

**FAIRHOLME**

*Ignore the crowd.*

*“(E)ven the intelligent investor is likely to need considerable willpower to keep from following the crowd.”*

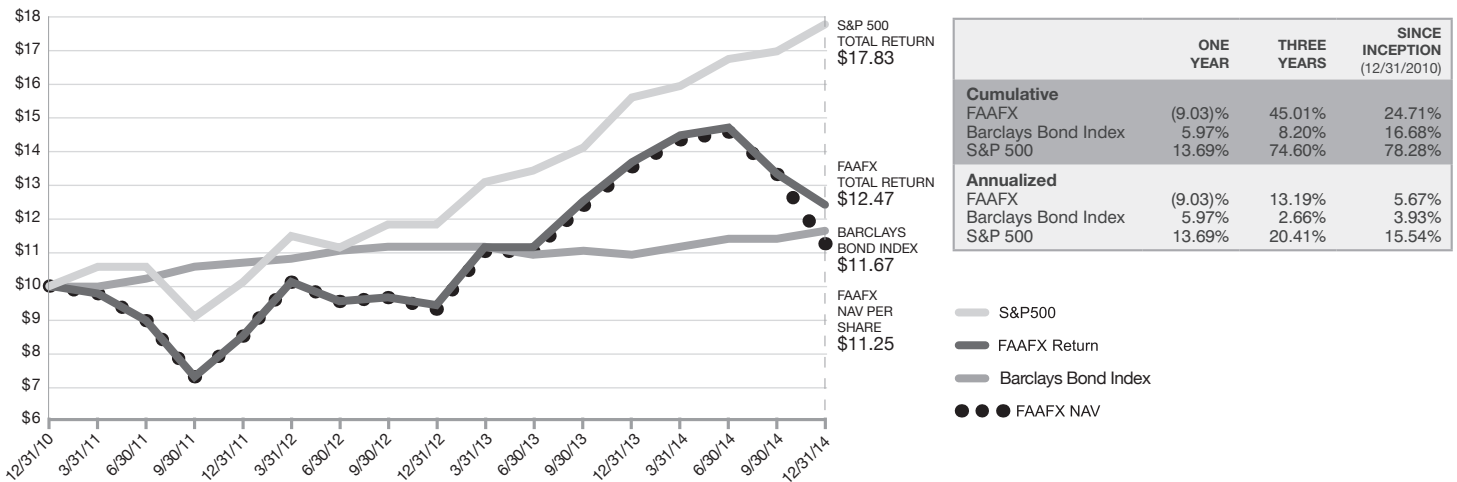
Benjamin Graham

Mutual fund investing involves risks, including loss of principal. The chart below covers the period from inception of The Fairholme Allocation Fund (December 31, 2010) to December 31, 2014. Past performance information quoted below does not guarantee future results. The investment return and principal value of an investment in The Fairholme Allocation Fund will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance information quoted below. Performance figures assume reinvestment of dividends and capital gains, but do not reflect a 2.00% redemption fee on shares redeemed within 60 days of purchase. Most recent month-end performance and answers to any questions you may have can be obtained by calling Shareholder Services at 1.866.202.2263. The S&P 500 Index is a broad-based measurement of changes in the stock market, is used for comparative purposes only, and is not meant to be indicative of The Fairholme Allocation Fund's performance, asset composition, or volatility. The Fairholme Allocation Fund maintains a focused portfolio of investments in a limited number of issuers and does not seek to diversify its investments. This exposes The Fairholme Allocation Fund to the risk of unanticipated industry conditions and risks particular to a single company or the securities of a single company. The Fairholme Allocation Fund's performance may differ markedly from the performance of the S&P 500 Index or the Barclays Capital U.S. Aggregate Bond Index in either up or down market trends. The performance of the S&P 500 Index is shown with all dividends reinvested and does not reflect any reduction in performance for the effects of transaction costs or management fees. The Barclays Capital U.S. Aggregate Bond Index is an unmanaged market-weighted index comprised of investment-grade (rated Baa3/BBB- or higher) taxable bonds, mortgage-backed securities, asset-backed securities, corporate securities, and government-related securities, including U.S. Treasury and government agency issues, with at least one year to maturity. Because indices cannot be invested in directly, these index returns do not reflect a deduction for fees, expenses, or taxes. The Fairholme Allocation Fund's expense ratio reflected in its prospectus dated March 28, 2014, was 1.02%, which included acquired fund fees and expenses that are incurred indirectly by The Fairholme Allocation Fund as a result of investments in securities issued by one or more investment companies. Since the close of business on February 28, 2013, the sale of shares of The Fairholme Allocation Fund has been suspended to new investors, subject to certain exceptions.

**January 28, 2015**

To the Shareholders and Directors of The Fairholme Allocation Fund:

The Fairholme Allocation Fund (the "Fund" or "FAAFX") decreased 9.03% versus an increase of 5.97% for the Barclays Capital U.S. Aggregate Bond Index (the "Barclays Bond Index") and an increase of 13.69% for the S&P 500 Index (the "S&P 500"), respectively, in 2014. The following table compares the Fund's unaudited performance (after expenses) with that of the Barclays Bond Index and S&P 500, with dividends and distributions reinvested, for the period that ended December 31, 2014.



After completing its fourth year, the Fund maintains its lead over the Barclays Bond Index but still trails the S&P 500 since inception. At December 31, 2014, the value of a \$10.00 investment in the Fund at its inception was worth \$12.47 (calculated by assuming reinvestment of distributions into additional Fund shares) compared to \$11.67 and \$17.83 for the Barclays Bond Index and the S&P 500, respectively. Despite the Fund's unimpressive 2014 performance – largely due to second half declines at Fannie Mae, Freddie Mac, and Imperial Metals – our optimism regarding the portfolio's long-term potential has not dissipated. We believe that the Fund is well positioned to generate positive returns going forward. Such conviction is partially evidenced by the fact that Fairholme Capital Management employees and affiliates (who collectively own over 30% of FAAFX) meaningfully increased their stakes in the Fund during 2014. These contributions, along with those of other existing shareholders, helped the Fund conclude 2014 with assets at a year-end all-time high of \$365 million. At December 31, 2014, the Fund is composed of securities from thirteen issuers (76.3%) along with U.S. Treasury Bills and money market funds (23.7%).

Over the course of the year, the Fund took advantage of periodic fluctuations in the price of Sears Holdings (17.6%) to buy more of its common stock. Additionally, the Fund acquired senior unsecured 8% notes due 2019 (5.0%) and warrants expiring in 2019 (2.7%) through participation in the company's Q4 2014 rights offering as well as opportunistic open market purchases. These newly issued notes yield an attractive 10.6% to maturity, and have rationally rallied to a higher price. Each Sears warrant can be used to purchase one share of common stock at an exercise price of \$28.41. The warrants will adjust favorably for any future corporate actions and distributions, and the exercise price is payable either in cash or by surrendering the 8% notes (valued at par) at the holder's discretion.

For years, Sears has remained a complex sum-of-parts story largely misunderstood by traditional retail analysts and business reporters alike. Legions of armchair observers have been fixated on the notion that “Sears, in its present form, is not where America wants to shop.”<sup>1</sup> Such readily available conventional wisdom may provide easy fodder for commentators, but those who rely upon this “wisdom” when investing should heed Thomas Edison’s dictum: “There is no expedient to which a man will not resort to avoid the labor of thinking.” Few have the inclination to dig very deep, let alone the willingness to devote a full time analyst – supported by three additional researchers and a small army of third-party consultants with expertise in topics such as advertising and marketing, defined benefit plans, distribution and logistics, real estate valuation and redevelopment, and reinsurance – to cover a single company day in and day out.

Sears’ management has acknowledged that recent performance must improve, and the pace of transformation from a traditional store-based retailer to a membership company offering an integrated retail platform appears to have accelerated. Chairman Lampert has made clear that he will not sit by and burn the furniture; indeed, recent corporate actions (including tax efficient distributions of Lands’ End and Sears Canada) have already created significant shareholder value. Notably, at one point during 2014, the market cap of newly independent Lands’ End almost rivaled the market cap of its former parent Sears Holdings. As part of its ongoing asset reconfiguration, the company recently announced that it is “actively exploring means to monetize a portion of our owned real estate portfolio (potentially in the range of 200 to 300 stores), through a sale-leaseback transaction, with the selected stores to be sold to a newly-formed REIT.” Given our longstanding focus on the company’s vast real estate portfolio (including site visits to over 100 locations in 2014 alone), we believe that any such transaction would be accretive for long-term shareholders.

As with Sears, the Fund’s investments in Fannie Mae (4.5%) and Freddie Mac (5.3%) are not well suited for those lacking patience or courage of conviction. When an adverse ruling by a federal district court judge in late September caused significant price declines in both the preferred and common stock, we used the opportunity to increase the Fund’s existing stake. Despite beltway rhetoric to the contrary, the United States Treasury has already recouped \$36 billion more than it disbursed to Fannie and Freddie during the crisis, rendering this our nation’s most successful equity investment ever. In fact, Treasury’s current profit from Fannie and Freddie is almost three times more than it made from all of its other financial rescue programs combined. After such a feat, Treasury’s insistence on prohibiting Fannie and Freddie from prudently rebuilding capital by sweeping all of the companies’ net income to its coffers every quarter would make even Gordon Gekko blush.

