

A. H. Belo CORP
Form SC 13G/A
February 14, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

AH BELO CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

001282102

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- | | |
|-------------------------------------|-----------------|
| <input checked="" type="checkbox"/> | Rule 13d – 1(b) |
| <input type="checkbox"/> | Rule 13d – 1(c) |
| <input type="checkbox"/> | Rule 13d – 1(d) |

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No 001282102

13G

1	NAMES OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	I.R.S.
	Bank of America Corporation	56-0906609
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	NUMBER OF 5 SOLE VOTING POWER SHARES 6 SHARED VOTING POWER	969,014
	BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED BY	970,142
	EACH REPORTING 8 SHARED DISPOSITIVE PERSON WITH POWER	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	970,142
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.2%
12	TYPE OF REPORTING PERSON (See Instructions)	HC

CUSIP No 001282102

13G

1 NAMES OF REPORTING PERSONS I.R.S.
 IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Bank of America, NA 94-1687665

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF 5 SOLE VOTING POWER 5,500

SHARES 6 SHARED VOTING POWER 30,289

BENEFICIALLY 7 SOLE DISPOSITIVE POWER 5,100

OWNED BY 31,009

EACH REPORTING 8 SHARED DISPOSITIVE
 PERSON WITH POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,109

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) []

12 TYPE OF REPORTING PERSON (See Instructions) 0.2%

BK

CUSIP No 001282102

13G

- | | | |
|----------------|---|--|
| 1 | NAMES OF REPORTING PERSONS
IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): | I.R.S. |
| | Merrill Lynch, Pierce, Fenner & Smith, Inc. | 13-5674085 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | (a) <input type="checkbox"/>
(b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | NUMBER OF 5 SOLE VOTING POWER | 933,225 |
| | SHARES 6 SHARED VOTING POWER | |
| | BENEFICIALLY 7 SOLE DISPOSITIVE POWER | 934,033 |
| | OWNED BY | |
| EACH REPORTING | 8 SHARED DISPOSITIVE | |
| PERSON WITH | POWER | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 934,033 |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | [] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 5.0% |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | BD, IA |

Item 1(a). Name of Issuer:

AH BELO CORPORATION

Item 1(b). Address of Issuer's Principal Executive Offices:

400 S. RECORD STREET
DALLAS, TX 75202

Item 2(a). Name of Person Filing:

Bank of America Corporation
Bank of America, NA
Merrill Lynch, Pierce, Fenner & Smith, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

Item 2(c). Citizenship:

Bank of America Corporation Delaware
Bank of America, NA United States
Merrill Lynch, Pierce, Fenner & Delaware
Smith, Inc.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

001282102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c),
Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. []

Item 4. Ownership:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership or More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

Bank of America Corporation
Bank of America, N.A.

By: /s/ Michael Didovic

Michael Didovic
Director

Merrill Lynch, Pierce, Fenner & Smith, Inc.

By: /s/ Lawrence Emerson

Lawrence Emerson
Attorney-In-Fact

Exhibit 99.1

EXHIBIT 99.1 - JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: February 14, 2011

Bank of America Corporation
Bank of America, N.A.

By: /s/ Michael Didovic

Michael Didovic
Director

Merrill Lynch, Pierce, Fenner & Smith, Inc.

By: /s/ Lawrence Emerson

Lawrence Emerson
Attorney-In-Fact

*

Ronald L. Olson

Class A 263⁽⁹⁾ *

Class B 300 * * *

Walter Scott, Jr.

Class A 100⁽¹⁰⁾ *

Class B * * *

Directors and executive officers as a group

Class A 414,371 37.2

Class B 3,691,810 28.7 36.7 34.8

* less than 0.1%.

(1) *Beneficial owners exercise both sole voting and sole investment power unless otherwise stated. Each share of Class A Stock is convertible into thirty shares of Class B Stock at the option of the shareholder. As a result, pursuant to Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, a shareholder is deemed to have beneficial ownership of the shares of Class B Stock which such shareholder may acquire upon conversion of the Class A Stock. In order to avoid overstatement, the amount of*

Class B Stock beneficially owned does not take into account such shares of Class B Stock which may be acquired upon conversion (an amount which is equal to 30 times the number of shares of Class A Stock held by a shareholder). The percentage of outstanding Class B Stock is based on the total number of shares of Class B Stock outstanding as of March 6, 2007 and does not take into account shares of Class B Stock which may be issued upon conversion of Class A Stock.

