

Corporate Report of Nondividend Distributions

For calendar year ending December 31, 19

Name as shown on return	Employer identification number
Number and street (or P.O. box number if mail is not delivered to street address)	Date incorporated
City or town, state, and ZIP code	Tax year ending (month, day, year)
Name of person to contact (if representative, attach power of attorney)	Telephone number ()

Type of entity: <input type="checkbox"/> Corporation <input type="checkbox"/> Foreign Corporation <input type="checkbox"/> Insurance Company	Method of accounting: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (Specify) _____	<input type="checkbox"/> Check here if a Form 5452 has been filed for a prior year. (Attach copy of determination letter.) <input type="checkbox"/> Check here if any of these distributions are part of a complete or partial liquidation. (Describe in detail.)
<input type="checkbox"/> Regulated Investment Co. (RIC) <input type="checkbox"/> Real Estate Investment Trust (REIT) <input type="checkbox"/> Other (Specify) _____ (see instructions)		

Request for extension of time to file Form 5452

If you believe that nondividend distributions have been made during the calendar year shown above, and would like an extension of time to file the supporting data required by item 6 of the instructions, we will grant an extension provided:

(1) you have not filed your tax return for the year, and
 (2) you have not advised your shareholders that they have received nondividend distributions, and
 (3) you are not requesting an extension beyond 9 months from the due date for filing your return (without extensions).

Extension requested to _____ (Enter date)

Note: If you do not furnish the supporting data by the extension date requested above, the distributions listed in Column 1 below will continue to be fully taxable to your shareholders.

Earnings and profits information:

- Accumulated E & P (since 2-28-13) at beginning of tax year \$ _____
- Actual E & P of the current tax year \$ _____

Classification of shareholders at date of last dividend payment:

- Number of individuals _____
- Number of partnerships _____
- Number of corporations and other shareholders _____

Note: If you have 12 or fewer shareholders, attach copies of the Forms 1099-DIV (or the information from that form) that you gave to shareholders.

Date paid	Column 1		Column 2			Percent taxable	Column 3	
	Total amount paid (Common (C) Preferred (P) Other (O))	Amount per share	Amount paid during calendar year from earnings and profits since February 28, 1913				Amount paid during calendar year from other than earnings and profits since February 28, 1913	Percent nontaxable
			From the current year	Accumulated	Total			
	\$	\$	\$	\$	\$	\$		
Totals	\$		\$	\$	\$	\$		

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete.

Signature of Corporate Officer	Title	Date
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Instructions

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

Paperwork Reduction Act Notice.—We ask for this information to carry out the Internal Revenue laws of the United States. We need it to ensure that taxpayers are complying with these laws and to allow us to figure and collect the right amount of tax. You are required to give us this information.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

- Recordkeeping** 21 hrs., 46 min.
- Learning about the law or the form** 1 hr., 8 min.
- Preparing the form** 3 hrs., 24 min.
- Copying, assembling, and sending the form to IRS** 32 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form more simple, we would be happy to hear from you. You can write to either the **Internal Revenue Service**, Washington, DC 20224, Attention: IRS Reports Clearance Officer, T:FP; or the **Office of Management and Budget**, Paperwork Reduction Project (1545-0205), Washington, DC 20503.

1. Who Must File.—File Form 5452 if you make nondividend distributions under sections 301 or 1368(c)(3) of the Internal Revenue Code to your shareholders. If you are a member of a

consolidated group, an officer of the parent corporation must sign Form 5452. An S corporation should file this form and check "Other" under "Type of entity" only with respect to distributions made under section 1368(c)(3).

2. When and Where To File.—File Form 5452 by February 28 following the close of the calendar year, with the Assistant Chief Counsel (Income Tax and Accounting), P.O. Box 7604, Ben Franklin Station, Washington, DC 20044.

3. Nondividend Distributions.—These are distributions made to shareholders in the normal course of business. They are considered fully or partially nontaxable as dividends only because the paying corporation's current and accumulated earnings and profits are less than the distributions. Nondividend distributions do not include tax-free stock dividends or distributions exchanged for stock in liquidations or redemptions.

4. Calendar Year Basis.—Report all distributions made during the calendar year, even if you use a fiscal year as your tax year and have not yet filed your income tax return.

Distributions made after the fiscal year ends are fully taxable until a determination can be made on the taxability of the distributions based on the following tax years' current and accumulated earnings and profits. See Regulations section 1.6042-3(c).

5. Taxable Status Reported to Shareholders.—Complete the table above showing the taxable and nontaxable status of distributions reported to shareholders. If noncash distributions were made, show their tax bases and fair market values.

