

Name of Investor: \_\_\_\_\_  
Investment Representative: \_\_\_\_\_  
Investor Representative Phone #: \_\_\_\_\_

# **VALAR GLOBAL FUND III LP**

## **SUBSCRIPTION AGREEMENT AND INVESTOR QUESTIONNAIRE**

## VALAR GLOBAL FUND III LP SUBSCRIPTION INSTRUCTIONS

A subscription to invest in Valar Global Fund III LP (the “*Fund*”) may be made only by means of the completion, delivery and acceptance of the subscription documents in this package as follows:

Completion of the following documents:

- o Subscription Agreement and Investor Questionnaire: Complete all requested information in this Subscription Agreement and Investor Questionnaire (the “*Agreement*”) and date and sign a **copy** of the signature page.
- o Investor Information and Investor Type Representations: Complete all requested information in the Investor Information form and the Investor Type Representations form attached as **SCHEDULE A** and **SCHEDULE B**, respectively.
- o IRS Form W-9 or Form W-8: Complete and sign IRS Form W-9 or the applicable Form W-8 to certify your tax identification number or status attached as **EXHIBIT B** and **EXHIBIT C**, respectively.

If you will be investing through multiple entities, please make additional copies of these documents as necessary, ensuring that all documents are completed for each entity investing in the Fund.

**DELIVERY INSTRUCTIONS.** Investors must submit:

- o A completed copy of this Agreement;
- o An executed copy of the signature page to this Agreement; and
- o An original, executed Form W-9 or W-8, as applicable.

These subscription documents should be delivered to the following address by overnight mail for delivery by the date specified in the correspondence accompanying this document. Documents may be delivered via facsimile (or by email as a PDF file):

Valar Global Fund III LP  
c/o Cooley LLP  
[REDACTED]  
[REDACTED]  
Attention: Ian O’Donnell  
Tel: [REDACTED]  
Fax: [REDACTED]  
Email: [REDACTED]

**ADDITIONAL REQUIRED DOCUMENTS.** Valar Ventures GP III LLC (the “*General Partner*”) reserves the right to request any additional documentation necessary to verify the identity of a prospective limited partner in the Fund. Please be aware that your failure to provide such documentation may delay your acceptance by the General Partner or cause your subscription request to be rejected entirely. The Fund and the General Partner shall be held harmless by any such prospective limited partner against any loss arising as a result of a failure to provide any requested documentation.

**PRIVACY.** The Fund takes precautions to maintain the privacy of personal information concerning the Fund's current and prospective individual investors. For more information in this regard, please refer to the Privacy Policy attached hereto as **EXHIBIT D**.

**ADDITIONAL INFORMATION.** For additional information concerning subscriptions, prospective investors should contact James Fitzgerald at [REDACTED] or [REDACTED]. For questions regarding the completion of these subscription documents, please contact Sandra Dayco-Coray, a senior paralegal at Cooley LLP, at [REDACTED] or [REDACTED]. For legal questions related to your subscription or questions regarding the Partnership Agreement, please contact Ian O'Donnell or Hongbo (Robert) Bao of Cooley LLP, legal counsel to the Fund ("*Fund Counsel*"), at [REDACTED] or [REDACTED], or [REDACTED] or [REDACTED], respectively.

Prospective Investor: \_\_\_\_\_

\_\_\_\_\_

Contact Person: \_\_\_\_\_

Email: \_\_\_\_\_

Telephone No: \_\_\_\_\_

Fax No: \_\_\_\_\_

State/Country of Domicile: \_\_\_\_\_

Tax Identification Number: \_\_\_\_\_

Capital Commitment (USD): \$ \_\_\_\_\_

## **VALAR GLOBAL FUND III LP**

### **SUBSCRIPTION AGREEMENT AND INVESTOR QUESTIONNAIRE**

THE OFFERING OF SECURITIES DESCRIBED HEREIN HAS NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR UNDER ANY SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY OTHER JURISDICTION. THIS OFFERING IS MADE PURSUANT TO RULE 506 OF REGULATION D UNDER SECTION 4(2) OF THE SECURITIES ACT, WHICH EXEMPTS FROM SUCH REGISTRATION TRANSACTIONS NOT INVOLVING A PUBLIC OFFERING. FOR THIS REASON, THESE SECURITIES WILL BE SOLD ONLY TO INVESTORS WHO MEET CERTAIN MINIMUM SUITABILITY QUALIFICATIONS DESCRIBED HEREIN.

A SUBSCRIBER SHOULD BE PREPARED TO BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE FUND FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE LIMITED PARTNERSHIP INTERESTS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE LAWS OF ANY OTHER JURISDICTION, AND, THEREFORE, CANNOT BE SOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THERE IS NO OBLIGATION OF THE ISSUER TO REGISTER THE LIMITED PARTNERSHIP INTERESTS UNDER THE SECURITIES ACT OR THE LAWS OF ANY OTHER JURISDICTION. TRANSFER OF THE LIMITED PARTNERSHIP INTERESTS IS ALSO RESTRICTED BY THE TERMS OF THE LIMITED PARTNERSHIP AGREEMENT RELATING THERETO.

## PART I – APPLICABLE TO ALL INVESTORS

Valar Global Fund III LP  
c/o Cooley LLP

Attn: Ian O'Donnell

Ladies and Gentlemen:

This **SUBSCRIPTION AGREEMENT AND INVESTOR QUESTIONNAIRE** (this "**Agreement**") is entered into by and among **VALAR VENTURES GP III LLC**, a Delaware limited liability company (the "**General Partner**"), **VALAR GLOBAL FUND III LP**, a Delaware limited partnership (the "**Fund**"), and the investor identified on the signature page hereto (the "**Investor**") in connection with the Investor's purchase of a limited partnership interest in the Fund (the "**Interest**"), and admission as a Limited Partner therein pursuant to the Limited Partnership Agreement of the Fund (as amended from time to time, the "**Partnership Agreement**"). Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Partnership Agreement.

The Investor hereby subscribes for an Interest, and the General Partner, the Fund and the Investor hereby agree as follows:

1. **Contribution.** The Investor agrees to contribute, in installments, an aggregate amount as set forth on the signature page hereto (the Investor's "**Capital Commitment**") to the Fund pursuant to the terms of, and at the times required by, the Partnership Agreement. (All references herein are to United States Dollars.) All payments of the Investor's Capital Commitment shall be made by check made payable to "Valar Global Fund III LP" or by wire transfer pursuant to instructions provided by the General Partner prior to the due date of such payments.
2. **Adoption.** If the Investor is accepted as a Limited Partner pursuant to paragraph 3 below, the Investor hereby agrees to be bound by all the terms and provisions of the Partnership Agreement and to perform all obligations therein imposed upon a Limited Partner with respect to the Interest.
3. **Acceptance of Subscription; Delivery of Partnership Agreement.** The Investor understands and agrees that this subscription is made subject to the following terms and conditions:
  - (a) The General Partner shall have the right to review the suitability of any person desiring to purchase an Interest and, in connection with such review, to waive such suitability standards as to such person as the General Partner deems appropriate under applicable law;
  - (b) The General Partner shall have the right, in its sole and absolute discretion, to reject this subscription, in whole or in part, and the subscription shall be deemed to be accepted by the General Partner only when the Investor has been admitted to the Fund as a Limited Partner;
  - (c) The General Partner shall have no obligation to accept subscriptions in the order received;
  - (d) The Investor hereby requests and authorizes the General Partner to enter the Investor's name in the books and records of the Partnership as a holder of the Interest;

- (e) The Interest to be created on account of this subscription shall be created only in the name of the Investor, and the Investor agrees to comply with the terms of the Partnership Agreement and to execute any and all further documents necessary in connection with becoming a Limited Partner of the Fund; and
  - (f) The Investor hereby undertakes in respect of the Interest that the Investor: (i) shall comply with the restrictions on transfer of the Interest contained in the Partnership Agreement; and (ii) understands that upon a default of the Investor's capital contribution obligations to the Fund, the Interest may, among other consequences, be subject to partial forfeiture in accordance with the terms of the Partnership Agreement.
4. **Fund's Conditions to Closing.** The Fund's obligations hereunder are subject to acceptance by the General Partner of the Investor's subscription and to the fulfillment, prior to or at the time of closing, of each of the following conditions:
- (a) The representations and warranties of the Investor contained in this Agreement shall be true and correct at the time of closing; and
  - (b) All proceedings in connection with the transactions contemplated hereby and all documents and instruments incident to such transactions shall be satisfactory in substance and form to the General Partner, the Fund and Cooley LLP ("**Fund Counsel**"), and the General Partner, the Fund or Fund Counsel shall have received all such counterpart originals or certified or other copies of such documents as the General Partner may request.
5. **Investor's Representations.** In connection with the Investor's purchase of the Interest, the Investor makes the following representations and warranties on which the General Partner, the Fund and Fund Counsel are entitled to rely:
- (a) The Investor has received, read and understands that certain Confidential Private Placement Memorandum, as it may be amended and supplemented from time to time (the "**Memorandum**"), the Partnership Agreement, and this Agreement, and acknowledges and agrees that the Memorandum, the Partnership Agreement and this Agreement constitute the sole offering materials on which the offer of the Interest to the Investor is based. No representations or warranties have been made to the Investor by the Fund, the General Partner or any agent of said persons, other than as set forth in the Memorandum, the Partnership Agreement and this Agreement.
  - (b) The Investor is acquiring the Interest solely for the Investor's own account and not directly or indirectly for the account of any other person whatsoever (or, if the Investor is acquiring the Interest as a trustee, solely for the account of the trust or trust account named herein) for investment and not with a view to, or for sale in connection with, any distribution of the Interest. The Investor does not have any contract, undertaking or arrangement with any person to sell, transfer or grant a participation to any person with respect to the Interest.
  - (c) The Investor has such knowledge and experience in financial and business matters that the Investor is capable of evaluating the merits and risks of the investment evidenced by the Investor's purchase of the Interest, and the Investor is able to bear the economic risk of such investment including the risk of complete loss.

