

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 29, 2013

=====

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, 2012 - June 30, 2013

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

=====
COMPANY: ALEXION PHARMACEUTICALS INC.
TICKER: ALXN
CUSIP: 015351109
MEETING
DATE: 5/6/13

| # | 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 | APPROVAL OF A NON-BINDING ADVISORY VOTE OF THE 2012 COMPENSATION PAID TO ALEXION'S NAMED EXECUTIVE OFFICERS. | For | For | Management |
| 3 | APPROVAL OF THE AMENDED AND RESTATED 2004 INCENTIVE PLAN, AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT, INCLUDING TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE BY | | | |

| | | | | |
|---|--|-----|-----|------------|
| | 12 MILLION SHARES (SUBJECT TO ADJUSTMENT IN THE EVENT OF STOCK SPLITS AND OTHER SIMILAR EVENTS). | For | For | Management |
| 4 | RATIFICATION OF APPOINTMENT BY THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS ALEXION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | For | For | Management |

=====
COMPANY: AMAZON.COM INC.
TICKER: AMZN
CUSIP: 023135106
MEETING
DATE: 5/23/13

| # | Proposal | Mgmt Rec | Vote 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 ALAIN MONIE | For | For | Management |
| 1.7 | Elect Director JONATHAN J. RUBINSTEIN | For | For | Management |
| 1.8 | Elect Director THOMAS O. RYDER | For | For | Management |
| 1.9 | Elect Director PATRICIA Q. STONESIFER | For | For | Management |
| 2 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS. | For | For | Management |
| 3 | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS. | Against | Against | Shareholder |

=====
COMPANY: AOL INC.
TICKER: AOL
CUSIP: 00184X105
MEETING
DATE: 5/3/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|-------------|--------------|------------|
| 1.1 | Elect Director TIMOTHY ARMSTRONG | For | For | Management |
| 1.2 | Elect Director RICHARD DALZELL | For | For | Management |
| 1.3 | Elect Director ALBERTO IBARGUEN | For | For | Management |
| 1.4 | Elect Director HUGH JOHNSTON | For | For | Management |
| 1.5 | Elect Director DAWN LEPORE | For | For | Management |
| 1.6 | Elect Director PATRICIA MITCHELL | For | For | Management |
| 1.7 | Elect Director FREDRIC REYNOLDS | For | For | Management |
| 1.8 | Elect Director JAMES STENGEL | For | For | Management |
| 2 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | | | |

| | | | | |
|---|---------------------------------------|-----|-----|------------|
| | FOR 2013. | For | For | Management |
| 3 | APPROVAL, ON AN ADVISORY BASIS, OF | | | |
| | THE COMPANY'S EXECUTIVE COMPENSATION. | For | For | Management |
| 4 | APPROVAL OF THE COMPANY'S TAX ASSET | | | |
| | PROTECTION PLAN. | For | For | Management |

=====

COMPANY: APPLE INC.
TICKER: AAPL
CUSIP: 037833100
MEETING
DATE: 2/27/13

| # | 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 | AMENDMENT OF APPLE'S RESTATED ARTICLES OF INCORPORATION TO (I) ELIMINATE CERTAIN LANGUAGE RELATING TO TERM OF OFFICE OF DIRECTORS IN ORDER TO FACILITATE THE ADOPTION OF MAJORITY VOTING FOR ELECTION OF DIRECTORS, (II) ELIMINATE "BLANK CHECK" PREFERRED STOCK, (III) ESTABLISH A PAR VALUE FOR COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE AND(IV) MAKE OTHER CHANGES. | For | For | Management |
| 3 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | For | For | Management |
| 4 | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | For | For | Management |
| 5 | A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK." | Against | Against | Shareholder |
| 6 | A SHAREHOLDER PROPOSAL ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS." | Against | Against | Shareholder |

