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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE FAIRHOLME FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
14 TAHITI BEACH ISLAND ROAD C/O B

Room/suite

City or town, state, and ZIP code
CORAL GABLES, FL 33143

A Employer identification number
01-0718240

B Telephone number (see page 10 of the instructions)
(305) 667-5437

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)☒ \$ 112,234,997

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	48,527,177			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	974,384	974,384		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,678,977			
	b Gross sales price for all assets on line 6a _____ 10,598,365				
	7 Capital gain net income (from Part IV , line 2)		3,910,898		
	8 Net short-term capital gain			61,223	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	52,180,538	4,885,282	61,223	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	4,455	4,455		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	14,647	4,004		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	375,366			375,366
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	8,477			8,477
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	402,945	8,459		383,843
	25 Contributions, gifts, grants paid	8,651,300			8,651,300
	26 Total expenses and disbursements. Add lines 24 and 25	9,054,245	8,459		9,035,143
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	43,126,293			
	b Net investment income (if negative, enter -0-)		4,876,823		
	c Adjusted net income (if negative, enter -0-)			61,223	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	53,926	382,555	382,555
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	43,546,370	86,253,071	102,992,364
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	8,769,115	8,860,078	8,860,078
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	52,369,411	95,495,704	112,234,997	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	52,369,411	95,495,704	
	30	Total net assets or fund balances (see page 17 of the instructions)	52,369,411	95,495,704	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	52,369,411	95,495,704	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	52,369,411
2	Enter amount from Part I, line 27a	2	43,126,293
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	95,495,704
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	95,495,704

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)		2	3,910,898
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2009	1,312,878	49,116,177	0 02673	
2008	1,073,000	17,140,835	0 062599	
2007	509,500	13,266,665	0 038405	
2006	315,411	5,231,070	0 060296	
2005	72,271	535,379	0 13499	
2	Total of line 1, column (d).		2	0 32302
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0 064604
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4	59,438,484
5	Multiply line 4 by line 3.		5	3,839,964
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	48,768
7	Add lines 5 and 6.		7	3,888,732
8	Enter qualifying distributions from Part XII, line 4.		8	9,035,143
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18				

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	48,768
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3Add lines 1 and 2.		3	48,768
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	48,768
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	132,161
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		7	132,161
8Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	83,393
11Enter the amount of line 10 to be Credited to 2011 estimated tax 83,393 Refunded		11	

Part VII-AStatements Regarding Activities			
1aDuring the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) FL			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of BRUCE R BERKOWITZ Telephone no (305) 667-5437 Located at 14 TAHITI BEACH ISLAND ROAD CORAL GABLES FL ZIP+4 33143			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20____, 20____, 20____, 20____ ☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

If "Yes " to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE BERKOWITZ	TRUSTEE	0	0	0
14 TAHITI BEACH ISLAND ROAD CORAL GABLES, FL 33143	0			
TRACEY BERKOWITZ	TRUSTEE	0	0	0
14 TAHITI BEACH ISLAND ROAD CORAL GABLES, FL 33143	0			

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	59,564,907
b	Average of monthly cash balances.	1b	778,732
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	60,343,639
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	60,343,639
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	905,155
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,438,484
6	Minimum investment return. Enter 5% of line 5.	6	2,971,924

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	2,971,924
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	48,768
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	48,768
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,923,156
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,923,156
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,923,156

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	9,035,143
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	9,035,143
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	48,768
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,986,375
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 682,478			
b	Total for prior years 2008 , 2007 , 2006			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 9,035,143			
a	Applied to 2009, but not more than line 2a 682,478			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2010 distributable amount. 2,923,156			
e	Remaining amount distributed out of corpus 5,429,509			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 5,429,509			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 0			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 5,429,509			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010. 5,429,509			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

BRUCE BERKOWITZ TRUSTEE

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	8,651,300
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	974,384	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	2,678,977	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				3,653,361	
13 Total. Add line 12, columns (b), (d), and (e). 13				3,653,361	

[illegible]

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1a(1)

1a(2)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

Yes

No

No

No

No

No

No

No

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2011-11-15

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Firm's name

Firm's address

Neil Tendler

Rothstein Kass & Company PC

4 Becker Farm Road

Roseland, NJ 070681785

Date

Firm's EIN

Phone no

Check if self-employed

PTIN

☒

Form 990-PF (2010)