- (d) The Investor has had access to such information concerning the Fund as the Investor deems necessary to enable the Investor to make an informed decision concerning the purchase of the Interest. The Investor has had access to the personnel at the General Partner and its Affiliates and the opportunity to ask questions of, and receive answers satisfactory to the Investor from, such persons concerning the offering of Interests in the Fund and the Fund generally. The Investor has obtained all additional information requested by the Investor to verify the accuracy of all information furnished in connection with the offering of Interests in the Fund.
- (e) The Investor understands that the Interest has not been registered under the United States Securities Act of 1933, as amended (the “*Securities Act*”), or any securities law of any state of the United States or any other jurisdiction, in each case in reliance on an exemption for private offerings, and the Investor acknowledges that the Investor is purchasing the Interest without being furnished any offering literature or prospectus other than the Memorandum, the Partnership Agreement and this Agreement.
- (f) The Investor is aware that (i) the Investor must bear the economic risk of investment in the Interest for an indefinite period of time, possibly until final winding up of the Fund, (ii) because the Interest has not been registered under the Securities Act, there is currently no public market therefor, (iii) the Investor may not be able to avail itself of the provisions of Rule 144 of the Securities Act with respect to the Interest, and (iv) the Interest cannot be sold unless subsequently registered under the Securities Act or an exemption from such registration is available. The Investor understands that the Fund is under no obligation, and does not intend, to effect any such registration at any time. The Investor also understands that sales or transfers of the Interest are further restricted by the provisions of the Partnership Agreement and, as applicable, securities laws of other jurisdictions and the states of the United States.
- (g) The Interest will not be transferred or disposed of except in accordance with the terms of this Agreement and the Partnership Agreement and will not be sold or transferred without registration under the Securities Act, or pursuant to an applicable exemption therefrom.
- (h) The Investor’s full legal name, true and correct address of residence (for individuals) or principal place of business (for entities), phone number, fax number, electronic mail address, United States taxpayer identification number (each, if applicable) and other contact information are provided on **SCHEDULE A** hereto.
- (i) The execution and delivery of the Partnership Agreement and this Agreement, the consummation of the transactions contemplated thereby and the performance of the obligations thereunder will not conflict with or result in any violation of or default under any provision of any other agreement or instrument to which the Investor is a party or any license, permit, franchise, judgment, order, writ or decree, or any statute, rule or regulation, applicable to the Investor.
- (j) No suit, action, claim, investigation or other proceeding is pending or, to the best of the Investor’s knowledge, is threatened against the Investor that questions the validity of the Partnership Agreement or this Agreement or any action taken or to be taken pursuant to the Partnership Agreement or this Agreement.
- (k) The Investor has full power and authority to make the representations referred to in this Agreement, to purchase the Interest pursuant to this Agreement and the Partnership

Agreement and to deliver the Partnership Agreement and this Agreement. The Partnership Agreement and this Agreement create valid and binding obligations of the Investor and are enforceable against the Investor in accordance with their terms, except as enforcement may be limited by applicable bankruptcy, insolvency, reorganization, arrangement, moratorium or other similar laws affecting creditors' rights, and subject to general equity principles and to limitations on availability of equitable relief, including specific performance.

- (l) The Investor acknowledges that the Investor understands the meaning and legal consequences of the representations and warranties made by the Investor herein. Such representations and warranties are complete and accurate, shall be complete and accurate at the time of closing and may be relied upon by the Fund, the General Partner and Fund Counsel. Said representations and warranties shall survive delivery of this Agreement and the Partnership Agreement. If in any respect such information shall not be complete and accurate prior to the time of closing, the Investor shall give immediate notice of such incomplete or inaccurate information to the General Partner, specifying which representations or warranties are not complete and accurate and the reasons therefor.
- (m) The Investor hereby agrees to indemnify and hold harmless the Fund, Fund Counsel, the General Partner, the Management Company and each member, managing member, manager, partner, principal, director, officer, advisor or employee thereof (each, an "**Indemnified Party**") from and against any and all loss, damage or liability due to or arising out of any inaccuracy or breach of any representation or warranty of the Investor or failure of the Investor to comply with any covenant or agreement set forth herein or in any other document furnished to any Indemnified Party specifically supplementing the information in this subscription booklet by the Investor in connection with the subscription for an Interest. The Investor shall reimburse each Indemnified Party for its legal and other expenses (including the cost of any investigation and preparation) as they are incurred in connection with any such claim, action, proceeding or investigation. The reimbursement and indemnification obligations of the Investor under this paragraph shall survive any closing applicable to the Investor (or, if this Agreement is terminated pursuant to paragraph 3(b) above, such termination) and shall be in addition to any liability which the Investor may otherwise have (including, without limitation, liabilities under the Partnership Agreement), and shall be binding and inure to the benefit of any successors, assigns, heirs, estates, executors, administrators and personal representatives of the Indemnified Parties.
- (n) The Investor confirms that the Investor has been advised to consult with the Investor's attorney regarding legal matters concerning the Fund and to consult with independent tax advisers regarding the tax consequences of investing in the Fund. The Investor acknowledges that he, she or it understands that any anticipated United States federal or state income tax benefits may not be available and, further, may be adversely affected through adoption of new laws or regulations or amendments to existing laws or regulations. The Investor acknowledges and agrees that the Fund is providing no warranty or assurance regarding the ultimate availability of any tax benefits to the Investor by reason of the Investor's investment in the Fund.
- (o) The Investor understands that information relating to the Investor shall appear on the financial statements and other records of the Fund. The Investor acknowledges and agrees that other Partners may receive such information as permitted by the Partnership

Agreement or as required by applicable laws and may share such information with their advisors and other parties.

- (p) The Investor understands and agrees that the General Partner may cause the Fund to make an election under Section 754 of the Internal Revenue Code of 1986, as amended (the “*Code*”) or an election to be treated as an “electing investment partnership” for purposes of Section 743 of the Code. If the Fund elects to be treated as an electing investment partnership, the Investor shall cooperate with the Fund and the General Partner to maintain that status and shall not take any action that would be inconsistent with such election. Upon request, the Investor shall provide the General Partner with any information necessary to allow the Fund to comply with (a) its obligations to make tax basis adjustments under Sections 734 or 743 of the Code and (b) its obligations as an electing investment partnership.
- (q) The Investor has carefully reviewed and understands the various risks of an investment in the Fund, as well as the fees and conflicts of interest to which the Fund is subject, as set forth in the Memorandum, the Partnership Agreement and this Agreement. The Investor hereby consents and agrees to the payment of the fees so described to the parties identified as the recipients thereof, and to such conflicts of interest.
- (r) The Investor acknowledges that the Investor has received the Privacy Policy Statement of the Fund contained in **EXHIBIT D** attached hereto.
- (s) The Investor hereby acknowledges that none of the General Partner, the Management Company nor their respective affiliates provide, or intend to provide, advice to the Fund with respect to investment strategies that are “plans or programs for the investment of the proceeds of municipal securities or the recommendation of and brokerage of municipal escrow investments” (within the meaning of Rule 15Ba1-1 promulgated under the Securities Act). The Investor represents and agrees that none of its contributions to the Fund will consist of “proceeds of municipal securities” (within the meaning of Rule 15Ba1-1).
- (t) Except as disclosed in writing to the General Partner<sup>1</sup>, neither the Investor nor any Beneficial Owner<sup>2</sup> has been subject to any of the following “*Disqualifying Events*” specified below during the time periods specified below:

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<sup>1</sup> If the Investor, and/or any Beneficial Owner has been subject to a Disqualifying Event, and either (i) the court or regulatory authority that entered the relevant order, judgment or decree has advised in writing (whether contained in the relevant judgment, order or decree or separately to the SEC or its staff) that disqualification under paragraph (d)(1) of Rule 506 under the Securities Act should not arise as a consequence of such order, judgment or decree, or (ii) the SEC has issued an exemption from paragraph (d)(1) of Rule 506 with respect to such event, the Investor may provide a certified copy of such order, judgment, decree or exemption.

<sup>2</sup> For the purposes of the representations under this subparagraph (t), “*Beneficial Owner*” means an individual or entity who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has or shares, or is deemed to have or share: (1) voting power, which includes the power to vote, or to direct the voting of, the Interest; and/or (2) investment power, which includes the power to dispose, or to direct the disposition of, the Interest, as determined consistent with Rule 13d-3 of the U.S. Securities Exchange Act of 1934 (the “*Exchange Act*”).