By preventing Fannie and Freddie from accumulating any cushion against potential future losses, Treasury is obstructing FHFA’s ability to perform its duties as safety and soundness regulator of both companies. Treasury’s actions are also directly impeding the statutory obligations of the Federal Housing Finance Agency (“FHFA”), as conservator, to “preserve and conserve [their] assets and property.” The status quo of perpetual conservatorship is untenable. Given the dim prospects for comprehensive housing finance reform legislation in the foreseeable future, we believe that FHFA will ultimately heed the pragmatic advice offered by Senate Banking Chairman Tim Johnson on November 19 at a congressional hearing and “engage the Treasury Department in talks to end the conservatorship.” If this Administration fails to do so, it will bear responsibility for having increased taxpayer risk with respect to the companies while impairing the ability of lower- and middle-income Americans to afford a home - perhaps permanently.

The Fund increased its position in Imperial Metals (5.7%) after the company suffered an unexpected breach at the Mount Polley tailings pond in August, halting operations at that site and temporarily delaying the launch of its massive Red Chris mine. Management has responded admirably under stressful conditions, and an October visit by the Fairholme Research team confirmed that they are prepared to re-commence normal operations. We look forward to the ribbon cutting ceremony for their flagship copper/gold project at Red Chris in the near future.

The Fund’s portfolio of double-ratchet TARP warrants continues to perform well, with Bank of America (10.8%), Wells Fargo (7.4%), J.P. Morgan (4.1%), AIG (3.4%), and Lincoln National (2.5%) all gaining over the course of the year. The prospect of meaningful capital distributions gives these unique warrants plenty more room to run. The healing process is now entering a new phase, as the companies have begun to responsibly flex their financial muscles, taking advantage of improved economic fundamentals to generate substantial value for their shareholders.

The Fund’s cash position remains above its historical average of 17.5%, leaving us well equipped to capitalize on select market opportunities in the months ahead.

Respectfully submitted,



Bruce R. Berkowitz  
Managing Member  
Fairholme Capital Management

<sup>1</sup> These remarks are attributable to Professor Louis Stern of Northwestern University’s J. L. Kellogg Graduate School of Management from the July 11, 1988, edition of *Crain’s Chicago Business*.

The Portfolio Manager’s Report is not part of The Fairholme Allocation Fund’s Annual Report due to forward-looking statements that, by their nature, cannot be attested to, as required by regulation. The Portfolio Manager’s Report is based on calendar-year performance and precedes a more formal Management Discussion and Analysis. Opinions of the Portfolio Manager are intended as such, and not as statements of fact requiring attestation.

# ***FAIRHOLME***

*Ignore the crowd.*

The Fairholme Allocation Fund (FAAFX)  
Seeking long-term total return

## **Annual Report 2014**

Managed by Fairholme Capital Management

# THE FAIRHOLME ALLOCATION FUND

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November 30, 2014

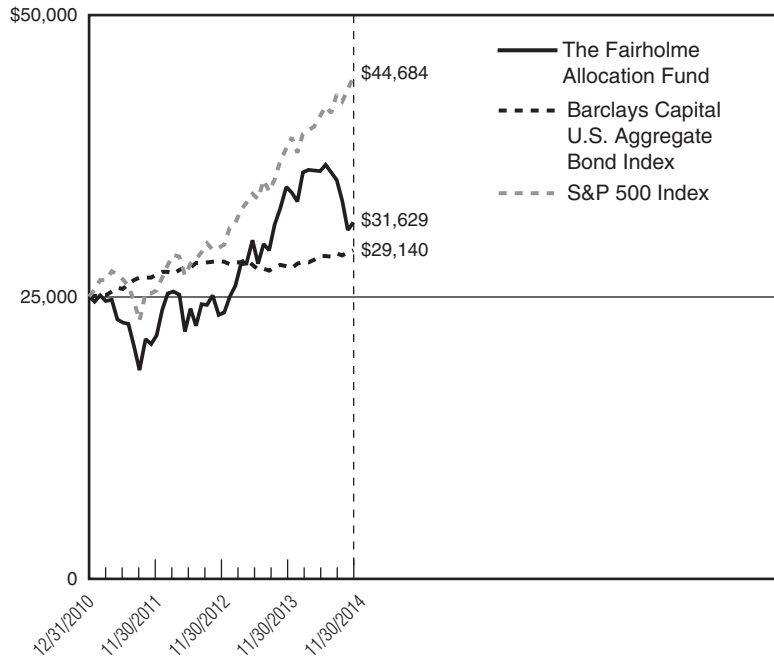
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# THE FAIRHOLME ALLOCATION FUND

FUND PERFORMANCE (unaudited)  
Inception through November 30, 2014

THE FAIRHOLME ALLOCATION FUND VS. THE BARCLAYS CAPITAL U.S. AGGREGATE BOND INDEX AND THE S&P 500 INDEX  
INITIAL MINIMUM INVESTMENT OF \$25,000



The Fairholme Allocation Fund (the “Fund”) commenced operations on December 31, 2010. The chart above presents the performance of a \$25,000 investment from inception to the latest fiscal year ending November 30, 2014.

The following notes pertain to the chart above as well as to the performance table included in the Management Discussion & Analysis Report. **Performance information in this report represents past performance and is not a guarantee of future results. The investment return and principal value of an investment in the Fund will fluctuate, so that an investor’s shares when redeemed may be worth more or less than their original cost. Current performance may be lower or higher than the performance quoted within. The performance information does not reflect the taxes an investor would pay on Fund distributions or upon redemption of the Fund shares. Most recent month-end performance and answers to any questions you may have can be obtained by calling Shareholder Services at 1-866-202-2263.**

Data for the Barclays Capital U.S. Aggregate Bond Index, the S&P 500 Index and the Fund are presented assuming all dividends and distributions have been reinvested and do not reflect any taxes that might have been incurred by a shareholder as a result of the Fund distributions. The Barclays Capital U.S. Aggregate Bond Index is an unmanaged market-weighted index comprised of investment grade corporate bonds (rated BBB or better), mortgages, and U.S. Treasury and government agency issues with at least one year to maturity. The S&P 500 Index is a widely recognized, unmanaged index of 500 of the largest companies in the United States as measured by market capitalization and does not reflect any investment management fees or transaction expenses, nor the effects of taxes, fees, or other charges.

# THE FAIRHOLME ALLOCATION FUND

## MANAGEMENT DISCUSSION & ANALYSIS For the Fiscal Year Ended November 30, 2014

The Fairholme Allocation Fund (the “Fund”) shares outstanding and audited net asset value per share (“NAV”) at November 30, 2014, the end of the Fund’s fiscal year, and per share NAVs at other pertinent dates, were as follows:

<u>11/30/2014 Shares Outstanding</u>	<u>11/30/2014 NAV (audited)</u>	<u>05/31/2014 NAV (unaudited)</u>	<u>11/30/2013 NAV (audited)</u>
30,124,194	\$12.57	\$14.39	\$13.82

At December 31, 2014, the unaudited per share NAV of the Fund was \$11.25. Performance figures below are shown for the Fund’s fiscal year ended November 30, 2014, and do not match calendar year figures for the period ended December 31, 2014, cited in the Portfolio Manager’s report.

<u>Fund Performance to 11/30/2014</u>	<u>Six Months</u>	<u>One Year</u>	<u>Since Inception 12/31/2010</u>
<b>Cumulative:</b>			
Fund	(12.65)%	(9.04)%	26.52%
Barclays Bond Index	1.91%	5.26%	16.56%
S&P 500	8.58%	16.86%	78.73%
<b>Annualized:</b>			
Fund		(9.04)%	6.19%
Barclays Bond Index		5.26%	3.99%
S&P 500		16.86%	15.98%

For the six months ended November 30, 2014, the Fund was outperformed by the Barclays Capital U.S. Aggregate Bond Index (“Barclays Bond Index”) and the S&P 500 Index (“S&P 500”) by 14.56 and 21.23 percentage points, respectively, while over the last year the Fund was outperformed by the Barclays Bond Index and S&P 500 by 14.30 and 25.90 percentage points, respectively. From inception, the Fund outperformed the Barclays Bond Index by 2.2 percentage points and underperformed the S&P 500 by 9.79 per annum or, on a cumulative basis, 9.96 and 52.21 percentage points over the past three years and eleven months, respectively.

Fairholme Capital Management, L.L.C. (the “Manager”) believes performance over shorter periods is likely to be less meaningful than performance over longer periods. Investors are cautioned not to rely on short-term results. The fact that securities increase or decline in value does not always indicate that the Manager believes these securities to be more or less attractive — in fact, the Manager believes that some price increases present selling opportunities and some price declines present buying opportunities.

Further, shareholders should note that the S&P 500 and the Barclays Bond Index are unmanaged indices incurring no fees, expenses, or tax effects and are shown solely to compare Fund performance to that of unmanaged and diversified indices of U.S. publicly traded corporation common stock.

Shareholders are also cautioned that it is possible that some securities mentioned in this discussion may no longer be held by the Fund subsequent to the end of the fiscal period and that the Fund may have made significant new purchases that are not yet required to be disclosed. It is the Fund’s general policy not to disclose portfolio holdings other than when required by relevant law or regulation. Portfolio holdings are subject to change without notice.

