

New Account Application

For Corporations, Partnerships, or Limited Liability Companies

FAIRHOLME

Please read carefully and complete all sections below.

This Application must be completed by any person opening a new account on behalf of a legal entity. For the purposes of this Application, a **legal entity** includes a corporation, limited liability company, or other entity that is created by filing of a public document with a Secretary of State or similar office, a general partnership, and any similar business entity formed in the United States or a foreign country. **Legal entity** does not include sole proprietorships, unincorporated associations, or natural persons opening accounts on their own behalf.

If paying by wire, call **Shareholder Services** at (866) 202-2263 for instructions and to obtain an account number prior to sending funds.

Initial Investment

Check the appropriate Fund(s):

<input type="checkbox"/> The Fairholme Fund	Amount of initial investment \$ _____
<input type="checkbox"/> The Fairholme Focused Income Fund	\$ _____

The minimum initial investment amount for The Fairholme Fund and The Fairholme Focused Income Fund is \$10,000.

Authorized Individual(s)

Authorized Individual

Name (First, Middle, Last)		Title
Social Security # or Foreign Tax ID		Date of Birth (mm/dd/yyyy)
<input type="checkbox"/> U.S. Citizen or Resident	<input type="checkbox"/> Non-U.S. Citizen	Country of Citizenship (if not U.S.): _____

Additional Authorized Individual

Name (First, Middle, Last)		Title
Social Security # or Foreign Tax ID		Date of Birth (mm/dd/yyyy)
<input type="checkbox"/> U.S. Citizen or Resident	<input type="checkbox"/> Non-U.S. Citizen	Country of Citizenship (if not U.S.): _____

All authorized individuals MUST attach a copy of unexpired government issued identification.

To add additional Authorized Individuals to this account, please attach a copy of this page providing all information requested in this section for each Authorized Individual.

Contact Information

Mailing Address	City/State or Province	Zip or Postal Code	Country
Daytime Telephone #	Evening Telephone #	Email Address (required)	
<input type="checkbox"/> Check here if your legal address is the same as your mailing address above			
Legal Address (cannot be a Post Office Box)	City/State or Province	Zip or Postal Code	Country

If contact information (including an email address) is not provided, applicant will be subject to rejection of the New Account Application.

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Corporation, Partnership, or Limited Liability Company Information

Required Documentation

Please include a copy of one of the following: certified articles of incorporation, government-issued business license, partnership agreement, documentation verifying the existence of the entity (for clubs/associations).

Name of Corporation, Partnership, Limited Liability Company, Government Entity, or Other Organization/Entity Name

Tax ID

Date of Formation (mm/dd/yyyy)

Legal Address (cannot be a Post Office Box)

City/State or Province

Zip or Postal Code

Country

Please provide mailing address on page 1.

Partnerships and Limited Liability Companies

Check the appropriate box:

Tax-Exempt Non-U.S. Entity (additional documentation may be required) Omnibus Account

Corporations

"Corporation" includes any for-profit or non-profit entity that is incorporated.

Check the appropriate box:

Corporation (includes LLCs taxed as a Corporation) Partnership (includes LLCs taxed as a Partnership)

Must Select one for Corporations: C-Corp S-Corp Disregarded Entity

Type of Entity under State Law, if different: _____

Organization Description

Check the appropriate box:

Broker-Dealer Government agency or instrumentality National Bank State Regulated Bank

Publicly traded on the NASDAQ (except small-cap issues), NYSE, or NYSE Arca Ticker Symbol: _____

Mutual Fund

Beneficial Owner(s)

Please provide information for each individual, if any, who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, owns 25 percent or more of the equity interests of the legal entity listed on page 2 (e.g., each natural person that owns 25 percent or more of the shares of a corporation). If no individual meets this definition, please write "Not Applicable."

All beneficial owners MUST attach a copy of an unexpired government issued identification.

