

Individual Retirement Account (IRA) Distribution Request Form

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This form is not intended for required minimum distributions, trustee to trustee transfers, recharacterizations or conversion requests. For trustee to trustee transfers, please complete the appropriate receiving custodian's trustee to trustee transfer form. This form is not intended to facilitate a beneficiary/inherited IRA transfer due to death. For revocations, refer to the Traditional and Roth Individual Retirement Account (IRA) Combined Disclosure Statement for instructions and information regarding your revocation rights. All required documentation must be received in good order before the distribution request can be honored. All legal documents must be certified and a Medallion Signature Guarantee may be required. Please see the Participant Authorization Section for an explanation of the Medallion Signature Guarantee.

All sections of the form must be completed in order for us to execute your request. We strongly suggest you contact your tax advisor prior to submitting this form. For assistance or questions, please contact **Shareholder Services** at (866) 202-2263.

I. Participant Information

Please Print:

Name (First, Middle, Last) Social Security # Date of Birth (mm/dd/yyyy)

Mailing Address City/State or Province Zip or Postal Code Country

Contact Phone Number Account #

Complete the following if you are a beneficiary requesting a full liquidation of the inherited proceeds.

Beneficiary Name (First, Middle, Last) Contact Phone Number

Mailing Address City/State or Province Zip or Postal Code Country

Social Security # Date of Birth (mm/dd/yyyy)

II. Type of Account

Traditional/Rollover IRA SEP IRA Roth IRA (Proceed to Section III - B or C)

III. Reason for Distribution

A. From a Traditional, Rollover, or SEP IRA

The distribution is being made for the following reason (check one):

- 1. Normal distribution - You are age 59½ or older
- 2. Early (premature) distribution - You are under age 59½ - including distributions due to medical expenses, health insurance premiums, higher education expenses, first time homebuyer expenses, or other reasons.
- 3. Substantially equal periodic payments within the meaning of section 72(t) of the Internal Revenue Code.
Complete Section V - B and review B part II
- 4. Death/Beneficiary liquidation - The **Date of Death of the Owner of the account MM/DD/YYYY is required** ___/___/____, contact **Shareholder Services** regarding additional document requirements.
- 5. Permanent disability - You certify that you are disabled with the meaning of section 72(m)(7) of the Internal Revenue Code.*
- 6. Transfer incident due to divorce or legal separation - Contact **Shareholder Services** regarding additional document requirements.
- 7. Removal of excess - You must complete **Section IV (Excess Contribution Election)** in its entirety.
- 8. Direct rollover to a Qualified Plan, 401(k), TSP or 403(b) - You are certifying that the receiving custodian will accept the IRA assets issued.
- 9. Qualified Reservist Distribution
- 10. Qualified Hurricane Distribution
- 11. Qualified Birth or Adoption Distribution as defined in Section 72(t)(2) of the Internal Revenue Code

* For purposes of section 72(m)(7), an individual shall be considered to be disabled if he/she is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or to be of long-continued and indefinite duration.

B. Qualified Distribution from a Roth IRA- This Roth IRA distribution satisfies the 5-year holding period requirement:

Yes (if "No" proceed to Section C)

The distribution is being made for the following reason (*check one*):

1. You are age 59½ or older
2. Death/Beneficiary liquidation - The Date of Death of the Owner of the account MM/DD/YYYY is required ___/___/____, contact Shareholder Services regarding additional document requirements.
3. Permanent disability - You certify that you are disabled within the meaning of section 72(m)(7) of the Internal Revenue Code*

Note: Distributions not meeting the 5-year required period and for all other reasons not listed above are considered non-qualified.

C. Non-Qualified Distribution from a Roth IRA- The distribution is being made for the following reason (*check one*):

1. Normal distribution - You are age 59½ or older
2. Early (*premature*) distribution - You are under age 59½ - including distributions due to medical expenses, health insurance premiums, higher education expenses, first time homebuyer expenses, or other reasons
3. Substantially equal periodic payments within the meaning of section 72(t) of the Internal Revenue Code.
Complete Section V - B and review B part II
4. Death/Beneficiary liquidation - The **Date of Death of the Owner of the account MM/DD/YYYY is required** ___/___/____, contact *Shareholder Services* regarding additional document requirements.
5. Permanent disability - You certify that you are disabled with the meaning of section 72(m)(7) of the Internal Revenue Code.*
6. Transfer incident due to divorce or legal separation - Contact **Shareholder Services** regarding additional document requirements.
7. Removal of excess - You must complete **Section IV (Excess Contribution Election)** in its entirety.
8. Qualified Reservist Distribution
9. Qualified Hurricane Distribution
10. Qualified Birth of Adoption Distribution as defined in section 72(t)(2) of the Internal Revenue Code