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2010

Name of organization THE FAIRHOLME FOUNDATION	Employer identification number 01-0718240
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE FAIRHOLME FOUNDATION	Employer identification number 01-0718240
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EAST LANE LLC 14 TAHITI BEACH ISLAND RD CORAL GABLES, FL 33143	\$ 10,741,026	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BLVD 9TH FL MIAMI, FL 33137	\$ 19,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	EAST LANE LLC 14 TAHITI BEACH ISLAND RD CORAL GABLES, FL 33143	\$ 102,953	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	BRUCE TRACEY BERKOWITZ 14 TAHITI BEACH ISLAND ROAD CORAL GABLES, FL 33143	\$ 144,582	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	BRUCE TRACEY BERKOWITZ 14 TAHITI BEACH ISLAND ROAD CORAL GABLES, FL 33143	\$ 18,538,616	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE FAIRHOLME FOUNDATION	Employer identification number 01-0718240
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	242,994 SHS IMPERIAL METALS	\$ 10,741,026	2010-12-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	733,524 SHS IMPERIAL METALS	\$ 18,538,616	2010-12-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization THE FAIRHOLME FOUNDATION	Employer identification number 01-0718240
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		

Additional Data

Software ID:
Software Version:
EIN: 01-0718240
Name: THE FAIRHOLME FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
A	48525 SHS AMERICREDIT CORP	P	2008-01-01	2010-10-01
B	39945 SHS CANWELL BUILDING	P	2008-06-05	2010-05-13
C	8092 SHS CARGOJET INCOME FD	P	2006-12-12	2010-03-23
D	42000 SHS CLARKE INC 6% 2012	P	2007-01-16	2010-03-30
E	501000 SHS CLARKE INC 6% 2013	P	2007-04-19	2010-03-22
F	12768 SHS CLARKE INC TENDER	P	2008-05-27	2010-04-30
G	29017 SHS HERTZ GLOBAL	P	2008-10-22	2010-06-01
H	14396 SHS SPIRIT AEROSYSTEMS	P	2008-10-10	2010-08-23
I	8244 SHS TAL INTL GROUP	P	2004-11-03	2010-10-21
J	27418 SHS WELLCARE HEALTH PLAN	P	2008-11-13	2010-10-20
K	7074 SHS WHITE MTNS INSUR GRP	D	2008-09-11	2010-08-03
L	14891 SHS WINTHROP REALTY	P	2009-07-15	2010-10-28
M	394582 SHS FAIRHOLME FOCUSED	P	2010-01-05	2010-12-16
N	INTEREST IN FAIRHOLME HOLDINGS	P	2005-06-01	2010-09-27
O	7800 SHS LEUCADIA NATL	P	2008-10-23	2010-09-10
P	CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A	1,104,942		324,423	780,519
B	195,076		182,273	12,803
C	64,286		98,301	-34,015
D	38,200		66,748	-28,548
E	431,828		538,593	-106,765
F	25,367		108,697	-83,330
G	368,830		137,954	160,205
H	296,289		194,276	64,082
I	203,790		195,299	8,491
J	771,652		788,895	-17,243
K	2,255,702		1,414,800	840,902
L	192,094		120,757	60,731
M	4,100,000		4,038,777	61,223
N	363,080		1,062,908	-699,828
O	187,228		174,257	12,971
P				2,878,700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	
		(k) Excess of col (i) over col (j), if any	
A	284,356	324,423	780,519
B	90,407	182,273	12,803
C	18,935	98,301	-34,015
D	23,075	66,748	-28,548
E	281,034	538,593	-106,765
F	39,492	108,697	-83,330
G	208,625	137,954	70,671
H	232,207	194,276	37,931
I	195,299	195,299	8,491
J	693,484	788,895	-17,243
K	3,288,773	1,414,800	1,873,973
L	131,363	120,757	10,606
M			61,223
N			-699,828
O	209,352	174,257	35,095
P			