- (2) *Includes 350,000 Class A shares and 3,139,820 Class B shares owned directly and beneficially by Warren E. Buffett, and 23,322 Class A shares and 177 Class B shares owned by the estate of Susan T. Buffett of which Mr. Buffett is the executor but with respect to which Mr. Buffett disclaims any*

*beneficial
interest.*

- (3) *Mr. Buffett has entered into a voting agreement with Berkshire providing that, should the combined voting power of Berkshire shares as to which Mr. Buffett has or shares voting and investment power exceed 49.9% of Berkshire's total voting power, he will vote those shares in excess of that percentage proportionately with votes of the other Berkshire shareholders.*
- (4) *Includes 1,396 Class A shares and 11,448 Class B shares held by a private foundation and for which Mr. Buffett possesses voting and investment power but with respect to which Mr. Buffett disclaims any beneficial interest.*
- (5) *Includes 686 Class A shares and 28 Class B shares held by various trusts*

and partnerships of which Mr. Chace is a trustee or a limited partner and possesses shared voting and investment power. Does not include 54 Class A shares owned by Mr. Chace's wife.

(6) *Includes 4,050 shares held by a single-member limited liability company of which Mr. Gates is the sole member and 500,000 Class B shares owned by the Bill & Melinda Gates Foundation Trust of which Mr. Gates and his wife are co-trustees but with respect to which Mr. and Mrs. Gates disclaim any beneficial interest.*

(7) *Includes 10,683 Class A shares and 38,703 Class B shares as to which Mr. Gottesman or his wife has shared voting power and 9,980 Class A shares and 39,064 Class B shares as to which*

*Mr. Gottesman
or his wife has
shared
investment
power.*

*Mr. Gottesman
has a pecuniary
interest in 10,022
Class A shares
included herein.*

(8) *Does not include
8 Class A shares
owned by
Mr. Keough's
wife.*

(9) *Includes 158
Class A shares
held by three
trusts for which
Mr. Olson is sole
trustee but with
respect to which
Mr. Olson
disclaims any
beneficial
interest.*

(10) *Does not include
10 Class A
shares owned by
Mr. Scott's wife.*

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Corporation's officers and directors, and persons who own more than ten percent of a registered class of the Corporation's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission and the New York Stock Exchange. Officers, directors and greater than ten-percent shareholders are required by SEC regulation to furnish the Corporation with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, and written representations from certain reporting persons that no Section 16(a) forms were required for those persons, the Corporation believes that during 2006 all filing requirements applicable to its officers, directors, and greater than ten-percent shareholders were complied with.

2. SHAREHOLDER PROPOSAL

Judith Porter, 161 Whitemarsh Road, Ardmore, PA 19003, owns 10 shares of Class B Common Stock and has given notice that a representative of hers intends to present for action at the meeting the following proposal.

Resolved that Berkshire Hathaway Inc. shall not invest in the securities of any foreign corporation or subsidiary thereof that engages in activities that would be prohibited for U.S corporations by Executive order of the President of the United States.

Discussion: On November 3, 1997 President William J. Clinton issued Executive Order 13067 which imposed a trade embargo prohibiting American businesses from operating in the Sudan. This action was taken after finding that the policies and actions of the Government of Sudan, including continued support for international terrorism, ongoing efforts to destabilize neighboring governments, and the prevalence of human rights violations, including slavery and the denial of religious freedom, constituted an unusual and extraordinary threat to the national security and foreign policy of the United States.

On March 29, 2005, the United Nations Security Council issued Resolution 1591 and most recently Resolution 1672 on April 25, 2006, condemning the continued violations of human rights and international humanitarian law in Sudan's Darfur region and, in particular, the continuation of violence against civilians and sexual violence against women and girls.

