

Basic Information Reporting Rules

Exhibit 1

Payment Process

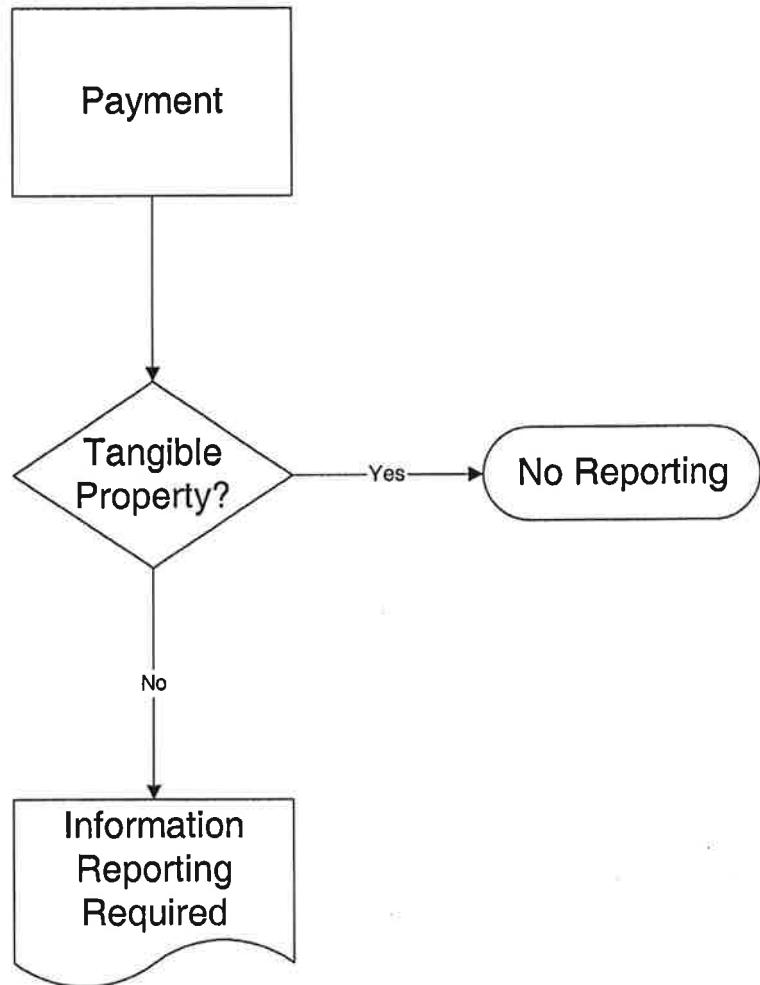
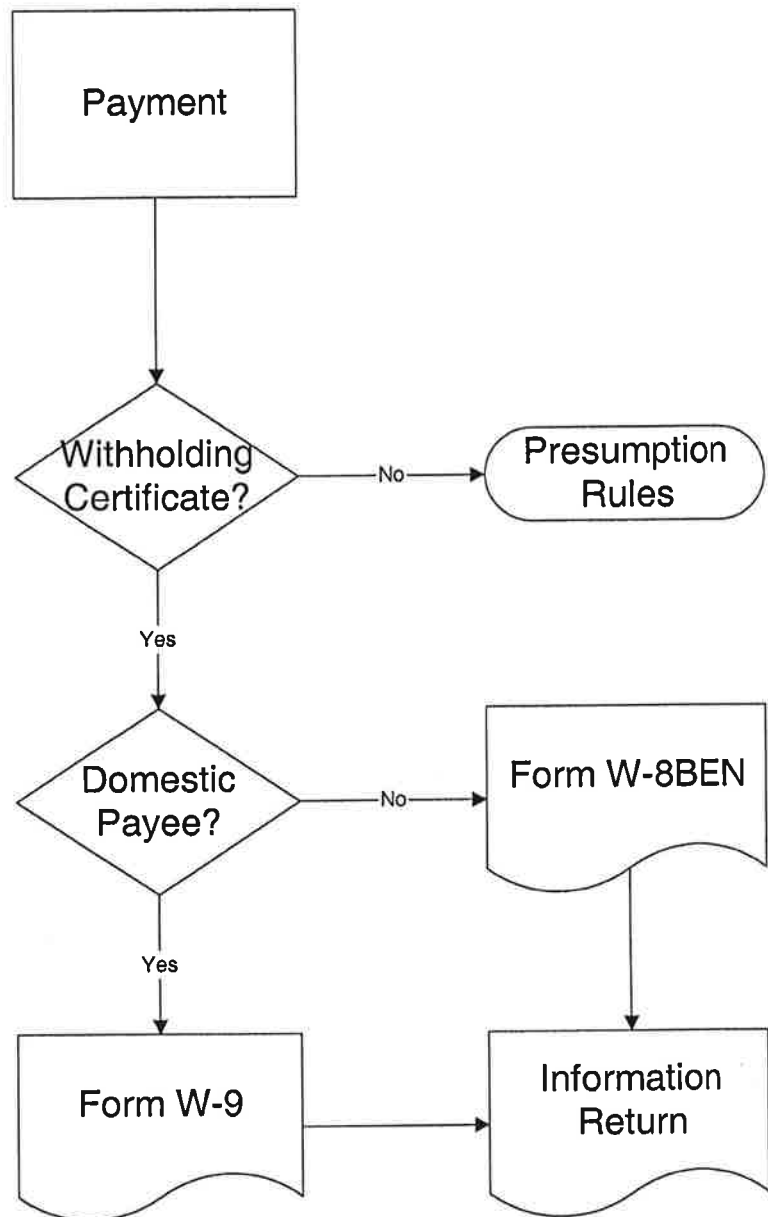


Exhibit 2

Payment Process



Withholding Agent

Definition: Any person (United States or foreign) that has control, receipt, custody, disposal, or *payment* of an item of income of a foreign person subject to withholding.¹

Obligation: A withholding agent must withhold 30% of any payment of income to a foreign person unless it can associate the payment with a *withholding certificate* that treats the recipient as a United States person or a foreign person entitled to a reduced rate of withholding.²

Liability: A withholding agent shall be liable for tax, penalties, and interest if it fails to withhold despite its *actual knowledge* or *reason to know* the amount required to be withheld.³

Reason To Know: A withholding agent shall be considered to have reason to know if its knowledge of relevant facts or of statements contained in the withholding certificates or other documentation is such that a *reasonably prudent person* in the position of the withholding agent would question the claims made.⁴

Withholding Certificate(s)

I. Types.

- (A) *Form W-8BEN: Foreign Person (Basic).*
- (B) *Form W-8ECI: Business Income.*
- (C) *Form W-8EXP: Foreign Government/Foreign Organization.*
- (D) *Form W-8IMY: Foreign Intermediary*
- (E) *Form W-9: Domestic Person.*

II. Period of Validity.

- (A) *Three-Year Period:* Generally, a withholding certificate shall be valid until the earlier of (1) the last day of the third calendar year

¹ Treas. Reg. § 1.1441-7(a)(1). For purposes of chapter 3 of the Internal Revenue Code (I.R.C. §§ 1441-1464).

