

# Instructions for Form 5471

(Revised January 1999)

## Information Return of U.S. Persons With Respect to Certain Foreign Corporations

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



Department of the Treasury  
Internal Revenue Service

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

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form and related schedules will vary depending on individual circumstances. The estimated average times are:

Form	Recordkeeping	Learning about the law or the form	Preparing and sending the form to the IRS
5471	81 hr., 19 min.	26 hr., 50 min.	32 hr., 56 min.
Sch. J (5471)	3 hr., 50 min.	1 hr., 5 min.	1 hr., 12 min.
Sch. M (5471)	26 hr., 33 min.	6 min.	32 min.
Sch. N (5471)	8 hr., 22 min.	2 hr., 47 min.	3 hr., 2 min.
Sch. O (5471)	10 hr., 46 min.	30 min.	42 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form and related schedules simpler, we would be happy to hear from you. See the instructions for the tax return with which this form is filed.

### Changes To Note

- The new principal business activity (PBA) codes beginning on page 13 of these instructions are based on the North American Industry Classification System (NAICS), which was developed by the statistical agencies of Canada, Mexico, and the United States in cooperation with the Office of Management and Budget. The NAICS-based codes replace the PBA codes previously based on the Standard Industrial Classification (SIC) system.
- The Small Business Job Protection Act of 1996 repealed section 956A, which required U.S. shareholders of controlled foreign corporations (CFCs) to include in income their share of the CFC's earnings invested in excess passive assets. This is effective for tax years of foreign corporations beginning after December 31, 1996, and for tax years of U.S. shareholders ending within which or with which such tax years of foreign corporations end.
- For tax years beginning in 1998 **only**, the Taxpayer Relief Act of 1997 ("1997 Act") provides temporary exceptions from the definition of foreign personal holding company income, for subpart F purposes, income from the active conduct of a banking, financing, insurance, or similar business, but only if the corporation is predominantly engaged in the active conduct of such business (within the meaning of section 954(h)(3)) or a qualifying insurance company. For more information, see sections 954(e)(2)(c) and 954(h) and Act section 1175. The Tax and Trade Relief Extension Act of 1998 ("1998 Act") extended the exceptions above (with modifications) to tax years beginning in 1999 **only**. For more information, see sections 954(e)(2) and 954(h), as amended, and Act section 1005.
- For tax years beginning after August 5, 1997, the 1997 Act excludes from the definition of foreign personal holding company income certain property acquired by a dealer in the

ordinary course of business. See section 954(c)(2)(C). For tax years beginning in 1999 **only**, the 1998 Act provides an additional exception for certain income derived by a securities dealer. See section 954(c)(2)(C) as amended.

For more formation regarding changes to foreign personal holding company income, see the instructions for Worksheet A on page 6.

The 1997 Act also made the following changes to the tax law regarding information reporting with respect to certain foreign corporations.

- For transactions occurring after December 31, 1997, the threshold for stock ownership of a foreign corporation that results in the information reporting obligations of section 6046 has increased from 5% (in value) to 10% (of value or vote). This affects the reporting requirements for Category (2) and (3) filers. See **Categories of Filers**, on page 2.
- For taxes paid or accrued in tax years beginning after December 31, 1997, the appropriate exchange rate for translating a CFC's functional currency into U.S. dollars is the average exchange rate for the foreign corporation's tax year. See section 989(b).
- For tax years of foreign corporations beginning after December 31, 1997, and for tax years of U.S. shareholders ending within which or with which such tax years of foreign corporations end, in determining a U.S. shareholder's pro rata share of earnings of a CFC invested in U.S. property, the definition of U.S. property does not include certain assets received by dealers. See section 956(c)(2)(J) and (K).
- For tax years beginning after August 5, 1997, in computing a U.S. shareholder's pro rata share of income of a CFC, gross foreign personal holding company income includes net income from a notional principal contract (section 954(c)(1)(F)) and payments in lieu of dividends (section 954(c)(1)(G)).

- For annual accounting periods beginning after August 5, 1997, the penalty for failure to file an information return or disclose the required information under sections 6038 and 6046 increases to \$10,000. An additional penalty (\$50,000 maximum) may apply if the failure continues after notice from the IRS. See **Penalties** on page 3.
- For tax years beginning after August 5, 1997, the statute of limitation with respect to the period to which the information required by sections 6038 and 6046 relates does not expire until 3 years after the date on which the information is provided. See section 6501(c)(8).
- For transactions occurring after August 5, 1997, certain gains on dispositions of stock in a related corporation are treated as foreign personal holding company income, and the same-country exception of section 954(c)(3)(A) does not apply. See section 964(e).
- For dispositions after August 5, 1997, in determining a U.S. shareholder's pro rata share of subpart F income, any gains included in the gross income of any person as a dividend under section 1248 shall be treated as a distribution received by such person with respect to the stock involved. See section 951(a)(2)(B).

### General Instructions

#### Purpose of Form

Form 5471 is used by certain U.S. citizens and residents who are officers, directors, or shareholders in certain foreign corporations. The form and schedules are used to satisfy the reporting requirements of sections 6035, 6038, 6046, and the related regulations.

#### Who Must File

Generally, the U.S. persons described in **Categories of Filers** must complete the schedules, statements, and/or other information requested in the chart, **Filing Requirements For Categories of Filers**, on page 2. Read the information for each of the categories of filers carefully to determine which schedules, statements, and/or information apply.

If the filer is described in more than one filing category, do not duplicate information. However, complete all schedules that apply. For example, if you are the sole owner of a CFC that is also a foreign personal holding company (i.e., you are described in Categories (1), (4), and (5)), you would complete all four pages of Form 5471 and separate Schedules J, M, and N.

#### When and Where to File

Form 5471 is due when your income tax return is due, including extensions. File two copies of the form and required schedules. Attach one copy to your income tax return. Send the other copy to the Internal Revenue Service Center, Philadelphia, PA 19255.

## Categories of Filers

### Category (1) Filer

This includes a U.S. citizen or resident who is an officer, director, or 10% shareholder of a foreign personal holding company.

A **10% shareholder** is any individual who owns, directly or indirectly (within the meaning of section 554), 10% or more in value of the outstanding stock of the foreign personal holding company.

See section 552 for the definition of a foreign personal holding company.

### Category (2) Filer

This includes a U.S. citizen or resident who is an officer or director of a foreign corporation in which a U.S. person (defined below) has acquired (in one or more transactions): (1) stock which meets the 10% stock ownership requirement (described below), or (2) an additional 10% or more (in value or vote) of the outstanding stock of the foreign corporation.

**Stock ownership requirement.** For transactions that occur after December 31, 1997, the stock ownership threshold is met if a U.S. person owns:

1. 10% or more of the total value of the corporation's stock, or
2. 10% or more of the total combined voting power of all classes of stock with voting rights.

For transactions that occurred prior to January 1, 1998, the stock ownership requirement was 5% (of value). For more information, see section 6046.

A U.S. person has acquired stock in a foreign corporation when that person has an unqualified right to receive the stock, even though the stock is not actually issued. See Regulations section 1.6046-1(f)(1) for more details.

**U.S. person.** For purposes of Category (2), and (3), a U.S. person is:

1. A citizen or resident of the United States,
2. A domestic partnership,
3. A domestic corporation, and
4. An estate or trust that is not a foreign estate or trust defined in section 7701(a)(31). See Regulations section 1.6046-1(f)(3) for exceptions.

### Category (3) Filer

- A U.S. person who acquires stock in a foreign corporation which, when added to any stock owned on the date of acquisition, meets the 10% stock ownership requirement (discussed above) for the corporation;
- A U.S. person who acquires stock (without regard to stock already owned on the date of acquisition) that meets the 10% stock ownership requirement;
- A person who is treated as a U.S. shareholder under section 953(c);
- A person who becomes a U.S. person while meeting the 10% stock ownership requirement; or
- A U.S. person who disposes of sufficient stock in the foreign corporation to reduce his or her interest to less than the stock ownership requirement.

For more information, see section 6046 and Regulations section 1.6046-1. For the definition of a Category (3) U.S. person, see **U.S. person**, above.

### Category (4) Filer

This includes a U.S. person who had control of a foreign corporation for an uninterrupted period of at least 30 days during the annual accounting period of the foreign corporation.

## Filing Requirements For Categories of Filers

Required Information	Category of Filer				
	1	2	3	4	5
The identifying information on page 1 (the information above Schedule A)—see <b>Specific Instructions</b>	✓	✓	✓	✓	✓
Schedule A, Part I	✓		✓	✓	
Schedule A, Part II	✓				
Schedule B	✓		✓	✓	
Schedules C, E, and F			✓	✓	
Schedule H				✓	✓
Schedule I				✓	✓
Separate Schedule J				✓	✓
Separate Schedule M				✓	
Separate Schedule N	✓				
Separate Schedule O, Part I		✓			
Separate Schedule O, Part II			✓		

**Exception.** A U.S. person is not required to file for a corporation defined in section 1504(d) that files a consolidated return for the tax year.

**U.S. person.** For purposes of Category (4), a U.S. person is:

1. A citizen or resident of the United States;
2. A nonresident alien for whom an election is in effect under section 6013(g) to be treated as a resident of the United States;
3. An individual for whom an election is in effect under section 6013(h), relating to nonresident aliens who become residents of the United States during the tax year and are married at the close of the tax year to a citizen or resident of the United States;
4. A domestic partnership;
5. A domestic corporation; and
6. An estate or trust that is not a foreign estate or trust defined in section 7701(a)(31). See Regulations section 1.6038-2(d) for exceptions.

**Control.** A U.S. person has control of a foreign corporation if at any time during that person's tax year it owns stock possessing:

1. More than 50% of the total combined voting power of all classes of stock entitled to vote; or
2. More than 50% of the total value of shares of all classes of stock of the foreign corporation.

A person in control of a corporation that, in turn, owns more than 50% of the combined voting power, or the value, of all classes of stock of another corporation is also treated as being in control of such other corporation.

**Example.** Corporation A owns 51% of the voting stock in Corporation B. Corporation B owns 51% of the voting stock in Corporation C. Corporation C owns 51% of the voting stock in Corporation D. Therefore, Corporation D is controlled by Corporation A.

For more details on "control," see Regulations sections 1.6038-2(b) and (c).

### Category (5) Filer

This includes a U.S. shareholder who owns stock in a foreign corporation that is a controlled foreign corporation (CFC) for an uninterrupted period of 30 days or more during any tax year of the foreign corporation, and who owned that stock on the last day of that year.

For purposes of Category (5), a **U.S. shareholder** is a U.S. person who:

1. Owns (either directly, indirectly, or constructively, within the meaning of sections 958(a) and (b)) 10% or more of the total combined voting power of all classes of voting stock of a CFC; or
2. Owns (either directly or indirectly, within the meaning of section 958(a)) any stock of a CFC (as defined in sections 953(c)(1)(B) and 957(b)) that is also a captive insurance company.

For purposes of Category (5), a **U.S. person** is:

1. A citizen or resident of the United States,
2. A domestic partnership,
3. A domestic corporation, and
4. An estate or trust that is not a foreign estate or trust defined in section 7701(a)(31).

See section 957(c) for exceptions.

A **CFC** is a foreign corporation that has U.S. shareholders that own (either directly, indirectly, or constructively, within the meaning of sections 958(a) and (b)) on any day of the tax year of the foreign corporation, more than 50% of:

1. The total combined voting power of all classes of its voting stock; or
2. The total value of the stock of the corporation.

## Additional Filing Requirements

- Category (3) filers must attach a statement showing the amount and type of any indebtedness of the foreign corporation to the related persons described in Regulations section 1.6046-1(b)(11). The statement must also show the name, address, identifying number, and number of shares subscribed to by each subscriber to the foreign corporation's stock.
- Taxpayers are not required to file the information checked in the chart on page 2 for a foreign corporation that has elected (under section 953(d)) to be treated as a domestic corporation and has filed a U.S. income tax return for its tax year under that provision.