In response to the Resolutions, on April 27, 2006, President George W. Bush issued a new Executive Order expanding Executive Order No. 13067.

While it is true that American companies can not do business in the Sudan, Americans can invest in Asian and European companies that do business in the Sudan. For example, **PetroChina Ltd.**, is a subsidiary of **China National Petroleum Corporation (CNPC)**, the dominant international player in Sudan's oil sector.

The above resolution would prohibit Berkshire Hathaway Inc. from holding securities such as PetroChina Ltd. which is a subsidiary of a corporation whose economic activities have been declared by the President to constitute an unusual and extraordinary threat to the national security and foreign policy of the United States.

THE BOARD OF DIRECTORS FAVORS A VOTE AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The proposal objects to Berkshire's investment in PetroChina because of the atrocities that are occurring in Sudan. Berkshire agrees that conditions in that country are deplorable and sympathizes with the proposer's desire to remedy them. We believe, however, that she is wrong in both her analysis of PetroChina's connection to these conditions and her belief that our divesting our PetroChina holdings would in any way have a beneficial effect on Sudanese behavior.

To begin with, we have seen no records, including the various materials we have received from pro-divestment groups, that indicate PetroChina has operations in Sudan. The controlling shareholder of PetroChina, CNPC, *does* do business in Sudan. CNPC is 100% owned by the Chinese government, and its activities may logically be attributed to the government of China itself. But the Chinese government's activities can neither be attributed to PetroChina nor the other major Chinese companies the government controls (also through 100%-owned entities), such as China Mobile, China Life and China Telecom. Subsidiaries have no ability to control the policies of their parent.

To understand that truth, simply look at Fannie Mae and Freddie Mac. Both are creations of the U.S. Government and indeed are commonly labeled Government Sponsored Enterprises (GSE). Five directors of each company are appointed by the President, and both are overseen by a special governmental entity, OFHEO.

Does the United States government shape and in certain matters control the activities of Fannie Mae and Freddie Mac? Unquestionably. Are Freddie Mac and Fannie Mae responsible for the activities of the U.S. government? Absolutely not.

Furthermore, if a shareholder such as Berkshire disagrees with the activities of an investee and we emphasize again that PetroChina, to our knowledge, has no operations in Sudan is divesting the proper course for Berkshire? We note that the proposer of this resolution who strongly disagrees with Berkshire's decision to hold shares of PetroChina has elected to retain her shares in Berkshire rather than to divest them. We agree with her decision not to divest. Neither do we believe that Berkshire should automatically divest shares of an investee because it disagrees with a specific activity of that investee.

Finally, in the proposition that China should withdraw its investment from Sudan, there is the be careful what you wish for problem. As we understand the matter, the Chinese government, through its 100% ownership of CNPC, owns a 40% interest in a Sudan venture whose primary assets consist of oil in the ground as well as fixed assets that transport and refine the oil. These are not assets that can be taken out of Sudan. In other words, China cannot take its share of the oil, the refinery or the pipeline and go home.

Rather, the only feasible divestment plan for CNPC would be to sell its 40% interest in the venture, almost certainly at a bargain price and almost certainly to the Sudanese government. After such a transaction, the Sudanese government would be *better* off financially, with its oil revenue substantially increased. Since oil is a fungible product, Sudanese output would be sold in world markets just as oil from Iraq was sold under Saddam Hussein, and just as oil is now sold by Iran. Proponents of the Chinese government's divesting should ask the most important question in economics, And then what?

We admire the motives of the proposer, but we do not agree with the logic of her proposal. For that reason we recommend you vote no.

3. OTHER MATTERS

As of the date of this statement your management knows of no business to be presented to the meeting that is not referred to in the accompanying notice other than the approval of the minutes of the last Annual Meeting of Shareholders, which action will not be construed as approval or disapproval of any of the matters referred to in such minutes. As to other business that may properly come before the meeting, it is intended that proxies properly executed and returned will be voted in respect thereof at the discretion of the person voting the proxies in accordance with his or her best judgment, including upon any shareholder proposal about which the Corporation did not receive timely notice.

Annual Report

The Annual Report to the Shareholders for 2006 accompanies this proxy statement, but is not deemed a part of the proxy soliciting material.