² Treas. Reg. § 1.1441-1(b)(1).

³ Treas. Reg. § 1.1441-7(b)(1).

⁴ Treas. Reg. § 1.1441-7(b)(2).

following the year in which the withholding certificate is signed or (2) the day that a change in circumstances occurs that makes any information on the withholding certificate incorrect.⁵

- (B) *Indefinite Period*: Certain certificates or parts of certificates shall remain valid until the status of the person whose name is on the certificate is changed in a way relevant to the certificate or circumstances change that make the information on the certificate no longer correct.⁶

III. Signature.

- (A) Any person authorized to sign tax returns can sign withholding certificates.⁷
- (B) W-8BEN: Penalties of Perjury.
- (1) I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete.
 - (2) I am the beneficial owner (or am authorized to sign for the beneficial owner) of all income to which this form relates.
 - (3) ***The beneficial owner is not a United States person.***
 - (4) The income to which this form relates is not business income.
- (C) W-9: Penalties of Perjury.
- (1) I certify that the number shown on this form is my correct taxpayer identification number (or I am waiting for a number of be issued to me).
 - (2) I certify that I am not subject to backup withholding.
 - (3) ***I certify that I am a U.S. citizen or other U.S. person.***

⁵ Treas. Reg. § 1.1441-1(e)(4)(ii)(A).

⁶ Treas. Reg. § 1.1441-1(e)(4)(ii)(B).

⁷ Treas. Reg. § 1.1441-1(e)(4)(i).

Presumptions Rules

I. Type of Entity.

- (A) Individual: A payee shall be presumed to be an individual, trust, or estate, if the payee appears to be such person (e.g., based on the payee's name or other indicators).⁸
- (B) Corporation: In the absence of reliable indicators that the payee is an individual, trust, or an estate, the withholding agent must presume that the payee is a corporation or some other specified entity (other than a partnership).⁹
- (C) Partnership: If the withholding agent cannot treat the payee as a corporation or some other specified entity, then the payee shall be presumed to be a partnership.¹⁰

II. U.S. [CNMI] or Foreign Person.

- (A) General rule: A payment that the withholding agent cannot reliably associate with documentation is presumed to be made to U.S. person.¹¹
- (B) Exempt Recipients: An exempt recipient (e.g., corporation) shall be presumed to be a foreign person in the absence of any reliable documentation.¹²

III. Rebuttal of Presumptions.

- (A) General rule: A payee or beneficial owner may rebut the presumptions by providing reliable documentation to the withholding agent or, if applicable, to the IRS.¹³

IV. Reliance on Presumptions.

- (A) General rule: A withholding agent that withholds tax under the income tax withholding, pension distribution withholding, or backup withholding rules, pursuant to the presumptions shall not be liable

⁸ Treas. Reg. § 1.1441-1(b)(3)(ii)(B).

⁹ Ibid.

¹⁰ Ibid.

¹¹ Treas. Reg. § 1.1441-1(b)(3)(iii).

¹² Treas. Reg. § 1.1441-1(b)(3)(iii)(A).

¹³ Treas. Reg. § 1.1441-1(b)(3)(viii).

for any 30% withholding tax. Similarly, a withholding agent that withholds 30% tax pursuant to the presumptions shall not be liable for any income tax withholding, pension distribution withholding, or backup withholding.¹⁴

- (B) Special rule: A withholding agent may not rely on the presumption rules to the extent that it has actual knowledge or has reason to know that the actual withholding tax liability is greater than that required under the presumption rules or that reporting is required. In this case, reliance on the presumption rules shall result in liability for tax, penalties, and interest.¹⁵

V. Examples.

Example 1:

A withholding agent, W, makes a payment of U.S. source dividends to person, X, Inc. at an *address outside the United States*. W cannot reliably associate the payment to X with documentation. However, W knows that X is a U.S. person who is an exempt recipient (i.e., corporation).

- (1) W may treat X as a corporation.
- (2) W must presume that X is a foreign person (because the payment is made outside the United States).
- (3) W may not rely on its actual knowledge to avoid the 30% withholding tax.
- (4) If X is in fact a foreign person (i.e., W is incorrect), then W would be liable for tax, interest, and penalties (if applicable). However, W can reduce or eliminate its liability for 30% withholding tax by establishing that the tax not due has been satisfied.
- (5) If X is in fact a U.S. person (i.e., W is correct), then W may nevertheless be liable for tax, interest, and penalties (based on the presumptions). However, W can reduce or eliminate its liability for 30% withholding tax by establishing that its actual knowledge was, in fact, correct and that no tax or a lesser amount of tax was due.

¹⁴ Treas. Reg. § 1.1441-1(b)(3)(ix)(A).

¹⁵ Treas. Reg. § 1.1441-1(b)(3)(ix)(B).

Example 3:

A withholding agent, W, makes a payment of U.S. source dividends to X, Inc. W cannot reliably associate the payment to X with documentation. X, Inc. presents none of the indicia of foreign status, but W has actual knowledge that X, Inc. is a foreign corporation.

- (1) W may treat X as an exempt recipient.
- (2) Because there are no indicia of foreign status, W would, absent actual knowledge or reason to know otherwise, be permitted to treat X, Inc. as a domestic corporation (based on the presumptions).
- (3) However, W may not rely on the presumption of U.S. status since reliance on its actual knowledge requires that it withhold an amount greater than would be the case under the presumptions.

Reporting Of Payments To Domestic Persons

I. Form 1099: (Basic Information Return).

Reporting of Payments: General rule.¹⁶

Every person (domestic or foreign) engaged in a *trade or business* shall make an information return for each calendar year to report *payments of fixed or determinable income*.

Reporting of Payments: Exceptions.¹⁷

- (a) Payments of income required to be reported on Forms 1120-S, 941, W-2, and W-3.
- (b) Payments by a broker to his customer.
- (c) Payments for merchandise, telegrams, telephone, freight, storage, and similar charges.
- (d) Payments of rent made to real estate agents.
- (e) Payments eligible for foreign earned income exclusion (I.R.C. § 911).
- (f) Compensation and profits paid or distributed by a partnership to the individual partners.

¹⁶ Treas. Regs. § 1.6041-1(a)(1)(i).

¹⁷ Treas. Regs. § 1.6041-3.