=====

COMPANY: CABELA'S INC.
TICKER: CAB
CUSIP: 126804301
MEETING
DATE: 6/5/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|---|----------|-------------|--------------|---------|
|---|----------|-------------|--------------|---------|

| | | | | | | |
|-----|--|----------|-----------------------|-----|-----|------------|
| 1.1 | Elect | Director | THEODORE M. ARMSTRONG | For | For | Management |
| 1.2 | Elect | Director | JAMES W. CABELA | For | For | Management |
| 1.3 | Elect | Director | JOHN H. EDMONDSON | For | For | Management |
| 1.4 | Elect | Director | JOHN GOTTSCHALK | For | For | Management |
| 1.5 | Elect | Director | DENNIS HIGHBY | For | For | Management |
| 1.6 | Elect | Director | REUBEN MARK | For | For | Management |
| 1.7 | Elect | Director | MICHAEL R. MCCARTHY | For | For | Management |
| 1.8 | Elect | Director | THOMAS L. MILLNER | For | For | Management |
| 1.9 | Elect | Director | BETH M. PRITCHARD | For | For | Management |
| 2 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | | | For | For | Management |
| 3 | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | | | For | For | Management |
| 4 | APPROVAL OF THE COMPANY'S 2013 STOCK PLAN. | | | For | For | Management |
| 5 | APPROVAL OF THE COMPANY'S 2013 EMPLOYEE STOCK PURCHASE PLAN. | | | For | For | Management |
| 6 | APPROVAL OF THE COMPANY'S 2013 PERFORMANCE BONUS PLAN. | | | For | For | Management |

COMPANY: EBAY INC.
 TICKER: EBAY
 CUSIP: 278642103
 MEETING
 DATE: 4/18/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|----------|-----------|-------------|
| 1.1 | Elect Director DAVID M. MOFFETT | For | For | Management |
| 1.2 | Elect Director RICHARD T. SCHLOSBERG III | For | For | Management |
| 1.3 | Elect Director THOMAS J. TIERNEY | For | For | Management |
| 2 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | For | For | Management |
| 3 | STOCKHOLDER PROPOSAL REGARDING CORPORATE LOBBYING DISCLOSURE. | Against | Against | Shareholder |
| 4 | STOCKHOLDER PROPOSAL REGARDING PRIVACY AND DATA SECURITY. | Against | Against | Shareholder |
| 5 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2013. | For | For | Management |

COMPANY: F5 NETWORKS INC.
 TICKER: FFIV
 CUSIP: 315616102
 MEETING
 DATE: 3/13/13

Mgmt Vote

| # | Proposal | Rec | Cast | Sponsor |
|-----|---|-----|------|------------|
| 1.1 | ELECTION OF CLASS I DIRECTOR: MICHAEL DREYER | For | For | Management |
| 1.2 | ELECTION OF CLASS I DIRECTOR: SANDRA BERGERON | For | For | Management |
| 1.3 | ELECTION OF CLASS I DIRECTOR: DEBORAH L. BEVIER | For | For | Management |
| 1.4 | ELECTION OF CLASS I DIRECTOR: ALAN J. HIGGINSON | For | For | Management |
| 1.5 | ELECTION OF CLASS I DIRECTOR: JOHN MCADAM | For | For | Management |
| 1.6 | ELECTION OF CLASS I DIRECTOR: STEPHEN SMITH | For | For | Management |
| 2 | RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013. | For | For | Management |
| 3 | ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | For | For | Management |
| 4 | ADOPT AND APPROVE AN AMENDMENT TO OUR SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR AN ANNUAL ELECTION OF DIRECTORS. | For | For | Management |

=====
COMPANY: FACEBOOK INC.
TICKER: FB
CUSIP: 30303M102
MEETING
DATE: 6/11/13
=====

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|-------------|--------------|------------|
| 1.1 | Elect Director MARC L. ANDREESSEN | For | For | Management |
| 1.2 | Elect Director ERSKINE B. BOWLES | For | For | Management |
| 1.3 | Elect Director S.D. DESMOND-HELLMANN | For | For | Management |
| 1.4 | Elect Director DONALD E. GRAHAM | For | For | Management |
| 1.5 | Elect Director REED HASTINGS | For | For | Management |
| 1.6 | Elect Director SHERYL K. SANDBERG | For | For | Management |
| 1.7 | Elect Director PETER A. THIEL | For | For | Management |
| 1.8 | Elect Director MARK ZUCKERBERG | For | For | Management |
| 2 | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF FACEBOOK, INC.'S NAMED EXECUTIVE OFFICERS. | For | For | Management |
| 3 | TO VOTE, ON A NON-BINDING ADVISORY BASIS, WHETHER A NON-BINDING ADVISORY VOTE ON THE COMPENSATION PROGRAM FOR FACEBOOK, INC.'S NAMED EXECUTIVE OFFICERS SHOULD BE HELD EVERY ONE, TWO OR THREE YEARS. | 3 Years | 3 Years | Management |
| 4 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT | | | |

REGISTERED PUBLIC ACCOUNTING FIRM FOR THE
FISCAL YEAR ENDING DECEMBER 31, 2013.