Not all Fund portfolio dispositions or additions are material, and, while the Fund and the Manager have long-term objectives, it is possible that a security sold or purchased in one period will be purchased or sold in a subsequent period. Generally, the Manager determines to buy and sell based on its estimates of the absolute and relative intrinsic values and fundamental dynamics of a particular security and its issuer and its industry. However, certain strategies of the Manager in carrying out Fund policies may result in shorter holding periods.



# THE FAIRHOLME ALLOCATION FUND

MANAGEMENT DISCUSSION & ANALYSIS (continued)  
For the Fiscal Year Ended November 30, 2014

The Manager invests Fund assets in securities to the extent it finds reasonable investment opportunities in accordance with its Prospectus and may invest a significant portion of Fund assets in liquid, low-risk securities or cash. The Manager views liquidity as a strategic advantage. At November 30, 2014, cash and cash equivalents (consisting of cash, commercial paper, deposit accounts, U.S. Treasury Bills, and money-market funds) represented 30.31% of total assets. Since inception, the Fund has held liquid, low-risk securities or cash for periods without negatively influencing performance, although there is no guarantee that future performance will not be negatively affected by Fund liquidity.

The Fund is considered to be “non-diversified” under the Investment Company Act of 1940. The Fund can invest a greater percentage of assets in fewer securities than a diversified fund and may invest a significant portion of cash and liquid assets in one or more higher-risk securities at any time, particularly in situations where markets are weak or a particular security declines sharply. The Fund may also have a greater percentage of assets invested in a particular industry than a diversified fund, exposing the Fund to the risk of an unanticipated industry condition as well as risks specific to a single company or security. For the fiscal year ended November 30, 2014, the Fund investments that performed the best were Wells Fargo & Co., American International Group, Inc., and Bank of America Corp. The biggest contributors to negative performance were investments in Federal National Mortgage Association, Federal Home Loan Mortgage Corp., Sears Holdings Corp., Imperial Metals Corp., Chesapeake Energy Corp., and Leucadia National Corp. The following charts show the top holdings by issuer and sector in descending order of net assets as of November 30, 2014.

<b>The Fairholme Allocation Fund Top Holdings by Issuer* (% of Net Assets)</b>		<b>The Fairholme Allocation Fund Top Sectors (% of Net Assets)</b>	
Sears Holdings Corp.	25.4%	Cash and Cash Equivalents**	31.0%
Bank of America Corp.	10.4%	Retail Department Stores	25.8%
Wells Fargo & Co.	7.0%	Diversified Banks	21.2%
Federal Home Loan Mortgage Corp.	5.6%	Mortgage Finance	10.4%
Federal National Mortgage Association	4.8%	Metals & Mining	4.7%
Imperial Metals Corp.	4.7%	Diversified Holding Companies	3.3%
JPMorgan Chase & Co.	3.8%	Multi-Line Insurance	3.2%
Leucadia National Corp.	3.3%	Life Insurance	2.3%
American International Group, Inc.	3.2%	Real Estate Management & Development	0.5%
Lincoln National Corp.	2.3%		
	<u>70.5%</u>		<u>102.4%</u>

\* Excludes cash, U.S. Treasury Bills, and money market funds.

\*\* Includes cash, U.S. Treasury Bills, and money market funds.

The Manager views the ability to focus on fewer investments than a diversified fund as a strategic advantage. However, such a strategy may negatively influence short-term performance and there is no guarantee that long-term performance will not be negatively affected.

The Fund may invest in non-U.S. securities and securities of corporations domiciled outside of the United States, which may expose the Fund to adverse changes resulting from foreign currency fluctuations or other potential risks as described in the Fund’s Prospectus and Statement of Additional Information.

The Fund’s officers, the Board of Directors (the “Board” or the “Directors”), and the Manager are aware that large cash inflows or outflows may adversely affect Fund performance. Such flows are monitored and appropriate actions are contemplated for when such flows could negatively impact performance.

# THE FAIRHOLME ALLOCATION FUND

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MANAGEMENT DISCUSSION & ANALYSIS (continued)  
For the Fiscal Year Ended November 30, 2014

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Since inception, the Fund has been advised by the Manager. Bruce Berkowitz, both the Managing Member of the Manager and Chairman of the Fund's Board, continues to have a significant personal stake in the Fund, holding an aggregate 9,445,015 shares at November 30, 2014. While there is no requirement that Mr. Berkowitz own shares of the Fund, such holdings are believed to help align the interests of the Manager with the interests of the shareholders.

The Board, including the Independent Directors, continues to believe that it is in the best interests of the Fund to have Mr. Berkowitz serve as Chairman of the Board given: his long-term relative performance; his experience, commitment, and significant personal investment in the Fund; the present constitution of Directors and policies; and current rules and regulations. A Director and Officers of the Fund are also Officers of the Manager. Nevertheless, at November 30, 2014, a majority of Directors were independent of the Manager, no stock option or restricted stock plans exist, Officers received no direct compensation from the Fund, and the Director affiliated with the Manager received no compensation for being a Director.

For more complete information about the Fund, or to obtain a current Prospectus, please visit [www.fairholmefunds.com](http://www.fairholmefunds.com) or call Shareholder Services at 1-866-202-2263.

# THE FAIRHOLME ALLOCATION FUND

## EXPENSE EXAMPLE

For the Six Month Period from June 1, 2014  
through November 30, 2014 (unaudited)

As a Fund shareholder, you incur direct and indirect costs. Direct costs include, but are not limited to, transaction fees at some broker-dealers, custodial fees for retirement accounts, redemption fees on Fund shares redeemed within 60 days of purchase, and wire transfer fees. You also incur indirect, ongoing costs that include, but are not limited to, management fees paid to the Manager.

The following example is intended to help you understand your indirect costs (also referred to as “ongoing costs” and measured in dollars) when investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds. This example is based on an investment of \$1,000 invested in the Fund at June 1, 2014, and held for the entire six month period ending November 30, 2014.

### Actual Expenses

The first line of the table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you had invested at the beginning of the period, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading “Expenses Paid During the Period” to estimate the expenses you paid on your Fund holdings during this period.

### Hypothetical Example for Comparison Purposes

The second line of the table provides information about hypothetical account values and hypothetical expenses based on the Fund’s actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund’s actual return for the period presented. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses that you paid for the period presented. However, you may use this information to compare ongoing costs of investing in the Fund with the ongoing costs of investing in other funds. To do so, compare this 5% hypothetical example with the 5% examples that appear in the shareholder reports of other funds.

Please note that the column titled “Expenses Paid During the Period” in the table below is meant to highlight your ongoing costs only and do not reflect any transactional costs, such as redemption fees (if any), or other direct costs. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these direct costs were included, your total costs would be higher.

<b>Fund</b>	<b>Beginning Account Value June 1, 2014</b>	<b>Ending Account Value November 30, 2014</b>	<b>Annualized Expense Ratio</b>	<b>Expenses Paid During the Period June 1, 2014 Through November 30, 2014*</b>
Actual	\$1,000.00	\$ 873.50	1.00%	\$4.70
Hypothetical (5% return before expenses)	\$1,000.00	\$1,020.05	1.00%	\$5.06

\* Expenses are equal to the Fund’s annualized expense ratio, multiplied by the average account value over the period, multiplied by 183 days/365 days (to reflect the one-half year period).

# THE FAIRHOLME ALLOCATION FUND

SCHEDULE OF INVESTMENTS  
November 30, 2014

Shares		Value	Shares		Value
	<b>DOMESTIC EQUITY SECURITIES — 23.5%</b>			<b>WARRANTS — 29.2%</b>	
	<b>DIVERSIFIED HOLDING COMPANIES — 3.3%</b>			<b>DIVERSIFIED BANKS — 21.2%</b>	
531,700	Leucadia National Corp.	\$ 12,298,221	5,570,428	Bank of America Corp., Vested, Strike Price \$13.267, Expire 01/16/2019 <sup>(a)(c)</sup>	\$ 39,327,222
	<b>MORTGAGE FINANCE — 1.3%</b>		718,000	JPMorgan Chase & Co., Vested, Strike Price \$42.391, Expire 10/28/2018 <sup>(a)(c)</sup>	14,360,000
1,599,100	Federal Home Loan Mortgage Corp. <sup>(a)</sup>	3,821,849	1,267,065	Wells Fargo & Co., Vested, Strike Price \$33.996, Expire 10/28/2018 <sup>(a)(c)</sup>	26,608,365
507,500	Federal National Mortgage Association <sup>(a)</sup>	1,243,375			80,295,587
		<u>5,065,224</u>			
	<b>REAL ESTATE MANAGEMENT &amp; DEVELOPMENT — 0.5%</b>			<b>LIFE INSURANCE — 2.3%</b>	
39,032	Homefed Corp. <sup>(a)</sup>	1,887,197	181,610	Lincoln National Corp., Vested, Strike Price \$10.453, Expire 07/10/2019 <sup>(a)(c)</sup>	8,818,981
	<b>RETAIL DEPARTMENT STORES — 18.4%</b>			<b>MULTI-LINE INSURANCE — 3.2%</b>	
1,933,100	Sears Holdings Corp.	69,784,910	507,515	American International Group, Inc., Vested, Strike Price \$45.000, Expire 01/19/2021 <sup>(a)(c)</sup>	12,134,684
	<b>TOTAL DOMESTIC EQUITY SECURITIES (COST \$92,255,266)</b>	<u>89,035,552</u>		<b>RETAIL DEPARTMENT STORES — 2.5%</b>	
	<b>FOREIGN EQUITY SECURITIES — 5.1%</b>		474,266	Sears Holdings Corp., Vested, Strike Price \$28.410, Expire 12/15/2019 <sup>(a)(c)</sup>	9,485,312
	<b>CANADA — 5.1%</b>			<b>TOTAL WARRANTS (COST \$46,883,084)</b>	<u>110,734,564</u>
2,220,400	Imperial Metals Corp. <sup>(a)</sup>	17,669,996		<b>Principal</b>	
	<b>RETAIL DEPARTMENT STORES — 0.4%</b>			<b>DOMESTIC CORPORATE BONDS — 4.5%</b>	
155,500	Sears Canada, Inc. <sup>(a)</sup>	1,482,241		<b>RETAIL DEPARTMENT STORES — 4.5%</b>	
	<b>TOTAL FOREIGN EQUITY SECURITIES (COST \$27,578,882)</b>	<u>19,152,237</u>		\$20,346,000	Sears Holdings Corp. 8.000%, 12/15/2019
	<b>DOMESTIC PREFERRED EQUITY SECURITIES — 9.1%</b>			<b>TOTAL DOMESTIC CORPORATE BONDS (COST \$16,824,002)</b>	<u>16,852,592</u>
	<b>MORTGAGE FINANCE — 9.1%</b>				
	Federal Home Loan Mortgage Corp.				
4,033,100	7.875%, Series Z <sup>(a)(b)</sup>	17,543,985			
	Federal National Mortgage Association				
3,951,200	7.750%, Series S <sup>(a)(b)</sup>	17,069,184			
	<b>TOTAL DOMESTIC PREFERRED EQUITY SECURITIES (COST \$36,004,594)</b>	<u>34,613,169</u>			