- (g) Payments of commissions to general agents by fire insurance companies or other companies insuring property, except when specifically directed by the Commissioner to be filed.
- (h) Payments under qualified employee reimbursement or expense allowances.
- (i) Payment of interest on obligations of the United States, or a State, Territory, or the District of Columbia.
- (j) Payment of interest on corporate bonds.
- (k) Certain Allowance or Expense Reimbursements.
- (l) Payments to informers.
- (m) Payments of interest on a negotiable time certificate of deposit.
- (n) Banking Exceptions.
- (o) Payments of scholarships or fellowship grants.
- (p) Per diem of certain alien trainees.
- (q) Payments made to the following persons:
 - (1) Corporation (except corporation engaged in providing medical or health care services).
 - (2) Tax-Exempt Organization (I.R.C. § 501(a)) or Individual Retirement Plan.
 - (3) United States.
 - (4) State, District of Columbia, or possession of the United States.
 - (5) Foreign Government.
 - (6) International Organization.
 - (7) Foreign Central Bank and Bank for International Settlements.
 - (8) Certain Subsidiary Organizations (owned by 2 to 7 above).

II. Trade or Business.

General rule.¹⁸

The term all persons engaged in a trade or business includes pension plans and non-profit organizations. However, it does not apply to payments not made in the course of a trade or business. For example, an amount paid to a doctor for medical services rendered for a child is not subject to reporting.

¹⁸ Treas. Regs. § 1.6041-1(a)(1)(i).

III. Fixed or Determinable Annual or Periodical (FDAP) Income.

General rule.¹⁹

- (A) Salaries, wages, commissions, fees, and other forms of compensation for services (\$600 or more).
- (B) Interest (including original issue discount), rents, royalties, annuities, pensions, and other gains, profits or income (\$600 or more).

IV. Filing Requirements.

When To File.²⁰

- (A) Paper Returns: Form 1099 (and/or Form 1096) for any calendar year shall be filed on or before February 28 of the following year.
- (B) Electronic Filing: Due date is March 31 of the following year.

Where To File.²¹

- (A) Division of Revenue & Taxation, Government of the Northern Mariana Islands.
- (B) Internal Revenue Service.

V. Penalties.

General rule.

(A) Basic Penalty:²²

- (1) \$50 per information return on Form 1099 (and/or Form 1096).
- (2) \$250,000 maximum per calendar year.

- (B) Intentional Disregard Penalty: 10% of the aggregate dollar amount of items required to be reported (correctly).²³

VI. Documentation.

General rule.²⁴

- (A) Form W-9: Withholding Certificate for a citizen or resident of the United States, or any other United States person.

¹⁹ Ibid.

²⁰ Treas. Regs. § 1.6041-6.

²¹ Ibid.

²² Treas. Reg. § 301.6721-1(a)(1).

²³ Treas. Reg. § 301.6721-1(f)(4)(iv)(A).

²⁴ Treas. Regs. § 1.1441-1(e)(2)(ii).

- (B) Form W-8BEN: Withholding Certificate for a nonresident alien individual or any other foreign person.

VII. Backup Withholding.

General rule.²⁵

For any condition below, a payor must backup withhold at 28% (Effective January 1, 2011, the backup withholding rate becomes 31%).

Conditions (all reportable payments).

- (A) The payee fails to furnish his/her TIN to the payor in the manner required.
- (B) The Secretary notifies the payor that the TIN furnished by the payee is incorrect.
- (C) There has been a notified payee under-reporting.
- (D) There has been a payee certification failure (Interest and dividends).

Prescribed Form.²⁶

Form W-9 is the form prescribed (for backup withholding purposes) on which the payee that is a U.S. person certifies, under penalties of perjury, that:

- (i) The taxpayer identification number furnished to the payor is correct.
- (ii) The payee is not subject to withholding due to notified payee underreporting.
- (iii) The payee is an exempt recipient (nonprofit organization, IRA, United States, State, District of Columbia, possession of the United States, foreign government, or international organization).
- (iv) The payee is awaiting receipt of a taxpayer identification number.

Substitute Forms.²⁷

- (i) A payor or broker may prepare and use a form that contains the provisions that are substantially similar to those of the official Form W-9.

²⁵ I.R.C. § 3406.

²⁶ Treas. Reg. § 31.3406(h)-3(a)(1).

²⁷ Treas. Reg. § 31.3406(h)-3(c)(1).

- (ii) A payor or broker may use any document relating to the transaction, such as the signature card for an account, so long as the certifications are clearly set forth.

Reporting Of Payments To Foreign Persons

I. **Form 1042-S:**

General rule:

A withholding agent must make an information return (on Form 1042-S) to report the “**amounts subject to reporting**” that were paid during the preceding calendar year.²⁸ In general, amounts subject to reporting means “**amounts subject to withholding**”.²⁹

Amounts Subject To Withholding: General rule.³⁰

- (A) Fixed or Determinable Annual or Periodical (“FDAP”) Income.
- (B) Sources Within the United States.

Amounts Subject To Withholding: Exceptions.³¹

- (1) Portfolio Interest.
- (2) Bank Deposit Interest.
- (3) Original Issue Discount (Short Term).
- (4) Gambling Winnings.
- (5) Purchase Price of Obligation (Between Payment Dates).
- (6) OID Included in Purchase Price of Obligation.
- (7) Insurance Premiums (Paid With Respect To a Contract That Is Subject To Tax Under I.R.C. § 4371).

FDAP Income: General rule.³²

Except as otherwise provided, fixed or determinable annual or periodical income includes all income (as defined in I.R.C. § 61).

²⁸ Treas. Regs. § 1.1461-1(c)(1)(i).

²⁹ Ibid.

³⁰ Treas. Regs. § 1.1441-2(a).

³¹ Ibid.

³² Treas. Regs. § 1.1441-2(b)(1)(i).

FDAP Income: Exceptions.³³

- (1) Gains (derived from the sale of property).
- (2) Any other item(s) of income as determined by the Internal Revenue Service in published guidance.

Source of Income:

- (1) Interest-Residence of the Payor.³⁴
- (2) Dividends-Place of Incorporation.³⁵
- (3) Personal Services-Location of Service Performance.³⁶
- (4) Rents/Royalties-Location/Use of Property.³⁷
- (5) Real Property-Location of Property.³⁸
- (6) Inventory Property-Place of Sale.³⁹
- (7) Insurance Premium Income-Location of Risk.⁴⁰

II. Reporting on Form 1042-S: General rule.

Form 1042-S shall be prepared in such a manner as the form and accompanying instructions prescribe.⁴¹

Exemption Codes:

- (1) Income effectively connected with a U.S. trade or business.
- (2) Exempt under an Internal Revenue Code section (other than portfolio interest).
- (3) ***Income is not from U.S. [CNMI] sources.***
- (4) Exempt under tax treaty.
- (5) Portfolio interest exempt under an Internal Revenue Code section.