### Foreign sales corporations (FSCs).

- Category (2) and (3) filers who are shareholders, officers, and directors of a FSC (as defined in section 922) do not have to file Form 5471 and separate Schedule O to report the organization of a FSC. However, any subsequent reorganization, transfer, acquisition, or disposition of stock of the FSC must be reported.
- Category (5) shareholders of a FSC are not subject to the subpart F rules for:
  1. Exempt foreign trade income;
  2. Deductions that are apportioned or allocated to exempt foreign trade income;
  3. Nonexempt foreign trade income (other than section 923(a)(2) nonexempt income, within the meaning of section 927(d)(6)); and
  4. Any deductions that are apportioned or allocated to the nonexempt foreign trade income described above.
- Shareholders of a FSC are subject to the subpart F rules for:
  1. All other types of FSC income (including section 923(a)(2) nonexempt income within the meaning of section 927(d)(6)),
  2. Investment income and carrying charges (as defined in section 927(c) and (d)(1)); and
  3. All other FSC income that is not foreign trade income or investment income or carrying charges.
- Category (5) shareholders of a FSC are not required to file a Form 5471 if the FSC has filed a Form 1120-FSC. See Regulations section 1.921-1T(b)(3).

## Penalties

**Failure to file information required by section 6038(a) (Form 5471 and Schedule M).** Section 6038 imposes the following penalties:

- A \$10,000 penalty (\$1,000 for annual accounting periods beginning before August 6, 1997) is imposed for each annual accounting period of each foreign corporation for failure to furnish the required information (within the time prescribed). If the information is not filed within 90 days after the IRS has mailed a notice of the failure to the U.S. person, an additional \$10,000 penalty (\$1,000 for annual accounting periods beginning before August 6, 1997) (per foreign corporation) is charged for each 30-day period, or fraction thereof, during which the failure continues after the 90-day period has expired. The maximum amount of the additional penalty for each failure is \$50,000 (\$24,000 for annual accounting periods beginning before August 6, 1997). See section 6038(b).
- Any person who fails to file or report all of the information required (within the time prescribed) will be subject to a reduction of 10% of the foreign taxes available for credit under sections 901, 902, and 960. If the failure continues for 90 days or more after notice of the failure by the IRS, an additional 5%

reduction is made for each 3-month period, or fraction thereof, during which the failure continues after the 90-day period has expired. See section 6038(c)(2) for limits on the amount of this penalty.

**Failure to file information required by sections 6035 and 6046 and the related regulations (Form 5471 and Schedules N and O).** Section 6679 imposes the following penalties:

- Any person who fails to file or report all of the information requested by section 6035 may be subject to a \$1,000 penalty for each such failure for each reportable transaction.
  - Any person who fails to file or report all of the information requested by section 6046 may be subject to a \$10,000 penalty (\$1,000 for annual accounting periods beginning before August 6, 1997) for each such failure for each reportable transaction. If the failure continues for more than 90 days after notice of the failure by the IRS, an additional \$10,000 penalty (\$1,000 for periods beginning before August 6, 1997) will apply for each 30-day period (or fraction thereof) during which the failure continues after the 90-day period has expired. The additional penalty shall not exceed \$50,000 (no limit for periods before August 6, 1997).
- Other penalties and requirements.**
- Criminal penalties under sections 7203, 7206, and 7207 may apply for failure to file the information required by sections 6038 and 6046.
  - Any person required to file Form 5471 and Schedule J, M, N, or O who agrees to have another person file the form and schedule for him or her may be subject to the above penalties if the other person does not file a correct and proper form and schedule.
  - For periods beginning after August 5, 1997, the statute of limitations with respect to periods that the information required by sections 6038 and 6046 relates does not expire until 3 years after the date on which the information is provided. See section 6501(c)(8).

## Other Reporting Requirements

### Electronic Filing of Form 5471

Form 5471 and the related Schedules J, M, N, and O can be filed by magnetic media (magnetic tapes, floppy diskettes) or electronically (via modem to modem). Approval must be received from the IRS prior to filing. The reporting agent can request approval by submitting **Form 9041**, Application for Electronic/Magnetic Media Filing of Business and Employee Benefit Plan Returns (this form can be obtained by calling 1-800-829-6945). The application should be mailed to: **Internal Revenue Service**, Philadelphia Service Center, Magnetic Media Office, D.P. 115, 11601 Roosevelt Blvd., Philadelphia, PA 19154. The application can be submitted year round.

If unable to obtain Form 9041, a letter of application requesting approval can be submitted. The request should include the following:

- Organization name, address, and identification number;
- Name and title of person to contact;
- Telephone number and best time to call;
- Expected return volume; and
- Method of magnetic media, and whether the software will be developed or modified for commercial use.

### Computer-Generated Form 5471 and Schedules

A computer-generated Form 5471 and its schedules may be filed if they conform to and

do not deviate from the official form and schedules. Generally, all computer-generated forms must receive prior approval from the IRS and are subject to an annual review.

All requests for approval should be submitted to: Internal Revenue Service, Attention: Substitute Forms Program, OP:FS:FP:F:CD, 1111 Constitution Avenue, NW, Room 5244, Washington, DC 20224. **Important:** *Be sure to attach the approval letter to Form 5471.*

Every year, the IRS issues a Revenue Procedure to provide guidance for filers of computer-generated forms. In addition, every year the IRS issues **Pub. 1167**, Substitute Printed, Computer-Prepared, and Computer-Generated Tax Forms and Schedules, which reprints the most recent applicable Revenue Procedure. At the time these instructions went to print, Pub. 1167 could be ordered by calling 1-800-829-3676.

### Dormant Foreign Corporations

Rev. Proc. 92-70, 1992-2 C.B. 435, provides a summary filing procedure for filing Form 5471 for a dormant foreign corporation (defined in sec. 3 of Rev. Proc. 92-70). This summary filing procedure will satisfy the reporting requirements of sections 6038 and 6046.

If the filer elects the summary procedure, only page 1 of Form 5471 is completed for each dormant foreign corporation as follows:

- The top margin of the summary return must be labeled "Filed Pursuant to Rev. Proc. 92-70 for Dormant Foreign Corporation."
- Complete filer information such as name and address, Item A through C, and tax year.
- Include corporate information such as the dormant corporation's annual accounting period (below the title of the form) and Items 1a, 1b, 1c, and 1e.

For more information, see Rev. Proc. 92-70.

File page 1 in duplicate with each filer's regularly filed income tax return. See **When and Where To File** on page 1.

### Treaty-Based Return Positions

U.S. persons that adopt a return position that any treaty of the United States (including, but not limited to, an income tax treaty, an estate and gift tax treaty, or a friendship, commerce, and navigation treaty) overrides or modifies any provision of the Internal Revenue Code and causes (or potentially causes) a reduction of any tax incurred at any time, generally must disclose that return position on **Form 8833**, Treaty-Based Return Position Disclosure Under Section 6114 or 7701(b).

Failure to make such a report may result in a \$1,000 penalty (\$10,000 in the case of a C corporation). See section 6712.

## Specific Instructions

**Important:** *Complete a separate Form 5471 and the applicable schedules for each applicable foreign corporation. Fill in all applicable lines and sections. All information reported must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.*

*If the information required in a given section exceeds the space provided within that section, do not write "see attached" in the section and do not attach all of the information on additional sheets. Instead, complete all entry spaces in the section and attach the remaining information on additional sheets. The additional sheets must conform with the IRS version of that section.*

## Identifying Information

### Annual Accounting Period

Enter, in the space provided below the title of Form 5471, the annual accounting period of the foreign corporation for which you are furnishing information. Except for information contained on Schedule O, report information for the tax year of the foreign corporation that ends with or within your tax year. When filing Schedule O, report acquisitions, dispositions, and organizations or reorganizations that occurred during your tax year.

**Specified foreign corporation.** For a specified foreign corporation, the annual accounting period is generally required to be the tax year of the corporation's majority U.S. shareholder. See section 898(c) for details.

A specified foreign corporation is any foreign corporation that:

1. Is treated as a CFC under subpart F or that is a foreign personal holding company; and
2. Meets the more than 50% U.S. ownership requirements of section 898(b)(2).

If you are preparing Form 5471 for a specified foreign corporation, see Rev. Proc. 90-26, 1990-1 C.B. 512, for wording that must be entered in the upper left corner on page 1 of Form 5471. This wording pertains to whether the corporation made an election under section 898(c)(1)(B) and whether the corporation changed its tax year to conform to the tax year required by section 898.

### Name Change

If either the name of the person filing this return or the corporation whose activities are being reported has changed since the last time information was reported, attach a statement that explains the change and shows the prior name.

### Item A

The identifying number of an individual is his or her social security number (SSN). The identifying number of all others is their employer identification number (EIN). If a U.S. corporation that owns stock in a foreign corporation is a member of a consolidated group, list the common parent as the person filing the return and enter its EIN in Item A. Identify the direct owner in Item D.

### Item B

Complete Item B to indicate the category or categories that describe the filer. If more than one category applies, check all boxes that apply.

### Item C

Enter the total percentage of the foreign corporation's voting stock you owned directly, indirectly, or constructively at the end of the corporation's annual accounting period.

### Item D—Person(s) on Whose Behalf This Information Return Is Filed

One person may file Form 5471 and the applicable schedules for other persons who have the same filing requirements. For example, if you and one or more other persons are required to furnish information for the same foreign corporation for the same period, a joint information return that contains the required information may be filed with your income tax return or with the income tax return of any one of the other persons. However, for Category (3) filers, the required information may only be filed by another person having an equal or greater

interest (measured in terms of value or vote of the stock of the foreign corporation).

The person that files the required information for other persons must complete Item D. In addition, a separate Schedule I must be filed for each person described in Category (5).

Except for members of the filer's consolidated return group, all persons identified in Item D must attach a statement to their income tax returns that:

- Indicates that their filing requirements have been or will be satisfied;
- Lists the name, address, and identifying number of the return with which the information was or will be filed; and
- Identifies the IRS Service Center where the return was or will be filed.

### Other persons exempted from filing.

• A U.S. citizen or resident described in Category (1) that is a 10% shareholder that does not own 10% or more in value of the outstanding stock directly but is required to file Form 5471 solely by attribution of another U.S. person's stock ownership does not have to file if the direct owner is an individual who furnishes all the required information.

• A U.S. officer or director described in Category (2) does not have to file Form 5471 if:

1. Immediately after a reportable stock acquisition, three or fewer U.S. persons own 95% or more in value of the outstanding stock of the foreign corporation and the U.S. person making such acquisition files a return for such acquisition under Category (3), or

2. The U.S. person(s) for which such U.S. officer or director is required to file Form 5471 does not directly own an interest in the foreign corporation and is required to furnish the information solely because of attribution of stock ownership from a U.S. person under Regulations section 1.6046-1(i) and the person from whom the stock ownership is attributed furnishes all of the required information.

• A U.S. person described in Category (3) does not have to file Form 5471 if that person does not directly own an interest in the foreign corporation and is required to furnish the information solely because of attribution of stock ownership from another U.S. person under Regulations section 1.6046-1(i) and the person from whom the stock ownership is attributed furnishes all of the required information.

• A U.S. person described in Category (4) that does not directly own an interest in the foreign corporation and must file Form 5471 solely because of the attribution of stock ownership rules of Regulations section 1.6038-2(c) does not have to file if the person from whom the stock ownership is attributed files all the required information.

• A U.S. person described in Category (5) may file a joint Form 5471 with a Category (4) or another Category (5) filer using the rules of Regulations sections 1.6038-2(j)(1) and (3).

### Currency Translation

Enter the foreign corporation's functional currency in the space indicated above items 1a and 1b on page 1 of the form. Regulations sections 1.6038-2(h) and 1.6046-1(g) require that certain amounts be reported in U.S. dollars and/or in the foreign corporation's functional currency. The specific instructions for the affected schedules state these requirements, including special rules for a foreign corporation that uses the U.S. dollar approximate separate transactions method of accounting (DASTM) under Regulations section 1.985-3.

## Items 1f and 1g

Enter the principal business activity code number and the description of the activity from the list beginning on page 13.

## Schedule B

Category (1), (3), and (4) filers must complete Schedule B for U.S. persons that owned (at any time during the annual accounting period), directly or indirectly through foreign entities, 10% or more in value or vote (5% or more (in value) for periods beginning on or before August 5, 1997) of any class of the corporation's outstanding stock.