The accompanying notes are an integral part of the financial statements.

# THE FAIRHOLME ALLOCATION FUND

SCHEDULE OF INVESTMENTS (continued)  
November 30, 2014

<u>Principal</u>	<u>Value</u>	<u>Shares</u>	<u>Value</u>
<b>U.S. GOVERNMENT OBLIGATIONS — 15.8%</b>		<b>MONEY MARKET FUNDS — 15.2%</b>	
\$10,000,000	U.S. Treasury Bills 0.030%, 03/26/2015 <sup>(d)</sup>	57,663,029	Fidelity Institutional Money Market Funds - Money Market Portfolio, 0.090% <sup>(e)</sup>
	\$ 9,998,800		\$ 57,663,029
10,000,000	U.S. Treasury Bills 0.122%, 04/02/2015 <sup>(d)</sup>	9,998,470	
	9,998,470		
10,000,000	U.S. Treasury Bills 0.107%, 04/30/2015 <sup>(d)</sup>	9,997,710	
	9,997,710		
10,000,000	U.S. Treasury Bills 0.061%, 05/14/2015 <sup>(d)</sup>	9,996,810	
	9,996,810		
10,000,000	U.S. Treasury Bills 0.122%, 09/17/2015 <sup>(d)</sup>	9,991,540	
	9,991,540		
10,000,000	U.S. Treasury Bills 0.140%, 11/12/2015 <sup>(d)</sup>	9,987,750	
	9,987,750		
<b>TOTAL U.S. GOVERNMENT OBLIGATIONS</b>			
<b>(COST \$59,966,568)</b>	<u>59,971,080</u>		
		<b>TOTAL MONEY MARKET FUNDS</b>	<u>57,663,029</u>
		<b>(COST \$57,663,029)</b>	
		<b>TOTAL INVESTMENTS — 102.4%</b>	<u>\$ 388,022,223</u>
		<b>(COST \$337,175,425)</b>	
		<b>LIABILITIES IN EXCESS OF OTHER ASSETS — (2.4)%</b>	<u>(9,271,886)</u>
		<b>NET ASSETS — 100.0%</b>	<u>\$ 378,750,337</u>

<sup>(a)</sup> Non-income producing security.

<sup>(b)</sup> Variable rate security. Rates shown are the effective rates as of November 30, 2014.

<sup>(c)</sup> Warrants have terms and conditions based on dividends paid and other events that may lower the strike price and raise the shares per warrant conversion ratio. Reported strike prices and conversion ratios are as of the date of this report. All share-to-warrant conversion ratios are currently 1:1.

<sup>(d)</sup> Rates shown are the effective yields based on the purchase price. The calculation assumes the security is held to maturity.

<sup>(e)</sup> Annualized based on the 1-day yield as of November 30, 2014.

*The accompanying notes are an integral part of the financial statements.*

# THE FAIRHOLME ALLOCATION FUND

STATEMENT OF ASSETS & LIABILITIES  
November 30, 2014

## Assets

Investments, at Fair Value (Cost — \$337,175,425)	\$388,022,223
Interest Receivable	<u>57,675</u>
Total Assets	<u>388,079,898</u>

## Liabilities

Payable for Investments Purchased	8,940,545
Accrued Management Fees	293,953
Payable for Capital Shares Redeemed	<u>95,063</u>
Total Liabilities	<u>9,329,561</u>

## NET ASSETS

\$378,750,337

### Net Assets Consist of:

Paid-In Capital	\$296,532,787
Accumulated Net Investment Loss	(2,422,249)
Accumulated Net Realized Gain on Investments and Foreign Currency Related Transactions	33,793,001
Net Unrealized Appreciation on Investments and Foreign Currency Related Translations	<u>50,846,798</u>

## NET ASSETS

\$378,750,337

Shares of Common Stock Outstanding* (\$0.0001 par value)	<u>30,124,194</u>
Net Asset Value, Offering and Redemption Price Per Share (\$378,750,337 / 30,124,194 shares)	<u>\$ 12.57</u>

\* 200,000,000 shares authorized in total.

*The accompanying notes are an integral part of the financial statements.*

# THE FAIRHOLME ALLOCATION FUND

## STATEMENT OF OPERATIONS

	<b>For the Fiscal Year Ended November 30, 2014</b>
<b>Investment Income</b>	
Dividends	\$ 886,711
Interest	<u>78,280</u>
Total Investment Income	<u>964,991</u>
<b>Expenses</b>	
Management Fees	<u>3,566,307</u>
Total Expenses	<u>3,566,307</u>
Net Investment Loss	<u>(2,601,316)</u>
<b>Realized and Unrealized Gain (Loss) on Investments and Foreign Currency Related Translations</b>	
Net Realized Gain on Investments and Foreign Currency Related Transactions	34,479,453
Net Change in Unrealized Appreciation (Depreciation) on Investments and Foreign Currency Related Translations	<u>(63,377,266)</u>
Net Realized and Unrealized Loss on Investments and Foreign Currency Related Translations	<u>(28,897,813)</u>
<b>NET DECREASE IN NET ASSETS FROM OPERATIONS</b>	<u><u>\$(31,499,129)</u></u>

*The accompanying notes are an integral part of the financial statements.*

# THE FAIRHOLME ALLOCATION FUND

## STATEMENTS OF CHANGES IN NET ASSETS

	<u>For the Fiscal Year Ended November 30, 2014</u>	<u>For the Fiscal Year Ended November 30, 2013</u>
<b>CHANGES IN NET ASSETS</b>		
<b>From Operations</b>		
Net Investment Loss	\$ (2,601,316)	\$ (2,415,139)
Net Realized Gain on Investments, Short Sales and Foreign Currency Related Transactions	34,479,453	14,884,135
Net Change in Unrealized Appreciation (Depreciation) on Investments and Foreign Currency Related Translations	<u>(63,377,266)</u>	<u>109,051,054</u>
Net Increase (Decrease) in Net Assets from Operations	<u>(31,499,129)</u>	<u>121,520,050</u>
<b>From Dividends and Distributions to Shareholders</b>		
Net Investment Income	<u>—</u>	<u>(1,630,876)</u>
Net Decrease in Net Assets from Dividends and Distributions	<u>—</u>	<u>(1,630,876)</u>
<b>From Capital Share Transactions</b>		
Proceeds from Sale of Shares	82,815,593	32,479,565
Shares Issued in Reinvestment of Dividends and Distributions	—	1,585,115
Redemption Fees	1,983	6,907
Cost of Shares Redeemed	<u>(32,037,717)</u>	<u>(49,921,246)</u>
Net Increase (Decrease) in Net Assets from Shareholder Activity	<u>50,779,859</u>	<u>(15,849,659)</u>
<b>NET ASSETS</b>		
Net Increase in Net Assets	19,280,730	104,039,515
Net Assets at Beginning of Year	<u>359,469,607</u>	<u>255,430,092</u>
Net Assets at End of Year	<u>\$378,750,337</u>	<u>\$359,469,607</u>
Accumulated Net Investment Loss at End of Year	<u>\$ (2,422,249)</u>	<u>\$ (2,539,050)</u>
<b>SHARES TRANSACTIONS</b>		
Issued	6,502,543	2,987,575
Reinvested	—	172,108
Redeemed	<u>(2,394,347)</u>	<u>(4,519,439)</u>
Net Increase (Decrease) in Shares	4,108,196	(1,359,756)
Shares Outstanding at Beginning of Year	<u>26,015,998</u>	<u>27,375,754</u>
Shares Outstanding at End of Year	<u>30,124,194</u>	<u>26,015,998</u>