III. Exceptions:⁴²

- (A) Bank Deposit Interest.

³³ Treas. Regs. § 1.1441-2(b)(2).

³⁴ I.R.C. § 861(a)(1); Treas. Reg. § 1.861-2(a)(1).

³⁵ I.R.C. § 861(a)(2); Treas. Reg. § 1.861-3(a)(1).

³⁶ I.R.C. § 861(a)(3); Treas. Reg. § 1.861-4(a)(1).

³⁷ I.R.C. § 861(a)(4); Treas. Reg. § 1.861-5.

³⁸ I.R.C. § 861(a)(5); Treas. Reg. § 1.861-6.

³⁹ I.R.C. § 861(a)(6); Treas. Reg. § 1.861-7.

⁴⁰ I.R.C. § 861(a)(7).

⁴¹ Treas. Regs. § 1.1461-1(c)(1)(i).

⁴² Treas. Reg. § 1.1461-1(c)(2)(ii).

- (B) Short Term Original Issue Discount (OID).
- (C) Interest on Obligations Sold Between Interest Due Dates.
- (D) Amounts reported on Form W-2.
- (E) Amounts reported on Form 1099.
- (F) Amounts related to certain notional principal contracts.
- (G) Amounts reported on Form 8288 or Form 8804.
- (H) Certain Portfolio Interest.

IV. Filing Requirements.

When To File.⁴³

- (A) General rule: Form 1042-S shall be filed on or before March 15 of the year following the year of payment.
- (B) Recipient Copy: A copy of Form 1042-S shall be given to the recipient on or before March 15 of the year following the year of payment.
- (C) Withholding Agent Copy: A copy of each Form 1042-S shall be retained by the withholding agent for the duration of the statute of limitations on assessment of tax (relating to Form 1042).

Where To File.⁴⁴

- (A) Division of Revenue & Taxation, Government of the Northern Mariana Islands.
- (B) Internal Revenue Service.

V. Penalties.

General rule.

(A) Basic Penalty:⁴⁵

- (1) \$50 per information return on Form 1099 (and/or Form 1096).
- (2) \$250,000 maximum per calendar year.

(B) Intentional Disregard Penalty: 10% of the aggregate dollar amount of items required to be reported (correctly).⁴⁶

⁴³ Treas. Reg. § 1.1461-1(c)(1)(i).

⁴⁴ Ibid.

⁴⁵ Treas. Reg. § 301.6721-1(a)(1).

⁴⁶ Treas. Reg. § 301.6721-1(f)(4)(iv)(A).

VI. Documentation.

General rule.⁴⁷

- (A) Form W-9: Withholding Certificate for a citizen or resident of the United States, or any other United States person.
- (B) Form W-8BEN: Withholding Certificate for a nonresident alien individual or any other foreign person.

VII. Effective Date:

As originally published in T.D. 8734 (October 14, 1997), the new withholding tax rules were to become effective for payments made on or after January 1, 1999. However, T.D. 8804 (December 31, 1998) extended the effective date to January 1, 2000. Moreover, T.D. 8856 (December 30, 1999) again extended the effective date to January 1, 2001. Clearly, the IRS and Department of the Treasury wanted to allow additional time for taxpayers to obtain the necessary documentation before the new rules become effective.

Foreign Withholding Tax Return

I. Form 1042:

General rule:⁴⁸

A withholding agent shall make an **income tax return** on Form 1042 for income paid during the preceding calendar year that the withholding agent is required to report on an **information return** on Form 1042-S.

Note:

A return (Form 1042) must be filed even though no tax was required to be withheld during the preceding calendar year.

⁴⁷ Treas. Reg. § 1.1441-1(e)(2)(ii).

⁴⁸ Treas. Reg. § 1.1461-1(b)(1).

II. Form 1042-S:

General rule:⁴⁹

A withholding agent must make an information return on Form 1042-S to report the specified amounts that were paid during the preceding calendar year.

III. Penalties.

General rule.

(A) Failure To Deposit Penalty⁵⁰

- (1) 2%-Not more than 5 days late.
- (2) 5%-Not more than 15 day late.
- (3) 10%-*More than 15 days late.*
- (4) 15%-More than 10 days after receiving a payment demand notice from the IRS.

(B) Failure To Pay Penalty: 0.5% per month (maximum of 25%).⁵¹

(C) Failure To File Penalty: 5% per month (maximum of 25%).⁵²

⁴⁹ Treas. Reg. § 1.1461-1(c)(1)(i).

⁵⁰ I.R.C. § 6656(b)(1).

⁵¹ I.R.C. § 6651(a)(2); Treas. Reg. § 301.6651-1(a)(2).

⁵² I.R.C. § 6651(a)(1); Treas. Reg. § 301.6651-1(a)(1).

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <small>(Applies to accounts maintained outside the U.S.)</small>
	5 Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
	6 City, state, and ZIP code	
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number	
or	
Employer identification number	

Part II Certification

Under penalties of perjury, I certify that:

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

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶	Date ▶
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding?* on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

**Certificate of Status of Beneficial Owner for
United States Tax Withholding and Reporting (Entities)**

► For use by entities. Individuals must use Form W-8BEN. ► Section references are to the Internal Revenue Code.
► Information about Form W-8BEN-E and its separate instructions is at www.irs.gov/formw8bene.
► Give this form to the withholding agent or payer. Do not send to the IRS.

OMB No. 1545-1621

Do NOT use this form for:**Instead use Form:**

- U.S. entity or U.S. citizen or resident W-9
- A foreign individual W-8BEN (Individual) or Form 8233
- A foreign individual or entity claiming that income is effectively connected with the conduct of trade or business within the U.S. (unless claiming treaty benefits) W-8ECI
- A foreign partnership, a foreign simple trust, or a foreign grantor trust (unless claiming treaty benefits) (see instructions for exceptions) . . . W-8IMY
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming that income is effectively connected U.S. income or that is claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) (unless claiming treaty benefits) (see instructions for other exceptions) W-8ECI or W-8EXP
- Any person acting as an intermediary W-8IMY

Part I Identification of Beneficial Owner**1** Name of organization that is the beneficial owner**2** Country of incorporation or organization**3** Name of disregarded entity receiving the payment (if applicable, see instructions)**4** Chapter 3 Status (entity type) (Must check one box only):☐ Simple trust☐ Grantor trust☐ Central Bank of Issue☐ Tax-exempt organization☐ Corporation☐ Complex trust☐ Private foundation☐ Disregarded entity☐ Estate☐ International organization☐ Partnership☐ Government

If you entered disregarded entity, partnership, simple trust, or grantor trust above, is the entity a hybrid making a treaty claim? If "Yes" complete Part III.