**Column (e).** Enter the shareholder's allocable percentage of the foreign corporation's subpart F income or, for a foreign personal holding company, foreign personal holding company income.

## Schedule C

If the foreign corporation uses the U.S. dollar approximate separate transactions method of accounting (DASTM) under Regulations section 1.985-3, the functional currency column should reflect local hyperinflationary currency amounts computed in accordance with U.S. Generally Accepted Accounting Principles (GAAP), and the U.S. dollar column should reflect such amounts translated into dollars under U.S. GAAP translation rules.

**Important:** *Differences between this U.S. dollar GAAP column and the U.S. dollar income or loss figured for tax purposes under Regulations section 1.985-3(c) should be accounted for on Schedule H. See Schedule H, Special rules for DASTM, on page 5.*

**Line 19.** The terms "extraordinary items" and "prior period adjustments" have the same meaning given to them by U.S. GAAP (see Opinion No. 30 of the Accounting Principles Board and Statement No. 16 of the Financial Accounting Standards Board).

**Line 20.** Enter the income, war profits, and excess profits taxes deducted in accordance with U.S. GAAP.

**Important:** *Differences between this functional currency amount and the amount of taxes that reduce U.S. E&P should be accounted for on line 2g of Schedule H.*

## Schedule E

List income, war profits, and excess profits taxes paid or accrued to the United States and to any foreign country or U.S. possession for the annual accounting period. Report these amounts in column (b) in the local currency in which the taxes are payable. For taxes paid or accrued in tax years beginning after 1997, translate these amounts into U.S. dollars at the average exchange rate for the tax year to which the tax relates (use the spot rate for taxes paid or accrued in tax years beginning before 1998). See section 986(a). Identify the exchange rate used in column (c) and report the translated dollar amount in column (d).

## Schedule F

If the foreign corporation uses DASTM, the tax balance sheet on Schedule F should be prepared and translated into U.S. dollars according to Regulations section 1.985-3(d), rather than U.S. GAAP.

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## Schedule H

Use Schedule H to report the foreign corporation's current E&P figured in functional currency for U.S. tax purposes.

**Special rules for DASTM.** If the foreign corporation uses DASTM, enter on line 1 the dollar GAAP income or (loss) from line 21 of Schedule C, and use Schedule H to reflect adjustments made in figuring income or loss in dollars for tax purposes. DASTM gain or loss figured under Regulations section 1.985-3(d) should be reported on line 5b.

**Lines 2a through 2h.** Certain adjustments (required by Regulations sections 1.964-1(b) and (c)) must be made to the foreign corporation's line 1 net book income or (loss) to determine its E&P. These adjustments may include both positive and negative adjustments to conform the foreign book income to U.S. GAAP and to U.S. tax accounting principles. If the foreign corporation's books are maintained in functional currency in accordance with U.S. GAAP, enter on line 1 the functional currency GAAP income or (loss) from line 21 of Schedule C, rather than starting with foreign book income, and show GAAP-to-tax adjustments on lines 2a through 2h.

**Lines 2b and 2c.** Generally, depreciation, depletion, and amortization allowances must be based on the historical cost of the underlying asset, and depreciation must be figured according to section 167 (or, if 20% or more of the foreign corporation's gross income is from U.S. sources, on a straight line basis according to Regulations section 1.312-15).

**Line 2f.** Inventories must be taken into account according to the rules of sections 471 (incorporating the provisions of section 263A) and 472 and the related regulations.

**Line 2g.** See the instructions for Schedule C, line 20.

**Line 2h.** Enter the net amount of any additional adjustments not included on lines 2a through 2g. List these additional adjustments on a separate schedule. Attach this schedule to Form 5471.

**Line 5b.** DASTM gain or (loss), reflecting unrealized exchange gain or loss, should be entered on line 5b only for foreign corporations that use DASTM.

**Line 5d.** For tax years beginning after 1997, enter the line 5c functional currency number translated into U.S. dollars at the average exchange rate (weighted average exchange rate for tax years beginning before 1998) for the foreign corporation's tax year. See section 989(b). Specify the exchange rate used. If the foreign corporation uses DASTM, enter on line 5d the same amount entered on line 5c.

**Blocked income.** The E&P of the foreign corporation, as reflected on Schedule H, must not be reduced by all or any part of such E&P that could not have been distributed by the foreign corporation due to currency or other restrictions or limitations imposed under the laws of any foreign country.

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## Schedule I

Use Schedule I to report in U.S. dollars the U.S. shareholder's pro rata share of income from the foreign corporation reportable under subpart F and other income realized from a corporate distribution.

### Lines 1 through 4

**Subpart F income.** Generally, the income of a foreign corporation with U.S. shareholders is not taxed to those U.S. shareholders until the

income is repatriated to the United States (e.g., through the payment of dividends to the U.S. shareholders or in the form of gain on the disposition of the U.S. shareholders' stock in the foreign corporation). However, this deferral of U.S. tax is not available to U.S. shareholders of CFCs with certain types of income, including subpart F income. See sections 951 and 952.

The subpart F income of a CFC is computed on Worksheet A (beginning on page 6 of the instructions) and generally includes:

- Adjusted net foreign base company income (lines 1 through 21);
- Adjusted net insurance income (line 22)
- Adjusted net related person insurance income (line 23);
- International boycott income (line 24);
- Illegal bribes, kickbacks, and other payments (line 25); and
- Income from a country described in section 952(a)(5) (line 26).

Certain CFC investments that may make earnings ineligible for deferral include:

- Earnings invested in U.S. property (Worksheet B);
- Amounts withdrawn from qualified investments in less developed countries and amounts withdrawn from qualified investments in foreign base company shipping operations (Worksheet C); and
- Amounts withdrawn from investment in export trade assets (Worksheet D).

**Important:** If the subpart F income of any CFC for any tax year was reduced because of the current E&P limitation (see the instructions for line 31 of Worksheet A), any excess of the E&P of the CFC for any subsequent tax year over the subpart F income of the CFC for the tax year must be recharacterized as subpart F income.

### Line 5

Enter the factoring income (as defined in section 864(d)(1)) if no subpart F income is reported on line 1a, Worksheet A, because of the operation of the de minimis rule (see lines 1a, 10, and 12 of Worksheet A and the related instructions).

### Line 6

Add lines 1 through 5. Enter the result here and on your income tax return. For a corporate U.S. shareholder, enter the result on Schedule C, Form 1120, or on the comparable line of other corporate income tax returns. For a noncorporate U.S. shareholder, enter the result on Schedule B, Form 1040, or on the comparable line of other noncorporate income tax returns.

### Line 7

Enter the dividends you received from the foreign corporation that have not been previously taxed under subpart F in the current year or in any prior year.

### Line 8

If previously taxed E&P described in section 959(a) or (b) was distributed, enter the amount of foreign currency gain or (loss) on the distribution, computed under section 986(c). See Notice 88-71, 1988-2 C.B. 374, for rules for computing section 986(c) gain or (loss).

For a corporate U.S. shareholder, include the gain or (loss) as "other income" on Form 1120, or on the comparable line of other corporate income tax returns. For a noncorporate U.S. shareholder, include the result as "other income" on Form 1040, or on the comparable line of other noncorporate income tax returns.

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## Worksheet A

**Important:** See **Changes To Note** on page 1 for items affecting foreign personal holding company income for tax years beginning in 1998 only. For tax years beginning in 1999 only, the following applies:

- Foreign personal holding company income generally shall not include income derived in the active conduct of a CFC of a banking, finance, or similar business (section 954(h)).
- Foreign personal holding company and insurance income shall not include certain investment income derived by a qualifying insurance company and by certain qualifying insurance branches (sections 953(a)(2) and 954(i)).
- Foreign base company services income shall not include income that is exempt insurance income under section 953(e) or that is not treated as foreign personal holding company income under the active conduct of an insurance business exception (section 954(i)); the active conduct of a banking, financing, or similar business exception (section 954(h)); or the securities dealer exception (section 954(c)(2)(C)(ii)).

**Line 1a.** Do not include the following:

- Interest from conducting a banking business that is "export financing interest" (section 904(d)(2)(G));
- Rents and royalties from actively conducting a trade or business received from a person other than a "related person" (section 954(d)(3)); and
- Dividends, interest, rent or royalty income from related corporate payors described in section 954(c)(3). However, see section 964(e) for an exception.

Interest income includes factoring income arising when a person acquires a trade or service receivable (directly or indirectly) from a related person. The income is treated as interest on a loan to the obligor under section 864(d)(1) and is generally not eligible for the de minimis, export financing, and related party exceptions to the inclusion of subpart F income. Also, a trade or service receivable acquired or treated as acquired by a CFC from a related U.S. person is considered an investment in U.S. property for purposes of section 956 (Worksheet B) if the obligor is a U.S. person.

**Line 1b.** Enter the excess of gains over losses from the sale or exchange of:

- Property that produces the type of income reportable on line 1a.
- Important:** For taxable years beginning in 1999 only, see section 954(c)(1)(B)(i) as amended by the 1998 Act.

- An interest in a trust, partnership, or REMIC.
- Property that does not produce any income.

**Do not include:**

- Income, gain, deduction, or loss from any transaction (including a hedging transaction) of a regular dealer in property, forward contracts, option contracts, and similar financial instruments (section 954(c)(2)(C)).
- Gains and losses from the sale or exchange of any property that, in the hands of the CFC, is property described in section 1221(1).

**Line 1c.** Enter the excess of gains over losses from transactions (including futures, forward, and similar transactions) in any commodities. See section 954(c)(1)(C) for exceptions.

**Line 1d.** Enter the excess of foreign currency gains over foreign currency losses from section 988 transactions. An exception applies to transactions directly related to the business needs of a CFC.

**Worksheet A—Foreign Base Company Income and Insurance Income and Summary of U.S. Shareholder's Pro Rata Share of Subpart F Income of a CFC** (see instructions)

Enter the amounts on lines 1a through 40a in functional currency.