6. Supporting Data.—(a) Attach the following to this form: (1) a computation of earnings and profits of the tax year (see illustration below and the worksheet on page 3 that you may want to use in making your computation of earnings and profits), and a schedule of differences between Schedule M and these earnings and profits; (2) a year-by-year computation of accumulated earnings and profits, and a schedule of differences since the origin of the company, February 28, 1913, or the last year for which such data was previously furnished, whichever is later; (3) a copy of pages 1 and 4 of Form 1120, or equivalent information from other corporate return (with any supporting schedules); and (4) an ending book (Schedule L, Form 1120) vs. tax-basis balance sheet. If you use accelerated depreciation, attach a schedule summarizing the depreciation (and any amortization) computed

under the straight-line method and a reconciliation of any difference between that amount and the amount claimed on Form 1120 or equivalent form. (For examples, see Exhibits in Rev. Proc. 75-17, 1975-1 C.B. 677.)

(b) If you file a consolidated return, attach the following in addition to the items described above: (1) a schedule showing the allocation of the consolidated tax liability and identifying the method used (if an intercompany agreement is in effect, give complete details); (2) a schedule showing the separate taxable income or loss for each member of the group filing a consolidated return; and (3) for each member paying nondividend distributions, the data described above in item 6(a) on the basis of each member's taxable income or loss.

Illustration of a Current-Year Earnings and Profits Computation
XYZ Corporation, E. I. No. 00-0000000
123 Main Street
Anycity, Yourstate 20200

Incorporated 1/1/74 Accrual Method of Accounting	Retained Earnings Shown in Books		Earnings and Profits Current Year		Accumulated Credit Balance	Key
	Debit	Credit	Debit	Credit		
12/31/88 Balance forward		\$225,000			\$20,900	
1989						
Taxable income from line 28, page 1, Form 1120		214,700		\$214,700		✓
Federal income taxes shown in books	\$89,556					a
Federal income taxes shown on tax return			\$89,556			a
Excess of capital losses over capital gains (tax basis)	3,600		3,600			✓
Section 312(k) depreciation adjustment				24,000		
Depreciation adjustment on property disposition			4,000			
Contributions in excess of limitation	\$200		200			✓
Life insurance premium in excess of cash surrender value (CSV)	9,500		9,500			✓
Nondeductible interest paid to carry tax-exempt bonds	850		850			✓
Unallowed contributions	500		500			✓
Total itemized expenses from line 5, Schedule M-1		11,050				
Life insurance proceeds in excess of CSV	6,000			6,000		✓
Bad debt recovery (not charged against taxable income)	3,500					1-1985
Tax-exempt interest on municipal bonds	5,000			5,000		✓
Total itemized income from line 7, Schedule M-1			14,500			
Refund of prior year Federal income taxes			18,000			1-1986
Reserve for contingencies		10,000				
			108,206	249,700		
				141,494		
Current-Year Earnings and Profits						
<i>Cash Distributions:</i>						
Preferred: <u>3/15, 6/15, 9/15, 12/15/89</u>	20,000		20,000			✓
\$0.50/Sh-10,000 Shs						
Common: <u>3/31/89</u>						
\$1.00/Sh-90,000 Shs						
From current-year earnings and profits		60,747	60,747			✓
From accumulated earnings and profits		20,900			(20,900)	✓
		90.72%	81,647			
From Other		9.28%	8,353			
Total distribution		100 %	90,000			
<u>9/30/89</u>						
\$1.00/Sh-90,000 Shs						
From current-year earnings and profits		67.50%	60,747	60,747		✓
From Other		32.50%	29,253			
Total distribution		100 %	90,000			
Total cash distributions			200,000			
			314,206	247,200	141,494	141,494
Current-year change			67,006			(20,900)
Balance forward 12/31/89			\$157,994			\$—0—

NOTE: For explanation of key, see Rev. Proc. 75-17, 1975-1 C.B. 677.

Worksheet for Computing Current-Year Earnings and Profits

Incorporated _____ Method of Accounting _____	Retained Earnings Shown in Books		Earnings and Profits Current Year		Accumulated Credit Balance	Key
	Debit	Credit	Debit	Credit		
12/31/ Balance forward						
19 __						
Taxable income from line 28, page 1, Form 1120 . . .						
Federal income taxes shown in books						
Federal income taxes shown on tax return						
Excess of capital losses over capital gains (tax basis) . .						
Section 312(k) depreciation adjustment						
Depreciation adjustment on property disposition . . .						
Contributions in excess of limitation						
Life insurance premium in excess of cash surrender value (CSV)						
Nondeductible interest paid to carry tax-exempt bonds .						
Unallowed contributions						
Other (list)						
Total itemized expenses from line 5, Schedule M-1						
Life insurance proceeds in excess of CSV						
Bad debt recovery (not charged against taxable income) .						
Tax-exempt interest on municipal bonds						
Other (list)						
Total itemized income from line 7, Schedule M-1.						
Refund of prior year Federal income taxes						
Reserve for contingencies						
Additional Adjustments:						

Current-Year Earnings and Profits						
<i>Cash Distributions:</i>						
%						
From current-year earnings and profits						
From accumulated earnings and profits						
%						
From other						
Total distribution 100 %						
Total cash distributions						
Current-year change						
Balance forward 12/31/						