☐ Yes ☐ No**5** Chapter 4 Status (FATCA status) (See instructions for details and complete the certification below for the entity's applicable status).

☐ Nonparticipating FFI (including a limited FFI or an FFI related to a Reporting IGA FFI other than a deemed-compliant FFI, participating FFI, or exempt beneficial owner).

☐ Participating FFI.☐ Reporting Model 1 FFI.☐ Reporting Model 2 FFI.

☐ Registered deemed-compliant FFI (other than a reporting Model 1 FFI, sponsored FFI, or nonreporting IGA FFI covered in Part XII). See instructions.

☐ Sponsored FFI. Complete Part IV.

☐ Certified deemed-compliant nonregistering local bank. Complete Part V.

☐ Certified deemed-compliant FFI with only low-value accounts. Complete Part VI.

☐ Certified deemed-compliant sponsored, closely held investment vehicle. Complete Part VII.

☐ Certified deemed-compliant limited life debt investment entity. Complete Part VIII.

☐ Certified deemed-compliant investment advisors and investment managers. Complete Part IX.

☐ Owner-documented FFI. Complete Part X.☐ Restricted distributor. Complete Part XI.☐ Nonreporting IGA FFI. Complete Part XII.

☐ Foreign government, government of a U.S. possession, or foreign central bank of issue. Complete Part XIII.

☐ International organization. Complete Part XIV.☐ Exempt retirement plans. Complete Part XV.☐ Entity wholly owned by exempt beneficial owners. Complete Part XVI.☐ Territory financial institution. Complete Part XVII.☐ Nonfinancial group entity. Complete Part XVIII.☐ Excepted nonfinancial start-up company. Complete Part XIX.

☐ Excepted nonfinancial entity in liquidation or bankruptcy. Complete Part XX.

☐ 501(c) organization. Complete Part XXI.☐ Nonprofit organization. Complete Part XXII.

☐ Publicly traded NFFE or NFFE affiliate of a publicly traded corporation. Complete Part XXIII.

☐ Excepted territory NFFE. Complete Part XXIV.☐ Active NFFE. Complete Part XXV.☐ Passive NFFE. Complete Part XXVI.☐ Excepted inter-affiliate FFI. Complete Part XXVII.☐ Direct reporting NFFE.☐ Sponsored direct reporting NFFE. Complete Part XXVIII.☐ Account that is not a financial account.**6** Permanent residence address (street, apt. or suite no., or rural route). Do not use a P.O. box or in-care-of address (other than a registered address).

City or town, state or province. Include postal code where appropriate.

Country

7 Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.

Country

8 U.S. taxpayer identification number (TIN), if required**9a** GIIN**b** Foreign TIN**10** Reference number(s) (see instructions)**Note:** Please complete remainder of the form including signing the form in Part XXX.**For Paperwork Reduction Act Notice, see separate instructions.**

Cat. No. 59689N

Form **W-8BEN-E** (Rev. 4-2016)

Part II Disregarded Entity or Branch Receiving Payment. (Complete only if a disregarded entity with a GIIN or a branch of an FFI in a country other than the FFI's country of residence. See instructions.)

- 11 Chapter 4 Status (FATCA status) of disregarded entity or branch receiving payment
- ☐ Limited Branch (see instructions). ☐ Reporting Model 1 FFI. ☐ U.S. Branch.
- ☐ Participating FFI. ☐ Reporting Model 2 FFI.
- 12 Address of disregarded entity or branch (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.

Country

- 13 GIIN (if any)

Part III Claim of Tax Treaty Benefits (if applicable). (For chapter 3 purposes only.)

- 14 I certify that (check all that apply):
- a ☐ The beneficial owner is a resident of _____ within the meaning of the income tax treaty between the United States and that country.
- b ☐ The beneficial owner derives the item (or items) of income for which the treaty benefits are claimed, and, if applicable, meets the requirements of the treaty provision dealing with limitation on benefits. The following are types of limitation on benefits provisions that may be included in an applicable tax treaty (check only one; see instructions):
- | | |
|--|---|
| <input type="checkbox"/> Government | <input type="checkbox"/> Company that meets the ownership and base erosion test |
| <input type="checkbox"/> Tax exempt pension trust or pension fund | <input type="checkbox"/> Company that meets the derivative benefits test |
| <input type="checkbox"/> Other tax exempt organization | <input type="checkbox"/> Company with an item of income that meets active trade or business test |
| <input type="checkbox"/> Publicly traded corporation | <input type="checkbox"/> Favorable discretionary determination by the U.S. competent authority received |
| <input type="checkbox"/> Subsidiary of a publicly traded corporation | <input type="checkbox"/> Other (specify Article and paragraph): _____ |
- c ☐ The beneficial owner is claiming treaty benefits for U.S. source dividends received from a foreign corporation or interest from a U.S. trade or business of a foreign corporation and meets qualified resident status (see instructions).
- 15 **Special rates and conditions** (if applicable—see instructions):
- The beneficial owner is claiming the provisions of Article and paragraph _____ of the treaty identified on line 14a above to claim a _____ % rate of withholding on (specify type of income): _____
- Explain the additional conditions in the Article the beneficial owner meets to be eligible for the rate of withholding: _____

Part IV Sponsored FFI

- 16 Name of sponsoring entity: _____
- GIIN of sponsoring entity: _____
- 17 **Check whichever box applies.**
- ☐ I certify that the entity identified in Part I:
- Is an investment entity;
 - Is not a QI, WP, or WT; **and**
 - Has agreed with the entity identified above (that is not a nonparticipating FFI) to act as the sponsoring entity for this entity.
- ☐ I certify that the entity identified in Part I:
- Is a controlled foreign corporation as defined in section 957(a);
 - Is not a QI, WP, or WT;
 - Is wholly owned, directly or indirectly, by the U.S. financial institution identified above that agrees to act as the sponsoring entity for this entity; **and**
 - Shares a common electronic account system with the sponsoring entity (identified above) that enables the sponsoring entity to identify all account holders and payees of the entity and to access all account and customer information maintained by the entity including, but not limited to, customer identification information, customer documentation, account balance, and all payments made to account holders or payees.