<b>1</b>	<b>Gross foreign personal holding company income:</b>			
<b>a</b>	Dividends, interest, royalties, rents, and annuities (section 954(c)(1)(A) (excluding amounts described in sections 954(c)(2) and (3))) . . . . .	<b>1a</b>		
<b>b</b>	Excess of gains over losses from certain property transactions (section 954(c)(1)(B)) . . . . .	<b>1b</b>		
<b>c</b>	Excess of gains over losses from commodity transactions (section 954(c)(1)(C)) . . . . .	<b>1c</b>		
<b>d</b>	Excess of foreign currency gains over foreign currency losses (section 954(c)(1)(D)) . . . . .	<b>1d</b>		
<b>e</b>	Income equivalent to interest (section 954(c)(1)(E)) . . . . .	<b>1e</b>		
<b>f</b>	Net income from a notional principal contract (section 954(c)(1)(F)) . . . . .	<b>1f</b>		
<b>g</b>	Payments in lieu of dividends (section 954(c)(1)(G)) . . . . .	<b>1g</b>		
<b>2</b>	Gross foreign personal holding company income. Add lines 1a through 1g . . . . .		<b>2</b>	
<b>3</b>	Gross foreign base company sales income (see section 954(d)) . . . . .		<b>3</b>	
<b>4</b>	Gross foreign base company services income (see section 954(e)) . . . . .		<b>4</b>	
<b>5</b>	Gross foreign base company shipping income (see section 954(f) after application of sections 954(b)(6) and (7)) . . . . .		<b>5</b>	
<b>6</b>	Gross foreign base company oil-related income (see section 954(g)) after application of section 954(b)(8) . . . . .		<b>6</b>	
<b>7</b>	Gross foreign base company income. Add lines 2 through 6 . . . . .		<b>7</b>	
<b>8</b>	Gross insurance income (see sections 953 and 954(b)(3)(C) and the instructions for lines 22 and 23). . . . .		<b>8</b>	
<b>9</b>	Gross foreign base company income and gross insurance income. Add lines 7 and 8 . . . . .		<b>9</b>	
<b>10</b>	Enter 5% of total gross income (as computed for income tax purposes) . . . . .		<b>10</b>	
<b>11</b>	Enter 70% of total gross income (as computed for income tax purposes) . . . . .		<b>11</b>	
<b>12</b>	If line 9 is less than line 10 and less than \$1 million, enter -0- on this line and skip lines 13 through 23 . . . . .		<b>12</b>	
<b>13</b>	If line 9 is more than line 11, enter total gross income (as computed for income tax purposes). . . . .		<b>13</b>	
<b>14</b>	<b>Total adjusted gross foreign base company income and insurance income</b> (enter the greater of line 9 or line 13) . . . . .		<b>14</b>	
<b>15</b>	<b>Adjusted net foreign personal holding company income:</b>			
<b>a</b>	Enter amount from line 2 . . . . .	<b>15a</b>		
<b>b</b>	Expenses directly related to amount on line 2 . . . . .	<b>15b</b>		
<b>c</b>	Subtract line 15b from line 15a . . . . .	<b>15c</b>		
<b>d</b>	Related person interest expense (see section 954(b)(5)) . . . . .	<b>15d</b>		
<b>e</b>	Other expenses allocated and apportioned to the amount on line 2 under section 954(b)(5) . . . . .	<b>15e</b>		
<b>f</b>	Net foreign personal holding company income. Subtract the sum of lines 15d and 15e from line 15c . . . . .	<b>15f</b>		
<b>g</b>	Net foreign personal holding company income excluded under high-tax exception . . . . .	<b>15g</b>		
<b>h</b>	Subtract line 15g from line 15f . . . . .		<b>15h</b>	
<b>16</b>	<b>Adjusted net foreign base company sales income:</b>			
<b>a</b>	Enter amount from line 3 . . . . .	<b>16a</b>		
<b>b</b>	Expenses allocated and apportioned to the amount on line 3 under section 954(b)(5) . . . . .	<b>16b</b>		
<b>c</b>	Net foreign base company sales income. Subtract line 16b from line 16a . . . . .	<b>16c</b>		
<b>d</b>	Net foreign base company sales income excluded under high-tax exception. . . . .	<b>16d</b>		
<b>e</b>	Subtract line 16d from line 16c . . . . .		<b>16e</b>	
<b>17</b>	<b>Adjusted net foreign base company services income:</b>			
<b>a</b>	Enter amount from line 4 . . . . .	<b>17a</b>		
<b>b</b>	Expenses allocated and apportioned to line 4 under section 954(b)(5) . . . . .	<b>17b</b>		
<b>c</b>	Net foreign base company services income. Subtract line 17b from line 17a . . . . .	<b>17c</b>		
<b>d</b>	Net foreign base company services income excluded under high-tax exception . . . . .	<b>17d</b>		
<b>e</b>	Subtract line 17d from line 17c . . . . .		<b>17e</b>	
<b>18</b>	<b>Adjusted net foreign base company shipping income:</b>			
<b>a</b>	Enter amount from line 5 . . . . .	<b>18a</b>		
<b>b</b>	Expenses allocated and apportioned to line 5 under section 954(b)(5) . . . . .	<b>18b</b>		
<b>c</b>	Net foreign base company shipping income. Subtract line 18b from line 18a . . . . .	<b>18c</b>		
<b>d</b>	Net foreign base company shipping income excluded under high-tax exception . . . . .	<b>18d</b>		
<b>e</b>	Subtract line 18d from line 18c . . . . .		<b>18e</b>	

**Worksheet A** (continued) (See instructions.)

<b>19</b>	<b>Adjusted net foreign base company oil-related income:</b>		
a	Enter amount from line 6 . . . . .	19a	
b	Expenses allocated and apportioned to line 6 under section 954(b)(5) . . . . .	19b	
c	Subtract line 19b from line 19a . . . . .		19c
<b>20</b>	<b>Adjusted net full inclusion foreign base company income:</b>		
a	Enter the excess, if any, of line 13 over line 9 . . . . .	20a	
b	Expenses allocated and apportioned under section 954(b)(5) . . . . .	20b	
c	Net full inclusion foreign base company income. Subtract line 20b from line 20a . . . . .	20c	
d	Net full inclusion foreign base company income excluded under high-tax exception . . . . .	20d	
e	Subtract line 20d from line 20c . . . . .		20e
<b>21</b>	<b>Adjusted net foreign base company income.</b> Add lines 15h, 16e, 17e, 18e, 19c, and 20e . . . . .		<b>21</b>
<b>22</b>	<b>Adjusted net insurance income</b> (other than related person insurance income):		
a	Enter amount from line 8 (other than related person insurance income) . . . . .	22a	
b	Expenses allocated and apportioned to the amount from line 8 under section 953 . . . . .	22b	
c	Net insurance income. Subtract line 22b from line 22a . . . . .	22c	
d	Net insurance income excluded under high-tax exception . . . . .	22d	
e	Subtract line 22d from line 22c . . . . .		22e
<b>23</b>	<b>Adjusted net related person insurance income:</b>		
a	Enter amount from line 8 that is related person insurance income . . . . .	23a	
b	Expenses allocated and apportioned to related person insurance income under section 953 . . . . .	23b	
c	Net related person insurance income. Subtract line 23b from line 23a . . . . .	23c	
d	Net related person insurance income excluded under high-tax exception . . . . .	23d	
e	Subtract line 23d from line 23c . . . . .		23e
<b>24</b>	International boycott income (section 952(a)(3)) . . . . .		<b>24</b>
<b>25</b>	Illegal bribes, kickbacks, and other payments (section 952(a)(4)) . . . . .		<b>25</b>
<b>26</b>	Income from a country described in section 952(a)(5) . . . . .		<b>26</b>
<b>27</b>	Subpart F income before application of sections 952(b) and (c) and section 959(b). Add lines 21, 22e, 23e, and 24 through 26 . . . . .		<b>27</b>
<b>28</b>	Enter portion of line 27 that is U.S. source income effectively connected with a U.S. trade or business (section 952(b)) . . . . .	28	
<b>29</b>	Exclusions under section 959(b). . . . .	29	
<b>30</b>	Total subpart F income. Subtract the sum of lines 28 and 29 from line 27. . . . .		<b>30</b>
<b>31</b>	Current E&P . . . . .		<b>31</b>
<b>32</b>	Enter the smaller of line 30 or line 31 . . . . .		<b>32</b>
<b>33</b>	Shareholder's pro rata share of line 32 . . . . .	33	
<b>34</b>	Shareholder's pro rata share of export trade income . . . . .	34	
<b>35</b>	Subtract line 34 from line 33. . . . .	35	
<b>36</b>	Divide the number of days in the tax year that the corporation was a CFC by the number of days in the tax year and multiply the result by line 35 . . . . .	36	
<b>37</b>	Dividends paid to any other person with respect to your stock during the tax year . . . . .	37	
<b>38</b>	Divide the number of days in the tax year you did not own such stock by the number of days in the tax year and multiply the result by line 35 . . . . .	38	
<b>39</b>	Enter the smaller of line 37 or line 38 . . . . .	39	
<b>40a</b>	<b>Shareholder's pro rata share of subpart F income.</b> Subtract line 39 from line 36 . . . . .		<b>40a</b>
b	Translate the amount on line 40a from functional currency to U.S. dollars at the average exchange rate (weighted average exchange rate for tax years beginning before 1998). See section 989(b). Enter the result here and on line 1, Schedule I. . . . .		<b>40b</b>

**Line 1e.** Enter any income equivalent to interest, including income from commitment fees (or similar amounts) for loans actually made.

**Line 1f.** Include net income from notional principal contracts (except a contract entered into to hedge inventory property).

**Line 1g.** Include payments in lieu of dividends that are made as required under section 1058.

**Line 12. De minimis rule.** If the sum of foreign base company income (determined without regard to the deductions of section 954(b)(5) and gross insurance income (as defined in section 954(b)(3)(C)) for the tax year is **less than** the smaller of 5% of gross income for income tax purposes, or \$1 million, then no portion of the gross income for the tax year is treated as foreign base company income or insurance income. In this case, enter zero on line 12 and skip lines 13 through 23. Otherwise, go to line 13.

**Line 13. Full inclusion rule.** If the sum of foreign base company income (determined without regard to the deduction of section 954(b)(5)) and insurance income for the tax year exceeds 70% of gross income for income tax purposes, the entire gross income for the tax year must (subject to the high tax exception described below, the section 952(b) exclusion, and the deductions to be taken into account under section 954(b)(5)), be treated as foreign base company income or insurance income (whichever is appropriate). In this case, enter total gross income (for income tax purposes) on line 13. Otherwise, enter zero.

**Lines 15g, 16d, 17d, 18d, 20d, 22d, and 23d. Exception for certain income subject to high foreign taxes.** Foreign base company income and insurance income does not include any item of income received by a CFC if the taxpayer establishes that such income was subject to an effective rate of income tax imposed by a foreign country that is greater than 90% of the maximum rate of tax specified in section 11. This rule does not apply to foreign base company oil-related income. For more information, see section 954(a)(5) and Regulations section 1.954-1(d)(1).

**Line 22. Adjusted net insurance income.** In determining a shareholder's pro rata share of the subpart F income of a CFC, insurance income is any income:

- That is attributable to the issuing (or reinsuring) of any insurance or annuity contract:

1. For property in, liability from an activity in, or for the lives or health of residents of a country other than the country under the laws of which the CFC is created or organized, or

2. For risks not described in 1 above, resulting from any arrangement in which another corporation receives a substantially equal amount of premiums or other consideration for issuing (or reinsuring) a contract described in 1 above.

- That would (subject to the modifications provided in sections 953(b)(1) and 953(b)(2)) be taxed under subchapter L (insurance company tax) if such income were income of a domestic insurance company.

**Important:** For tax years beginning in 1999 only, the 1998 Act revised the definition of insurance income under section 953(a). For details, see section 953(a), as amended.

**Line 23. Adjusted net related person insurance income.** In determining a shareholder's pro rata share of the subpart F income of a CFC, related person insurance income is any insurance income (within the meaning of section 953(a)) attributable to a policy of insurance or reinsurance for which the person insured (directly or indirectly) is a U.S.

shareholder (as defined in section 953(c)(1)(A)) in a CFC, or a related person (as defined in section 953(c)(6)) to such a shareholder. In such case, the pro rata share referred to above is to be determined under the rules of section 953(c)(5).

**Exceptions.** The above definition does not apply to any foreign corporation if:

- At all times during the foreign corporation's tax year, less than 20% of the total combined voting power of all classes of stock of the corporation entitled to vote, and less than 20% of the total value of the corporation, is owned (directly or indirectly under the principles of section 883(c)(4)) by persons who are (directly or indirectly) insured under any policy of insurance or reinsurance issued by the corporation or who are related persons to any such person;

- The related person insurance income (determined on a gross basis) of the corporation for the tax year is less than 20% of its insurance income for the tax year determined regardless of the provisions of section 953(a)(1) that limit insurance income to income from countries other than the country in which the corporation was created or organized; or

- The corporation:

1. Elects to treat its related person insurance income for the tax year as income effectively connected with the conduct of a trade or business in the United States;

2. Elects to waive all treaty benefits (other than from section 884) for related person insurance income; and

3. Meets any requirement the IRS may prescribe to ensure that any tax on such income is paid.

This election will not be effective if the corporation was a disqualified corporation (as defined in section 953(c)(3)(E)) for the tax year for which the election was made or for any prior tax year beginning after 1986. See section 953(c)(3)(D) for special rules for this election.

**Mutual life insurance companies.** The related person insurance income rules also apply to mutual life insurance companies under regulations prescribed by the Secretary. For these purposes, policyholders must be treated as shareholders.

**Line 24. International boycott income.** If a CFC or a member of a controlled group (within the meaning of section 993(a)(3)) that includes the CFC has operations in, or related to, a country (or with the government, a company, or a national of a country) that requires participation in or cooperation with an international boycott as a condition of doing business within such country or with the government, company, or national of that country, a portion of the CFC's income is included in subpart F income. The amount included is determined by multiplying the CFC's income (other than income included under section 951 and U.S. source effectively connected business income described in section 952(b)) by the international boycott factor. This factor is a fraction determined on Schedule A (Form 5713).

**Special rule.** If the shareholder of a CFC can clearly demonstrate that the income earned for the tax year is from specific operations, then, instead of applying the international boycott factor, the addition to subpart F income is the amount specifically from the operations in which there was participation in or cooperation with an international boycott. See Schedule B (Form 5713).