- (i) Has been convicted, within the ten-year period ending on the date hereof, of any felony or misdemeanor:
  - (A) In connection with the purchase or sale of any security;
  - (B) Involving the making of any false filing with the Securities and Exchange Commission (the “SEC”); or
  - (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;
- (ii) Is subject to any order, judgment or decree of any court of competent jurisdiction, entered within the five-year period ending on the date hereof, that, at this date, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:
  - (A) In connection with the purchase or sale of any security;
  - (B) Involving the making of any false filing with the SEC; or
  - (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;
- (iii) Is subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission (the “CFTC”); or the National Credit Union Administration that:
  - (A) On the date hereof, bars the person from:
    - (1) Association with an entity regulated by such commission, authority, agency or officer;
    - (2) Engaging in the business of securities, insurance or banking; or
    - (3) Engaging in savings association or credit union activities; or
  - (B) Constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within the ten-year period ending on the date hereof;
- (iv) Is subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, as of the date hereof:
  - (A) Suspends or revokes such person’s registration as a broker, dealer, municipal securities dealer or investment adviser;
  - (B) Places limitations on the activities, functions or operations of such person; or

- (C) Bars such person from being associated with any entity or from participating in the offering of any penny stock;
- (v) Is subject to any order of the SEC entered within the five-year period ending on the date hereof that, as of the date hereof, orders the person to cease and desist from committing or causing a violation or future violation of:
  - (A) Any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act, or any other rule or regulation thereunder; or
  - (B) Section 5 of the Securities Act;
- (vi) Is suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade;
- (vii) Has filed (as a registrant or issuer), or was or was named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within the five-year period ending on the date hereof, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is, as of the date hereof, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued; or
- (viii) Is subject to a United States Postal Service false representation order entered within the five-year period ending on the date hereof, or is, as of the date hereof, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations.
- (u) Except as disclosed in writing to the General Partner, to the best of the Investor's knowledge, neither the Investor nor any Beneficial Owner:
  - (i) is subject to any action, proceeding or investigation or any impending action, order, judgment, or decree that could give rise to any Disqualifying Event with respect to the Investor or such Beneficial Owner;
  - (ii) has filed or expects to file (as registrant or issuer), or was named (or expects to be named) as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC; or
  - (iii) is a member or a person associated with a member of a registered national securities exchange or a registered national or affiliated securities association.
- (v) Except as disclosed in the space provided below, neither the Investor nor any Beneficial Owner:

- (i) “beneficially owns” (within the meaning of Rule 13d-3 of the Exchange Act) any other limited partnership interest in the Fund, except for the Interest subscribed to hereunder, or will “beneficially own” such other interest in the Fund upon the acceptance of a subscription agreement for such other interest by the General Partner.
- (ii) has agreed with one or more other Limited Partners (or the “beneficial owners” of such Limited Partner(s)) to act together for the purpose of acquiring, holding, voting or disposing of limited partnership interests in the Fund (within the meaning of Rule 13d-5 of the Exchange Act).

Please disclose in the space provided below the identities of (i) any other Limited Partner with whom the Investor or any Beneficial Owner owns a separate interest in the Fund, and (i) any other Limited Partner (or “beneficial owner” of such Limited Partner) with whom the Investor or any Beneficial Owner has agreed to act together for the purpose of acquiring, holding, voting or disposing of a limited partnership interest in the Fund.

Other Limited Partner(s)

- (w) If the Investor or any Beneficial Owner has agreed with one or more other Limited Partners (or the beneficial owners of such Limited Partner(s)) to act together for the purpose of acquiring, holding, voting or disposing of limited partnership interests in the Fund, the group formed thereby is not subject to any Disqualifying Event.

*The Investor hereby undertakes to promptly notify the General Partner if the responses to the subparagraphs (t) to (w) become inaccurate at any time, including any time following the admission of the Investor as a Limited Partner of the Fund.*

**6. Anti-Money Laundering Regulations.** The Investor hereby acknowledges that the General Partner’s and the Fund’s intent is to comply with all applicable United States federal, state and local laws designed to combat money laundering and similar illegal activities, including the provisions of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“*PATRIOT Act*”). In furtherance of such efforts, the Investor hereby represents, covenants, and agrees that, to the best of Investor’s knowledge based on reasonable investigation:

- (a) None of the Investor’s capital contributions to the Fund (whether payable in cash or otherwise) shall be derived from money laundering or similar activities deemed illegal under United States federal laws and regulations.
- (b) To the extent within the Investor’s control, none of Investor’s capital contributions to the Fund will cause the Fund or any of its personnel to be in violation of United States federal anti-money laundering laws, including without limitation the Bank Secrecy Act (31 U.S.C. 5311 et seq.), the United States Money Laundering Control Act of 1986 or the

International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001, and any regulations promulgated thereunder.

- (c) When requested by the General Partner, the Investor will provide any and all additional information, and the Investor understands and agrees that the General Partner may release confidential information about the Investor and, if applicable, any underlying beneficial owner or Related Person to any person, deemed reasonably necessary to ensure compliance with all applicable laws and regulations concerning money laundering and similar activities. The General Partner reserves the right to request any information as is necessary to verify the identity of the Investor and the source of any payment to the Fund. In the event of delay or failure by the Investor to produce any information required for verification purposes, the subscription by the investor may be refused.
- (d) The Investor represents and warrants neither it, nor any person or entity controlled by, controlling or under common control with the Investor, any of the Investor's beneficial owners, any person for whom the Investor is acting as agent or nominee in connection with this investment, nor in the case of an Investor which is an entity, any Related Person<sup>3</sup> is:
  - (i) a Prohibited Investor;<sup>4</sup>
  - (ii) a Senior Foreign Political Figure,<sup>5</sup> any member of a Senior Foreign Political Figure's "immediate family," which includes the figure's parents, siblings, spouse, children and in-laws, or any Close Associate<sup>6</sup> of a Senior Foreign Political Figure, or a person or entity resident in, or organized or chartered under, the laws of a Non-Cooperative Jurisdiction;<sup>7</sup>
  - (iii) a person or entity resident in, or organized or chartered under, the laws of a jurisdiction that has been designated by the U.S. Secretary of the Treasury under Section 311 or 312 of the PATRIOT Act as warranting special measures due to money laundering concerns; or

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<sup>3</sup> With respect to any entity, any interest holder, director, senior officer, trustee, beneficiary or grantor of such entity; provided that in the case of an entity that is a publicly traded company or a tax qualified pension or retirement plan in which at least 100 employees participate that is maintained by an employer that is organized in the U.S. or is a U.S. government entity (a "Qualified Plan"), the term "Related Person" shall exclude any interest holder holding less than 5% of any class of securities of such publicly traded company and beneficiaries of such Qualified Plan.

<sup>4</sup> For purposes of this subparagraph (d), "Prohibited Investor" shall mean a person or entity whose name appears on (i) the List of Specially Designated Nationals and Blocked Persons maintained by the U.S. Office of Foreign Assets Control; (ii) other lists of prohibited persons and entities as may be mandated by applicable law or regulation; or (iii) such other lists of prohibited persons and entities as may be provided to the Fund in connection therewith.

<sup>5</sup> For purposes of this subparagraph (d), "Senior Foreign Political Figure" shall mean a senior official in the executive, legislative, administrative, military or judicial branches of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation. In addition, a Senior Foreign Political Figure includes any corporation, business or other entity that has been formed by, or for the benefit of, a Senior Foreign Political Figure.

<sup>6</sup> For purposes of this subparagraph (d), "Close Associate of a Senior Foreign Political Figure" shall mean a person who is widely and publicly known internationally to maintain an unusually close relationship with the Senior Foreign Political Figure, and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of the Senior Foreign Political Figure.

<sup>7</sup> For purposes of this subparagraph (d), "Non-Cooperative Jurisdiction" shall mean any foreign country that has been designated as non-cooperative with international anti-money laundering principles or procedures by an intergovernmental group or organization, such as the Financial Task Force on Money Laundering, of which the U.S. is a member and with which designation the U.S. representative to the group or organization continues to concur.

- (iv) a person or entity who gives Investor reason to believe that its funds originate from, or will be or have been routed through, an account maintained at a Foreign Shell Bank,<sup>8</sup> an “offshore bank,” or a bank organized or chartered under the laws of a Non-Cooperative Jurisdiction.
- (e) If the Investor is purchasing the Interest as agent, representative, intermediary/nominee or in any particular capacity for any other person, or is otherwise requested to do so by the General Partner, it shall provide a copy of its anti-money laundering policies (“**AML Policies**”) to the General Partner. The Investor represents that it is in compliance with its AML Policies, its AML Policies have been approved by counsel or internal compliance personnel reasonably informed of anti-money laundering policies and their implementation and it has not received a deficiency letter, negative report or any similar determination regarding its AML Policies from independent accountants, internal auditors or some other person responsible for reviewing compliance with its AML Policies.
- (f) The Investor hereby agrees to immediately notify the General Partner if it knows, or has reason to suspect that any of the representations in this paragraph 6 have become incorrect or if there is any change in the information affecting these representations and covenants.
- (g) The Investor agrees that, if at any time it is discovered that any of the foregoing anti-money laundering representations are incorrect, or if otherwise required by applicable laws or regulations related to money laundering and similar activities, the General Partner may undertake appropriate actions, and the Investor agrees to cooperate with such actions, to ensure compliance with such laws or regulations, including, but not limited to segregation and/or redemption of the Investor’s Interest in the Fund or freezing the Investor’s account.