For For Management

COMPANY: GOOGLE INC.
TICKER: GOOG
CUSIP: 38259P508
MEETING
DATE: 6/6/13

| # | 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, 2013. | For | For | Management |
| 3 | A STOCKHOLDER PROPOSAL REGARDING A REPORT ON LEAD BATTERIES IN GOOGLE'S SUPPLY CHAIN, IF PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |
| 4 | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |
| 5 | A STOCKHOLDER PROPOSAL REGARDING EXECUTIVE STOCK RETENTION, IF PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |

COMPANY: LINKEDIN CORPORATION
TICKER: LNKD
CUSIP: 53578A108
MEETING
DATE: 6/13/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director A. GEORGE "SKIP" BATTLE | For | For | Management |
| 1.2 | Elect Director MICHAEL J. MORITZ | For | For | Management |
| 2 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF LINKEDIN CORPORATION | | | |

FOR THE FISCAL YEAR ENDING DECEMBER
31, 2013.

For For Management

COMPANY: MICHAEL KORS HOLDINGS LTD.
TICKER: KORS
CUSIP: G60754101
MEETING
DATE: 8/8/12

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|-------------|--------------|------------|
| 1.1 | Elect Director M. WILLIAM BENEDETTO | For | For | Management |
| 1.2 | Elect Director STEPHEN F. REITMAN | For | For | Management |
| 2 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 30, 2013. | For | For | Management |

COMPANY: NETFLIX INC.
TICKER: NFLX
CUSIP: 64110L106
MEETING
DATE: 6/7/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|-------------|--------------|-------------|
| 1.1 | Elect Director TIMOTHY M. HALEY | For | For | Management |
| 1.2 | Elect Director ANN MATHER | For | For | Management |
| 1.3 | Elect Director LESLIE KILGORE | 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, 2013. | 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, IF PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |
| 5 | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |
| 6 | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF | | | |

| | | | | |
|---|--|---------|---------|-------------|
| | PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |
| 7 | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS, IF PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |
| 8 | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE RIGHT, IF PROPERLY PRESENTED AT THE MEETING. | Against | Against | Shareholder |

=====

COMPANY: NETSUITE INC.
TICKER: N
CUSIP: 64118Q107
MEETING
DATE: 5/22/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director WILLIAM BEANE III | For | For | Management |
| 1.2 | Elect Director DEBORAH FARRINGTON | For | For | Management |
| 1.3 | Elect Director EDWARD ZANDER | For | For | Management |
| 2 | APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER PERFORMANCE-BASED CASH INCENTIVE PLAN SO THAT THE COMPANY MAY QUALIFY PERFORMANCE-BASED CASH INCENTIVES PAID AS "PERFORMANCE-BASED" COMPENSATION UNDER SECTION 162(M) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED. | For | For | Management |
| 3 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | For | For | Management |

=====

COMPANY: PRICELINE.COM INCORPORATED
TICKER: PCLN
CUSIP: 741503403
MEETING
DATE: 6/6/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|----------|-----------|------------|
| 1.1 | Elect Director TIM ARMSTRONG | For | For | Management |
| 1.2 | Elect Director HOWARD W. BARKER, JR. | For | For | Management |
| 1.3 | Elect Director JEFFERY H. BOYD | 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 THOMAS E. ROTHMAN | For | For | Management |

| | | | | |
|-----|---|---------|---------|-------------|
| 1.9 | 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, 2013. | For | For | Management |
| 3 | TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS. | For | For | Management |
| 4 | TO APPROVE AN AMENDMENT TO THE COMPANY'S 1999 OMNIBUS PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 2,400,000 SHARES AND CERTAIN OTHER AMENDMENTS TO THE PLAN. | For | For | Management |
| 5 | TO CONSIDER AND VOTE UPON A NON-BINDING STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY'S BOARD OF DIRECTORS ADOPT A POLICY LIMITING THE ACCELERATION OF VESTING OF EQUITY AWARDS GRANTED TO SENIOR EXECUTIVES IN THE EVENT OF A CHANGE IN CONTROL OF THE COMPANY. | Against | Against | Shareholder |

=====

COMPANY: RACKSPACE HOSTING INC.