*The accompanying notes are an integral part of the financial statements.*



# THE FAIRHOLME ALLOCATION FUND

## FINANCIAL HIGHLIGHTS

	For the Fiscal Year Ended November 30, 2014	For the Fiscal Year Ended November 30, 2013	For the Fiscal Year Ended November 30, 2012	For the Period Ended November 30, 2011 <sup>(1)</sup>
<b>PER SHARE OPERATING PERFORMANCE</b>				
<b>NET ASSET VALUE, BEGINNING OF PERIOD</b>	\$13.82	\$9.33	\$8.29	\$10.00
<b>Investment Operations</b>				
Net Investment Income (Loss) <sup>(2)</sup>	(0.10)	(0.09)	0.07	(0.02)
Net Realized and Unrealized Gain (Loss) on Investments	(1.15)	4.64	0.97	(1.69)
Total from Investment Operations	(1.25)	4.55	1.04	(1.71)
<b>Dividends and Distributions</b>				
From Net Investment Income	—	(0.06)	—	—
Total Dividends and Distributions	—	(0.06)	—	—
<b>Redemption Fees</b> <sup>(2)</sup>	0.00 <sup>(3)</sup>	0.00 <sup>(3)</sup>	0.00 <sup>(3)</sup>	0.00 <sup>(3)</sup>
<b>NET ASSET VALUE, END OF PERIOD</b>	\$12.57	\$13.82	\$9.33	\$8.29
<b>TOTAL RETURN</b>	(9.04)%	49.09%	12.55%	(17.10)% <sup>(4)</sup>
<b>Ratio/Supplemental Data</b>				
Net Assets, End of Period (in 000's)	\$378,750	\$359,470	\$255,430	\$212,122
Ratio of Expenses to Average Net Assets:				
Before Expenses Waived	1.00%	1.01% <sup>(5)</sup>	1.00%	1.00% <sup>(6)</sup>
After Expenses Waived	1.00 <sup>(7)</sup>	1.01 <sup>(7)</sup>	0.92% <sup>(7)</sup>	0.75% <sup>(6)</sup>
Ratio of Net Investment Income (Loss) to Average Net Assets	(0.73)%	(0.80)%	0.74%	(0.30)% <sup>(6)</sup>
Portfolio Turnover Rate	33.15%	35.97%	26.96%	41.60% <sup>(4)</sup>

<sup>(1)</sup> The Fund commenced operations on December 31, 2010.

<sup>(2)</sup> Based on average shares outstanding.

<sup>(3)</sup> Redemption fees represent less than \$0.01.

<sup>(4)</sup> Not Annualized.

<sup>(5)</sup> 0.01% is attributable to interest expense incurred outside of the 1.00% management fee.

<sup>(6)</sup> Annualized.

<sup>(7)</sup> Effective March 29, 2012, the Manager's contractual management fee waiver/expense reimbursement for the Fund expired.

*The accompanying notes are an integral part of the financial statements.*

## Note 1. Organization

Fairholme Funds, Inc. (the “Company”), a Maryland corporation, is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as an open-end management investment company. The Company’s Articles of Incorporation permit the Board of Directors of the Company (the “Board” or the “Directors”) to issue 1,100,000,000 shares of common stock at \$.0001 par value. 200,000,000 shares have been allocated to The Fairholme Allocation Fund (the “Fund”). The Fund is a non-diversified fund. The Fund may have a greater percentage of its assets invested in particular securities than a diversified fund, exposing the Fund to the risk of unanticipated industry conditions as well as risks specific to a single company or the securities of a single company. The Board has the power to designate one or more separate and distinct series and/or classes of shares of common stock and to classify or reclassify any unissued shares with respect to such series.

The Fund’s investment objective is to seek long-term total return. Under normal circumstances, the Fund seeks to achieve its investment objective by investing opportunistically in a focused portfolio of investments in the equity, fixed-income and cash, and cash-equivalent asset classes. The proportion of the Fund’s portfolio invested in each asset class will vary from time to time based on Fairholme Capital Management, L.L.C.’s (the “Manager”) assessment of relative fundamental values of securities and other investments in the asset class, the attractiveness of investment opportunities within each asset class, general market and economic conditions, and expected future returns of other investment opportunities. The Fund seeks to capitalize on anticipated fluctuations in the financial markets by changing the mix of its holdings in the targeted asset classes. The Fund may maintain a significant portion of its total assets in cash and securities generally considered to be cash equivalents. The Manager serves as investment adviser to the Fund.

There is no guarantee that the Fund will meet its objective.

Since the close of business on February 28, 2013, (the “Closing Date”), the sale of shares of the Fund has been suspended to new investors, subject to certain exceptions as described below. Subject to the right of the Fund to reject any order to purchase shares or to withdraw the offering of shares at any time, shares remain available for purchase to existing Fund shareholders. The following categories of new investors may continue to purchase shares of the Fund: (i) clients of financial advisors and financial consultants that have clients invested in the Fund as of the Closing Date; (ii) clients of financial advisors and intermediaries that have approved the inclusion of the Fund as an investment option in their asset allocation programs or discretionary investment programs, including wrap, model or other managed account programs, as of the Closing Date; and (iii) participants in group retirement plans that include the Fund as an investment option as of the Closing Date, and IRA transfers and rollovers from such plans. In addition, Directors of the Company, clients and employees of the Manager and their respective immediate family members may open new accounts and add shares of the Fund to such accounts. The Fund retains the right to limit the foregoing exceptions, make additional exceptions to the suspension of the sale of the Fund’s shares to new investors, and subsequently commence selling its shares to new investors.

## Note 2. Significant Accounting Policies

The Fund’s investments are reported at fair value as defined by Accounting Principles Generally Accepted in the United States of America (“U.S. GAAP”). The Fund calculates its net asset value as soon as practicable following the close of regular trading on the New York Stock Exchange (currently 4:00 p.m. Eastern Time) on each day the New York Stock Exchange is open.

A description of the valuation techniques applied to the Fund’s securities measured at fair value on a recurring basis follows:

### *Security Valuation:*

Equity securities (common and preferred stocks): Securities traded on a national securities exchange or reported on the NASDAQ national market are generally valued at the official closing price, or at the last reported sale price on the exchange or market on which the securities are traded, as of the close of business on the day the securities are being valued or, lacking any sales, at the last available bid price. To the extent these securities are actively traded and valuation adjustments are not applied, they are classified in Level 1 of the fair value hierarchy. If these securities are not actively traded, they are

classified in Level 2. The Manager may also employ other valuation methods which the Manager believes would provide a more accurate indication of fair value. In these situations, if the inputs are observable, the valuation will be classified in Level 2 of the fair value hierarchy, otherwise they would be classified in Level 3.

Fixed-income securities (U.S. government obligations, corporate bonds, convertible bonds, and asset backed securities): The fair value of fixed-income securities is estimated using market quotations when readily available, but may also be estimated by various methods when no such market quotations exist and when the Manager believes these other methods reflect the fair value of such securities. These methods may consider recently executed transactions in securities of the issuer or comparable issuers and market price valuations from independent pricing services and/or brokers (where observable). Where the Manager deems it appropriate to do so (such as when independent prices are unavailable or not deemed to be representative of fair value) long-term fixed-income securities will be fair valued in good faith following consideration by, and conclusion of, the Manager's Valuation Committee. As of November 30, 2014, fixed-income securities are valued by the Manager utilizing the average of valuations from independent pricing services. Although fixed-income securities are classified in Level 2 of the fair value hierarchy at November 30, 2014, in instances where lower relative weight is placed on transaction prices, quotations, or similar observable inputs, they would be classified in Level 3.

Open-end mutual funds: Investments in open-end mutual funds including money market funds are valued at their closing net asset value each business day and are classified in Level 1 of the fair value hierarchy.

Short-term securities: Investments in securities with maturities of less than sixty days when acquired or long-term securities, which are within sixty days of maturity are estimated by using the amortized cost method of valuation, which the Manager and the Board have determined will approximate fair value. To the extent the inputs are observable and timely, the values would be classified in Level 2 of the fair value hierarchy.

Restricted securities: Depending on the relative significance of valuation inputs, these instruments may be classified in any level of the fair value hierarchy.

Warrants: The Fund may invest in warrants, which may be acquired either through a direct purchase, included as part of a private placement, or pursuant to corporate actions. Warrants entitle, but do not obligate, the holder to buy equity securities at a specific price for a specific period of time. Warrants may be considered more speculative than certain other types of investments in that they do not entitle a holder to dividends or voting rights with respect to the underlying securities that may be purchased nor do they represent any rights in the assets of the issuing company. Also, the value of a warrant does not necessarily change with the value of the underlying securities and a warrant ceases to have value if it is not exercised prior to its expiration date. Warrants traded on a security exchange are valued at the official closing price on the valuation date and are classified as Level 1 of the fair value hierarchy. Over the counter (OTC) warrants are valued using simulation models utilizing market value of the underlying security, expiration date of the warrants, volatility of the underlying security, strike price of the warrants, risk-free interest rate at the valuation date, and are classified as Level 2 or Level 3 of the fair value hierarchy depending on the observability of the inputs used.