7. **Withholding.** The General Partner is required to withhold a certain portion of the taxable income and gain allocated or distributed to each Investor unless the Investor provides documentation confirming that such Investor is not subject to withholding, or is subject to a reduced rate of withholding. The following information is provided to assist the Investor in complying with the U.S. rules for backup withholding and withholding with respect to income earned by foreign persons. This information is only a summary, and is not a substitute for the advice of a tax advisor. Each Investor is urged to consult with a tax advisor concerning the application of the U.S. withholding rules to such Investor.

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<sup>8</sup> For purposes of this subparagraph (d), “**Foreign Shell Bank**” shall mean a Foreign Bank without a Physical Presence in any country, but does not include a Regulated Affiliate.

A “**Foreign Bank**” shall mean an organization that (i) is organized under the laws of a foreign country, (ii) engages in the business of banking, (iii) is recognized as a bank by the bank supervisory or monetary authority of the country of its organization or principal banking operations, (iv) receives deposits to a substantial extent in the regular course of its business, and (v) has the power to accept demand deposits, but does not include the U.S. branches or agencies of a foreign bank.

“**Physical Presence**” shall mean a place of business that is maintained by a Foreign Bank and is located at a fixed address, other than solely a post office box or an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities, at which location the Foreign Bank (i) employs one or more individuals on a full-time basis, (ii) maintains operating records related to its banking activities, and (iii) is subject to inspection by the banking authority that licensed the Foreign Bank to conduct banking activities.

“**Regulated Affiliate**” shall mean a Foreign Shell Bank that is an affiliate of a depository institution, credit union or Foreign Bank that maintains a Physical Presence in the U.S. or a foreign country regulating such affiliated depository institution, credit union or Foreign Bank.

The type of documentation required by the Investor is a function of whether the Investor is a Foreign Person or a United States person. “**Foreign Persons**” include nonresident aliens, foreign corporations, foreign partnerships, foreign trusts or foreign estates (as each of those terms is defined in the Code and Treasury Regulations). “**United States person**” has the meaning set forth in **EXHIBIT A**. In the case of entities that are disregarded for purposes of U.S. tax law (e.g., fiscally transparent entities with a single owner that have not elected to be taxed as a corporation for U.S. tax purposes), such entities are treated as United States persons or Foreign Persons depending on the residence and status of their owners, rather than on where the disregarded entities are organized. Thus, an investor that is a U.S. disregarded entity with a foreign owner will generally be treated as a Foreign Person and should complete and submit the appropriate Form W-8 (as discussed below) based on the owner’s status. An investor that is a foreign disregarded entity with a U.S. owner will generally be treated as a United States person and should complete and submit Form W-9 (as discussed below).

If the Investor is a United States person, please complete IRS Form W-9 (provided with instructions as **EXHIBIT B** hereto). Such Investor agrees to notify the General Partner within sixty (60) days if the Investor ceases to be a United States person.

If the Investor is a Foreign Person, please complete either Form W-8BEN, W-8BEN-E, Form W-8ECI, Form W-8EXP or Form W-8IMY (along with any accompanying withholding certificates, if appropriate), in accordance with the instructions provided below and the printed instructions included with the appropriate form. Each of these forms and their instructions is included as part of **EXHIBIT C** hereto. These forms must be updated and provided again to the General Partner in certain circumstances, as described in the printed instructions provided with each form.<sup>9</sup>

The following summary guidelines are provided for the benefit of those Foreign Persons required to provide Form W-8. In addition to the information provided herein, please refer to the printed instructions included in **EXHIBIT C** hereto for more detailed guidelines.

- (a) The following Foreign Persons should complete and provide Form W-8EXP:
  - (i) a foreign government;
  - (ii) an international organization;
  - (iii) a foreign central bank of issue;
  - (iv) a foreign tax-exempt organization;
  - (v) a foreign private foundation; and
  - (vi) the government of a U.S. possession claiming the applicability of Section 115(2), 501(c), 892, 895 or 1443(b) of the Internal Revenue Code.
- (b) An investor that holds an Interest which is effectively connected with the investor’s conduct of a U.S. trade or business should complete and provide Form W-8ECI.
- (c) The following Foreign Persons should complete and provide Form W-8IMY:
  - (i) any Foreign Person (including a custodian, broker, nominee or agent) that holds an Interest on behalf of another person;

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<sup>9</sup> These forms are periodically revised by the U.S. Internal Revenue Service. Investors that need to submit an updated Form W-8 after the initial closing of the Fund should check the Internal Revenue Service web site ([www.irs.gov](http://www.irs.gov)) to ensure that they have the latest version of these forms.

- (ii) any Foreign Person that is a flow-through entity or fiscally transparent (including a foreign partnership or foreign trust);
- (iii) a foreign branch of a United States person to establish that it is a qualified intermediary that is not acting for its own account; and
- (iv) a U.S. branch of a foreign bank or foreign insurance company, to represent that (A) the Interest is not effectively connected with the conduct of a U.S. trade or business and (B) that either (1) the U.S. branch is to be treated as a United States person with respect to any payments associated with the Interest; or (2) the U.S. branch is providing the documentation of the persons for whom it holds the Interest.

In order to avoid withholding on income allocated to an Interest held by the Foreign Persons described in this paragraph 7(c), such Foreign Persons must also provide additional information and documentation as detailed in the printed instructions accompanying Form W-8IMY (included with **EXHIBIT C** hereto).

Most Foreign Persons described in this paragraph 7(c) will need to provide the information including, but not limited to, the following:

- (1) A withholding statement including:
  - (i) the name, address, U.S. TIN# (including an ITIN#, if any) and type of withholding documentation for every person for whom documentation has been received;
  - (ii) whether each such person is a United States person exempt from backup withholding, a United States person subject to backup withholding, or a Foreign Person;
  - (iii) whether each Foreign Person is a beneficial owner or intermediary, flow-through entity or U.S. branch;
  - (iv) how income attributable to the Interest should be allocated among the beneficial owners on whose behalf the Interest is held (see printed instructions to Form W-8IMY (attached) for an alternative allocation procedure);
    - (A) for each beneficial owner who is a Foreign Person, the applicable rate of withholding, country of residence, the basis for any reduced rate of withholding, and other information; and
    - (B) any other information requested by the General Partner for purposes of fulfilling its withholding obligations.
- (2) A Form W-8 and other documentary evidence supporting the information contained in the withholding statement for each beneficial owner listed in the withholding statement.

Certain Foreign Persons described in this paragraph 7(c) may have entered into an agreement with the U.S. Internal Revenue Service to act as a withholding foreign

partnership, withholding foreign trust, or qualified intermediary. Such Foreign Persons should consult the printed instructions to Form W-8IMY to determine the information they must provide to the General Partner to reduce or eliminate withholding on income allocated to their Interests.

- (d) A Foreign Person who is not described in paragraph 7(a), 7(b) or 7(c) above, and who will be the beneficial owner of an Interest, should complete and provide Form W-8BEN or W-8BEN-E.

Please note, pursuant to the requirements of Sections 1471-1474 of the Code (the "**FATCA**") the Fund will generally be required to impose a 30% withholding tax on payments made by the Fund to a Partner that is either a foreign financial institution (an "**FFI**") as defined in Section 1471(d)(4) of the Code or a non-financial foreign entity (an "**NFFE**") as defined in Section 1472(d) of the Code. To avoid this withholding tax, the Fund will require that all Partners (a) establish with the General Partner, by providing all information that the General Partner may reasonably request, that they are neither an FFI nor an NFFE, (b) if they are an FFI, establish with the General Partner that they have entered into, and are maintaining, an FFI Agreement in compliance with Section 1471(b)(1) of the Code, or are otherwise exempt from the withholding requirements of Section 1471 of the Code, and (c) if they are an NFFE, certify that they have no "substantial United States owners," disclose all information that the Fund is required to obtain pursuant to the FATCA regarding such substantial United States owners or adequately show that they are otherwise exempt from the withholding requirements of Section 1472 of the Code. Substantial United States owners are, generally, United States persons with at least a 10% interest (held directly or indirectly) in the NFFE.

The General Partner will notify the Investor of any additional documentation, certification or other actions required of the Investor in order to allow the Fund to comply with the FATCA. Failure to timely provide the required information may result in the Investor's interest in the Fund being redeemed.

- 8. Consent to Receive Schedule K-1 Electronically in Accordance with Rev. Proc. 2012-17, I.R.B. 2012-10 (February 13, 2012). **Each Limited Partner consents to the Fund's providing the Limited Partner's annual Schedule K-1s in electronic format (the "Consent"). This Consent shall become effective upon a Limited Partner's accessing, via email, its Schedule K-1 in an electronic format ("Consent Procedure").**

#### TERMS FOR PROVIDING SCHEDULE K-1 ELECTRONICALLY.

- (a) **Paper Statement.** To the extent that a Limited Partner fails to comply with the Consent Procedure, a paper copy of Schedule K-1 will be provided.
- (b) **Scope and Duration of Consent.** This Consent applies to each Schedule K-1 required to be furnished after the Consent Procedure is followed unless and until a formal request to withdraw the Consent is received by the General Partner.
- (c) **Post-Consent Request for a Paper Statement.** A Limited Partner may request a paper copy of Schedule K-1 by sending an email to Valar Global Fund III LP at [REDACTED]. This will not be treated as a withdrawal of the Consent.