** For purposes of section 72(m)(7), an individual shall be considered to be disabled if he/she is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or to be of long-continued and indefinite duration.*

IV. Excess Contribution Election

Amount of excess: \$ _____ Tax year for which excess contribution was made: _____

Date deposited: _____

Earnings will be removed with the excess contribution if corrected before your federal income tax-filing deadline (including extensions), pursuant to Internal Revenue Code Section 408(d)(4) and Internal Revenue Service ("IRS") Publication 590. You may be subject to an IRS penalty of 6% for each year the excess remains in the account. In addition, the IRS may impose a 10% early distribution penalty on the earnings, if you are under age 59½. You will receive IRS Form 1099-R for the year in which the excess distribution takes place (not for the year in which the excess contribution was made). Consult IRS Publication 590 for more information pertaining to excess contributions. If you are subject to a federal penalty tax due to an excess contribution, you must file IRS Form 5329.

For the purpose of the excess contribution, we will calculate the net income attributable ("NIA") to the contribution using the method provided in the IRS Final Regulations for Earnings Calculation for Returned or Recharacterized Contributions. This method calculates the NIA based on the actual earnings and losses of the IRA during the time it held the excess contribution. Please note that a negative NIA is permitted and, if applicable, will be deducted from the amount of the excess contribution.

A. The excess is being corrected before your federal income tax-filing deadline (including extensions):

- Remove excess plus/minus net income attributable. Distribute according to my instructions in **Section VI (Mailing Instructions)**.
- Remove excess plus/minus net income attributable. Re-deposit as a **current year** contribution (not to exceed annual IRA contribution limit).

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B. The excess is being corrected after your federal income tax-filing deadline (including extensions). Earnings on the excess contribution will remain in the account.

Remove excess and distribute according to my instructions in Section VI of this application.

Remove excess and re-deposit as a **current year** contribution (not to exceed annual IRA contribution limit).

C. **Redesignating an excess contribution to a later tax year.** Please consult a tax advisor to review your specific situation and to determine your best course of action. If you should decide to carry over the excess contribution to a later year, DO NOT RETURN THIS FORM.

V. Distribution Amount

Complete sections A and B:

A. One Time Redemption (Choose one):

1. Liquidate Entire Account; or

2. Partial Distribution of \$ _____¹

OR

B. **Systematic Distribution:** Amount of each distribution \$ _____¹

Beginning Date MM/DD/YYYY ___/___/_____

If no beginning date is selected distributions will be scheduled for the 20th, if this form is received after the beginning date selected the first distribution will occur immediately upon receipt and future payments scheduled on the date selected.

Frequency: *If a frequency is not selected, your SWP will be distributed monthly.*

Monthly Quarterly

Semi-Annually Annually

B Part II - Substantially Equal Periodic Payments ("SEPP" under Section 72(t) of the Internal Revenue Code)

If you are requesting BNYM I S Trust recalculate the amount of your SEPP annually using an RMD method leave "Amount of each distribution" in B. Systematic Distributions blank and select the calculation method to use:

Calculate under the RMD method using

Uniform Lifetime Table

Single Life Table

Joint and Last Survivor Table*

*Beneficiary's Name (First,Middle,Last)

Date of Birth (mm/dd/yyyy)

I acknowledge I have consulted with a qualified tax professional and *IRS Publication 590-B*; Distributions from Individual Retirement Arrangements (IRAs). I understand I am solely responsible for determining the amount to distribute and for monitoring if a modification of the SEPP under Section 72(t) has occurred. Neither the custodian nor the plan sponsor will monitor the SEPP. I understand the custodian does not report SEPP distributions on IRS Form 1099-R as exempt from the early distribution penalty and that I am expected to file IRS Form 5329 along with my income tax return to the IRS to claim a penalty tax exception for this reason.