Beneficial Owner

Name (First, Middle, Last)

Title

Social Security # or Foreign Tax ID*

Date of Birth (mm/dd/yyyy)

Residential Address (cannot be a Post Office Box)

City/State or Province

Zip or Postal Code

Country

Beneficial Owner

Name (First, Middle, Last)

Title

Social Security # or Foreign Tax ID*

Date of Birth (mm/dd/yyyy)

Residential Address (cannot be a Post Office Box)

City/State or Province

Zip or Postal Code

Country

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Beneficial Owner(s) (Continued)

Beneficial Owner

Name (First, Middle, Last)

Title

Social Security # or Foreign Tax ID*

Date of Birth (mm/dd/yyyy)

Residential Address (cannot be a Post Office Box)

City/State or Province

Zip or Postal Code

Country

To add additional Beneficial Owners to this account, please attach a copy of this page providing all information requested in this section for each Beneficial Owner.

**Non-U.S. Persons must provide the following: foreign tax identification number, passport number and country of issuance, or other similar identification number. In lieu of a passport number, Non-U.S. Persons may also provide an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.*

REQUIRED: Individual with Significant Responsibility for Managing the Entity

Please provide the identifying information for at least one individual with significant responsibility for managing the legal entity listed on page 2 such as an executive officer or senior manager (e.g., a Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, or Treasurer) or any individual who regularly performs similar functions.

Name (First, Middle, Last)

Title

Residential Address (cannot be a Post Office Box)

City/State or Province

Zip or Postal Code

Country

Social Security # or Foreign Tax ID*

Date of Birth (mm/dd/yyyy)

I, _____ (name of natural person opening account),
hereby certify, to the best of my knowledge, that the information provided above is complete and correct.

Signature

Date (mm/dd/yyyy)

**Non-U.S. Persons must provide the following: passport number and country of issuance, or other similar identification number. In lieu of a passport number, Non-U.S. Persons may also provide an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.*

Cost Basis Election

The Fairholme Funds are responsible for tracking and reporting to the IRS your realized gains and losses on covered shares. In general, these are shares acquired on or after January 1, 2012.

Cost basis reporting does not apply to C-corporation or exempt organization accounts.

The Fairholme Funds' **default** tax lot identification method is Average Cost, which means shares are depleted on a first in/first out basis with the cost basis calculated by taking the shares redeemed multiplied by the average cost per share. You may elect an alternative method below.

Note: IRS Regulations do not permit the change of the method on a settled trade.

I elect the Funds' default method of Average Cost

I elect a method other than Average Cost:

First In, First Out - FI

High Cost, First Out - HI

Highest Cost Long Term, First Out - H1

Lowest Cost Long Term, First Out - L1

Specific Lot Depletion - SL

Last In, First Out - LI

Lowest Cost, First Out - LO

Highest Cost Short Term, First Out - H2

Lowest Cost Short Term, First Out - L2

For additional information regarding descriptions of cost basis elections, please visit www.fairholmefunds.com. If no option is selected above, your account will use the Funds' default of Average Cost. We strongly encourage that you consult your tax adviser if you have any questions about cost basis reporting options.

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Distribution Option

Income and Capital Gains Distributions will be reinvested unless you indicate otherwise.

- Pay income distributions to me: Send by check Pay capital gains distributions to me: Send by check
 Pay income distributions to me: Send to my bank Pay capital gains distributions to me: Send to my bank

If you wish to have distributions sent to your bank, please select one of the options below and attach a VOIDED check:

- Automated Clearing House (ACH) (No fee.)
 Federal Reserve Wire (\$15 fee applies. Your bank may also deduct an incoming wire fee.)

Name of Bank _____ Bank ABA/Routing Number _____
Bank Address _____ City, State, Zip _____
Name of Account _____ Account Number _____

Automatic Investment Plan

Check below to have contributions drawn directly from your account and invested in your Fund account. Please withdraw (\$250 minimum) from my bank checking/savings account to purchase shares as indicated below:

- 5th of the Month 20th of the Month Payment Amount \$ _____

Must attach a voided check from your checking account or a savings account deposit slip to ensure proper processing. Your bank must be a member of the Automated Clearing House (ACH).