(d) **Withdrawal of Consent.**

- (i) A Limited Partner may withdraw the Consent by writing (electronically or on paper) to:

Valar Global Fund III LP  
[REDACTED]  
[REDACTED]  
Attn: Reuben Kobulnik

or by email to Reuben Kobulnik at [REDACTED].

- (ii) The withdrawal of Consent will be effective either on the date it is received or on a subsequent date determined and communicated to the Limited Partner within a reasonable period of time after the receipt of the withdrawal.
- (iii) The General Partner will confirm the withdrawal of Consent and the date on which it takes effect in writing (either electronically or on paper).
- (iv) A withdrawal of the Consent does not apply to a Schedule K-1 that was furnished electronically before the date on which the withdrawal of consent takes effect.
- (e) **Notice of Termination.** This Consent will terminate upon a Limited Partner's withdrawal from the Fund or upon a dissolution or termination of the fund.
- (f) **Updating Information.** Each Limited Partner must inform the General Partner of any updated contact information for it, including email address, mailing address and phone number, as soon as possible by sending an email to Reuben Kobulnik at [REDACTED]. The General Partner will send an email to inform each Limited Partner of any change in the General Partner's contact information using the email address on file for the Limited Partner.
- (g) **Hardware and Software Requirements.** Access to the internet and Adobe Reader® is required to access, print and retain the Schedule K-1. The Schedule K-1 may be required to be printed and attached to a federal, state, or local income tax return. The Schedule K-1 (or amended Schedule K-1) will be retained by the Fund until the dissolution or termination of the Fund and is available upon request.

9. **Survival of Agreements, Representations and Warranties.** All agreements, representations and warranties contained herein or made in writing by or on behalf of the Investor, the Fund or the General Partner in connection with the transactions contemplated by this Agreement shall survive the execution of this Agreement and the Partnership Agreement, any investigation at any time made by the Investor, the Fund or the General Partner or on behalf of any of them and the sale and purchase of the Interest and payment therefor and the dissolution and termination of the Fund.

10. **Legends.** The Investor consents to the placement of the legends contained on the signature page of the Partnership Agreement and on page 1 of this Agreement and any other legend required or reasonably advisable, as determined by Fund Counsel, by applicable law.

11. **Counterparts, Execution and Delivery.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. A facsimile or other reproduction of this Agreement may be executed by the Investor and/or the General Partner, and an executed copy of this Agreement may be delivered by the Investor and/or the General Partner by facsimile or similar electronic transmission device pursuant to which the signature(s) and questionnaire responses can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes. At the request of any party hereto, the Investor and the General Partner agree to execute an original of this Agreement as well as any facsimile or other reproduction hereof.
12. **Amendments.** Neither this Agreement nor any term hereof may be changed, waived, discharged or terminated orally, but only with the written consent of the Investor and the General Partner.
13. **Assignment.** This Agreement is not transferable or assignable by the Investor.
14. **Power of Attorney.** The Investor hereby designates, constitutes and appoints the General Partner as the Investor's true and lawful representative and attorney-in-fact, in the Investor's name, place and stead with full power and authority to act in the Investor's name and on the Investor's behalf with respect to the execution and delivery of the Partnership Agreement in the form of such Partnership Agreement provided to the Investor, as well as any amendment, restatement or other future modification thereto approved by the Investor, with full power and authority to do and perform each and every act and thing whatsoever required and necessary to be done in and about the foregoing as the Investor might or could do if personally present, and the Investor hereby ratifies and confirms all that each said attorney shall lawfully do or cause to be done by virtue of this power of attorney. The execution of this power of attorney is not intended to, and does not, revoke any prior powers of attorney executed by the Investor. This power of attorney is not intended to, and shall not, be revoked by any subsequent power of attorney the Investor may execute. This power of attorney shall be governed by and construed in accordance with the internal laws of the State of Delaware.
15. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware in all respects as such laws are applied to agreements among Delaware residents entered into and performed entirely within Delaware, without giving effect to conflict of law principles thereof.

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**PART II – TO BE COMPLETED BY INDIVIDUAL /  
JOINT-INDIVIDUALS ONLY**

**16. Investor's Representations.** In connection with the Investor's purchase of the Interest, the Investor makes the following representation on which the General Partner, the Fund and Fund Counsel are entitled to rely:

(a) The Interest will be held under the following type of ownership [*Please check the applicable box.*]:

- Individual
- Joint Individuals [*This includes any person acquiring an interest with his or her spouse in a joint capacity, as community property or similar shared interest.*]
- Individual Retirement Account (e.g. IRA, SEP or Keogh Plan)

*If the "Individual Retirement Account" box is checked in this paragraph 1, please contact Fund Counsel.*

**17. Accredited Investor Representation.** The Investor makes the following representation regarding the Investor's status as an "*accredited investor*" (within the meaning of Rule 501 under the Securities Act).

- (a) The Investor has a net worth<sup>10</sup>, either individually or upon a joint basis with the Investor's spouse, of at least \$1,000,000, *or* has had individual income in excess of \$200,000 for each of the two most recent years, or joint income with the Investor's spouse in excess of \$300,000 in each of those years, and has a reasonable expectation of reaching the same income level in the current year.
- (b) The Investor cannot make the representation set forth in the clause above.

**18. Qualified Purchaser Representation.** The Investor makes the following representation regarding the Investor's status as a "*qualified purchaser*" (within the meaning of Section 2(a)(51) under the United States Investment Company Act of 1940, as amended (the "*Companies Act*")).<sup>11</sup>

- (a) The Investor is an individual (including any person who is acquiring the Interest with his or her spouse in a joint capacity, as community property or similar shared interest) who either individually or together with the Investor's spouse, owns Investments that are Valued at not less than \$5,000,000, or is an individual that shall acquire the Interest as a gift or bequest or pursuant to an agreement relating to a legal separation or divorce.
- (b) The Investor cannot make the representations set forth in the clause above.

<sup>10</sup> The meaning of "net worth" (for purposes of determining whether the Investor is an "*accredited investor*") means the excess of total assets at fair market value over total liabilities. For purposes of this calculation,

(a) the amount of the Investor's total assets shall exclude the fair market value of the Investor's primary residence, and  
(b) the amount of the Investor's total liabilities shall include the amount of such the Investor's mortgage and other indebtedness that is secured by the Investor's primary residence which

(i) exceeds the fair market value of the Investor's primary residence at the time of the Investor's admission to the Fund, or

(ii) has been incurred by the Investor within the 60 day period prior to the Investor's admission to the Fund and remains outstanding on the date of the Investor's admission to the Fund (unless such indebtedness was incurred as a result of the acquisition of the Investor's primary residence).

If, at the time of the Investor's admission to the Fund, the Investor has mortgage and other indebtedness that is described in both of subparagraphs (i) and (ii) above, then both amounts of indebtedness shall be included in the calculation of the Investor's total liabilities.

<sup>11</sup> For purposes of this paragraph 3, "*Investments*" and "*Valued*" shall have the meanings provided in **EXHIBIT A** hereto.

*Individual Investors who have agreed to and completed Part I and completed Part II of this Agreement may skip Parts III, IV and V. Please (i) complete Part VI of this Agreement, (ii) complete and execute the signature page to this Agreement, and (iii) complete and sign IRS Form W-9 or the applicable Form W-8.*

**PART III – TO BE COMPLETED BY INVESTORS WHO QUALIFY AS IRREVOCABLE OR REVOCABLE TRUSTS ONLY**

*Pension trusts and other similar entities should complete Part V. Individual Retirement Accounts and similar entities should complete Part IV.*

- 19. Investor’s Representations.** In connection with the Investor’s purchase of the Interest, the Investor makes the following representation on which the General Partner, the Fund and Fund Counsel are entitled to rely:
- (a) The Interest will be held under the following type of ownership [*Please check the applicable box.*]:
- Revocable Trust with \_\_\_\_ grantor(s) [*Please fill in the number of grantors.*]
  - Irrevocable Trust

**20. Accredited Investor Representation:**

- (a) **For Irrevocable Trusts:** The Investor makes one of the following representations regarding the Investor’s status as an “*accredited investor*” (within the meaning of Rule 501 under the Securities Act), and has checked the applicable representation [*Please check the applicable representation.*]:
- (i) The Investor is an *irrevocable* trust with total assets in excess of \$5,000,000 whose purchase is directed by a person with such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of the prospective investment.
  - (ii) The Investor cannot make the representation set forth in the clause above.
- (b) **For Revocable Trusts:** The Investor makes the following representation regarding the Investor’s status as an “*accredited investor*” (within the meaning of Rule 501 under the Securities Act), and has checked the applicable representation:
- (i) The Investor is a revocable trust in which all of the grantors and trustees qualify under clause (a) in paragraph 2 of Part II (i.e., an accredited individual); *OR* under clause (a)(i) of this paragraph 2 of Part III (i.e., an accredited irrevocable trust); *OR* under paragraph 2(i) of Part IV (i.e., an accredited IRA); *OR* under clause (a), (b), (c), or (d) in paragraph 2 of Part V (i.e., an accredited entity); *OR* under this clause (b)(i). [*If the Investor belongs to this investor category only, please provide the names of the grantors and trustees of the Investor and the investor category (e.g., 2(a) of Part II) which each such grantor and trustee satisfies.*]

Names of Grantors or Trustees	Investor Category

- (ii) The Investor cannot make the representation set forth in the clause above.