¹Distributions will be taken proportionately across all Funds unless specific Funds and amounts are indicated below:

The Fairholme Fund Amount: \$ _____ or Percentage: _____ %

The Fairholme Focused Income Fund Amount: \$ _____ or Percentage: _____ %

Total Amount: \$ _____ Total:100%

RESTRICTION ON INDIRECT (60-DAY) ROLLOVERS: An IRA participant is allowed only one rollover from one IRA to another (or the same IRA) across all IRAs (Traditional, Rollover, Roth, SEP, SARSEP, and SIMPLE) in aggregate that a taxpayer owns in any 12-months or 365-day period. As an alternative, a participant can make an unlimited number of trustee-to-trustee transfers where the proceeds are delivered directly to the receiving financial institution, successor custodian, or trustee. You must contact the receiving institution to initiate a trustee-to-trustee transfer. For more information, see IRS Publication 590-A, Contributions to Individual Retirement Arrangements (IRAs) - "Application of one-rollover-per-year limitation."

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VI. Mailing Instructions

Mail to my address of record
(If you elected a Direct Rollover to a qualified plan or 403(b) you must identify the receiving custodian below*)

Transfer funds electronically to my bank/checking account
Medallion Signature Guarantee and voided check required if the banking instructions are not on file

Bank or Financial Institution

ABA/Routing Number

Account #

Mail check to:
Check will be made payable to the registered IRA account owner and mailed to the following address

Financial Institution C/O:

Account #

Street

City/State or Province

Zip or Postal Code

Qualified Plan, 401(k), TSP or 403(b) Direct Rollover Deposit
Check will be made payable to the receiving custodian

**ONLY COMPLETE THIS OPTION IF YOU ELECTED A DIRECT ROLLOVER TO A QUALIFIED PLAN OR 403(B) IN SECTION III A.
DO NOT USE THIS OPTIONS FOR ANY OTHER PAYMENT INCLUDING MOVING ASSETS TO AN IRA CUSTODIAN.**

Type of plan receiving IRA assets: 401(k) 403(b) TSP 457 plan other employer sponsored
qualified plan

*Receiving Custodian

Account #

Street

City/State or Province

Zip or Postal Code

Purchase into my existing Non-Retirement Account

Account #

Invest proportionately across all fund(s) (or) Invest in _____
Fund Name

Purchase into my new Non-Retirement Account
Attach a completed New Account Application with investment instructions

VII. Tax Withholding Election

Federal Withholding

Federal income tax will be withheld at the rate of 10% from any distribution, subject to the IRS withholding rules, unless you elect a withholding rate of 0% below or have previously elected out of withholding. Tax will be withheld on the gross amount of the payment even though you may be receiving amounts that are not subject to withholding because they are excluded from gross income. This withholding procedure may result in excess withholding on the payments. If you elect to have no federal taxes withheld from your distribution, or if you do not have enough federal income tax withheld from your distribution, you may be responsible for payment of estimated tax. You may incur penalties under the estimated tax rules if your withholding and estimated tax payments are not sufficient. You understand that your below election will remain in effect until such time as you make a different election in writing to the Custodian.

Please select one of the following:

- I elect federal income tax withholding of 0%, do not withhold federal income tax from my distributions.*
- I elect federal income tax withholding of ___% must be a whole percent, you may elect any rate from 1% to 100%*

See the attached Form W-4R Withholding Certificate for Nonperiodic Payments, which has the **Marginal Rate Tables** and "**Suggestion for determining withholding**" instructions. You may use these tables and instructions to help you select the appropriate withholding rate.

*Generally, you can't elect less than 10% federal income tax withholding for payments to be delivered outside the United States and its possessions.

State Withholding

Your state of residence will determine your state income tax withholding requirements, if any. Those states with mandatory withholding will require state income tax to be withheld from payments if federal income taxes are withheld. Voluntary states let individuals determine whether they want state taxes withheld. Some states have no income tax on retirement payments. Please consult with a tax advisor or your state's tax authority for additional information on your state requirements. If you are completing this form, your below election will remain in effect until such time as you make a different election in writing to the Custodian.

- I elect **NOT** to have state income tax withheld from my retirement account distributions (*only for residents of states that do not require mandatory state tax withholding*).
- I elect **TO** have the following dollar amount or percentage from my retirement account distribution withheld for state income taxes (*for residents of states that allow voluntary state tax withholding*).