**Line 25. Illegal bribes, kickbacks, and other payments.** Enter the total of any illegal bribes, kickbacks, or other payments (within the meaning of section 162(c)) paid by or on behalf

of the corporation, directly or indirectly, to an official, employee, or agent of a government.

**Line 26. Income from a country described in section 952(a)(5).** The income of a CFC from any country described in section 901(j) will be deemed to be income to the U.S. shareholders of such CFC. As of the date these instructions were revised, the countries described in section 901(j) included: Cuba, Iran, Iraq, Libya, North Korea, Sudan, Syria, and Vietnam.

**Line 28. Exclusion of U.S. income.** Subpart F income does not include any U.S. source income (which, for these purposes, includes all carrying charges and all interest, dividends, royalties, and other investment income received or accrued by a FSC) that is effectively connected with a CFC's conduct of a trade or business in the United States unless that item is exempt from taxation (or is subject to a reduced rate of tax) pursuant to a treaty obligation of the United States.

**Line 31. Current E&P.** A CFC's subpart F income is limited to its current year E&P, computed under the special rule of section 952(c)(3). The amount included in the gross income of a U.S. shareholder of a CFC under section 951(a)(1)(A)(i) for any tax year and attributable to a qualified activity must be reduced by the shareholder's pro rata share of any qualified deficit (see section 952(c)(1)(B)).

Certain current year deficits of a member of the same chain of corporations may be considered in determining subpart F income. See section 952(c)(1)(C).

## Worksheet B

Use Worksheet B to determine a U.S. shareholder's pro rata share of earnings of a CFC invested in U.S. property that is subject to tax. Only earnings of a CFC that have not been distributed or otherwise previously taxed are subject to these rules. Thus, the amount of previously **untaxed** earnings limits the section 956 inclusion. A CFC's investment in U.S. property in excess of this limit will not be included in the taxable income of the CFC's U.S. shareholders.

Further, U.S. shareholders are only taxed on earnings invested in U.S. property to the extent the investments exceed the CFC's previously **taxed** earnings. The balances in the previously taxed accounts of prior section 956 inclusions (see section 959(c)(1)(A)) and current or prior subpart F inclusions (see section 959(c)(2)) reduce what would otherwise be the current section 956 inclusion.

**Note:** The previously taxed accounts should be adjusted to reflect any reclassification of subpart F inclusions that reduced prior section 956 or 956A inclusions (see section 959(a)(2), and Schedule J).

Distributions are also taken into account before the section 956 inclusion is determined. Distributions generally are treated as coming first from (and thus reducing the balances of) the previously taxed accounts. Thus, the U.S. shareholders must:

1. Compute the current subpart F inclusion (potentially increasing that previously taxed account);

2. Take into account current distributions (potentially reducing the previously taxed and untaxed accounts); and

3. Compute the current section 956 inclusion (potentially increasing or reclassifying the previously taxed accounts).

**U.S. property** is measured on a quarterly average basis. For purposes of this worksheet, the amount taken into account with respect to U.S. property is its adjusted basis for earnings and profits purposes, reduced by any liability the property is subject to. See sections 956(c)



**Worksheet B—U.S. Shareholder’s Pro Rata Share of Earnings of a CFC Invested in U.S. Property**

Enter the amounts on lines 1 through 16 in functional currency.

1	Amount of U.S. property (as defined in sections 956(c) and (d)) held (directly or indirectly) by the CFC as of the close of:		
a	The first quarter of the tax year . . . . .	1a	
b	The second quarter of the tax year . . . . .	1b	
c	The third quarter of the tax year . . . . .	1c	
d	The fourth quarter of the tax year . . . . .	1d	
2	Number of quarter-ends the foreign corporation was a CFC during the tax year. . . . . ▶		2
3	Average amount of U.S. property held (directly or indirectly) by the CFC as of the close of each quarter of the tax year. (Add lines 1a through 1d. Divide this amount by the number on line 2.)		3
4	U.S. shareholder’s pro rata share of the amount on line 3 . . . . .		4
5	U.S. shareholder’s earnings and profits described in section 959(c)(1)(A) after reductions (if any) for current year distributions . . . . .		5
6	Subtract line 5 from line 4. . . . .		6
7	Applicable earnings:		
a	Current earnings and profits . . . . .	7a	
b	Line 7a plus accumulated earnings and profits. . . . .	7b	
8	Enter the greater of line 7a or line 7b . . . . .		8
9	Distributions made by the CFC during the tax year . . . . .		9
10	Subtract line 9 from line 8. . . . .		10
11	Earnings and profits described in section 959(c)(1) . . . . .		11
12	Subtract line 11 from line 10. . . . .		12
13	U.S. shareholder’s pro rata share of the amount on line 12. . . . .		13
14	U.S. shareholder’s earnings invested in U.S. property. (Enter the smaller of line 6 or line 13) . . . . .		14
15	Amount on line 14 that is excluded from the U.S. shareholder’s gross income under section 959(a)(2)		15
16	Subtract line 15 from line 14 . . . . .		16
17	Translate the amount on line 16 from functional currency to U.S. dollars at the year-end spot rate (as provided in section 989(b)). Enter the result here and on line 2 of Schedule I. . . . .		17

and (d) for the definition of U.S. property. The amount of U.S. property held (directly or indirectly) by the CFC does not include any item that was acquired by the foreign corporation before it became a CFC, except for the property acquired before the foreign corporation became a CFC that exceeds the applicable earnings (as defined in section 956(b)) accumulated during periods before it became a CFC.

If the foreign corporation **ceases to be a CFC** during the tax year:

- The determination of the U.S. shareholder's pro rata share will be made based upon the stock owned (within the meaning of section 958(a)) by the U.S. shareholder on the last day during the tax year in which the foreign corporation was a CFC;
- The CFC's U.S. property for the taxable year will be determined only by taking into account quarters ending on or before such last day (and investments in U.S. property as of the close of subsequent quarters should be recorded as zero on line 1); and
- In determining applicable earnings, current earnings and profits will include only earnings and profits that are allocable (on a pro rata basis) to the part of the year during which the foreign corporation was a CFC.

**Schedule J**

Use Schedule J to report accumulated E&P in functional currency, computed under sections 964(a) and 986(b).

**Column (a)**

Use column (a) to report the opening balance, current year additions and subtractions, and

the closing balance in the foreign corporation's post-1986 undistributed earnings pool. Line 3 (E&P as of the close of the tax year, before actual or deemed distributions during the year) is the denominator of the deemed-paid credit fraction under section 902(c)(1).

**Column (b)**

Use column (b) to report the aggregate amount of the foreign corporation's pre-1987 section 964(a) E&P accumulated since 1962 and not previously distributed or deemed distributed. These amounts are figured in U.S. dollars using the rules of section 1.964-1(a) through (e), translated into the foreign corporation's functional currency according to Notice 88-70, 1988-2 C.B. 369.

**Column (c)**

Use column (c) to report the running balance of the foreign corporation's previously taxed earnings and profits (PTI), or section 964(a) E&P accumulated since 1962 that have resulted in deemed inclusions under subpart F. Pre-1987 U.S. dollar PTI should be translated into the foreign corporation's functional currency using the rules of Notice 88-70 and added to post-1986 amounts in the appropriate PTI category.

- Include in column (c)(i) PTI attributable to, or reclassified as, investments in U.S. property (section 959(c)(1)(A) amounts).
- Include in column c(ii) PTI attributable to, or reclassified as, earnings invested in excess passive assets (section 959(c)(1)(B) amounts) accumulated in tax years of foreign corporations beginning after September 30, 1993, and before January 1, 1997.

- Include in column (c)(iii) PTI attributable to subpart F income net of any reclassifications (section 959(c)(2) amounts).

**Column (d)**

Use column (d) to report the opening and closing balance of the foreign corporation's accumulated E&P. This amount is the sum of post-1986 undistributed earnings, pre-1987 section 964(a) E&P not previously taxed, and PTI.

**Schedule M**

Every U.S. person described in Category (4) must file Schedule M to report the transactions of the foreign corporation's annual accounting period ending with or within the U.S. person's tax year.

If a U.S. corporation that owns stock in a foreign corporation is a member of a consolidated group, list the common parent as the U.S. person filing Schedule M.

**Important:** Beginning in 1998, in translating the amounts from functional currency to U.S. dollars, use the average exchange rate for the foreign corporation's tax year (for transactions that occurred in tax years beginning before 1998, use the weighted average exchange rate). See section 989(b).

**Lines 6 and 16.** Report on these lines dividends received and paid by the foreign corporation that have not been previously taxed under subpart F in the current year or in any prior year.

**Lines 19 and 20.** Lines 19 and 20 request the largest outstanding balances during the year of gross amounts borrowed from, and gross amounts loaned to, the related parties

**Worksheet C—U.S. Shareholder’s Pro Rata Share of Previously Excluded Subpart F Income of a CFC Withdrawn From Qualified Investments in Less Developed Countries and From Qualified Investments in Foreign Base Company Shipping Operations**

Enter the amounts on lines 1 through 6a in functional currency.

1	Decrease in qualified investments in less developed countries (see Regulations section 1.955-1(b)(1)) and foreign base company shipping operations (see Regulations section 1.955A-1(b)(1)). . . . .			1
2	Limitation (see Regulations section 1.955-1(b)(2)):			
	a Enter the sum of E&P for the tax year and E&P accumulated for prior tax years beginning after 1962 . . . . .	2a		
	b Enter the sum of amounts invested in less developed countries or foreign base company shipping operations and excluded from foreign base company income for all prior tax years, minus the sum of such amounts withdrawn for such years (see Regulations section 1.955-1(b)(2)(i)). . . . .	2b		
3	Enter the smaller of line 2a or line 2b . . . . .			3
4	Previously excluded subpart F income withdrawn for the tax year (enter the smaller of line 1 or line 3). . . . .			4
5	U.S. shareholder’s pro rata share of line 4 (see Regulations section 1.955-1(c)) . . . . .			5
6a	Divide the number of days in the tax year that the foreign corporation was a CFC by the number of days in the tax year and multiply the result by line 5 . . . . .			6a
	b Translate the amount on line 6a from functional currency to U.S. dollars at the average exchange rate (weighted average exchange rate for tax years beginning before 1998). See section 989(b). Enter the result here and on line 3, Schedule I . . . . .			6b

**Worksheet D—U.S. Shareholder’s Pro Rata Share of Previously Excluded Export Trade Income of a CFC Withdrawn From Investment in Export Trade Assets**

Enter the amounts on lines 1 through 7a in functional currency.

1	Decrease in investments of the CFC in export trade assets (see Regulations section 1.970-1(d)(3))			1
2	U.S. shareholder’s pro rata share of line 1 . . . . .			2
3	U.S. shareholder’s pro rata share of the sum of E&P of the CFC for the tax year and E&P accumulated for prior tax years beginning after 1962 (see Regulations section 1.970-1(c)(2)(ii)) . . . . .			3
4	Limitation under section 970(b) (see Regulations section 1.970-1(c)(2)(i)):			
	a U.S. shareholder’s pro rata share of the sum of the amounts by which the CFC’s subpart F income for prior tax years was reduced under section 970(a) . . . . .	4a		
	b U.S. shareholder’s pro rata share of the sum of the amounts that were not included in subpart F income of the CFC for prior tax years because of Regulations section 1.972-1 . . . . .	4b		
	c Add lines 4a and 4b . . . . .	4c		
	d U.S. shareholder’s pro rata share of the sum of the amounts that were previously included in his or her gross income for prior tax years under section 951(a)(1)(A)(ii) because of section 970(b) . . . . .	4d		
5	Subtract line 4d from line 4c . . . . .			5
6	Enter the smallest of line 2, 3, or 5 . . . . .			6
7a	Divide the number of days in the tax year that the foreign corporation was a CFC by the number of days in the tax year and multiply the result by line 6 . . . . .			7a
	b Translate the amount on line 7a from functional currency to U.S. dollars at the average exchange rate (weighted average exchange rate for tax years beginning before 1998). See section 989(b). Enter the result here and on line 4, Schedule I . . . . .			7b

described in columns (b) through (f). Do not enter aggregate cash flows, year-end loan balances, average balances, or net balances. Do not include open account balances resulting from sales and purchases reported under other items listed on Schedule M that arise and are collected in full in the ordinary course of business.