Co-Signer Authorization

Any co-signer of the checking/savings account must authorize this service by signing below:

Co-signer Name (First, Middle, Last) Signature Date (mm/dd/yyyy)

Duplicate Account Statements

(Optional) Please send duplicate account statements to:

Name (First, Middle, Last)

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

Telephone and Online Purchase and Redemption Options

- Telephone and Online Redemption (*check all that apply*)
 CHECK: Proceeds mailed to Address of Record
 ACH: Proceeds deposited via Automated Clearing House to your bank account (*Must attach a voided check*)
 WIRE: Proceeds deposited via Federal Wire to your bank account (*Must attach a voided check and provide the following information.*) (\$15 fee applies. Your bank may also deduct an incoming wire fee.)

Name of Bank _____ Bank ABA/Routing Number _____
Bank Address _____ City, State, Zip _____
Name of Account _____ Account Number _____

- Telephone and Online Purchases
Allows for the purchase of additional shares by phone (*\$1,000 minimum subsequent investment*). Funds will be automatically withdrawn from your bank account. (*Must attach a voided check*)

- Telephone and Online Exchanges

A Medallion Signature Guarantee is required for all redemptions in excess of \$50,000.

eDelivery

For security and convenience, you will automatically be enrolled in electronic delivery of certain account documents. These include account statements, prospectuses, and shareholder reports. In addition, as other documents become available, we will deliver them to you electronically instead of by U.S. mail.

By executing this application, I hereby consent to electronic delivery of such account documents to the email address I have provided.

Signatures

I have received and understand the Prospectus of The Fairholme Fund and The Fairholme Focused Income Fund (the "Fund"), whichever applies to this application. I understand the Fund's investment objective, risks, and policies and agree to be bound by the terms of the Prospectus. I agree to notify the Fund of any errors or discrepancies within 45 days after the date of the statement confirming a transaction. The statement will be deemed to be correct, and the Fund and its transfer agent shall not be liable if I fail to notify the Fund within such time period. I certify that I am of legal age and have legal capacity to make this purchase. The Fund and its transfer agent, officers, directors, employees, or agents of these entities will not be responsible for banking system delays beyond their control. By completing the Automatic Investment Plan ("AIP") and/or Telephone and Online Options sections, I authorize my bank to honor all entries to my bank account initiated through Bank of New York Mellon, on behalf of the Fund. The Fund will not be liable for acting upon instructions believed to be genuine and in accordance with the procedures described in the Prospectus or the rules of the Automated Clearing House. When AIP or Telephone and Online Purchase transactions are initiated, sufficient funds must be in my account to pay them. I agree that my bank's treatment and rights to respect each entry shall be the same as if it were signed by me personally. I agree that if any such entries are dishonored with good or sufficient cause, my bank shall be under no liability whatsoever. I further agree that any such authorization, unless previously terminated by my bank in writing, is to remain in effect until the Fund's transfer agent receives and has had a reasonable amount of time to act upon a written notice of revocation.

The IRS requires Form W-9 in order to certify an entity's taxpayer identification number related to its mutual fund account. If a person opening a new account on behalf of a legal entity does not furnish a completed Form W-9 to Bank of New York Mellon, the account will be subject to backup withholding at a rate of 28% on all tax reportable distributions; e.g. dividends, capital gains, redemptions, and exchanges (Form W-9 may be downloaded from www.irs.gov).

If an older version of Form W-9 is received to certify a business, BNY Mellon will default the entity to an S-Corporation and it will be subject to tax reporting for redemptions and exchanges. In this scenario, Bank of New York Mellon will re-solicit the entity with the newest release of Form W-9 to properly determine account status.