TICKER: RAX
CUSIP: 750086100
MEETING
DATE: 5/2/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|--|-------------|--------------|------------|
| 1.1 | Elect Director A. LANHAM NAPIER | For | For | Management |
| 1.2 | Elect Director GEORGE J. STILL, JR. | For | For | Management |
| 1.3 | Elect Director MICHAEL SAM GILLILAND | 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, 2013. | For | For | Management |

=====

COMPANY: RALPH LAUREN CORP.

TICKER: RL
CUSIP: 751212101
MEETING
DATE: 8/9/12

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|-------------|--------------|------------|
| 1.1 | Elect Director FRANK A. BENNACK, JR. | For | For | Management |
| 1.2 | Elect Director JOEL L. FLEISHMAN | For | For | Management |
| 1.3 | Elect Director STEVEN P. MURPHY | For | For | Management |
| 2 | RATIFICATION OF APPOINTMENT OF ERNST | | | |

| | | | | |
|---|---|-----|-----|------------|
| | & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 30, 2013. | For | For | Management |
| 3 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AND OUR COMPENSATION PHILOSOPHY, POLICIES AND PRACTICES AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT. | For | For | Management |
| 4 | APPROVAL OF OUR AMENDED AND RESTATED EXECUTIVE OFFICER ANNUAL INCENTIVE PLAN. | For | For | Management |

=====

COMPANY: REGENERON PHARMACEUTICALS INC.
TICKER: REGN
CUSIP: 75886F107
MEETING
DATE: 6/14/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|-------------|--------------|------------|
| 1.1 | Elect Director MICHAEL S. BROWN, M.D. | For | For | Management |
| 1.2 | Elect Director LEONARD S. SCHLEIFER | For | For | Management |
| 1.3 | Elect Director ERIC M. SHOOTER, PH.D. | For | For | Management |
| 1.4 | Elect Director GEORGE D. YANCOPOULOS | For | For | Management |
| 2 | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | For | For | Management |

=====

COMPANY: SALESFORCE.COM INC.
TICKER: CRM
CUSIP: 79466L302
MEETING
DATE: 3/20/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|---|--|-------------|--------------|------------|
| 1 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM 405,000,000 TO 1,605,000,000. | For | For | Management |

=====

COMPANY: SALESFORCE.COM INC.
TICKER: CRM
CUSIP: 79466L302

MEETING

DATE: 5/6/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director STRATTON SCLAVOS | For | For | Management |
| 1.2 | Elect Director LAWRENCE TOMLINSON | For | For | Management |
| 1.3 | Elect Director SHIRLEY YOUNG | For | For | Management |
| 2 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO ELIMINATE THE CLASSIFIED STRUCTURE OF THE BOARD OF DIRECTORS. | For | For | Management |
| 3 | APPROVAL OF THE COMPANY'S 2013 EQUITY INCENTIVE PLAN. | For | For | Management |
| 4 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2014. | For | For | Management |
| 5 | ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS. | For | For | Management |

COMPANY: SOLARWINDS INC.

TICKER: SWI

CUSIP: 83416B109

MEETING

DATE: 5/9/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|---|----------|-----------|------------|
| 1.1 | Elect Director J. BENJAMIN NYE | For | For | Management |
| 1.2 | Elect Director KEVIN B. THOMPSON | 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, 2013. | For | For | Management |
| 3 | APPROVE, ON A 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 | PROVIDE FOR THE ADJOURNMENT OR POSTPONEMENT OF THE ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE | | | |

INSUFFICIENT SHARES PRESENT OR
VOTING AFFIRMATIVELY AT THE TIME
OF THE ANNUAL MEETING EITHER (1)
TO ESTABLISH A QUORUM; OR (2) IF A
QUORUM IS PRESENT, TO APPROVE
PROPOSALS ONE THROUGH THREE.