Part V Certified Deemed-Compliant Nonregistering Local Bank18 ☐ I certify that the FFI identified in Part I:

- Operates and is licensed solely as a bank or credit union (or similar cooperative credit organization operated without profit) in its country of incorporation or organization;
- Engages primarily in the business of receiving deposits from and making loans to, with respect to a bank, retail customers unrelated to such bank and, with respect to a credit union or similar cooperative credit organization, members, provided that no member has a greater than five percent interest in such credit union or cooperative credit organization;
- Does not solicit account holders outside its country of organization;
- Has no fixed place of business outside such country (for this purpose, a fixed place of business does not include a location that is not advertised to the public and from which the FFI performs solely administrative support functions);
- Has no more than \$175 million in assets on its balance sheet and, if it is a member of an expanded affiliated group, the group has no more than \$500 million in total assets on its consolidated or combined balance sheets; **and**
- Does not have any member of its expanded affiliated group that is a foreign financial institution, other than a foreign financial institution that is incorporated or organized in the same country as the FFI identified in Part I and that meets the requirements set forth in this Part V.

Part VI Certified Deemed-Compliant FFI with Only Low-Value Accounts19 ☐ I certify that the FFI identified in Part I:

- Is not engaged primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, notional principal contracts, insurance or annuity contracts, or any interest (including a futures or forward contract or option) in such security, partnership interest, commodity, notional principal contract, insurance contract or annuity contract;
- No financial account maintained by the FFI or any member of its expanded affiliated group, if any, has a balance or value in excess of \$50,000 (as determined after applying applicable account aggregation rules); **and**
- Neither the FFI nor the entire expanded affiliated group, if any, of the FFI, have more than \$50 million in assets on its consolidated or combined balance sheet as of the end of its most recent accounting year.

Part VII Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle

20 Name of sponsoring entity: _____

21 ☐ I certify that the entity identified in Part I:

- Is an FFI solely because it is an investment entity described in § 1.1471-5(e)(4);
- Is not a QI, WP, or WT;
- Will have all of its due diligence, withholding, and reporting responsibilities (determined as if the FFI were a participating FFI) fulfilled by the sponsoring entity identified on line 20; **and**
- Twenty or fewer individuals own all of the debt and equity interests in the entity (disregarding debt interests owned by U.S. financial institutions, participating FFIs, registered deemed-compliant FFIs, and certified deemed-compliant FFIs and equity interests owned by an entity if that entity owns 100 percent of the equity interests in the FFI and is itself a sponsored FFI).

Part VIII Certified Deemed-Compliant Limited Life Debt Investment Entity22 ☐ I certify that the entity identified in Part I:

- Was in existence as of January 17, 2013;
- Issued all classes of its debt or equity interests to investors on or before January 17, 2013, pursuant to a trust indenture or similar agreement; **and**
- Is certified deemed-compliant because it satisfies the requirements to be treated as a limited life debt investment entity (such as the restrictions with respect to its assets and other requirements under § 1.1471-5(f)(2)(iv)).

Part IX Certified Deemed-Compliant Investment Advisors and Investment Managers23 ☐ I certify that the entity identified in Part I:

- Is a financial institution solely because it is an investment entity described in § 1.1471-5(e)(4)(i)(A), **and**
- Does not maintain financial accounts.

Part X Owner-Documented FFI

Note: This status only applies if the U.S. financial institution, participating FFI, or reporting Model 1 FFI to which this form is given has agreed that it will treat the FFI as an owner-documented FFI (see instructions for eligibility requirements). In addition, the FFI must make the certifications below.

24a ☐ (All owner-documented FFIs check here) I certify that the FFI identified in Part I:

- Does not act as an intermediary;
- Does not accept deposits in the ordinary course of a banking or similar business;
- Does not hold, as a substantial portion of its business, financial assets for the account of others;
- Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Is not owned by or in an expanded affiliated group with an entity that accepts deposits in the ordinary course of a banking or similar business, holds, as a substantial portion of its business, financial assets for the account of others, or is an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Does not maintain a financial account for any nonparticipating FFI; **and**
- Does not have any specified U.S. persons that own an equity interest or debt interest (other than a debt interest that is not a financial account or that has a balance or value not exceeding \$50,000) in the FFI other than those identified on the FFI owner reporting statement.

Part X Owner-Documented FFI (continued)**Check box 24b or 24c, whichever applies.**

- b** ☐ I certify that the FFI identified in Part I:
- Has provided, or will provide, an FFI owner reporting statement that contains:
 - The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a direct or indirect equity interest in the owner-documented FFI (looking through all entities other than specified U.S. persons);
 - The name, address, TIN (if any), and chapter 4 status of every individual and specified U.S. person that owns a debt interest in the owner-documented FFI (including any indirect debt interest, which includes debt interests in any entity that directly or indirectly owns the payee or any direct or indirect equity interest in a debt holder of the payee) that constitutes a financial account in excess of \$50,000 (disregarding all such debt interests owned by participating FFIs, registered deemed-compliant FFIs, certified deemed-compliant FFIs, excepted NFFEs, exempt beneficial owners, or U.S. persons other than specified U.S. persons); **and**
 - Any additional information the withholding agent requests in order to fulfill its obligations with respect to the entity.
 - Has provided, or will provide, valid documentation meeting the requirements of §1.1471-3(d)(6)(iii) for each person identified in the FFI owner reporting statement.
- c** ☐ I certify that the FFI identified in Part I has provided, or will provide, an auditor's letter, signed within four years of the date of payment, from an independent accounting firm or legal representative with a location in the United States stating that the firm or representative has reviewed the FFI's documentation with respect to all of its owners and debt holders identified in §1.1471-3(d)(6)(iv)(A)(2), and that the FFI meets all the requirements to be an owner-documented FFI. The FFI identified in Part I has also provided, or will provide, an FFI owner reporting statement of its owners that are specified U.S. persons and Form(s) W-9, with applicable waivers.

Check box 24d if applicable (optional, see instructions).

- d** ☐ I certify that the entity identified on line 1 is a trust that does not have any contingent beneficiaries or designated classes with unidentified beneficiaries.

Part XI Restricted Distributor

- 25a** ☐ (All restricted distributors check here) I certify that the entity identified in Part I:
- Operates as a distributor with respect to debt or equity interests of the restricted fund with respect to which this form is furnished;
 - Provides investment services to at least 30 customers unrelated to each other and less than half of its customers are related to each other;
 - Is required to perform AML due diligence procedures under the anti-money laundering laws of its country of organization (which is an FATF-compliant jurisdiction);
 - Operates solely in its country of incorporation or organization, has no fixed place of business outside of that country, and has the same country of incorporation or organization as all members of its affiliated group, if any;
 - Does not solicit customers outside its country of incorporation or organization;
 - Has no more than \$175 million in total assets under management and no more than \$7 million in gross revenue on its income statement for the most recent accounting year;
 - Is not a member of an expanded affiliated group that has more than \$500 million in total assets under management or more than \$20 million in gross revenue for its most recent accounting year on a combined or consolidated income statement; **and**
 - Does not distribute any debt or securities of the restricted fund to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Check box 25b or 25c, whichever applies.

