Elect Director THOMAS J. SIPPEL	For	For	Management
2	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE "EXECUTIVE COMPENSATION" SECTION OF THE PROXY STATEMENT, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS AND TABLES.	For	For	Management
3	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED 2005 OMNIBUS LONG-TERM INCENTIVE PLAN RELATED TO PERFORMANCE BASED EQUITY AWARDS.	For	For	Management
4	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	For	For	Management

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COMPANY: VMWARE, INC.
TICKER: VMW
CUSIP: 928563402
MEETING
DATE: 5/31/12

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
2	TO APPROVE, ON AN ADVISORY BASIS, THE			

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.

The Berkshire Funds

/s/ Malcolm R. Fobes III

Malcolm R. Fobes III
President

August 27, 2012