\$ _____ or _____ %

VIII. Participant Authorization

I certify that I am the individual authorized to make these elections and that all information provided is true and accurate. I further certify that the Custodian, the Fairholme Funds, Inc., or any agent of either of them has given no tax or legal advice to me, and that all decisions regarding the elections made on this form are my own. The Custodian is hereby authorized and directed to distribute funds from my account in the manner requested. The Custodian may conclusively rely on this certification and authorization without further investigation or inquiry. I expressly assume responsibility for any adverse consequences which may arise from the election(s) and agree that the Custodian, Fairholme Funds, Inc., and their agents shall in no way be responsible, and shall be indemnified and held harmless, for any tax, legal, or other consequences of the election(s) made on this form.

Substitute W-9 - Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number, and
2. I am not subject to backup withholding because:
 - a. I am exempt from backup withholding; or
 - b. I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends; or
 - c. The IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (as defined in the Form W-9 instructions found at www.irs.gov).
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Cross out item 2 above if the IRS has notified you that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

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Participant Authorization (Continued)

Participant's Signature* _____ Date _____

Medallion Signature Guarantee Stamp and Signature (If required by your current custodian or transfer agent): An eligible guarantor is a domestic bank or trust company, securities broker/dealer, clearing agency or savings association that participates in a medallion program recognized by the Securities Transfer Agents Association. The three recognized medallion programs are the Securities Transfer Agents Medallion Program (known as STAMP), Stock Exchanges Medallion Program (SEMP), and the Medallion Signature Program (MSP). A notarization from a notary public is NOT an acceptable substitute for a signature guarantee.

Medallion Signature Guarantee**

**Beneficiary's Signature for inheritance liquidations.*

***Signature guarantee required if distribution is over \$50,000, banking instructions have not been established, or if funds are being sent to a third party.*

IX. Mailing Options

First Class Mail

Fairholme Funds, Inc.
P.O. Box 534443
Pittsburgh, PA 15253-4443

Overnight/Express Mail

Fairholme Funds, Inc.
Attention: 534443
500 Ross Street, 154-0520
Pittsburgh, PA 15262
(866) 202-2263

Substitute W-4R 2023 - Withholding Certificate for Nonperiodic Payments – For use with IRAs ONLY

- 1) For nonperiodic payments, the default withholding rate is 10%. You can choose to have a different rate by entering a rate between 0% and 100% on line 2. Generally, you can't choose less than 10% for payments to be delivered outside the United States and its territories. See Instructions below for more information.
- 2) Complete this line if you would like a rate of withholding that is different from the default withholding rate. See Instructions and the Marginal Rate Tables below for additional information. Enter the rate as a whole number (no decimals) _____%

2023 Marginal Rate Tables

You may use these tables to help you select the appropriate withholding rate for this payment or distribution. Add your income from all sources and use the column that matches your filing status to find the corresponding rate of withholding. See below for more information on how to use this table.

Single or Married filing Separately		Married filing jointly or Qualifying surviving spouse		Head of household	
Total income over—	Tax rate for dollar more	Total income over—	Tax rate for dollar more	Total income over—	Tax rate for dollar more
\$0	0%	\$0	0%	\$0	0%
13,850	10%	27,700	10%	20,800	10%
24,850	12%	49,700	12%	36,500	12%
58,575	22%	117,150	22%	80,650	22%
109,225	24%	218,450	24%	116,150	24%
195,950	32%	391,900	32%	202,900	32%
245,100	35%	490,200	35%	252,050	35%
591,975*	37%	721,450	37%	598,900	37%

*If married filing separately, use \$360,725 instead for this 37% rate.

General Instructions: Section references are to the Internal Revenue Code.

Future developments. For the latest information about any future developments related to Form W-4R, such as legislation enacted after it was published, go to www.irs.gov/FormW4R.

Purpose of form. Complete Form W-4R to have payers withhold the correct amount of federal income tax from your nonperiodic payment from an employer retirement plan, annuity (including a commercial annuity), or individual retirement arrangement (IRA). See below for the rules and options that are available for each type of payment.

Caution: If you have too little tax withheld, you will generally owe tax when you file your tax return and may owe a penalty unless you make timely payments of estimated tax. If too much tax is withheld, you will generally be due a refund when you file your tax return. Your withholding choice (or an election not to have withholding on a nonperiodic payment) will generally apply to any future payment from the same plan or IRA. Submit a new Form W-4R if you want to change your election.