The Fund uses several recognized industry third-party pricing services (TPPS) - approved by the Board and unaffiliated with the Manager - to value some of its securities. It also uses other independent market trade data sources (such as TRACE, the FINRA-developed mandatory reporting of over-the-counter secondary market transactions), as well as broker quotes provided by market makers. The data within these feeds is ultimately sourced from major stock exchanges and trading systems where these securities trade. If a price obtained from the pricing source is deemed unreliable, it may be discarded and/or challenged. In these cases the pricing decision is made by reference to the reliable market data from the other market data sources.

The Manager may determine the fair valuation of a security when market quotations are insufficient or not readily available, when securities are determined to be illiquid or restricted, or when in the judgment of the Manager the prices or values available do not represent the fair value of the instrument. Factors which may cause the Manager to make such a judgment include the following: (a) only a bid price or an asked price is available; (b) the spread between bid and asked prices is

# THE FAIRHOLME ALLOCATION FUND

NOTES TO FINANCIAL STATEMENTS (continued)  
November 30, 2014

substantial; (c) the liquidity of the securities; (d) the frequency of sales; (e) the thinness of the market; (f) the size of reported trades; (g) actions of the securities markets, such as the suspension or limitation of trading; and (h) bona fide bids or offers made to the Manager by independent third parties. Among the factors to be considered to fair value a security are recent prices of comparable securities that are publicly traded, reliable prices of securities not publicly traded, the use of valuation models, current analyst reports, valuing the income or cash flow of the issuer, or cost if the preceding factors do not apply. The circumstances of Level 3 securities are frequently monitored to determine if fair valuation measures continue to apply.

The Manager reports quarterly to the Board the results of the application of fair valuation policies and procedures.

The inputs and valuation techniques used to measure fair value of the Fund's investments are summarized into three levels as described in the hierarchy below:

- Level 1 — quoted prices in active markets for identical securities;
- Level 2 — other significant observable inputs (including quoted prices for similar securities, quoted prices in inactive markets for identical securities, interest rates, prepayment speeds, credit risk, etc.); and
- Level 3 — significant unobservable inputs (including the Manager's determination as to the fair value of investments).

The inputs or methodology used for valuing investments are not necessarily an indication of the level of risk associated with investing in those investments. The summary of the Fund's investments by inputs used to value the Fund's investments as of November 30, 2014, is as follows:

	Valuation Inputs		Total Fair Value at 11/30/2014
	Level 1 – Quoted Prices	Level 2 – Other Significant Observable Inputs	
<b>ASSETS:</b>			
<b>INVESTMENTS (Fair Value):</b>			
Domestic Equity Securities			
Real Estate Management & Development	—	\$ 1,887,197	\$ 1,887,197
Other*	\$ 87,148,355	—	87,148,355
Foreign Equity Securities*	19,152,237	—	19,152,237
Domestic Preferred Equity Securities*	34,613,169	—	34,613,169
Warrants*	110,734,564	—	110,734,564
Domestic Corporate Bonds	—	16,852,592	16,852,592
U.S. Government Obligations	—	59,971,080	59,971,080
Money Market Funds	57,663,029	—	57,663,029
<b>TOTAL INVESTMENTS</b>	<u>\$309,311,354</u>	<u>\$78,710,869</u>	<u>\$388,022,223</u>

\* Industry classifications for these categories are detailed in the Schedule of Investments.

The Fund had no transfers between Level 1 and Level 2 during the fiscal year ended November 30, 2014. The Fund's policy is to recognize transfers among Levels as of the beginning of the reporting period.

There were no Level 3 investments at November 30, 2014, or November 30, 2013.

*Recent Accounting Standards:* In June 2013, the Financial Accounting Standards Board (the "FASB") issued guidance that creates a two-tiered approach to assess whether an entity is an investment company. The guidance will also require an investment company to measure noncontrolling ownership interest in other investment companies at fair value and will require additional disclosures relating to investment company status, any changes thereto and information about financial support provided or contractually required to be provided to any of the investment company's investees. The guidance is effective for financial

# THE FAIRHOLME ALLOCATION FUND

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NOTES TO FINANCIAL STATEMENTS (continued)  
November 30, 2014

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statements with fiscal years beginning on or after December 15, 2013, and interim periods within those fiscal years. Management is evaluating the impact of this guidance on the Fund's financial statement disclosures.

*Warrants:* The Fund's investments in warrants as of November 30, 2014, are presented within the Schedule of Investments. The Fund's warrant positions during the fiscal year ended November 30, 2014, had an average monthly market value of approximately \$111,350,664.

As of November 30, 2014, the value of warrants with equity risk exposure of \$110,734,564 is included with Investments at Fair Value on the Statement of Assets and Liabilities. For the fiscal year ended November 30, 2014, the effect of the net change in unrealized appreciation of warrants with equity risk exposure of \$10,454,606 is included with the Net Change in Unrealized Appreciation on Investments and Foreign Currency Related Translations on the Statement of Operations and realized gains from warrants with equity risk exposure of \$11,570,179 is included in Net Realized Gain on Investments and Foreign Currency Related Transactions on the Statement of Operations.

*Dividends and Distributions:* The Fund records dividends and distributions to shareholders on the ex-dividend date. The Fund intends to distribute substantially all of its net investment income (if any) as dividends to its shareholders on an annual basis in December. The Fund intends to distribute any net long-term capital gains and any net short-term capital gains at least once a year. If the total dividends and distributions made in any tax year exceeds net investment income and accumulated realized capital gains, a portion of the total distribution may be treated as a tax return of capital.

*Short Sales:* The Fund may sell securities short. A short sale is a transaction in which the Fund sells securities it does not own in anticipation of a decline in the market price of the securities. To deliver the securities to the buyer, the Fund must arrange through a broker to borrow the securities and, in so doing, the Fund becomes obligated to replace the securities borrowed at their market price at the time of replacement, whatever that price may be. The Fund will make a profit or incur a loss as a result of a short sale depending on whether the price of the securities decreases or increases between the date of the short sale and the date on which the Fund purchases the security to replace the borrowed securities that have been sold. The Fund is required to repay interest on a security sold short, which is recorded on an accrual basis as interest expense.

*Foreign Currency Translation:* The books and records of the Fund are maintained in U.S. dollars. Foreign currency amounts are translated into U.S. dollars on the following basis: (i) fair value of investment securities, assets, and liabilities at the current rate of exchange; and (ii) purchases and sales of investment securities, income, and expenses at the relevant rates of exchange prevailing on the respective dates of such transactions. The Fund does not isolate that portion of gains and losses on investment securities which is due to changes in the foreign exchange rates from that which is due to changes in the market prices of such securities.

*Estimates:* The preparation of financial statements in conformity with U.S. GAAP requires the Fund to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of both contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

*Redemption Fee:* The Fund assesses a 2% fee on the proceeds of the Fund shares that are redeemed within 60 days of their purchase. The redemption fee is paid to the Fund, as applicable, for the benefit of remaining shareholders and is recorded as paid-in capital. The redemption fees retained by the Fund during the fiscal years ended November 30, 2014 and November 30, 2013, amounted to \$1,983 and \$6,907, respectively.

*Other:* The Fund accounts for security transactions on the trade date for financial statement purposes. The specific identification method is used for determining gains or losses for financial statements and income tax purposes. Dividend income is recorded on the ex-dividend date net of foreign taxes withheld where recovery is uncertain and interest income is recorded on an accrual basis. Discounts and premiums on securities purchased are amortized over the life of the respective securities using the effective yield method. Securities denominated in currencies other than U.S. dollars are subject to changes in value due

# THE FAIRHOLME ALLOCATION FUND

NOTES TO FINANCIAL STATEMENTS (continued)  
November 30, 2014

to fluctuation in exchange rates. The Fund may invest in countries that require governmental approval for the repatriation of investment income, capital, or the proceeds of sales of securities by foreign investors. In addition, if there is deterioration in a country's balance of payments or for other reasons, a country may impose temporary restrictions on foreign capital remittances abroad.

The Fund paid commissions and other brokerage fees during the period.

### Note 3. Related Party Transactions

The Manager is a Delaware limited liability company and is registered with the Securities and Exchange Commission as an investment adviser. The Manager's principal business and occupation is to provide investment management and advisory services to individuals, corporations, and other institutions throughout the world. Pursuant to an Investment Management Agreement, the Fund pays a management fee to the Manager for its provision of investment advisory and operating services to the Fund. Subject to applicable waivers or limitations, the management fee is paid at an annual rate equal to 1.00% of the daily average net assets of the Fund. Under the Investment Management Agreement, the Manager is responsible for paying all of the Fund's expenses, including expenses for the following services: transfer agency, fund accounting, fund administration, custody, legal, audit, compliance, directors' fees, call center, fulfillment, travel, insurance, rent, printing, postage, and other office supplies, and excluding commissions, brokerage fees, and other transaction costs, taxes, interest, litigation expenses, and related expenses, and other extraordinary expenses.