I further certify that with respect to all sales of debt or equity interests in the restricted fund with respect to which this form is furnished that are made after December 31, 2011, the entity identified in Part I:

- b** ☐ Has been bound by a distribution agreement that contained a general prohibition on the sale of debt or securities to U.S. entities and U.S. resident individuals and is currently bound by a distribution agreement that contains a prohibition of the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI.
- c** ☐ Is currently bound by a distribution agreement that contains a prohibition on the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI and, for all sales made prior to the time that such a restriction was included in its distribution agreement, has reviewed all accounts related to such sales in accordance with the procedures identified in §1.1471-4(c) applicable to preexisting accounts and has redeemed or retired any, or caused the restricted fund to transfer the securities to a distributor that is a participating FFI or reporting Model 1 FFI securities which were sold to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Part XII Nonreporting IGA FFI26 ☐ I certify that the entity identified in Part I:

- Meets the requirements to be considered a nonreporting financial institution pursuant to an applicable IGA between the United States and _____ . The applicable IGA is a ☐ Model 1 IGA or a ☐ Model 2 IGA; and is treated as a _____ under the provisions of the applicable IGA or Treasury regulations (if applicable, see instructions);
- If you are a trustee documented trust or a sponsored entity, provide the name of the trustee or sponsor whose GIIN is provided on line 9a (if any) _____ ; and your GIIN (if issued to you) _____ .

Part XIII Foreign Government, Government of a U.S. Possession, or Foreign Central Bank of Issue27 ☐ I certify that the entity identified in Part I is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).**Part XIV International Organization**

Check box 28a or 28b, whichever applies.

28a ☐ I certify that the entity identified in Part I is an international organization described in section 7701(a)(18).b ☐ I certify that the entity identified in Part I:

- Is comprised primarily of foreign governments;
- Is recognized as an intergovernmental or supranational organization under a foreign law similar to the International Organizations Immunities Act or that has in effect a headquarters agreement with a foreign government;
- The benefit of the entity's income does not inure to any private person;
- Is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).

Part XV Exempt Retirement Plans

Check box 29a, b, c, d, e, or f, whichever applies.

29a ☐ I certify that the entity identified in Part I:

- Is established in a country with which the United States has an income tax treaty in force (see Part III if claiming treaty benefits);
- Is operated principally to administer or provide pension or retirement benefits; **and**
- Is entitled to treaty benefits on income that the fund derives from U.S. sources (or would be entitled to benefits if it derived any such income) as a resident of the other country which satisfies any applicable limitation on benefits requirement.

b ☐ I certify that the entity identified in Part I:

- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
- No single beneficiary has a right to more than 5% of the FFI's assets;
- Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operated; **and**
 - Is generally exempt from tax on investment income under the laws of the country in which it is established or operates due to its status as a retirement or pension plan;
 - Receives at least 50% of its total contributions from sponsoring employers (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, other retirement funds described in an applicable Model 1 or Model 2 IGA, or accounts described in §1.1471-5(b)(2)(i)(A));
 - Either does not permit or penalizes distributions or withdrawals made before the occurrence of specified events related to retirement, disability, or death (except rollover distributions to accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), to retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or to other retirement funds described in this part or in an applicable Model 1 or Model 2 IGA); or
 - Limits contributions by employees to the fund by reference to earned income of the employee or may not exceed \$50,000 annually.

c ☐ I certify that the entity identified in Part I:

- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
- Has fewer than 50 participants;
- Is sponsored by one or more employers each of which is not an investment entity or passive NFFE;
- Employee and employer contributions to the fund (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or accounts described in §1.1471-5(b)(2)(i)(A)) are limited by reference to earned income and compensation of the employee, respectively;
- Participants that are not residents of the country in which the fund is established or operated are not entitled to more than 20 percent of the fund's assets; **and**
- Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operates.

Part XV Exempt Retirement Plans (continued)

- d ☐ I certify that the entity identified in Part I is formed pursuant to a pension plan that would meet the requirements of section 401(a), other than the requirement that the plan be funded by a trust created or organized in the United States.
- e ☐ I certify that the entity identified in Part I is established exclusively to earn income for the benefit of one or more retirement funds described in this part or in an applicable Model 1 or Model 2 IGA, accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), or retirement and pension accounts described in an applicable Model 1 or Model 2 IGA.
- f ☐ I certify that the entity identified in Part I:
- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in §1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
 - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in §1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

Part XVI Entity Wholly Owned by Exempt Beneficial Owners

- 30 ☐ I certify that the entity identified in Part I:
- Is an FFI solely because it is an investment entity;
 - Each direct holder of an equity interest in the investment entity is an exempt beneficial owner described in §1.1471-6 or in an applicable Model 1 or Model 2 IGA;
 - Each direct holder of a debt interest in the investment entity is either a depository institution (with respect to a loan made to such entity) or an exempt beneficial owner described in §1.1471-6 or an applicable Model 1 or Model 2 IGA.
 - Has provided an owner reporting statement that contains the name, address, TIN (if any), chapter 4 status, and a description of the type of documentation provided to the withholding agent for every person that owns a debt interest constituting a financial account or direct equity interest in the entity; **and**
 - Has provided documentation establishing that every owner of the entity is an entity described in §1.1471-6(b), (c), (d), (e), (f) and/or (g) without regard to whether such owners are beneficial owners.

Part XVII Territory Financial Institution

- 31 ☐ I certify that the entity identified in Part I is a financial institution (other than an investment entity) that is incorporated or organized under the laws of a possession of the United States.

Part XVIII Excepted Nonfinancial Group Entity

- 32 ☐ I certify that the entity identified in Part I:
- Is a holding company, treasury center, or captive finance company and substantially all of the entity's activities are functions described in §1.1471-5(e)(5)(i)(C) through (E);
 - Is a member of a nonfinancial group described in §1.1471-5(e)(5)(i)(B);
 - Is not a depository or custodial institution (other than for members of the entity's expanded affiliated group); **and**
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle with an investment strategy to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XIX Excepted Nonfinancial Start-Up Company

- 33 ☐ I certify that the entity identified in Part I:
- Was formed on (or, in the case of a new line of business, the date of board resolution approving the new line of business) _____ (date must be less than 24 months prior to date of payment);
 - Is not yet operating a business and has no prior operating history or is investing capital in assets with the intent to operate a new line of business other than that of a financial institution or passive NFFE;
 - Is investing capital into assets with the intent to operate a business other than that of a financial institution; **and**
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle whose purpose is to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XX Excepted Nonfinancial Entity in Liquidation or Bankruptcy

- 34 ☐ I certify that the entity identified in Part I:
- Filed a plan of liquidation, filed a plan of reorganization, or filed for bankruptcy on _____;
 - During the past 5 years has not been engaged in business as a financial institution or acted as a passive NFFE;
 - Is either liquidating or emerging from a reorganization or bankruptcy with the intent to continue or recommence operations as a nonfinancial entity; **and**
 - Has, or will provide, documentary evidence such as a bankruptcy filing or other public documentation that supports its claim if it remains in bankruptcy or liquidation for more than three years.