**Schedule N**

**Important:** *In computing a shareholder’s taxable income, actual dividends are translated into U.S. dollars at the spot rate on the date the dividend is included in income. For transactions in tax years beginning after 1997, deemed inclusions of undistributed foreign personal holding company income are translated into*

*U.S. dollars at the average exchange rate for the foreign corporation’s tax year (weighted average exchange rate for transactions in tax years beginning in 1998). See section 989(b).*

Every U.S. citizen or resident described in Category (1) must file Schedule N to report the activities of a foreign personal holding company. The information is submitted for the company’s annual accounting period that ends with or within the officer’s, director’s, or shareholder’s tax year.

Whether an individual is a Category (1) filer is determined on the date Form 5471 is required to be filed. If no individual qualifies as of that date, the determination is made on the last day of the foreign corporation's tax year in which there was such a person who was a U.S. citizen or resident.

If the corporation ceased to be a foreign personal holding company during the tax year or after the tax year ended, you must still file Schedule N if it was a foreign personal holding company at any time during the tax year.

**First-time filer.** If this is the first time you are submitting information required under section 6035, attach the following:

- A statement of stock ownership showing that during the corporation's tax year more than 50% in value of its outstanding stock was owned, directly or indirectly, by or for not more than five individual citizens or residents of the United States.
- A detailed statement of the conversion privileges of any outstanding securities that are convertible to the corporation's stock.
- A detailed statement of the respective rights of the various classes of shareholders if more than one class of stock is outstanding.

**Exception.** This information does not need to be submitted if it was previously furnished by another person.

### Foreign Personal Holding Company (Section 552)

A foreign corporation qualifies as a foreign personal holding company if:

- At any time during the tax year more than 50% of the combined voting power of all classes of stock entitled to vote or the total value of the stock of the corporation is owned (directly or indirectly) by or for a group of five or fewer U.S. citizens or residents; and
- At least 60% of the foreign corporation's gross income (as defined in section 555(a)) is foreign personal holding company income (defined below).

Once a foreign personal holding company meets the gross income test, the minimum percentage is lowered to 50% for any subsequent tax year. The foreign corporation will, however, continue to be considered a foreign personal holding company until either:

1. The stock requirement test is not met; or

2. The end of 3 consecutive tax years in each of which less than 50% of the gross income is foreign personal holding company income.

**Entities not qualifying as foreign personal holding companies.** The following do not qualify as foreign personal holding companies:

- A corporation exempt from income tax under subchapter F (sections 501 through 528); and
- A corporation organized and doing business under the banking and credit laws of a foreign country if it is established to the satisfaction of the Secretary that the corporation is not being used to avoid or evade taxes that would normally be imposed upon its shareholders. If the corporation meets this test, the Secretary will issue a certificate that the corporation is not a foreign personal holding company. Shareholders that meet this exception must attach a copy of the Secretary's certificate to their income tax return for each tax year that they are shareholders in the corporation.

**Foreign personal holding company income.** This type of income includes:

- Dividends, interest, royalty, and annuity income;
- Rental income (unless such income constitutes 50% or more of the gross income of the foreign corporation);

- Gains from the sale or exchange of stock or securities (except for regular dealers of stock or securities);
  - Certain gains from commodities transactions;
  - Certain income from estates and trusts, personal service contracts, and the use of the foreign corporation's property by a shareholder.
- For more information, see section 553.

## Part I—Shareholder Information

### Section A

List the following:

- The foreign personal holding company's outstanding securities that are convertible into its stock;
- The interest rate and the face value of the securities at the beginning and end of the corporation's annual accounting period; and
- Any options granted by the corporation during its tax year.

### Section B

List the following:

- The identify of each person (name and address) who is the holder of convertible securities in the foreign personal holding company or who is granted an option for the corporation's stock;
- The class of securities held and the number and face value of the securities at the beginning and end of the corporation's tax year; and
- An explanation of any change in the holdings for each person holding the convertible securities.

## Part II—Income Information

### Section A

#### Line 4. Adjustments to taxable income or (loss).

**Line 4a.** Enter the difference between the taxes deducted in computing taxable income and the taxes allowable under section 556(b)(1) in computing undistributed foreign personal holding company income. Attach the following:

- A schedule showing the nature of income on which Federal income tax was paid or withheld at the source; when and where the tax was paid or withheld; the amount of tax paid or accrued; and the tax year to which the tax relates;
- A schedule of income, war profits, and excess profits taxes of foreign countries and U.S. possessions accrued during the tax year not allowable as a deduction because a foreign tax credit was claimed.

**Line 4b.** Enter the difference between the charitable contributions deducted in computing taxable income and the charitable contributions allowable under section 556(b)(2) in computing undistributed foreign personal holding company income. See section 556(b)(2) and the related regulations.

The carryover of charitable contributions made in a prior year is not allowed as a deduction in computing undistributed foreign personal holding company income for any tax year.

**Line 4c.** The special deductions described in section 556(b)(3) are not allowed in computing undistributed foreign personal holding company income. Therefore, they must be added back to taxable income in computing undistributed foreign personal holding company income. Enter these amounts on line 4c as a positive number.

**Line 4d.** Refigure the net operating loss (as defined in section 172(c)) for the preceding tax year computed without the deductions provided

in sections 241 through 247, 249, and 250. Enter on line 4d the difference between this amount and the net operating loss deduction allowed in computing taxable income.

**Line 4e.** Enter the total expenses limited by section 556(b)(5) as a positive number. In computing undistributed foreign personal holding company income, section 556(b)(5) limits the allowance of deductions for trade or business expenses and depreciation that are allocable to the operation and maintenance of the property owned or operated by a foreign personal holding company. These deductions will not be allowed in excess of the aggregate amount of the rent or other compensation received for the use of, or the right to use, the property unless it is established to the satisfaction of the IRS that:

- The rent or other compensation received was the highest obtained or, if none was received, that none was obtainable;
- The property was held in the course of a business carried on for profit; and
- Either there was reasonable expectation that the operation of the property would result in a profit or the property was necessary to the conduct of the business.

If excess deductions are claimed, attach a statement for each property showing the following:

- A description of the property;
- The cost or other basis to the corporation and the nature and value of the consideration paid for the property;
- The name and address of the person from whom the property was acquired and the date the property was acquired;
- The name and address of the person to whom the property was leased or rented, or the person permitted to use the property, and the number of shares of stock, if any, held by the person and the members of his or her family; and
- The nature (cash, securities, services, etc.) and the gross amount of rent or other compensation received or accrued for the use of, or the right to use, the property during the tax year and for each of the 5 preceding years and the amount of expense incurred for, and the depreciation sustained on, the property for such years.

Also include the following:

- Evidence that the rent or other compensation was the highest obtainable or, if none was received or accrued, a statement of the reason that none was received or accrued;
- A copy of the contract, lease, or rental agreement;
- The purpose for which the property was used;
- The business carried on by the corporation for which the property was held and the gross income, expenses, and taxable income from the conduct of that business for the tax year and for each of the 5 preceding years;
- The reasons for acquiring the property, for expecting that it would be profitable, and for using the property in the business of the corporation; and
- Any other information to support the deductions.

**Line 4f.** Enter the total of any deductions taken in computing taxable income relating to taxes of a shareholder paid by the corporation (section 164(e)), and pensions, trusts, etc. (section 404).

**Line 8. Deduction allowed for dividends paid after close of tax year.** Enter all dividends paid after the close of the tax year and on or before the 15th day of the 3rd month following the close of the year if the foreign personal holding company designated such

dividends as taken into account under section 563(c).

**Note:** *This amount may not exceed the amount entered on line 7. See section 563(c) for additional information.*

### Section B

The deduction for dividends paid is the sum of the dividends paid during the tax year and the consent dividends for the tax year (determined under section 565). See sections 561 and 562.

Attach the following:

- A copy of each dividend resolution; and
- A concise statement of the pertinent facts relating to the payment of each dividend, clearly specifying:
  1. The medium of payment;
  2. If not paid in money, the fair market value and adjusted basis (or face value, if paid in the corporation's own obligations) on the date of distribution of the property; and
  3. The manner in which the fair market value and adjusted basis were determined.

## Schedule O

Schedule O is used to report the organization or reorganization of a foreign corporation and the acquisition or disposition of its stock. Every U.S. citizen or resident described in Category (2) must complete Part I. Every U.S. person described in Category (3) must complete Part II.

See Regulations section 1.6046-1(i) for rules on determining when U.S. persons constructively own stock of a foreign corporation and therefore are subject to the section 6046 filing requirements.

### Part I

**Column (d).** Enter the date the shareholder first acquired 10% or more (in value or vote) of the outstanding stock of the foreign corporation.

**Column (e).** Enter the date the shareholder acquired (whether in one or more transactions) an additional 10% or more (in value or vote) of the outstanding stock of the foreign corporation.

**Note:** *For periods beginning before 1998, the stock ownership requirement was 5% or more (or an additional 5% or more) in value of the outstanding stock of the foreign corporation.*

### Part II

#### Section C—Acquisition of Stock

Section C is completed by shareholders who are completing Schedule O because they have acquired sufficient stock in a foreign corporation. If the shareholder acquired the stock in more than one transaction, use a separate line to report each transaction.

**Column (d).** Enter the method of acquisition (e.g., purchase, gift, bequest, trade, etc.).

**Column (e)(2).** Enter the number of shares acquired indirectly (within the meaning of section 958(a)(2)) by the shareholder listed in column (a).

**Column (e)(3).** Enter the number of shares constructively owned (within the meaning of section 958(b)) by the shareholder listed in column (a).

#### Section D—Disposition of Stock

Section D must be completed by shareholders who dispose of their interest (or part) in a foreign corporation.

**Column (d).** Enter the method of disposition (e.g., sale, bequest, gift, trade).

#### Example

In 1992, Mr. Jackson, a U.S. citizen, purchased 10,000 shares of common stock of foreign corporation X. The purchase represented 10% ownership of the foreign corporation.

On July 1, 1998, Mr. Jackson made a gift of 5,000 shares of foreign corporation X to his son, John. Because Mr. Jackson has reduced

his holding in the foreign corporation, he is required to complete Form 5471 and Schedule O. To show the required information about the disposition, Mr. Jackson completes Section D as follows:

- Enters his name in column (a).
- Enters "common" in column (b).
- Enters "July 1, 1998," in column (c).
- Enters "gift" in column (d).
- Enters "5,000" in column (e)(1).
- Enters "-0-" in column (f) because the disposition was by gift.
- Enters the name and address of his son, John, in column (g).

### Section F

#### Example for Item (c)

Mr. Lyons acquires a 10% ownership in foreign corporation F. F is the 100% owner of two foreign corporations, FI and FJ. F is also a 50% owner of foreign corporation FK. In addition, F is 90% owned by foreign corporation W.

Mr. Lyons completes and files Form 5471 and Schedule O for the corporations in which he is a 10% or more shareholder. Mr. Lyons is also required to submit a schedule if the foreign corporation is a member of a chain of corporations, and to indicate if he is a 10% or more shareholder in any of those corporations.

Mr. Lyons would prepare a list showing the corporations as follows:

- Corporation W
- Corporation F
- Corporation FI
- Corporation FJ
- Corporation FK

Then Mr. Lyons is required to indicate that he is a 10% or more shareholder in corporations F, FI, FJ, and FK.

## Codes for Principal Business Activity

This list of principal business activities and their associated codes is designed to classify an enterprise by the type of activity in which it is engaged to facilitate the administration of the Internal Revenue Code. For tax years beginning after 1997, these principal business activity codes are based on the North American Industry Classification System.

Using the list of activities and codes below, enter on page 1, item 1f, the Code number for the activity from which the company derives the largest percentage of its "total receipts."

If the company purchases raw materials and supplies them to a subcontractor to produce the finished product, but retains title to the product, the company is considered a manufacturer and must use one of the manufacturing codes (311110-339900).