For For Management

COMPANY: STARBUCKS CORPORATION
TICKER: SBUX
CUSIP: 855244109
MEETING
DATE: 3/20/13

| # | 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 ROBERT M. GATES | For | For | Management |
| 1.4 | Elect Director MELLODY HOBSON | For | For | Management |
| 1.5 | Elect Director KEVIN R. JOHNSON | For | For | Management |
| 1.6 | Elect Director OLDEN LEE | For | For | Management |
| 1.7 | Elect Director JOSHUA COOPER RAMO | For | For | Management |
| 1.8 | Elect Director JAMES G. SHENNAN, JR. | For | For | Management |
| 1.9 | Elect Director CLARA SHIH | For | For | Management |
| 1.10 | Elect Director JAVIER G. TERUEL | For | For | Management |
| 1.11 | Elect Director MYRON E. ULLMAN, III | For | For | Management |
| 1.12 | Elect Director CRAIG E. WEATHERUP | For | For | Management |
| 2 | APPROVAL OF AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | For | For | Management |
| 3 | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE 2005 LONG- TERM EQUITY INCENTIVE PLAN, INCLUDING AN INCREASE IN THE NUMBER OF AUTHORIZED SHARES UNDER THE PLAN. | For | For | Management |
| 4 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 29, 2013. | For | For | Management |
| 5 | SHAREHOLDER PROPOSAL TO PROHIBIT POLITICAL SPENDING. | Against | Against | Shareholder |

COMPANY: THE HAIN CELESTIAL GROUP INC.
TICKER: HAIN
CUSIP: 405217100
MEETING
DATE: 11/15/12

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|-------------|--------------|------------|
| 1.1 | Elect Director IRWIN D. SIMON | For | For | Management |

| | | | | | | |
|------|---|----------|--------------------|-----|-----|------------|
| 1.2 | Elect | Director | RICHARD C. BERKE | For | For | Management |
| 1.3 | Elect | Director | JACK FUTTERMAN | For | For | Management |
| 1.4 | Elect | Director | MARINA HAHN | For | For | Management |
| 1.5 | Elect | Director | ANDREW R. HEYER | For | For | Management |
| 1.6 | Elect | Director | BRETT ICAHN | For | For | Management |
| 1.7 | Elect | Director | ROGER MELTZER | For | For | Management |
| 1.8 | Elect | Director | SCOTT M. O'NEIL | For | For | Management |
| 1.9 | Elect | Director | DAVID SCHECHTER | For | For | Management |
| 1.10 | Elect | Director | LAWRENCE S. ZILAVY | For | For | Management |
| 2 | TO VOTE, ON AN ADVISORY BASIS, FOR THE COMPENSATION AWARDED TO THE NAMED EXECUTIVE OFFICERS FOR THE FISCAL YEAR ENDED JUNE 30, 2012, AS SET FORTH IN THE PROXY STATEMENT. | | | For | For | Management |
| 3 | TO APPROVE THE AMENDMENT OF THE AMENDED AND RESTATED 2002 LONG TERM INCENTIVE AND STOCK AWARD PLAN. | | | For | For | Management |
| 4 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP TO ACT AS REGISTERED INDEPENDENT ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING JUNE 30, 2013. | | | For | For | Management |

=====
COMPANY: TRACTOR SUPPLY COMPANY
TICKER: TSCO
CUSIP: 892356106
MEETING
DATE: 5/2/13

| # | 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 |
| 1.9 | Elect Director GREGORY A. SANDFORT | 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 28, 2013. | For | For | Management |
| 3 | SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | For | For | Management |

=====
COMPANY: UNDER ARMOUR INC.
TICKER: UA
CUSIP: 904311107
MEETING

DATE: 4/30/13

| # | 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. KRONGARD | For | For | Management |
| 1.6 | Elect Director WILLIAM R. MCDERMOTT | For | For | Management |
| 1.7 | Elect Director ERIC T. OLSON | For | For | Management |
| 1.8 | Elect Director BRENDA PIPER | For | For | Management |
| 1.9 | Elect Director HARVEY L. SANDERS | For | For | Management |
| 1.10 | 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 OUR EXECUTIVE INCENTIVE COMPENSATION PLAN. | For | For | Management |
| 4 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | For | For | Management |

COMPANY: VMWARE INC.
TICKER: VMW
CUSIP: 928563402
MEETING
DATE: 5/29/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|---|--|-------------|--------------|------------|
| 2 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF VMWARE NAMED EXECUTIVE OFFICERS AS DESCRIBED IN VMWARE'S PROXY STATEMENT. | For | For | Management |
| 3 | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF VMWARE'S BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS VMWARE'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | For | For | Management |
| 4 | TO APPROVE THE AMENDED AND RESTATED 2007 EQUITY AND INCENTIVE PLAN. | For | For | Management |
| 5 | TO APPROVE AN AMENDMENT TO THE 2007 EMPLOYEE STOCK PURCHASE PLAN. | For | For | Management |