A copy of the 2006 Form 10-K report as required to be filed with the Securities and Exchange Commission, excluding exhibits, will be mailed to shareholders without charge upon written request to: Forrest N. Krutter, Secretary, Berkshire Hathaway Inc., 1440 Kiewit Plaza, Omaha, NE 68131. Such request must set forth a good-faith representation that the requesting party was either a holder of record or a beneficial owner of Class A or Class B Stock of the Corporation on March 6, 2007. Exhibits to the Form 10-K will be mailed upon similar request and payment of specified fees. The 2006 Form 10-K is also available through the Securities and Exchange Commission's World Wide Web site (www.sec.gov).

Proposals of Shareholders

Any shareholder proposal intended to be considered for inclusion in the proxy statement for presentation at the 2008 Annual Meeting must be received by the Corporation by November 20, 2007. The proposal must be in accordance with the provisions of Rule 14a-8 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934. It is suggested the proposal be submitted by certified mail return receipt requested. Shareholders who intend to present a proposal at the 2008 Annual Meeting without including such proposal in the Corporation's proxy statement must provide the Corporation notice of such proposal no later than February 1, 2008. The Corporation reserves the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

By order of the Board of Directors

FORREST N. KRUTTER, *Secretary*

Omaha, Nebraska
March 19, 2007

10

Berkshire Hathaway Inc.
Audit Committee
Audit and Non-Audit Services Pre-Approval Policy
As Adopted on May 5, 2003

I. Statement of Principles

Under the Sarbanes-Oxley Act of 2002, the Audit Committee of the Board of Directors is responsible for the appointment, compensation and oversight of the work of the independent auditor. As part of this responsibility, the Audit Committee is required to pre-approve the audit and non-audit services performed by the independent auditor in order to assure that they do not impair the auditor's independence from the Company.

As set forth in this Policy, unless a type of service has received general pre-approval, it will require specific pre-approval by the Audit Committee if it is to be provided by the independent auditor. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by the Audit Committee.

The appendix to this Policy describe the Audit, Audit-Related, Tax and All Other services that have the general pre-approval of the Audit Committee. The term of any general pre-approval is 12 months from the date of pre-approval, unless the Audit Committee considers a different period and states otherwise. The Audit Committee will annually review and pre-approve the services that may be provided by the independent auditor without obtaining specific pre-approval from the Audit Committee. The Audit Committee will revise the list of general pre-approved services from time to time, based on subsequent determinations.

The purpose of this Policy is to set forth the procedures by which the Audit Committee intends to fulfill its responsibilities. It does not delegate the Audit Committee's responsibilities to pre-approve services performed by the independent auditor to management.

The independent auditor has reviewed this Policy and believes that implementation of the policy will not adversely affect the auditor's independence.

II. Delegation

The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

III. Audit Services

The annual Audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other items.

In addition to the annual Audit services engagement approved by the Audit Committee, the Audit Committee may grant general pre-approval to other Audit services, which are those services that only the independent auditor reasonably can provide. The Audit Committee has pre-approved the Audit services in Appendix A. All other Audit services not listed in Appendix A must be specifically pre-approved by the Audit Committee.

IV. Audit-Related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements or that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of Audit-related services does not impair the independence of the auditor, and has pre-approved Audit-related services in Appendix A. All other Audit-related services not listed in Appendix A must be specifically pre-approved by the Audit Committee.

V. Tax Services

The Audit Committee believes that the independent auditor can provide Tax services to the Company such as tax compliance, tax planning and tax advice without impairing the auditor's independence. However, the Audit Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the purpose of which may be tax avoidance

and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Audit Committee has pre-approved the Tax services in Appendix A. All Tax services involving large and complex transactions not listed in Appendix A must be specifically pre-approved by the Audit Committee.

VI. All Other Services

All Other permissible services not listed in Appendix A must be specifically pre-approved by the Audit Committee. A list of the SEC's prohibited non-audit services is included in Appendix A. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

VII. Pre-Approval Fee Levels

Pre-approval fee levels for all services to be provided by the independent auditor will be established annually by the Audit Committee. Any proposed services exceeding these levels or amounts will require specific pre-approval by the Audit Committee.