### Agriculture, Forestry, Fishing and Hunting

#### Code

#### Crop Production

- 111100 Oilseed & Grain Farming
- 111210 Vegetable & Melon Farming (including potatoes & yams)
- 111300 Fruit & Tree Nut Farming
- 111400 Greenhouse, Nursery & Floriculture Production
- 111900 Other Crop Farming (including tobacco, cotton, sugarcane, hay, peanut, sugar beet & all other crop farming)

#### Animal Production

- 112111 Beef Cattle Ranching & Farming
- 112112 Cattle Feedlots
- 112120 Dairy Cattle & Milk Production
- 112210 Hog & Pig Farming
- 112300 Poultry & Egg Production
- 112400 Sheep & Goat Farming
- 112510 Animal Aquaculture (including shellfish & finfish farms & hatcheries)
- 112900 Other Animal Production

#### Forestry and Logging

- 113110 Timber Tract Operations
- 113210 Forest Nurseries & Gathering of Forest Products
- 113310 Logging

#### Fishing, Hunting and Trapping

- 114110 Fishing
- 114210 Hunting & Trapping

#### Support Activities for Agriculture and Forestry

- 115110 Support Activities for Crop Production (including cotton ginning, soil preparation, planting, & cultivating)
- 115210 Support Activities for Animal Production
- 115310 Support Activities For Forestry

#### Mining

- 211110 Oil & Gas Extraction
- 212110 Coal Mining
- 212200 Metal Ore Mining
- 212310 Stone Mining & Quarrying
- 212320 Sand, Gravel, Clay, & Ceramic & Refractory Minerals Mining & Quarrying
- 212390 Other Nonmetallic Mineral Mining & Quarrying
- 213110 Support Activities for Mining

#### Utilities

- 221100 Electric Power Generation, Transmission & Distribution
- 221210 Natural Gas Distribution
- 221300 Water, Sewage & Other Systems

### Construction

#### Code

#### Building, Developing, and General Contracting

- 233110 Land Subdivision & Land Development
- 233200 Residential Building Construction
- 233300 Nonresidential Building Construction

#### Heavy Construction

- 234100 Highway, Street, Bridge & Tunnel Construction
- 234900 Other Heavy Construction

#### Special Trade Contractors

- 235110 Plumbing, Heating, & Air-Conditioning Contractors
- 235210 Painting & Wall Covering Contractors
- 235310 Electrical Contractors
- 235400 Masonry, Drywall, Insulation, & Tile Contractors
- 235500 Carpentry & Floor Contractors
- 235610 Roofing, Siding & Sheet Metal Contractors
- 235710 Concrete Contractors
- 235810 Water Well Drilling Contractors
- 235900 Other Special Trade Contractors

### Manufacturing

#### Food Manufacturing

- 311110 Animal Food Mfg
- 311200 Grain & Oilseed Milling
- 311300 Sugar & Confectionery Product Mfg
- 311400 Fruit & Vegetable Preserving & Specialty Food Mfg
- 311500 Dairy Product Mfg
- 311610 Animal Slaughtering and Processing
- 311710 Seafood Product Preparation & Packaging
- 311800 Bakeries & Tortilla Mfg
- 311900 Other Food Mfg (including coffee, tea, flavorings & seasonings)

#### Beverage and Tobacco Product Manufacturing

- 312110 Soft Drink & Ice Mfg
- 312120 Breweries
- 312130 Wineries
- 312140 Distilleries
- 312200 Tobacco Manufacturing

#### Textile Mills and Textile Product Mills

- 313000 Textile Mills
- 314000 Textile Product Mills

#### Apparel Manufacturing

- 315100 Apparel Knitting Mills
- 315210 Cut & Sew Apparel Contractors
- 315220 Men's & Boys' Cut & Sew Apparel Mfg

#### Code

- 315230 Women's & Girls' Cut & Sew Apparel Mfg
- 315290 Other Cut & Sew Apparel Mfg
- 315990 Apparel Accessories & Other Apparel Mfg

#### Leather and Allied Product Manufacturing

- 316110 Leather & Hide Tanning & Finishing
- 316210 Footwear Mfg (including rubber & plastics)
- 316990 Other Leather & Allied Product Mfg

#### Wood Product Manufacturing

- 321110 Sawmills & Wood Preservation
- 321210 Veneer, Plywood, & Engineered Wood Product Mfg
- 321900 Other Wood Product Mfg

#### Paper Manufacturing

- 322100 Pulp, Paper, & Paperboard Mills
- 322200 Converted Paper Product Mfg

#### Printing and Related Support Activities

- 323100 Printing & Related Support Activities

#### Petroleum and Coal Products Manufacturing

- 324110 Petroleum Refineries (including integrated)
- 324120 Asphalt Paving, Roofing, & Saturated Materials Mfg
- 324190 Other Petroleum & Coal Products Mfg

#### Chemical Manufacturing

- 325100 Basic Chemical Mfg
- 325200 Resin, Synthetic Rubber, & Artificial & Synthetic Fibers & Filaments Mfg
- 325300 Pesticide, Fertilizer & Other Agricultural Chemical Mfg
- 325410 Pharmaceutical & Medicine Mfg
- 325500 Paint, Coating, & Adhesive Mfg
- 325600 Soap, Cleaning Compound, & Toilet Preparation Mfg
- 325900 Other Chemical Product Mfg

#### Plastics and Rubber Products Manufacturing

- 326100 Plastics Product Mfg
- 326200 Rubber Product Mfg

#### Nonmetallic Mineral Product Manufacturing

- 327100 Clay Product & Refractory Mfg
- 327210 Glass & Glass Product Mfg
- 327300 Cement & Concrete Product Mfg
- 327400 Lime & Gypsum Product Mfg
- 327900 Other Nonmetallic Mineral Product Mfg

#### Primary Metal Manufacturing

- 331110 Iron & Steel Mills & Ferroalloy Mfg
- 331200 Steel Product Mfg from Purchased Steel
- 331310 Alumina & Aluminum Production & Processing
- 331400 Nonferrous Metal (except Aluminum) Production & Processing
- 331500 Foundries

#### Fabricated Metal Product Manufacturing

- 332110 Forging & Stamping
- 332210 Cutlery & Handtool Mfg
- 332300 Architectural & Structural Metals Mfg
- 332400 Boiler, Tank, & Shipping Container Mfg
- 332510 Hardware Mfg
- 332610 Spring & Wire Product Mfg
- 332700 Machine Shops; Turned Product; & Screw, Nut & Bolt Mfg
- 332810 Coating, Engraving, Heat Treating, & Allied Activities
- 332900 Other Fabricated Metal Product Mfg

#### Code

#### Machinery Manufacturing

- 333100 Agriculture, Construction, & Mining Machinery Mfg
- 333200 Industrial Machinery Mfg
- 333310 Commercial & Service Industry Machinery Mfg
- 333410 Ventilation, Heating, Air-Conditioning & Commercial Refrigeration Equipment Mfg
- 333510 Metalworking Machinery Mfg
- 333610 Engine, Turbine & Power Transmission Equipment Mfg
- 333900 Other General Purpose Machinery Mfg

#### Computer and Electronic Product Manufacturing

- 334110 Computer & Peripheral Equipment Mfg
- 334200 Communications Equipment Mfg
- 334310 Audio & Video Equipment Mfg
- 334410 Semiconductor & Other Electronic Component Mfg
- 334500 Navigational, Measuring, Electromedical, & Control Instrument Mfg
- 334610 Manufacturing & Reproducing Magnetic & Optical Media

#### Electrical Equipment, Appliance, and Component Manufacturing

- 335100 Electric Lighting Equipment Mfg
- 335200 Household Appliance Mfg
- 335310 Electrical Equipment Mfg
- 335900 Other Electrical Equipment & Component Mfg

#### Transportation Equipment Manufacturing

- 336100 Motor Vehicle Mfg
- 336210 Motor Vehicle Body & Trailer Mfg
- 336300 Motor Vehicle Parts Mfg
- 336410 Aerospace Product & Parts Mfg
- 336510 Railroad Rolling Stock Mfg
- 336610 Ship & Boat Building
- 336990 Other Transportation Equipment Mfg

#### Furniture and Related Product Manufacturing

- 337000 Furniture & Related Product Manufacturing

#### Miscellaneous Manufacturing

- 339110 Medical Equipment & Supplies Mfg
- 339900 Other Miscellaneous Manufacturing

### Wholesale Trade

#### Wholesale Trade, Durable Goods

- 421100 Motor Vehicle & Motor Vehicle Part & Supplies Wholesalers
- 421200 Furniture & Home Furnishing Wholesalers
- 421300 Lumber & Other Construction Materials Wholesalers
- 421400 Professional & Commercial Equipment & Supplies Wholesalers
- 421500 Metal & Mineral (except Petroleum) Wholesalers
- 421600 Electrical Goods Wholesalers
- 421700 Hardware, & Plumbing & Heating Equipment, & Supplies Wholesalers
- 421800 Machinery, Equipment, & Supplies Wholesalers
- 421910 Sporting & Recreational Goods & Supplies Wholesalers
- 421920 Toy & Hobby Goods & Supplies Wholesalers
- 421930 Recyclable Material Wholesalers
- 421940 Jewelry, Watch, Precious Stone, & Precious Metal Wholesalers
- 421990 Other Miscellaneous Durable Goods Wholesalers

Code	Wholesale Trade, Nondurable Goods
422100	Paper & Paper Product Wholesalers
422210	Drugs & Druggists' Sundries Wholesalers
422300	Apparel, Piece Goods, & Notions Wholesalers
422400	Grocery & Related Product Wholesalers
422500	Farm Product Raw Material Wholesalers
422600	Chemical & Allied Products Wholesalers
422700	Petroleum & Petroleum Products Wholesalers
422800	Beer, Wine, & Distilled Alcoholic Beverage Wholesalers
422910	Farm Supplies Wholesalers
422920	Book, Periodical, & Newspaper Wholesalers
422930	Flower, Nursery Stock, & Florists' Supplies Wholesalers
422940	Tobacco & Tobacco Product Wholesalers
422950	Paint, Varnish, & Supplies Wholesalers
422990	Other Miscellaneous Nondurable Goods Wholesalers

**Retail Trade**

**Motor Vehicle and Parts Dealers**

441110	New Car Dealers
441120	Used Car Dealers
441210	Recreational Vehicle Dealers
441221	Motorcycle Dealers
441222	Boat Dealers
441229	All Other Motor Vehicle Dealers
441300	Automotive Parts, Accessories, & Tire Stores

**Furniture and Home Furnishings Stores**

442110	Furniture Stores
442210	Floor Covering Stores
442291	Window Treatment Stores
442299	All Other Home Furnishings Stores

**Electronics and Appliance Stores**

443111	Household Appliance Stores
443112	Radio, Television, & Other Electronics Stores
443120	Computer & Software Stores
443130	Camera & Photographic Supplies Stores

**Building Material and Garden Equipment and Supplies Dealers**

444110	Home Centers
444120	Paint & Wallpaper Stores
444130	Hardware Stores
444190	Other Building Material Dealers
444200	Lawn & Garden Equipment & Supplies Stores

**Food and Beverage Stores**

445110	Supermarkets and Other Grocery (except Convenience) Stores
445120	Convenience Stores
445210	Meat Markets
445220	Fish & Seafood Markets
445230	Fruit & Vegetable Markets
445291	Baked Goods Stores
445292	Confectionery & Nut Stores
445299	All Other Specialty Food Stores
445310	Beer, Wine, & Liquor Stores

**Health and Personal Care Stores**

446110	Pharmacies & Drug Stores
446120	Cosmetics, Beauty Supplies, & Perfume Stores
446130	Optical Goods Stores
446190	Other Health & Personal Care Stores

**Gasoline Stations**

447100	Gasoline Stations (including convenience stores with gas)
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Code	Clothing and Clothing Accessories Stores
448110	Men's Clothing Stores
448120	Women's Clothing Stores
448130	Children's & Infants' Clothing Stores
448140	Family Clothing Stores
448150	Clothing Accessories Stores
448190	Other Clothing Stores
448210	Shoe Stores
448310	Jewelry Stores
448320	Luggage & Leather Goods Stores

**Sporting Goods, Hobby, Book, and Music Stores**

451110	Sporting Goods Stores
451120	Hobby, Toy, & Game Stores
451130	Sewing, Needlework, & Piece Goods Stores
451140	Musical Instrument & Supplies Stores
451211	Book Stores
451212	News Dealers & Newsstands
451220	Prerecorded Tape, Compact Disc, & Record Stores