Required by Federal tax law to avoid backup withholding:

I certify under penalties of perjury 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 IRS that I am subject to backup withholding as a result of 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. person (**including a U.S. resident alien**)
4. I am exempt from Foreign Account Tax Compliance Act ("FATCA") reporting. If you are exempt from FATCA reporting, please select the appropriate FATCA Exemption Code(s) from the list below and enter them here _____
The following codes identify payees that are exempt from FATCA backup withholding:
 - 1 - An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
 - 2 - The United States or any of its agencies or instrumentalities
 - 3 - A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities
 - 4 - A foreign government or any of its political subdivisions, agencies, or instrumentalities
 - 5 - A corporation
 - 6 - A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States
 - 7 - A futures commission merchant registered with the Commodity Futures Trading Commission
 - 8 - A real estate investment trust
 - 9 - An entity registered at all times during the tax year under the Investment Company Act of 1940
 - 10 - A common trust fund operated by a bank under section 584(a)
 - 11 - A financial institution
 - 12 - A middleman known in the investment community as a nominee or custodian
 - 13 - A trust exempt from tax under section 664 or described in section 4947

Certification Instructions: You must cross out item 2 above if you have been notified by the IRS 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.

If opening an account on behalf of a non-U.S. entity, please check here and attach IRS Form W-8 (BEN, IMY, or EXP) to this application to ensure applicable backup withholding for your country or residency (Form W-8 may be downloaded from www.irs.gov).

Notice Regarding Unclaimed Property: If no activity occurs in your account within the time period specified by the applicable law, your property may be transferred to the appropriate state.

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To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account, including beneficial owners of a **legal entity** (as defined on page 1). Requiring the disclosure of key individuals who own or control a **legal entity** (i.e. the beneficial owners) helps law enforcement investigate and prosecute these crimes.

As requested on the account application (the "Application"), you must supply your full name, date of birth, social security number or taxpayer identification number, and permanent street address. Mailing addresses containing only a P.O. Box will not be accepted. For legal entities opening an account, such as corporations, partnerships, or other organizations, identifying information is required for the following individuals (i.e. the beneficial owners): (i) Each individual, if any, who owns, directly or indirectly, 25 percent or more of the equity interests of the legal entity; **and** (ii) an individual with significant responsibility for managing the legal entity. If you need additional assistance when completing your Application, please call (866) 202-2263 and a representative from *Shareholder Services* will help you.

The Fund may accept or reject an account without explanation. If the Fund has questions about your identity or the identity of any beneficial owners seeking to open an account for a legal entity, it may disallow transactions for the account until confirming information is received. The Fund reserves the right to close any account within five business days if requested information/documentation is not received or if your identity is not verified. The Fund will not be responsible for any losses or damages (*including but not limited to lost opportunities*) resulting from any restriction placed upon your account or for closing your account. By opening an account you signify you agree to these procedures and accept responsibility for any losses or damages resulting from their implementation.

Signer Authorization	Print Name	Date (mm/dd/yyyy)
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Co-signer Authorization	Print Name	Date (mm/dd/yyyy)
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Investment Instructions

The minimum investment to open an account is \$10,000.

Payment by CHECK Payment by WIRE

Check Instructions: Make check payable to The Fairholme Fund or The Fairholme Focused Income Fund.

Wire Instructions: If paying by wire, please call Shareholder Services at (866) 202-2263 for instructions and to obtain an account number prior to sending funds. We accept bank to bank transfers only - not Western Union or other moneygrams.

Mailing Addresses

Mail completed application (along with a check, if applicable) to:

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

Checklist

- I am opening a new account on behalf of a U.S. legal entity and have included IRS Form W-9.
- I am opening a new account on behalf of a non-U.S. legal entity and have included IRS Form W-8.
- I have included contact information on page 1.
- I have included an unexpired driver's license or other government issued identifying document for each natural person listed in this application.
- I have included the Articles of Incorporation/Formation/Organization, Partnership Agreement, and any other official documents, if applicable.
- I have named at least one beneficial owner, if applicable.
- I have completed the REQUIRED section on page 3 naming an Individual with Significant Responsibility for Managing the Entity and completed the certification.
- I have reviewed the additional cost basis information found on www.fairholmefunds.com.
- I have included a VOIDED check, if applicable.
- All authorized signers have signed and dated the application.