VIII. Procedures

Requests or applications to provide services that require specific approval by the Audit Committee will be submitted to the Audit Committee by both the independent auditor and the Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

All requests or applications for services to be provided by the independent auditor that do not require specific approval by the Audit Committee will be submitted to the Chief Financial Officer and must include a detailed description of the services to be rendered. The Chief Financial Officer will determine whether such services are included within the list of services that have received the general pre-approval of the Audit Committee. The Audit Committee will be informed on a timely basis of any such services rendered by the independent auditor.

Pre-Approved Audit Services

Statutory audits or financial audits for subsidiaries or affiliates of the Company

Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to SEC comment letters

Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard setting bodies (Note: Under SEC rules, some consultations may be audit-related services rather than audit services)

Pre-Approved Audit-Related Services

Due diligence services pertaining to potential business acquisitions/dispositions

Financial statement audits of employee benefit plans

Agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters

Internal control reviews and assistance with internal control reporting requirements

Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard-setting bodies (Note: Under SEC rules, some consultations may be audit services rather than audit-related services)

Attest services not required by statute or regulation

Statutory, subsidiary or equity investee audits incremental to the audit of the consolidated financial statements

Pre-Approved Tax Services

U.S. federal, state and local tax planning and advice

U.S. federal, state and local tax compliance

International tax planning and advice

International tax compliance · Review of federal, state, local and international income, franchise, and other tax returns

Prohibited Non-Audit Services

Bookkeeping or other services related to the accounting records or financial statements

Financial information systems design and implementation

Appraisal or valuation services, fairness opinions or contribution-in-kind reports

Actuarial services

Internal audit outsourcing

Management functions

Human Resource functions

Broker or dealer, investment adviser or investment banking services

Legal services

Expert services

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BERKSHIRE HATHAWAY INC.
Annual Meeting of Shareholders to be held on May 5, 2007
This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Marc D. Hamburg and Walter Scott, Jr., or either of them, as proxies, with power of substitution to each proxy and substitute, to vote the Class A Common Stock (CLA) and Class B Common Stock (CLB) of the undersigned at the 2007 Annual Meeting of Shareholders of Berkshire Hathaway Inc. and at any adjournment thereof, as indicated on the reverse hereof on the proposal for Election of Directors and as said proxies may determine in the exercise of their best judgment on any other matters which may properly come before the meeting.

IF PROPERLY EXECUTED AND RETURNED, THIS PROXY WILL BE VOTED AS SPECIFIED OR, IF NOT SPECIFIED, WILL BE VOTED FOR ELECTING ALL NOMINEES.

**PLEASE SIGN ON REVERSE SIDE AND MAIL PROMPTLY
IN THE ENCLOSED ENVELOPE**

SEE REVERSE
SIDE

SEE REVERSE
SIDE

Please mark
X votes as in
this example.

The Board Recommends a Vote For Item 1.

1. Election of Directors

Nominees: Warren E. Buffett, Charles T. Munger, Howard G. Buffett, Susan L. Decker, William H. Gates III, David S. Gottesman, Charlotte Guyman, Donald R. Keough, Thomas S. Murphy, Ronald L. Olson and Walter Scott, Jr.

MARK HERE
FOR ADDRESS
CHANGE AND

NOTE AT LEFT

<input type="radio"/>	FOR ALL NOMINEES	<input type="radio"/>	WITHHELD FROM ALL NOMINEES
-----------------------	---------------------------------	-----------------------	---

Please sign exactly as your name appears. If acting as attorney, executor, trustee or in representative capacity, sign name and title.

For, except vote withheld from the above nominee(s).

Signature:

Date

Signature:

Date

The Board Recommends a Vote Against Item 2.

2. Shareholder Proposal:

To approve the shareholder proposal with respect to investments in certain foreign corporations.

<input type="radio"/>	FOR	<input type="radio"/>	AGAINST	<input type="radio"/>	ABSTAIN
-----------------------	-----	-----------------------	---------	-----------------------	---------