**General Merchandise Stores**

452110	Department stores
452900	Other General Merchandise Stores

**Miscellaneous Store Retailers**

453110	Florists
453210	Office Supplies & Stationery Stores
453220	Gift, Novelty, & Souvenir Stores
453310	Used Merchandise Stores
453910	Pet & Pet Supplies Stores
453920	Art Dealers
453930	Manufactured (Mobile) Home Dealers
453990	All Other Miscellaneous Store Retailers (including tobacco, candle, & trophy shops)

**Nonstore Retailers**

454110	Electronic Shopping & Mail-Order Houses
454210	Vending Machine Operators
454311	Heating Oil Dealers
454312	Liquefied Petroleum Gas (Bottled Gas) Dealers
454319	Other Fuel Dealers
454390	Other Direct Selling Establishments (including door-to-door retailing, frozen food plan providers, party plan merchandisers, & coffee-break service providers)

**Transportation and Warehousing**

Code	Air, Rail, and Water Transportation
481000	Air Transportation
482110	Rail Transportation
483000	Water Transportation

**Truck Transportation**

484110	General Freight Trucking, Local
484120	General Freight Trucking, Long-distance
484200	Specialized Freight Trucking

**Transit and Ground Passenger Transportation**

485110	Urban Transit Systems
485210	Interurban & Rural Bus Transportation
485310	Taxi Service
485320	Limousine Service
485410	School & Employee Bus Transportation
485510	Charter Bus Industry
485990	Other Transit & Ground Passenger Transportation

**Pipeline Transportation**

486000	Pipeline Transportation
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**Scenic & Sightseeing Transportation**

487000	Scenic & Sightseeing Transportation
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Code	Support Activities for Transportation
488100	Support Activities for Air Transportation
488210	Support Activities for Rail Transportation
488300	Support Activities for Water Transportation
488410	Motor Vehicle Towing
488490	Other Support Activities for Road Transportation
488510	Freight Transportation Arrangement
488990	Other Support Activities for Transportation

**Couriers and Messengers**

492110	Couriers
492210	Local Messengers & Local Delivery

**Warehousing and Storage**

493100	Warehousing & Storage (except lessors of miniwarehouses & self-storage units)
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**Information**

**Publishing Industries**

511110	Newspaper Publishers
511120	Periodical Publishers
511130	Book Publishers
511140	Database & Directory Publishers
511190	Other Publishers
511210	Software Publishers

**Motion Picture and Sound Recording Industries**

512100	Motion Picture & Video Industries (except video rental)
512200	Sound Recording Industries

**Broadcasting and Telecommunications**

513100	Radio & Television Broadcasting
513200	Cable Networks & Program Distribution
513300	Telecommunications (including paging, cellular, satellite, & other telecommunications)

**Information Services and Data Processing Services**

514100	Information Services (including news syndicates, libraries, & on-line information services)
514210	Data Processing Services

**Finance and Insurance**

**Depository Credit Intermediation**

522110	Commercial Banking
522120	Savings Institutions
522130	Credit Unions
522190	Other Depository Credit Intermediation

**Nondepository Credit Intermediation**

522210	Credit Card Issuing
522220	Sales Financing
522291	Consumer Lending
522292	Real Estate Credit (including mortgage bankers & originators)
522293	International Trade Financing
522294	Secondary Market Financing
522298	All Other Nondepository Credit Intermediation

**Activities Related to Credit Intermediation**

522300	Activities Related to Credit Intermediation (including loan brokers)
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**Securities, Commodity Contracts, and Other Financial Investments and Related Activities**

523110	Investment Banking & Securities Dealing
523120	Securities Brokerage
523130	Commodity Contracts Dealing
523140	Commodity Contracts Brokerage

523210	Securities & Commodity Exchanges
523900	Other Financial Investment Activities (including portfolio management & investment advice)

**Insurance Carriers and Related Activities**

524140	Direct Life, Health, & Medical Insurance & Reinsurance Carriers
524150	Direct Insurance & Reinsurance (except Life, Health & Medical) Carriers
524210	Insurance Agencies & Brokerages
524290	Other Insurance Related Activities

**Funds, Trusts, and Other Financial Vehicles**

525100	Insurance & Employee Benefit Funds
525910	Open-End Investment Funds (Form 1120-RIC)
525920	Trusts, Estates, & Agency Accounts
525930	Real Estate Investment Trusts (Form 1120-REIT)
525990	Other Financial Vehicles

**Real Estate and Rental and Leasing**

**Real Estate**

531110	Lessors of Residential Buildings & Dwellings
531120	Lessors of Nonresidential Buildings (except Miniwarehouses)
531130	Lessors of Miniwarehouses & Self-Storage Units
531190	Lessors of Other Real Estate Property
531210	Offices of Real Estate Agents & Brokers
531310	Real Estate Property Managers
531320	Offices of Real Estate Appraisers
531390	Other Activities Related to Real Estate

**Rental and Leasing Services**

532100	Automotive Equipment Rental & Leasing
532210	Consumer Electronics & Appliances Rental
532220	Formal Wear & Costume Rental
532230	Video Tape & Disc Rental
532290	Other Consumer Goods Rental
532310	General Rental Centers
532400	Commercial & Industrial Machinery & Equipment Rental & Leasing

**Lessors of Nonfinancial Intangible Assets (except copyrighted works)**

533110	Lessors of Nonfinancial Intangible Assets (except copyrighted works)
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**Professional, Scientific, and Technical Services**

**Legal Services**

541110	Offices of Lawyers
541190	Other Legal Services

**Accounting, Tax Preparation, Bookkeeping, and Payroll Services**

541211	Offices of Certified Public Accountants
541213	Tax Preparation Services
541214	Payroll Services
541219	Other Accounting Services

**Architectural, Engineering, and Related Services**

541310	Architectural Services
541320	Landscape Architecture Services
541330	Engineering Services
541340	Drafting Services
541350	Building Inspection Services

**Code**  
541360 Geophysical Surveying & Mapping Services  
541370 Surveying & Mapping (except Geophysical) Services  
541380 Testing Laboratories  
**Specialized Design Services**  
541400 Specialized Design Services (including interior, industrial, graphic, & fashion design)  
**Computer Systems Design and Related Services**  
541511 Custom Computer Programming Services  
541512 Computer Systems Design Services  
541513 Computer Facilities Management Services  
541519 Other Computer Related Services  
**Other Professional, Scientific, and Technical Services**  
541600 Management, Scientific, & Technical Consulting Services  
541700 Scientific Research & Development Services  
541800 Advertising & Related Services  
541910 Marketing Research & Public Opinion Polling  
541920 Photographic Services  
541930 Translation & Interpretation Services  
541940 Veterinary Services  
541990 All Other Professional, Scientific, & Technical Services

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**Management of Companies (Holding Companies)**  
551111 Offices of Bank Holding Companies  
551112 Offices of Other Holding Companies

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**Administrative and Support and Waste Management and Remediation Services**  
**Administrative and Support Services**  
561110 Office Administrative Services  
561210 Facilities Support Services  
561300 Employment Services  
561410 Document Preparation Services  
561420 Telephone Call Centers  
561430 Business Service Centers (including private mail centers & copy shops)  
561440 Collection Agencies  
561450 Credit Bureaus  
561490 Other Business Support Services (including repossession services, court reporting, & stenotype services)

**Code**  
561500 Travel Arrangement & Reservation Services  
561600 Investigation & Security Services  
561710 Exterminating & Pest Control Services  
561720 Janitorial Services  
561730 Landscaping Services  
561740 Carpet & Upholstery Cleaning Services  
561790 Other Services to Buildings & Dwellings  
561900 Other Support Services (including packaging & labeling services, & convention & trade show organizers)  
**Waste Management and Remediation Services**  
562000 Waste Management & Remediation Services

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**Educational Services**  
611000 Educational Services (including schools, colleges, & universities)

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**Health Care and Social Assistance**  
**Offices of Physicians and Dentists**  
621111 Offices of Physicians (except mental health specialists)  
621112 Offices of Physicians, Mental Health Specialists  
621210 Offices of Dentists  
**Offices of Other Health Practitioners**  
621310 Offices of Chiropractors  
621320 Offices of Optometrists  
621330 Offices of Mental Health Practitioners (except Physicians)  
621340 Offices of Physical, Occupational & Speech Therapists, & Audiologists  
621391 Offices of Podiatrists  
621399 Offices of All Other Miscellaneous Health Practitioners  
**Outpatient Care Centers**  
621410 Family Planning Centers  
621420 Outpatient Mental Health & Substance Abuse Centers  
621491 HMO Medical Centers  
621492 Kidney Dialysis Centers  
621493 Freestanding Ambulatory Surgical & Emergency Centers  
621498 All Other Outpatient Care Centers  
**Medical and Diagnostic Laboratories**  
621510 Medical & Diagnostic Laboratories  
**Home Health Care Services**  
621610 Home Health Care Services

**Code**  
**Other Ambulatory Health Care Services**  
621900 Other Ambulatory Health Care Services (including ambulance services & blood & organ banks)  
**Hospitals**  
622000 Hospitals  
**Nursing and Residential Care Facilities**  
623000 Nursing & Residential Care Facilities  
**Social Assistance**  
624100 Individual & Family Services  
624200 Community Food & Housing, & Emergency & Other Relief Services  
624310 Vocational Rehabilitation Services  
624410 Child Day Care Services

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**Arts, Entertainment, and Recreation**  
**Performing Arts, Spectator Sports, and Related Industries**  
711100 Performing Arts Companies  
711210 Spectator Sports (including sports clubs & racetracks)  
711300 Promoters of Performing Arts, Sports, & Similar Events  
711410 Agents & Managers for Artists, Athletes, Entertainers, & Other Public Figures  
711510 Independent Artists, Writers, & Performers  
**Museums, Historical Sites, and Similar Institutions**  
712100 Museums, Historical Sites, & Similar Institutions  
**Amusement, Gambling, and Recreation Industries**  
713100 Amusement Parks & Arcades  
713200 Gambling Industries  
713900 Other Amusement & Recreation Industries (including golf courses, skiing facilities, marinas, fitness centers, & bowling centers)

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**Accommodation and Food Services**  
**Accommodation**  
721110 Hotels (except casino hotels) & Motels  
721120 Casino Hotels  
721191 Bed & Breakfast Inns  
721199 All Other Traveler Accommodation  
721210 RV (Recreational Vehicle) Parks & Recreational Camps  
721310 Rooming & Boarding Houses

**Code**  
**Food Services and Drinking Places**  
722110 Full-Service Restaurants  
722210 Limited-Service Eating Places  
722300 Special Food Services (including food service contractors & caterers)  
722410 Drinking Places (Alcoholic Beverages)

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**Other Services**  
**Repair and Maintenance**  
811110 Automotive Mechanical & Electrical Repair & Maintenance  
811120 Automotive Body, Paint, Interior, & Glass Repair  
811190 Other Automotive Repair & Maintenance (including oil change & lubrication shops & car washes)  
811210 Electronic & Precision Equipment Repair & Maintenance  
811310 Commercial & Industrial Machinery & Equipment (except Automotive & Electronic) Repair & Maintenance  
811410 Home & Garden Equipment & Appliance Repair & Maintenance  
811420 Reupholstery & Furniture Repair  
811430 Footwear & Leather Goods Repair  
811490 Other Personal & Household Goods Repair & Maintenance  
**Personal and Laundry Services**  
812111 Barber Shops  
812112 Beauty Salons  
812113 Nail Salons  
812190 Other Personal Care Services (including diet & weight reducing centers)  
812210 Funeral Homes & Funeral Services  
812220 Cemeteries & Crematories  
812310 Coin-Operated Laundries & Drycleaners  
812320 Drycleaning & Laundry Services (except Coin-Operated)  
812330 Linen & Uniform Supply  
812910 Pet Care (except Veterinary) Services  
812920 Photofinishing  
812930 Parking Lots & Garages  
812990 All Other Personal Services  
**Religious, Grantmaking, Civic, Professional, and Similar Organizations**  
813000 Religious, Grantmaking, Civic, Professional, & Similar Organizations