Part XXI 501(c) Organization

35 ☐ I certify that the entity identified in Part I is a 501(c) organization that:

- Has been issued a determination letter from the IRS that is currently in effect concluding that the payee is a section 501(c) organization that is dated _____; **or**
- Has provided a copy of an opinion from U.S. counsel certifying that the payee is a section 501(c) organization (without regard to whether the payee is a foreign private foundation).

Part XXII Non-Profit Organization

36 ☐ I certify that the entity identified in Part I is a non-profit organization that meets the following requirements:

- The entity is established and maintained in its country of residence exclusively for religious, charitable, scientific, artistic, cultural or educational purposes;
- The entity is exempt from income tax in its country of residence;
- The entity has no shareholders or members who have a proprietary or beneficial interest in its income or assets;
- Neither the applicable laws of the entity's country of residence nor the entity's formation documents permit any income or assets of the entity to be distributed to, or applied for the benefit of, a private person or non-charitable entity other than pursuant to the conduct of the entity's charitable activities or as payment of reasonable compensation for services rendered or payment representing the fair market value of property which the entity has purchased; **and**
- The applicable laws of the entity's country of residence or the entity's formation documents require that, upon the entity's liquidation or dissolution, all of its assets be distributed to an entity that is a foreign government, an integral part of a foreign government, a controlled entity of a foreign government, or another organization that is described in this Part XXII or escheats to the government of the entity's country of residence or any political subdivision thereof.

Part XXIII Publicly Traded NFFE or NFFE Affiliate of a Publicly Traded Corporation

Check box 37a or 37b, whichever applies.

37a ☐ I certify that:

- The entity identified in Part I is a foreign corporation that is not a financial institution; **and**
- The stock of such corporation is regularly traded on one or more established securities markets, including _____ (name one securities exchange upon which the stock is regularly traded).

b ☐ I certify that:

- The entity identified in Part I is a foreign corporation that is not a financial institution;
- The entity identified in Part I is a member of the same expanded affiliated group as an entity the stock of which is regularly traded on an established securities market;
- The name of the entity, the stock of which is regularly traded on an established securities market, is _____; **and**
- The name of the securities market on which the stock is regularly traded is _____.

Part XXIV Excepted Territory NFFE

38 ☐ I certify that:

- The entity identified in Part I is an entity that is organized in a possession of the United States;
- The entity identified in Part I:
 - Does not accept deposits in the ordinary course of a banking or similar business,
 - Does not hold, as a substantial portion of its business, financial assets for the account of others, or
 - Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
- All of the owners of the entity identified in Part I are bona fide residents of the possession in which the NFFE is organized or incorporated.

Part XXV Active NFFE

39 ☐ I certify that:

- The entity identified in Part I is a foreign entity that is not a financial institution;
- Less than 50% of such entity's gross income for the preceding calendar year is passive income; **and**
- Less than 50% of the assets held by such entity are assets that produce or are held for the production of passive income (calculated as a weighted average of the percentage of passive assets measured quarterly) (see instructions for the definition of passive income).

Part XXVI Passive NFFE

40a ☐ I certify that the entity identified in Part I is a foreign entity that is not a financial institution (other than an investment entity organized in a possession of the United States) and is not certifying its status as a publicly traded NFFE (or affiliate), excepted territory NFFE, active NFFE, direct reporting NFFE, or sponsored direct reporting NFFE.

Check box 40b or 40c, whichever applies.

- b** ☐ I further certify that the entity identified in Part I has no substantial U.S. owners (or, if applicable, no controlling U.S. persons), **or**
- c** ☐ I further certify that the entity identified in Part I has provided the name, address, and TIN of each substantial U.S. owner (or, if applicable, controlling U.S. person) of the NFFE in Part XXIX.

Part XXVII Excepted Inter-Affiliate FFI

41 ☐ I certify that the entity identified in Part I:

- Is a member of an expanded affiliated group;
- Does not maintain financial accounts (other than accounts maintained for members of its expanded affiliated group);
- Does not make withholdable payments to any person other than to members of its expanded affiliated group that are not limited FFI's or limited branches;
- Does not hold an account (other than a depository account in the country in which the entity is operating to pay for expenses) with or receive payments from any withholding agent other than a member of its expanded affiliated group; **and**
- Has not agreed to report under §1.1471-4(d)(2)(ii)(C) or otherwise act as an agent for chapter 4 purposes on behalf of any financial institution, including a member of its expanded affiliated group.

Part XXVIII	Sponsored Direct Reporting NFFE (see instructions for when this is permitted)
--------------------	--

42 Name of sponsoring entity:

GIIN of sponsoring entity:

43 ☐ I certify that the entity identified in Part I is a direct reporting NFFE that is sponsored by the entity identified on line 42.

Part XXIX	Substantial U.S. Owners of Passive NFFE
------------------	--

As required by Part XXVI, provide the name, address, and TIN of each substantial U.S. owner of the NFFE. Please see instructions for definition of substantial U.S. owner. If providing the form to an FFI treated as a reporting Model 1 FFI or reporting Model 2 FFI, an NFFE may also use this Part for reporting its controlling U.S. persons under an applicable IGA.

[illegible]

Part XXX Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

- The entity identified on line 1 of this form is the beneficial owner of all the income to which this form relates, is using this form to certify its status for chapter 4 purposes, or is a merchant submitting this form for purposes of section 6050W,
- The entity identified on line 1 of this form is not a U.S. person,
- The income to which this form relates is: (a) not effectively connected with the conduct of a trade or business in the United States, (b) effectively connected but is not subject to tax under an income tax treaty, or (c) the partner's share of a partnership's effectively connected income, **and**
- For broker transactions or barter exchanges, the beneficial owner is an exempt foreign person as defined in the instructions.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income of which the entity on line 1 is the beneficial owner or any withholding agent that can disburse or make payments of the income of which the entity on line 1 is the beneficial owner.

I agree that I will submit a new form within 30 days if any certification on this form becomes incorrect.

Sign Here

Signature of individual authorized to sign for beneficial owner

Print Name _____

Date (MM-DD-YYYY)

☐ I certify that I have the capacity to sign for the entity identified on line 1 of this form.