Nonperiodic payments—10% withholding. Your payer must withhold at a default 10% rate from the taxable amount of nonperiodic payments unless you enter a different rate on line 2. Distributions from an IRA that are payable on demand are treated as nonperiodic payments. Note that the default rate of withholding may not be appropriate for your tax situation. You may choose to have no federal income tax withheld by entering “-0-” on line 2. See the specific instructions below for more information. Generally, you are not permitted to elect to have federal income tax withheld at a rate of less than 10% (including “-0-”) on any payments to be delivered outside the United States and its territories.

Note: If you don't give Form W-4R to your payer, you don't provide an SSN, or the IRS notifies the payer that you gave an incorrect SSN, then the payer must withhold 10% of the payment for federal income tax and can't honor requests to have a lower (or no) amount withheld. Generally, for payments that began before 2023, your current withholding election (or your default rate) remains in effect unless you submit a Form W-4R.

Payments to nonresident aliens and foreign estates. Do not use Form W-4R. See Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities, and Pub. 519, U.S. Tax Guide for Aliens, for more information.

Tax relief for victims of terrorist attacks. If your disability payments for injuries incurred as a direct result of a terrorist attack are not taxable, enter “-0-” on line 2. See Pub. 3920, Tax Relief for Victims of Terrorist Attacks, for more details.

Specific Instructions

Line 2 - More withholding. If you want more than the default rate withheld from your payment, you may enter a higher rate on line 2.

Less withholding (nonperiodic payments only). If permitted, you may enter a lower rate on line 2 (including “-0-”) if you want less than the 10% default rate withheld from your payment. If you have already paid, or plan to pay, your tax on this payment through other withholding or estimated tax payments, you may want to enter “-0-”.

Suggestion for determining withholding. Consider using the Marginal Rate Tables above to help you select the appropriate withholding rate for this payment or distribution. The tables are most accurate if the appropriate amount of tax on all other sources of income, deductions, and credits has been paid through other withholding or estimated tax payments. If the appropriate amount of tax on those sources of income has not been paid through other withholding or estimated tax payments, you can pay that tax through withholding on this payment by entering a rate that is greater than the rate in the Marginal Rate Tables.

The marginal tax rate is the rate of tax on each additional dollar of income you receive above a particular amount of income. You can use the table for your filing status as a guide to find a rate of withholding for amounts above the total income level in the table.

To determine the appropriate rate of withholding from the table, do the following. Step 1: Find the rate that corresponds with your total income not including the payment. Step 2: Add your total income and the taxable amount of the payment and find the corresponding rate.

If these two rates are the same, enter that rate on line 2. (See Example 1 below.)

If the two rates differ, multiply (a) the amount in the lower rate bracket by the rate for that bracket, and (b) the amount in the higher rate bracket by the rate for that bracket. Add these two numbers; this is the expected tax for this payment. To get the rate to have withheld, divide this amount by the taxable amount of the payment. Round up to the next whole number and enter that rate on line 2. (See Example 2 below.)

If you prefer a simpler approach (but one that may lead to overwithholding), find the rate that corresponds to your total income including the payment and enter that rate on line 2.

Examples. Assume the following facts for Examples 1 and 2. Your filing status is single. You expect the taxable amount of your payment to be \$20,000. Appropriate amounts have been withheld for all other sources of income and any deductions or credits.

Example 1. You expect your total income to be \$60,000 without the payment. Step 1: Because your total income without the payment, \$60,000, is greater than \$58,575 but less than \$109,225, the corresponding rate is 22%. Step 2: Because your total income with the payment, \$80,000, is greater than \$58,575 but less than \$109,225, the corresponding rate is 22%. Because these two rates are the same, enter “22” on line 2.

Example 2. You expect your total income to be \$42,500 without the payment. Step 1: Because your total income without the payment, \$42,500, is greater than \$24,850 but less than \$58,575, the corresponding rate is 12%. Step 2: Because your total income with the payment, \$62,500, is greater than \$58,575 but less than \$109,225, the corresponding rate is 22%. The two rates differ. \$16,075 of the \$20,000 payment is in the lower bracket (\$58,575 less your total income of \$42,500 without the payment), and \$3,925 is in the higher bracket (\$20,000 less the \$16,075 that is in the lower bracket). Multiply \$16,075 by 12% to get \$1,929. Multiply \$3,925 by 22% to get \$863.50. The sum of these two amounts is \$2,792.50. This is the estimated tax on your payment. This amount corresponds to 14% of the \$20,000 payment (\$2,792.50 divided by \$20,000). Enter “14” on line 2.