

ROTH IRA CONVERSION REQUEST FORM - (INTERNAL)

BETWEEN TWEEDY, BROWNE FUND INC. INDIVIDUAL RETIREMENT ACCOUNTS

Use this form to convert a traditional, SEP or SIMPLE (after the required two year holding period) Individual Retirement Account ("IRA") within Tweedy, Browne Fund Inc. If establishing a new Roth IRA, attach a completed Roth Individual Retirement Account Application and Adoption Agreement. This form is not intended for initiating conversions from employer sponsored plans; 401(k) or 403(b) plans (contact your plan's administrator for instructions).

Beginning in 2010, there are no eligibility requirements for converting a traditional, SEP or SIMPLE IRA into a Roth IRA under the Tax Increase Prevention and Reconciliation Act of 2006 ("TIPRA"). You should consult your tax advisor or the Internal Revenue Service (IRS) web site www.irs.gov for more information.

PARTICIPANT INFORMATION

Name: _____ Daytime Telephone: (_____) _____

Address: _____

City: _____ State: _____ Zip Code: _____

Social Security Number: _____ Date of Birth: _____

DISTRIBUTION INSTRUCTIONS

Indicate below the existing Tweedy, Browne Fund Inc. IRA you wish to convert to a Tweedy, Browne Fund Inc. Roth IRA:

Account Number: _____

Type of Account: Traditional / Rollover IRA SEP IRA SIMPLE IRA (after the required two year holding period)

Amount:

- Distribute entire account balance across all funds, (or)
 Partial account conversion: \$ _____

Distribute From:

1) Fund Name: _____	Amount: \$ _____	or _____	% _____
2) Fund Name: _____	Amount: \$ _____	or _____	% _____
3) Fund Name: _____	Amount: \$ _____	or _____	% _____

Must equal 100%

TAX WITHHOLDING ELECTION

A. Federal Withholding

IRS regulations require the custodian or trustee of your IRA to withhold federal income taxes from the conversion distribution at the rate of 10% unless you elect not to have withholding apply. Withholding will apply to the entire amount of the conversion distribution, including the amount of any nondeductible contributions that may have been made to the IRA. You may not convert any portion of required minimum distributions (RMDs).

Please make an election:

- I elect **NOT TO** have federal income tax withheld from this conversion distribution from my traditional IRA. This option is only available for accounts registered with an address in the United States.
- I elect **TO** have 10% federal income tax withheld from this conversion distribution from my traditional IRA.
- I elect **TO** have _____% federal income tax withheld from this conversion distribution from my traditional IRA.
(must be more than 10%)

Important: If you elect to have federal income taxes withheld, you may still invest the entire amount of the conversion distribution into your Tweedy, Browne Fund Inc. Roth IRA by using other assets to replace amounts withheld as a prepayment of federal income taxes.

Remember, if you use your IRA assets to pay taxes on the conversion distribution amount (either by liquidating additional shares or by not replacing amounts withheld for federal income tax), the IRA assets used to pay those taxes may be considered a premature distribution (if you are under the age of 59 ½) since they are not being converted into the Roth IRA or rolled over into another IRA and you could also be subject to a 10% early withdrawal penalty.

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TWEEDY, BROWNE FUND INC.
ROTH IRA CONVERSION REQUEST FORM - (INTERNAL) Continued

INSTRUCTIONS FOR INVESTING CONVERTED PROCEEDS

New Roth IRA - follow the investment instructions as provided on the attached application.

Invest the proceeds as follows into my existing Roth IRA: Account Number: _____

Fund Name: _____ Dollar Amount \$ _____ or Percentage _____ %

Fund Name: _____ Dollar Amount \$ _____ or Percentage _____ %

Fund Name: _____ Dollar Amount \$ _____ or Percentage _____ %
Must equal 100%

PARTICIPANT AUTHORIZATION

I authorize Tweedy, Browne Fund Inc. and the Custodian to make the above requested distribution from my traditional IRA and use the distribution proceeds to purchase a conversion contribution into a Roth IRA. I certify that no tax or legal advice has been given to me by the Custodian, Tweedy, Browne Fund Inc., or any agent of either of them, and that all decisions regarding the elections made on this form are my own. The Custodian may conclusively rely on this certification and authorization without further investigation or inquiry. I expressly assume responsibility for any adverse consequences which may arise from the election and agree that the Custodian, Tweedy, Browne Fund Inc., and their agents shall in no way be responsible, and shall be indemnified and held harmless, for any tax, legal or other consequences of the election made on this form. I understand this conversion is irrevocable.

I have read and understand and agree to be legally bound by the terms of this form.

Participant's Signature: _____

Date: _____

Mail to the following:

First Class Mail:
Tweedy, Browne Fund Inc.
P.O. Box 9805
Providence, RI 02940-8005

Overnight Mail:
Tweedy, Browne Fund Inc.
4400 Computer Drive
Westborough, MA 01581-1722
1-800-432-4789