Effective March 29, 2012, the Manager's contractual management fee waiver/expense reimbursement for the Fund expired. Prior to March 29, 2012, the Manager had contractually agreed to waive a portion of its management fee and/or limit the Fund's operating expenses (excluding taxes, interest, brokerage commissions, acquired fund fees and expenses, expenses incurred in connections with any merger or reorganization and extraordinary expenses such as litigation) so that the Fund's operating expenses, after such waiver or limitation payment, would not exceed an annual rate of 0.75% of the Fund's daily average net assets for the period December 29, 2010 to March 29, 2012. The Manager may be reimbursed for fee waivers and/or expense limitation payments made in any fiscal year of the Fund over the following three fiscal years. Any such reimbursement is subject to the Board's review and approval. A reimbursement may be requested by the Manager if the aggregate amount paid by the Fund for operating expenses for such fiscal year, taking into account any reimbursement, does not exceed the fee waiver/expense limitation in place at the time of the initial waiver or reimbursement of the amount by the Manager. For the fiscal year ended November 30, 2014, the Manager may request reimbursement of up to the following:

For the period ended November 30, 2012, expiring November 30, 2015:	\$225,673
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The Manager earned \$3,566,307 from the Fund for its services during the fiscal year ended November 30, 2014.

Affiliates of the Manager held in aggregate 9,445,015 shares at November 30, 2014.

A Director and Officers of the Fund are also the Managing Member and Officers of the Manager.

### Note 4. Investments

For the fiscal year ended November 30, 2014, aggregated purchases and sales of investment securities other than short-term investments and U.S. government obligations were as follows:

<u>Purchases</u>	<u>Sales</u>
\$99,019,351	\$101,645,839

### Note 5. Tax Matters

*Federal Income Taxes:* The Fund intends to qualify each year as a "Regulated Investment Company" under Subchapter M of the Internal Revenue Code of 1986, as amended. By so qualifying, the Fund will not be subject to federal income taxes to the extent that it distributes all of its net investment income and any realized capital gains.

# THE FAIRHOLME ALLOCATION FUND

NOTES TO FINANCIAL STATEMENTS (continued)  
November 30, 2014

For U.S. federal income tax purposes, the cost of securities owned, gross unrealized appreciation, gross unrealized depreciation, and net unrealized appreciation of investments at November 30, 2014, were as follows:

<u>Cost</u>	<u>Gross Unrealized Appreciation</u>	<u>Gross Unrealized Depreciation</u>	<u>Net Unrealized Appreciation</u>
\$337,482,137	\$67,339,831	\$(16,799,745)	\$50,540,086

The differences between book basis and tax basis net unrealized appreciation is attributable to the tax deferral of losses on wash sales and capitalized cost.

The Fund's tax basis capital gains are determined at the end of each fiscal year. As of November 30, 2014, the components of distributable earnings on a tax basis were as follows:

Undistributed Long-term Capital Gains	\$ 34,099,713
Net Unrealized Appreciation on Investments and Foreign Currency Related Transactions	50,540,086
Qualified Late Year Loss Deferral	<u>(2,422,249)</u>
Total	<u>\$ 82,217,550</u>

Under the Regulated Investment Company Modernization Act of 2010, capital losses originating in taxable years beginning after December 22, 2010 ("post-enactment capital losses") are carried forward indefinitely. In addition, these losses must be utilized prior to the losses incurred in pre-enactment taxable years. Furthermore, post-enactment capital losses will retain their character as either short-term or long-term capital losses rather than being considered all short-term capital losses as under previous law.

The Manager has analyzed the Fund's tax positions taken on tax returns for all open tax years (current and prior three tax years) and has concluded that there are no uncertain tax positions that require recognition of a tax liability. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired (the current year and prior three years) are subject to examination by the Internal Revenue Service and state departments of revenue. Additionally, the Fund is not aware of any tax position for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months.

## Note 6. Dividends and Distributions to Shareholders

Ordinary income and capital gain distributions are determined in accordance with federal income tax regulations, which may differ from U.S. GAAP.

The tax character of dividends and distributions paid by the Fund were as follows:

	<u>For the Fiscal Year Ended November 30, 2014</u>	<u>For the Fiscal Year Ended November 30, 2013</u>
<b>Dividends and Distributions paid from:</b>		
Ordinary Income	<u>\$—</u>	<u>\$1,630,876</u>

# THE FAIRHOLME ALLOCATION FUND

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NOTES TO FINANCIAL STATEMENTS (continued)  
November 30, 2014

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The Fund declared and made payable the following distribution on December 29, 2014.

<b>Dividends and Distributions paid from:</b>	
Long-Term Capital Gain	\$34,099,920

At November 30, 2014, the Fund utilized capital loss carryforwards of \$604,582. The Fund had no net capital loss carryforwards available to reduce future required distributions of net capital gains to shareholders.

## **Note 7. Reclassification in the Capital Accounts**

In accordance with U.S. GAAP, the Fund has recorded reclassifications in their capital accounts. These reclassifications have no impact on the net asset value of the Fund and are designed generally to present undistributed income and realized gains on a tax basis which is considered to be more informative to the shareholder. Permanent differences were due to the tax treatment of unused net operating losses and the disallowance of certain non-tax deductible expenses for the Fund. As of November 30, 2014, the Fund recorded the following reclassifications to increase (decrease) the accounts listed below:

Accumulated Undistributed Net Investment Income	\$ 2,718,117
Paid-in-Capital	(2,718,117)

## **Note 8. Indemnifications**

Under the Company's organizational documents, its Officers and Directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In the normal course of business the Company or the Fund enters into contracts that contain a variety of representations and customary indemnifications. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on its experience to date, the Fund expects the risk of loss to be remote.



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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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To the Board of Directors of Fairholme Funds, Inc. and  
the shareholders of The Fairholme Allocation Fund:

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of The Fairholme Allocation Fund (the "Fund"), as of November 30, 2014, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the periods presented. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2014, by correspondence with the custodian and brokers. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of The Fairholme Allocation Fund as of November 30, 2014, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the periods presented, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Philadelphia, Pennsylvania  
January 29, 2015

# THE FAIRHOLME ALLOCATION FUND

ADDITIONAL INFORMATION  
November 30, 2014

## Board of Directors (unaudited)

The Board of Directors has overall responsibility for conduct of the Company's affairs. The day-to-day operations of the Fund are managed by the Manager, subject to the By-Laws of the Company and review by the Company's Board. The Directors and Officers of the Company, including those Directors who are also officers, are listed below.

Name, Age & Address†	Position(s) Held, Term of Office & Length of Time Served**	Principal Occupation(s) During Past 5 Years§	Number of Portfolios in Fund Complex Overseen by Director	Other Current Directorships Held by Director
<b>Interested Directors and Officers</b>				
Bruce R. Berkowitz* Age 56	Mr. Berkowitz has served as a Director & President of the Company since December 15, 1999.	Managing Member, Fairholme Capital Management, LLC since October 1997.	3	Director and Chairman of the Board of Directors, The St. Joe Co.
Cesar L. Alvarez, Esq.* Age 67	Mr. Alvarez has served as a Director of the Company since May 19, 2008.	Co-Chairman of Greenberg Traurig, LLP since 2013; Executive Chairman of Greenberg Traurig, LLP from 2010 to 2013; Chief Executive Officer of Greenberg Traurig, LLP from October 1997 to 2010.	3	Chairman, Board of Directors, Mednax, Inc.; Director, Intrexon Corp., Sears Holdings Corp., The St. Joe Co., and Watsco, Inc.
<b>Independent Directors^</b>				
Terry L. Baxter Age 69	Mr. Baxter has served as a Director of the Company since May 19, 2008.	Chairman of the Board, CEO, Source One (retired); President of White Mountain Holdings (retired).	3	Director, Main Street America Group
Howard S. Frank Age 73	Mr. Frank has served as a Director of the Company since May 7, 2007.	Chairman of the Board of Costa Crociere S.p.A. since 2014; Special Advisor to the CEO and to the Chairman of Carnival Corporation & plc. since 2013; Vice Chairman, Chief Operating Officer and Director, Carnival Corporation & plc. from 1989 to 2013.	3	Director, New World Symphony; Director, The St. Joe Co.
Steven J. Gilbert Age 67	Mr. Gilbert has served as a Director of the Company since June 16, 2014	Chairman, Gilbert Global Equity Partners, L.P. since 1998; Vice Chairman, MidOcean Equity Partners, L.P. since 2005; Co-Chairman, Birch Grove Capital since 2013; Senior Managing Director and Chairman, Sun Group (USA) from 2007 to 2009.	3	Chairman, CPM Holdings, Inc.; Director, MBIA, Inc.; Lead Independent Director, Empire State Realty Trust; Lead Independent Director, TRI Pointe Homes, Inc.; Director, Waterpik, Inc., Freshpet, Inc. and Pliia Systems, Inc.
Avivith Oppenheim, Esq. Age 64	Ms. Oppenheim has served as a Director of the Company since December 15, 1999.	Attorney-at-Law.	3	None.
Leigh Walters, Esq. Age 68	Mr. Walters has served as a Director of the Company since December 15, 1999.	Vice-President and Director, Valcor Engineering Corporation. Attorney-at-Law.	3	Director, Valcor Engineering Corporation

† Unless otherwise indicated, the address of each Director of the Company is c/o Fairholme Capital Management, LLC, 4400 Biscayne Blvd., 9th Floor, Miami, FL 33137.

^ Directors who are not "interested persons" of the Company as defined under the 1940 Act.

\* Mr. Berkowitz and Mr. Alvarez are each an interested person, as defined in the 1940 Act, of the Company because of their affiliation with the Manager.

\*\* Each Director serves for an indefinite term. Each officer serves for an annual term and until his or her successor is elected and qualified.