- 21. Qualified Purchaser Representation (Part I).** The Investor makes the following representation regarding the Investor’s status as a “*qualified purchaser*” (within the meaning of Section 2(a)(51) under the United

States Investment Company Act of 1940, as amended (the “*Companies Act*”)) [*Please check the applicable representation.*]:<sup>12</sup>

- (a) The Investor is a trust that either (i) owns Investments that are Valued at not less than 5,000,000 and is owned directly or indirectly by two (2) or more natural persons related as siblings, spouses (including former spouses) or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations or trusts established by or for the benefit of such persons; or (ii) shall acquire the Interest as a gift or bequest or pursuant to an agreement relating to a legal separation or divorce.
- (b) The Investor is a trust not covered by clause (a) above and not formed for the specific purpose of acquiring the Interest, as to which the trustee or other person authorized to make decisions with respect to the trust and each settler or other person who has contributed assets to the trust is a person described in clause (a) in paragraph 3 of Part II (i.e., a qualified purchaser individual); *OR* under clause (a) in this paragraph 3 of Part III (i.e., a qualified purchaser trust); *OR* under clause (i) in paragraph 3 of Part IV (i.e., a qualified purchaser IRA); *OR* under clause (a), (b), (c) (d) or (e) in paragraph 3 of Part V (i.e., a qualified purchaser entity).
- (c) The Investor cannot make any of the representations set forth in clauses (a) or (b) above.

**22. Qualified Purchaser Representation (Part II).** If the Investor has made one of the representations set forth in clauses (a) or (b) of paragraph 3 above, the Investor then makes one or more of the following representations regarding its status as a “*qualified purchaser*” (within the meaning of Section 2(a)(51) under the Companies Act) [*Please check the applicable representation.*]:

(a) The Investor would be treated as an “*investment company*” under the Companies Act but for the fact that the Investor qualifies for one of the exemptions from the definition of “*investment company*” provided for in Sections 3(c)(1) or 3(c)(7) of the Companies Act.<sup>13</sup>

- (i) True [*Please answer clause (b) below.*]
- (ii) False [*Please skip to paragraph 5 below.*]

(b) If the Investor has checked “true” in clause (a) of this paragraph 4 above, the Investor certifies that the Investor has read and understands the provisions of Section 2(a)(51)(C) of the Companies Act and Rule 2a51-2 promulgated under the Companies Act excerpted on **EXHIBIT A** hereto and makes one of the following representations [*Please check the applicable representation.*]:

- (i) No consent of the Investor’s direct or indirect beneficial owners is required for the Investor’s treatment as a “*qualified purchaser*” (within the meaning of Section 2(a)(51) under the Companies Act) with respect to the Fund;
- (ii) Both of the following are true (NOTE – Answer required only if Investor was formed on or before April 30, 1996):

(A) all of the beneficial owners of the Investor’s outstanding securities, as determined in accordance with Section 3(c)(1)(A) of the Companies Act, that acquired such securities on or before April 30, 1996 have consented to the

<sup>12</sup> For purposes of this paragraph 3, “*Investments*” and “*Valued*” shall have the meanings provided in **EXHIBIT A** hereto.

<sup>13</sup> Relevant excerpts of Section 3(c)(1) and 3(c)(7) of the Companies Act are provided in **EXHIBIT A** attached hereto.

Investor's treatment as a "qualified purchaser" under the Companies Act with respect to the Fund; and

(B) each direct and indirect owner of Investor who:

(i) acquired its interest in Investor on or before April 30, 1996; and

(ii) would be an "investment company" under the Companies Act but for the exclusions from the definition of "investment company" provided for in Sections 3(c)(1) or 3(c)(7) of the Companies Act,

has consented to treatment of the Investor as a "qualified purchaser" under the Companies Act with respect to the Fund.

- (iii) The Investor made either of the representations set forth in either clause (a) or clause (b) of paragraph 3 above, and all of the trustees of the Investor have consented to the Investor's treatment as a "qualified purchaser" (within the meaning of Section 2(a)(51) under the Companies Act) with respect to the Fund; or
- (iv) The Investor cannot make any of the representations set forth in clauses (i), (ii), or (iii) above.

**23. Exempted Investment Company.** Please check the applicable representation:

- (a) The Investor is not an "investment company" under the Companies Act nor does the Investor rely upon the exclusions from the definition of "investment company" provided for in Section 3(c)(1) or 3(c)(7) of the Companies Act; or
- (b) (i) The Investor is an "investment company" as defined in Section 3(a) of the Companies Act but is excepted from such definition of "investment company" solely by virtue of either Section 3(c)(1) of the Companies Act or Section 3(c)(7) of the Companies Act.  
  
(ii) If the Investor checked the representation set forth in the preceding paragraph 5(b)(i), the Investor and any existing or prospective Limited Partners of the Fund that control, are controlled by, or are under common control with the Investor (such other Limited Partners referred to as "Affiliated Investors") will collectively, as of the Closing, have \_\_\_\_\_ or fewer beneficial owners of their outstanding securities (other than short-term paper). The Investor further represents and warrants that neither Investor nor any Affiliated Investor has been structured or operated for the purpose of circumventing the registration requirements of the Companies Act. **[Please fill in the blank above specifying the number of beneficial owners.]**

**24. Investment Representation.** Please check the appropriate true or false response to each of the following statements.

- |                               |                                |   |
|-------------------------------|--------------------------------|---|
| <input type="checkbox"/> True | <input type="checkbox"/> False | The Investor was <b>not</b> organized for the purpose of acquiring the Interest.  |
| <input type="checkbox"/> True | <input type="checkbox"/> False | To the best of the Investor's knowledge, the Investor does not control, nor is it controlled by, or under common control with, any other Limited Partner of the Fund. <b>[If this box is checked False, please identify the entity] :</b> _____ |

- |                               |                                |   |
|-------------------------------|--------------------------------|---|
| <input type="checkbox"/> True | <input type="checkbox"/> False | The Investor has made investments prior to the date hereof or intends to make investments in the near future and each beneficial owner of interests in the Investor has and will share in the same proportion of each such investment.  |
| <input type="checkbox"/> True | <input type="checkbox"/> False | The Investor's investment in the Fund will <b>not</b> constitute more than forty percent (40%) of the Investor's assets (including for this purpose any committed capital for an Investor that is an investment fund).  |
| <input type="checkbox"/> True | <input type="checkbox"/> False | The governing documents of the Investor require that each beneficial owner of the Investor, including, but not limited to, shareholders, partners and beneficiaries, participate through such beneficial owner's interest in the Investor in all of the Investor's investments and that the profits and losses from each such investment are shared among such beneficial owners in the same proportions as all other investments of the Investor. No such beneficial owner may vary such beneficial owner's share of the profits and losses or the amount of such beneficial owner's contribution for any investment made by the Investor. |

*If the "False" box is checked for any of the above statements in this paragraph 6, please provide a brief explanation and contact Fund Counsel.*

**25. Benefit Plan Representation.** Please check the appropriate true or false response to each of the following statements. The Investor understands that the Fund, Fund Counsel and the General Partner are relying upon the Investor's response within this paragraph 7 in determining fiduciary responsibilities under ERISA and related rules and regulations.

- |                               |                                |   |
|-------------------------------|--------------------------------|---|
| <input type="checkbox"/> True | <input type="checkbox"/> False | (i) The Investor is an "employee benefit plan" as defined in Section 3(3) of ERISA, that is subject to the provisions of Part 4 of Title I of ERISA.  |
| <input type="checkbox"/> True | <input type="checkbox"/> False | (ii) The Investor is a "plan" (as defined in Section 4975(e)(1) of the Code), whether or not subject to Section 4975 of the Code (including, <i>without limitation</i> , individual retirement accounts and Keogh plans).   |
| <input type="checkbox"/> True | <input type="checkbox"/> False | (iii) The Investor is an entity that is deemed to be a "benefit plan investor" under the U.S. Department of Labor final plan assets regulation, 29 C.F.R. §2510.3-101, as it may be amended from time to time (the " <b>Regulation</b> "), as modified by Section 3(42) of ERISA, because its underlying assets include "plan assets" by reason of a plan's investment in the entity (including, by way of example only, a partnership not qualifying as an operating company within the meaning of the Regulation or other entity: (A) in which twenty-five percent (25%) or more of each class of equity interests is owned by one or more "employee benefit plans" or "plans" described in clause (i) or (ii) above or by one or more other entities described in this clause (iii), applying for this purpose the proportional ownership rule set forth in the final sentence of Section 3(42) of ERISA, and (B) that does not qualify as a "venture capital operating company" or "real estate operating company" under the Regulation). |
|                               | →                              | If the Investor is deemed a "benefit plan investor" only because of clause (iii) above, the Investor hereby certifies that _____% of the total value of equity interests in the Investor is held by "benefit plan investors."   |

*If any of the above responses in this paragraph 7 becomes inaccurate at any time, including any time following the closing, the Investor or the Investor's counsel should notify the General Partner or contact Fund Counsel.*

**26. Tax and Grantor Trust Representations.** The Investor makes the following representations regarding the Investor's status:

(a) Is the Investor a "United States person"<sup>14</sup> for U.S. federal income tax purposes?