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK,NY 10011	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	6,750,000
MIAMI ART MUSEUM 101 W Flagler St Miami,FL 33130	NONE	IRS SEC 501 (C)(3)	GENERAL PURPOSE	30,000
GULLIVER SCHOOLS INC 6575 N Kendall Drive Pinecrest,FL 33156	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	230,000
NEW WORLD SYMPHONY 541 LINCOLN ROAD MIAMI BEACH,FL 33139	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	225,000
BIG BROTHERS BIG SISTERS OF GREATER MIAMI 701 SW 27th AVE SUITE 800 MIAMI,FL 33135	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	7,500
TEMPLE BETH AM 5950 N KENDALL DRIVE PINECREST,FL 331562068	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	50,000
ADRIENNE ARSHT CTR FOR PERFORMING ARTS MIAMI-DADE 1300 BISCAYNE BLVD MIAMI,FL 33132	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	20,000
CAMILLUS HOUSE 336 NW Fifth Street Miami,FL 33128	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	35,000
CHABAD CENTER OF KENDALL 8700 SW 112 Street MIAMI,FL 33176	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	100,000
COLUMBIA BUSINESS SCHOOL 475 Riverside Drive Mail Code 7724 New York,NY 10023	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	25,000
AMERICAN FRIENDS MAGEN DAVID ADOM 2100 E HALLANDALE BEACH BLVD SUITE 205 HALLANDALE,FL 33009	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	400,000
MIAMI CHILDREN'S HOSPITAL 3000 SW 62ND AVENUE MIAMI,FL 33155	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	37,500
OPPORTUNITY PROJECT INC 60 EAST WILLOW STREET MILLBURN,NJ 07041	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	10,000
PROJECT RENEWAL 200 VARICK STREET NEW YORK,NY 10014	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	4,750
SPECIAL OLYMPICS OF FLORIDA 2335 NW 107TH AVENUE BOX 57 MIAMI,FL 33172	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	15,750
Total  3a				8,651,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST PHILLIPS EPISCOPAL SCHOOL 1142 CORAL WAY CORAL GABLES, FL 33134	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	2,500
UNITED WAY OF MIAMI-DADE THE ANSIN BUILDING 3250 SOUTHWEST THIRD AVE MIAMI, FL 33129	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	50,000
UNIVERSITY OF MIAMI PO BOX 248073 CORAL GABLES, FL 33124	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	301,000
AEPI FOUNDATION FLORIDA ATLANTIC UNIVERSITY HILLEL 777 GLADES ROAD BOCA RATON, FL 33431	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	10,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY 7280 WEST PALMETTO PARK RD STE 301 HALLANDALE, FL 33433	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	50,000
CAMP BOGGY CREEK 30500 BRANTLEY BRANCH RD EUSTIS, FL 32736	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	50,000
CORAL GABLES FIRE RESCUE 2815 SALZEDO STREET CORAL GABLES, FL 33134	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	25,000
DUKE UNIVERSITY BOX 90600 DURHAM, NC 22708	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	5,000
GUITAR STAR INC 8611 SW 68TH CT MIAMI, FL 33143	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	2,000
JESPY HOUSE 102 PROSPECT STREET SOUTH ORANGE, NJ 07079	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	50,000
NATIONAL BREAST CANCER FOUNDATION 2600 NETWORK BLVD SUITE 300 FRISCO, TX 75034	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	300
NATIONAL FOUNDATION FOR ADVANCEMENT IN ARTS 777 BRICKELL AVENUE SUITE 370 MIAMI, FL 33131	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	35,000
PLAYGROUND THEATRE 9806 NE 2ND AVENUE MIAMI SHORES, FL 33138	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	25,000
RED CROSS PO BOX 4002018 DES MOINES, IA 50340	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	1,000
SALVADORIAN AMERICAN HUMANITARIAN FDN 2050 CORAL WAY SUITE 600 MIAMI, FL 33145	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	30,000
Total  3a				8,651,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAVE VENICE INC 1104 LEXINGTON AVE 4C NEW YORK,NY 10075	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	5,000
THE BUONICONTI FUND 1095 NW 14TH TERRACE MIAMI,FL 33136	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	10,000
THE WOMEN OF TOMORROW MENTOR & SCHOLARSHIP 22 E FLAGLER ST 6TH FL MIAMI,FL 33131	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	7,000
UNIVERSITY OF MIAMI EXECUTIVE MEDICINE 1150 NW 14TH ST SUITE 130 MIAMI,FL 33136	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	50,000
WALKING 4 FRIENDSHIP- FRIENDSHIP CIRCLE 6892 W MAPLE RD WEST BLOOMFIELD,MI 48322	NONE	IRC SEC 501 (C)(3)	GENERAL PURPOSE	2,000
Total ▶ 3a				8,651,300

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: THE FAIRHOLME FOUNDATION

EIN: 01-0718240

TY 2010 Investments Corporate Stock Schedule

Name: THE FAIRHOLME FOUNDATION

EIN: 01-0718240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY STOCKS	29,930,766	32,441,225
FAIRHOLME HOLDINGS, LTD	0	0
FAIRHOLME FUND	50,038,460	64,160,137
FAIRHOLME FOCUSED INCOME FUND	6,283,845	6,391,002

TY 2010 Investments - Other Schedule

Name: THE FAIRHOLME FOUNDATION

EIN: 01-0718240

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN 21 TAHITI BEACH			
ISLAND RD, LLC	AT COST	8,860,078	8,860,078

TY 2010 Land, Etc. Schedule

Name: THE FAIRHOLME FOUNDATION

EIN: 01-0718240

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
--------------------	-----------------------	-----------------------------	---------------	----------------------------------

TY 2010 Other Expenses Schedule

Name: THE FAIRHOLME FOUNDATION

EIN: 01-0718240

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARITABLE EVENT	8,477			8,477

TY 2010 Other Professional Fees Schedule

Name: THE FAIRHOLME FOUNDATION

EIN: 01-0718240

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	4,455	4,455		

TY 2010 Taxes Schedule**Name:** THE FAIRHOLME FOUNDATION**EIN:** 01-0718240

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	4,004	4,004		
FEDERAL TAXES	10,643			