§ The information reported includes the principal occupation during the last five years for each Director and other information relating to the professional experiences, attributes and skills relevant to each Director's qualifications to serve as Director.

# THE FAIRHOLME ALLOCATION FUND

ADDITIONAL INFORMATION (continued)  
November 30, 2014

## Officers (unaudited)

Name, Age & Address†	Position(s) Held with the Company	Term of Office & Length of Time Served*	Principal Occupation(s) During Past 5 Years
Fred Fraenkel Age 65	Vice President	Mr. Fraenkel has served as Vice President of the Company since January 2013.	President of Fairholme Capital Management, L.L.C. since January 2013; Chief Research Officer, Fairholme Capital Management, L.L.C. since October 2011; Vice Chairman Beacon Trust Company from 2008 to 2011.
Wayne Kellner Age 45	Treasurer	Mr. Kellner has served as Treasurer of the Company since March 2012.	Chief Operating Officer, Fairholme Capital Management, L.C.C. since June 2014; Chief Financial Officer, Fairholme Capital Management, L.L.C. since January 2012; Treasurer, Fairholme Capital Management, L.L.C. from January 2011 to December 2011; Tax Principal, Rothstein Kass from 2006 to 2010.
Paul R. Thomson Age 58	Chief Compliance Officer and Secretary	Mr. Thomson has served as Chief Compliance Officer of the Company since April 2010 and has served as Secretary since June 2011. Mr. Thomson previously served as Chief Compliance Officer from November 2008 to January 2009.	Chief Compliance Officer, Fairholme Capital Management LLC since April 2010; Chief Financial Officer, Fairholme Capital Management LLC from January 2008 to January 2012.

† Unless otherwise indicated, the address of each Officer of the Company is c/o Fairholme Capital Management, LLC, 4400 Biscayne Blvd., 9th Floor, Miami, FL 33137.

\* Each officer serves for an annual term and until his or her successor is elected and qualified.

## **Approval of Investment Management Agreement (unaudited)**

At its meeting on October 21, 2014, the Board of Directors (the “Board” or the “Directors”) of Fairholme Funds, Inc. (the “Company”) approved the renewal of the investment management agreement between the Company, on behalf of The Fairholme Allocation Fund (the “Fund”), and Fairholme Capital Management, L.L.C. (the “Manager”). In considering whether to approve the renewal of the agreement, the Directors considered the factors discussed below, and information made available to them at the meeting relating to such factors, and other information they deemed relevant. The renewal of the agreement was not, however, based on any single factor, but on an evaluation of the totality of factors and information reviewed and evaluated by the Directors.

### *A. Nature, Extent and Quality of Services*

The Directors considered information provided to them concerning the services performed by the Manager for the Fund pursuant to the agreement. The Directors reviewed information concerning the nature, extent and quality of investment advisory and operational services provided, or overseen, by the Manager. The Directors reviewed information concerning the personnel responsible for the day-to-day portfolio and administrative management of the Fund, the overall reputation of the Manager and the Manager’s current and planned staffing levels. The Directors considered the Manager’s commitment to the Fund as evidenced, among other things, by the current share ownership of the Fund by management/owners/employees of the Manager. The Directors considered information describing the Manager’s compliance policies and procedures, including recent updates to those policies and information concerning the policies designed to address the Fund’s compliance with its investment objective, policies and restrictions and applicable regulatory requirements and to address the Manager’s conflicts of interest in providing services to the Fund and to other advisory clients.

The Directors did not compare services provided by the Manager to the Fund with the services provided by Manager to its other advisory accounts because such accounts are not subject to the same regulatory requirements as the Fund, may have different investment restrictions, holdings and goals than the Fund and require different levels of client and back-office servicing than the Fund.

The Directors concluded that the nature, extent and quality of services provided by the Manager to the Fund was appropriate and sufficient to support renewal of the agreement.

### *B. Investment Performance*

The Directors considered information regarding the Fund’s performance, the Manager’s views on performance and the holdings of the Fund that contributed negatively and positively to the Fund’s performance. The Directors considered information about the investment performance of the Fund, including information reflecting that the Fund had outperformed the Barclays Capital US Aggregate Bond Index by approximately 15.9, 63.5 and 26.2 percentage points, respectively, for the 1-year, 3-year and since its inception periods ended August 31, 2014. The Directors also considered information that the Fund’s performance lagged the performance of its second benchmark index, the S&P 500 Index, by 3.7, 2.9 and 30.7 percentage points in the 1-year, 3-year and since its inception periods ended August 31, 2014. The Directors also reviewed and considered a comparison, prepared by a third party, of the Fund’s annualized performance and the annualized performance of similarly situated mutual funds for the same periods which reflected that, in those periods, the Fund’s performance exceeded the average and median performance of the peer group.

### *C. Management Fee and Expense Ratio*

The Directors considered information about the Fund’s management fee and expense ratio, including information in the third party report comparing the Fund’s management fee and the most recent expense ratio to the advisory fees and expense ratios of other similarly situated mutual funds. The Directors noted that, unlike many of the peer group funds, the Fund’s management fee covers many of the Fund’s operating and other expenses. The Directors also noted that, for the Fund, the total expense

# THE FAIRHOLME ALLOCATION FUND

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ADDITIONAL INFORMATION (continued)  
November 30, 2014

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ratio for its latest full fiscal year was lower than the median expense ratio of the most recently completed fiscal year of its peer group funds included in the third party report.

In evaluating the management fee and expense ratio information, the Directors took into account the demands and complexity of portfolio management for the Fund in light of its investment objective, strategies, and asset size. The Directors also considered information regarding the Manager's payment (in some cases from its resources) of certain expenses for the benefit of the Fund, including shareholder account-level expenses associated with certain omnibus accounts. The Directors also reviewed information concerning the fees paid to the Manager by its other advisory accounts.

After reviewing information presented to them concerning fees, expenses, performance and other matters, the Directors concluded that the Fund's management fee and overall expense ratio were reasonable in light of the services provided by or through the Manager.

#### *D. Profitability*

The Directors considered information regarding the estimated profitability of the Fund to the Manager. They considered such profitability in light of the Fund's assets under management, overall expense ratio, performance and the services provided by or through the Manager, and concluded that the Manager's estimated profitability was not such as to prevent Directors from approving the renewal of the agreement.

#### *E. Economies of Scale*

The Directors considered information concerning economies of scale for the Fund, including the current assets of the Fund. The Directors concluded for the Fund that no modification to the Fund's existing arrangements was warranted based on economies of scale.

#### **Proxy Voting Policies, Procedures and Records (unaudited)**

The Company has adopted policies and procedures that provide guidance and set forth parameters for the voting of proxies relating to securities held in the Fund's portfolio. A description of these policies and procedures, and records of how the Fund voted proxies relating to their portfolio securities during the most recent twelve month period ended June 30, 2014, are available to you upon request and free of charge by writing to the Fairholme Funds, Inc., c/o BNY Mellon Investment Servicing (US) Inc., P.O. Box 9692, Providence, RI, 02940 or by calling Shareholder Services at 1-866-202-2263 or by visiting our website at [www.fairholmefunds.com](http://www.fairholmefunds.com). They may also be obtained by visiting the Securities and Exchange Commission ("SEC") website at [www.sec.gov](http://www.sec.gov). The Company shall respond to all shareholder requests for records within three business days of its receipt of such request by first-class mail or other means designed to ensure prompt delivery.

#### **N-Q Filing (unaudited)**

The Company files a complete schedule of the Fund's portfolio holdings on Form N-Q for the fiscal quarters ending February 28 (February 29 during leap year) and August 31. The Form N-Q filing must be made within 60 days of the end of the quarter. The Forms N-Q relating to the Fund's portfolio investments are available on the SEC's website at [www.sec.gov](http://www.sec.gov), or may be reviewed and copied at the SEC's Public Reference Room in Washington, DC (call 1-800-732-0330 for information on the operation of the Public Reference Room).

#### **Shareholder Tax Information (unaudited)**

The Fund did not report any distributions during the fiscal year ended November 30, 2014.





# **FAIRHOLME FUNDS**

## **Officers of Fairholme Funds, Inc.**

Bruce R. Berkowitz

*President*

Fred Fraenkel

*Vice President*

Wayne Kellner

*Treasurer*

Paul R. Thomson

*Chief Compliance Officer & Secretary*

## **Board of Directors of Fairholme Funds, Inc.**

Cesar L. Alvarez, Esq.

Terry L. Baxter

Bruce R. Berkowitz

Howard S. Frank

Steven J. Gilbert

Avivith Oppenheim, Esq.

Leigh Walters, Esq.

## **Investment Manager**

*Fairholme Capital Management, L.L.C.*

*4400 Biscayne Boulevard*

*Miami, FL 33137*

## **Transfer Agent, Fund Accountant and Administrator**

*BNY Mellon Investment Servicing (US) Inc.*

*760 Moore Road*

*King of Prussia, PA 19406*

## **Custodian**

*The Bank of New York Mellon*

*1 Wall Street*

*New York, NY 10286*

## **Independent Registered Public Accounting Firm**

*Deloitte & Touche LLP*

*1700 Market Street*

*Philadelphia, PA 19103*

## **Legal Counsel**

*Seward & Kissel LLP*

*901 K Street NW*

*Washington, DC 20001*

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