Yes:

No:

(b) (i) Is the Investor a trust and is a grantor or other person treated as the owner of any portion of such trust under subpart E of subchapter J of the Code (any such trust, a "**grantor trust**") (i.e., does the person who created the trust report the income of the trust on his/her/its personal income tax return?)

Yes:

No:  [Please skip to paragraph 8 below.]

(ii) If the Investor is a grantor trust, the following persons own the following percentage of such trust:

Owner: _____	Percentage Ownership: _____

**[Please submit the appropriate Form W-8 or Form W-9 for each of the Owners listed above.]**

(iii) If the Investor is a grantor trust and **is not** a "United States person" for U.S. federal income tax purposes, the Investor is submitting Form W-8IMY, and such documentation (e.g., Form W-8BEN, W-8BEN-E, W-8IMY, W-8ECI, W-8EXP or W-9) and information pertaining to **each grantor or other owner listed in item (b)(ii) above** that permits the Fund to reliably associate each such grantor's or other owner's indirect share of the Fund's income with such grantor or other person.

Yes:

No:

N/A:  [The Investor is a "United States person"]

(iv) If the Investor is a grantor trust and **is** a "United States person" for U.S. federal income tax purposes, the Investor is submitting such documentation (e.g., Form W-8BEN, W-8BEN-E, W-8IMY, W-8ECI, W-8EXP or W-9) and information pertaining to **each grantor or other owner listed in item (b)(ii) above** that permits the Fund to reliably

<sup>14</sup> For purposes of this paragraph 10, "United States person" shall have the meaning provided in **EXHIBIT A** hereto.

associate each such grantor's or other owner's indirect share of the Fund's income with such grantor or other person.

Yes:

No:

N/A:  [The Investor is a "United States person"]

**27. Public Disclosure Obligations.** Please check the appropriate true or false response to each of the following statements and, if applicable, provide the appropriate information in each such statement.

True       False      **(a)** The Investor is subject to Section 552(a) of Title 5, United States Code (commonly known as the "***Freedom of Information Act***") or state freedom of information statutes or other similar federal, state, county or municipal public disclosure statutes or regulations, whether foreign or domestic, in each of the following jurisdictions. *[If a similar statute is applicable, please specify the applicable statute along with the applicable jurisdiction, to the extent known]:* \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

True       False      **(b)** The Investor is required, by statute, regulation, contract or otherwise, to disclose any of the Fund's Confidential Information to a government agency or other regulatory body, trading exchange, or other market where interests in such Investor are sold or traded (or to the regulating body thereof), whether foreign or domestic, including but not limited to by virtue of Investor's registration under the Securities Act or the Companies Act, or a state, local or foreign equivalent thereof. *[If applicable, please specify the applicable statute or regulation along with the applicable jurisdiction]:* \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

True       False      **(c)** The Investor or its Affiliate is required, or will likely be required, to disclose Confidential Information to a government body, agency or committee, whether foreign or domestic, by virtue of such Investor's (or its Affiliate's) current or proposed involvement in government office.

True       False      **(d)** One or more of the Investor's beneficial owners is subject (or is an agent, nominee, fiduciary, custodian or trustee of an entity which is subject) to the statutes, regulations, or obligations described in paragraphs 9(a), (b) or (c) above (collectively "***Disclosure Obligations***") *[If applicable, please specify the applicable statute or regulation along with the applicable jurisdiction]:* \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

True       False      **(e)** To the best of the Investor's knowledge, neither the Investor nor any of the Investor's beneficial owners are subject to Disclosure Obligations, nor are any of them agents, nominees, fiduciaries, custodians or trustees of an entity which is itself subject to Disclosure Obligations.

*Trust Investors who have agreed to and completed Part I and completed Part III of this Agreement may skip Parts II, IV and V. Please (i) complete Part VI of this Agreement, (ii) complete and execute the signature page to this Agreement, and (iii) complete and sign IRS Form W-9 or the applicable Form W-8.*

**PART IV – TO BE COMPLETED BY INVESTORS WHO QUALIFY AS INVESTMENT RETIREMENT ACCOUNT HOLDERS ONLY**

**28. Investor’s Representations.** In connection with the Investor’s purchase of the Interest, the Investor represents that the Interest will be held by an IRA / Keogh / SEP (collectively, “**IRA**”) (IRA Investors must have the IRA custodian/trustee sign this Agreement on behalf of the IRA). The Interest will be held under the following type of ownership:

- IRA
- Keogh
- SEP

**29. Accredited Investor Representation.** The Investor makes one of the following representations regarding the Investor’s status as an “*accredited investor*” (within the meaning of Rule 501 promulgated under the Securities Act), and has checked the applicable box:

- (i) The Investor is an IRA account in which **all** of the beneficiaries are individuals, who have a net worth<sup>15</sup> either individually or upon a joint basis with the Investor’s spouse, of at least \$1,000,000, *or* has had an individual income in excess of \$200,000 for each of the two most recent years, or a joint income with the Investor’s spouse in excess of \$300,000 in each of those years, and has a reasonable expectation of reaching the same income level in the current year. **List the beneficiaries of the Investor:**

IRA Beneficiaries

- (ii) The Investor cannot make the representation set forth in clause (i) above.

**30. Qualified Purchaser Representation.** The Investor makes one of the following representations regarding the Investor’s status as a “*qualified purchaser*” within the meaning of Section 2(a)(51) under the United States Investment Company Act of 1940, as amended (the “**Companies Act**”), and has checked the applicable representation:<sup>16</sup>

<sup>15</sup> The meaning of “net worth” (for purposes of determining whether the Investor is an “*accredited investor*”) means the excess of total assets at fair market value over total liabilities. For purposes of this calculation,

(a) the amount of the Investor’s total assets shall exclude the fair market value of the Investor’s primary residence, and  
 (b) the amount of the Investor’s total liabilities shall include the amount of such the Investor’s mortgage and other indebtedness that is secured by the Investor’s primary residence which  
 (i) exceeds the fair market value of the Investor’s primary residence at the time of the Investor’s admission to the Fund, or  
 (ii) has been incurred by the Investor within the 60 day period prior to the Investor’s admission to the Fund and remains outstanding on the date of the Investor’s admission to the Fund (unless such indebtedness was incurred as a result of the acquisition of the Investor’s primary residence).

If, at the time of the Investor’s admission to the Fund, the Investor has mortgage and other indebtedness that is described in both of subparagraphs (i) and (ii) above, then both amounts of indebtedness shall be included in the calculation of the Investor’s total liabilities.

<sup>16</sup> For purposes of this paragraph 3, “*Investments*” and “*Valued*” shall have the meanings provided in **EXHIBIT A** hereto.

- (i) The Investor is an IRA in which **all** of the beneficiaries (listed above) either individually or together with their spouse own Investments that are Valued at not less than \$5,000,000.
- (ii) The Investor cannot make the representation set forth in clause (i) above.

**31. Custodian Information.** Set forth below is the name, address and account title of the Investor on the books and records of the custodian/trustee of the IRA.

- The Investor does not have a custodian/trustee.
- The Investor has a custodian/trustee.

The name of the custodian/trustee is: \_\_\_\_\_

The address of the custodian/trustee is: \_\_\_\_\_

The title of the Investor's account on the books and records of the custodian/trustee is:

\_\_\_\_\_

*IRA Investors who have agreed to and completed Part I and completed Part IV of this Agreement may skip Parts II, III and V. Please (i) complete Part VI of this Agreement, (ii) have the IRA custodian/trustee complete and execute the signature page to this Agreement on behalf of the IRA, and (iii) complete and sign IRS Form W-9 or the applicable Form W-8.*

**PART V – TO BE COMPLETED BY ENTITY INVESTORS ONLY**

**32. Investor’s Representations.** In connection with the Investor’s purchase of the Interest, the Investor makes the following representation on which the General Partner, the Fund and Fund Counsel are entitled to rely:

(a) The Interest will be held under the following type of ownership [*Please check the applicable box.*]:

- Private Tax-Exempt Foundation
- Tax-Exempt Endowment
- Limited Partnership
- General Partnership
- C Corporation
- S Corporation
- Limited Liability Company
- Other (*Please describe:* \_\_\_\_\_)

**33. Accredited Investor Representation.** The Investor makes one of the following representations regarding the Investor’s status as an “*accredited investor*” (within the meaning of Rule 501 under the Securities Act), and has checked the applicable representation [*Please check the applicable representation.*]:

- (a) The Investor is a corporation, partnership, limited liability company or business trust, not formed for the purpose of acquiring the Interest, or an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”), in each case with total assets in excess of \$5,000,000.
- (b) The Investor is a bank, insurance company, investment company registered under the Companies Act, a broker or dealer registered pursuant to Section 15 of the United States Securities Exchange Act of 1934, as amended, a business development company, a Small Business Investment Company licensed by the United States Small Business Administration, a plan with total assets in excess of \$5,000,000 established and maintained by a state for the benefit of its employees, or a private business development company as defined in Section 202(a)(22) of the United States Investment Advisers Act of 1940, as amended.
- (c) The Investor is an employee benefit plan and *either* all investment decisions are made by a bank, savings and loan association, insurance company, or registered investment advisor, *or* the Investor has total assets in excess of \$5,000,000 *or*, if such plan is a self-directed plan, investment decisions are made solely by persons who are accredited investors.
- (d) The Investor is an entity in which all of the equity owners qualify under clause (a) in paragraph 2 of Part II (i.e., an accredited individual); *OR* under clause (a)(i) of paragraph 2 of Part III (i.e., an accredited irrevocable trust); *OR* under paragraph 2(i) of Part IV (i.e., an accredited IRA); *OR* under clause (a), (b), (c) of this paragraph 2 of Part V (i.e., an accredited entity); *OR* under this clause (d) of this paragraph 2 of Part V. [*If the Investor belongs to this investor category only, please provide the name of the equity owners of the Investor and the investor category (e.g., 2(a) of Part V) which each such equity owner satisfies.*]

Name of Equity Owners	Investor Category


- (e) The Investor cannot make any of the representations set forth in clauses (a), (b), (c) or (d) above.