COMPANY: WHOLE FOODS MARKET INC.
TICKER: WFM
CUSIP: 966837106
MEETING
DATE: 3/15/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|------|--|----------|-----------|-------------|
| 1.1 | Elect Director D R. JOHN ELSTROTT | For | For | Management |
| 1.2 | Elect Director GABRIELLE GREENE | For | For | Management |
| 1.3 | Elect Director SHAHID (HASS) HASSAN | For | For | Management |
| 1.4 | Elect Director STEPHANIE KUGELMAN | For | For | Management |
| 1.5 | Elect Director JOHN MACKEY | For | For | Management |
| 1.6 | Elect Director WALTER ROBB | For | For | Management |
| 1.7 | Elect Director JONATHAN SEIFFER | For | For | Management |
| 1.8 | Elect Director MORRIS (MO) SIEGEL | For | For | Management |
| 1.9 | Elect Director JONATHAN SOKOLOFF | For | For | Management |
| 1.10 | Elect Director DR. RALPH SORENSON | For | For | Management |
| 1.11 | Elect Director W. (KIP) TINDELL, III | For | For | Management |
| 2 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE COMPANY FOR THE FISCAL YEAR ENDING SEPTEMBER 29, 2013. | For | For | Management |
| 3 | TO CONDUCT AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS. | For | For | Management |
| 4 | TO RATIFY THE AMENDMENT OF THE COMPANY'S 2009 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE PURSUANT TO SUCH PLAN BY AN ADDITIONAL 14.5 MILLION SHARES AND INCREASE THE NUMBER OF SHARES BY WHICH THE PLAN POOL IS REDUCED FOR EACH FULL VALUE AWARD FROM 2 TO 2.25. | For | For | Management |
| 5 | SHAREHOLDER PROPOSAL REGARDING EXTENDED PRODUCER RESPONSIBILITY FOR POST-CONSUMER PRODUCT PACKAGING. | Against | Against | Shareholder |
| 6 | SHAREHOLDER PROPOSAL TO REQUIRE THE COMPANY TO HAVE, WHENEVER POSSIBLE, AN INDEPENDENT CHAIRMAN OF THE BOARD WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF THE COMPANY. | Against | Against | Shareholder |

COMPANY: WORKDAY INC.
TICKER: WDAY
CUSIP: 98138H101
MEETING
DATE: 5/23/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|-----|--|-------------|--------------|------------|
| 1.1 | Elect Director A. GEORGE (SKIP) BATTLE | For | For | Management |
| 1.2 | Elect Director MICHAEL M. MCNAMARA | For | For | Management |
| 2 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS WORKDAY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2014. | For | For | Management |
| 3 | REAPPROVAL OF THE INTERNAL REVENUE CODE SECTION 162(M) LIMITS OF OUR 2012 EQUITY INCENTIVE PLAN. | For | For | Management |

COMPANY: YAHOO! INC.
TICKER: YHOO
CUSIP: 984332106
MEETING
DATE: 6/25/13

| # | Proposal | Mgmt Rec | Vote Cast | Sponsor |
|------|---|-------------|--------------|-------------|
| 1.1 | Elect Director JOHN D. HAYES | For | For | Management |
| 1.2 | Elect Director SUSAN M. JAMES | For | For | Management |
| 1.3 | Elect Director MAX R. LEVCHIN | For | For | Management |
| 1.4 | Elect Director PETER LIGUORI | For | For | Management |
| 1.5 | Elect Director DANIEL S. LOEB | For | For | Management |
| 1.6 | Elect Director MARISSA A. MAYER | For | For | Management |
| 1.7 | Elect Director THOMAS J. MCINERNEY | For | For | Management |
| 1.8 | Elect Director MAYNARD G. WEBB, JR. | For | For | Management |
| 1.9 | Elect Director HARRY J. WILSON | For | For | Management |
| 1.10 | Elect Director MICHAEL J. WOLF | For | For | Management |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPANY'S EXECUTIVE COMPENSATION. | For | For | Management |
| 3 | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | For | For | Management |
| 4 | SHAREHOLDER PROPOSAL REGARDING SOCIAL RESPONSIBILITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Against | Against | Shareholder |
| 5 | SHAREHOLDER PROPOSAL REGARDING POLITICAL DISCLOSURE AND ACCOUNTABILITY, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Against | Against | Shareholder |

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 29, 2013