**34. Qualified Purchaser Representation (Part I).** The Investor makes one of the following representations regarding the Investor’s status as a “qualified purchaser” (within the meaning of Section 2(a)(51) under the Companies Act) [*Please check the applicable representation.*]:<sup>17</sup>

- (a) The Investor is an entity, acting for its own account or the accounts of others described in clause (a) in paragraph 3 of Part II (i.e., a qualified purchaser individual); *OR* in clause (a) or (b) of paragraph 3 of Part III (i.e., a qualified purchaser trust); *OR* in paragraph 3(i) of Part IV (i.e., a qualified purchaser IRA); *OR* in clause (b), (c), (d) or (e) of this paragraph 3 of Part V below; *OR* in this clause (a) of paragraph 3 of Part V, that in the aggregate owns and invests on a discretionary basis Investments that are Valued at not less than \$25,000,000.
- (b) The Investor is an entity that either (i) owns Investments that are Valued at not less than \$5,000,000 and is owned directly or indirectly by two (2) or more natural persons related as siblings, spouses (including former spouses) or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations or trusts established by or for the benefit of such persons; or (ii) shall acquire the Interest as a gift or bequest or pursuant to an agreement relating to a legal separation or divorce.
- (c) The Investor is an entity not covered by clause (a) or (b) above and not formed for the specific purpose of acquiring the Interest, as to which each beneficial owner is a person described in clause (a) or (b) in paragraph 3 of Part II (i.e., a qualified purchaser individual); *OR* in clause (a) in paragraph 3 of Part III (i.e., a qualified purchaser trust); *OR* under paragraph 3(i) of Part IV above (i.e., a qualified purchaser IRA); *OR* under clause (a) or (b) in this paragraph 3 of this Part V.
- (d) The Investor is an entity, **all** of the outstanding securities of which are owned by persons or entities described in clause (a) in paragraph 3 of Part II (i.e., a qualified purchaser individual); *OR* in clause (a) or (b) of paragraph 3 of Part III (i.e., a qualified purchaser trust); *OR* in paragraph 3 of Part IV (i.e., a qualified purchaser IRA); *OR* under clause (a), (b) or (c) of this paragraph 3 of Part V; *OR* under this clause (d) of paragraph 3 of Part V. [*If the Investor belongs to this investor category only, please provide the name of the equity owners of the Investor and the investor category which each such equity owner satisfies.*]

Name of Investor	Investor Category

- (e) The Investor is a “qualified institutional buyer” as defined in paragraph (a) of Rule 144A under the Securities Act, acting for its own account, the account of another qualified

<sup>17</sup> For purposes of this paragraph 3, “Investments” and “Valued” shall have the meanings provided in **EXHIBIT A** hereto.

institutional buyer, or the account of a qualified purchaser; *provided* that (i) a dealer described in paragraph (a)(1)(ii) of Rule 144A must own and invest on a discretionary basis at least \$25,000,000 in securities of issuers that are not affiliated persons of the dealer and (ii) a plan referred to in paragraph (a)(1)(i)(D) or (a)(1)(i)(E) of Rule 144A, or a trust fund referred to in paragraph (a)(1)(i)(F) of Rule 144A that holds the assets of such a plan, will not be deemed to be acting for its own account if investment decisions with respect to the plan are made by the beneficiaries of the plan, except with respect to investment decisions made solely by the fiduciary, trustee or sponsor of such plan.

- (f) The Investor cannot make any of the representations set forth in clauses (a), (b), (c), (d) or (e) above.

**35. Qualified Purchaser Representation (Part II).** If the Investor has made one of the representations set forth in clauses (a) through (e) of paragraph 3 of Part V of this Agreement above, the Investor then makes one or more of the following representations regarding its status as a “*qualified purchaser*” (within the meaning of Section 2(a)(51) under the Companies Act) [***Please check the applicable representation.***]:

- (a) The Investor would be treated as an “*investment company*” under the Companies Act but for the fact that the Investor qualifies for one of the exemptions from the definition of “*investment company*” provided for in Sections 3(c)(1) or 3(c)(7) of the Companies Act.<sup>18</sup>

(i) True [***Please answer clause (b) below.***]

(ii) False [***Please skip to paragraph 5 below.***]

- (b) If the Investor has checked “true” in clause (a) above, the Investor certifies that the Investor has read and understands the provisions of Section 2(a)(51)(C) of the Companies Act and Rule 2a51-2 promulgated under the Companies Act excerpted on **EXHIBIT A** hereto and makes one of the following representations [***Please check the applicable representation.***]:

(i) No consent of the Investor’s direct or indirect beneficial owners is required for the Investor’s treatment as a “*qualified purchaser*” (within the meaning of Section 2(a)(51) under the Companies Act) with respect to the Fund;

(ii) Both of the following are true (***NOTE – Answer required only if Investor was formed on or before April 30, 1996:***)

(A) all of the beneficial owners of the Investor’s outstanding securities, as determined in accordance with Section 3(c)(1)(A) of the Companies Act, that acquired such securities on or before April 30, 1996 have consented to the Investor’s treatment as a “*qualified purchaser*” under the Companies Act with respect to the Fund; and

(B) each direct and indirect owner of Investor who:

(i) acquired its interest in Investor on or before April 30, 1996; and

(ii) would be an “*investment company*” under the Companies Act but for the exclusions from the definition of “*investment company*” provided for in Sections 3(c)(1) or 3(c)(7) of the Companies Act,

<sup>18</sup> Relevant excerpts of Section 3(c)(1) and 3(c)(7) of the Companies Act are provided in **EXHIBIT A** attached hereto.

has consented to treatment of the Investor as a “qualified purchaser” under the Companies Act with respect to the Fund.

- (iii) The Investor made one of the representations set forth in any of clauses (b) thru (d) of paragraph 3 above, and all of the trustees, directors or general partners of the Investor have consented to the Investor’s treatment as a “qualified purchaser” (within the meaning of Section 2(a)(51) under the Companies Act) with respect to the Fund; or
- (iv) The Investor cannot make any of the representations set forth in clauses (i), (ii), or (iii) above.

**36. Exempted Investment Company.** Please check the applicable representation:

- (a) The Investor is not an “investment company” under the Companies Act nor does the Investor rely upon the exclusions from the definition of “investment company” provided for in Section 3(c)(1) or 3(c)(7) of the Companies Act; or
- (b) (i) The Investor is an “investment company” as defined in Section 3(a) of the Companies Act but is excepted from such definition of “investment company” solely by virtue of either Section 3(c)(1) of the Companies Act or Section 3(c)(7) of the Companies Act.  
  
(ii) If the Investor checked the representation set forth in the preceding paragraph 5(b)(i), the Investor and any existing or prospective Limited Partners of the Fund that control, are controlled by, or are under common control with the Investor (such other Limited Partners referred to as “Affiliated Investors”) will collectively, as of the Closing, have \_\_\_\_\_ or fewer beneficial owners of their outstanding securities (other than short-term paper). The Investor further represents and warrants that neither Investor nor any Affiliated Investor has been structured or operated for the purpose of circumventing the registration requirements of the Companies Act. *[Please fill in the blank above specifying the number of beneficial owners.]*

**37. Investment Representation.** Please check the appropriate true or false response to each of the following statements.

- |                               |                                |  |
|-------------------------------|--------------------------------|--|
| <input type="checkbox"/> True | <input type="checkbox"/> False | The Investor was <b>not</b> organized for the purpose of acquiring the Interest.   |
| <input type="checkbox"/> True | <input type="checkbox"/> False | To the best of the Investor’s knowledge, the Investor does not control, nor is it controlled by, or under common control with, any other Limited Partner of the Fund. <i>[If this box is checked False, please identify the entity]:</i> _____ |
| <input type="checkbox"/> True | <input type="checkbox"/> False | The Investor has made investments prior to the date hereof or intends to make investments in the near future and each beneficial owner of interests in the Investor has and will share in the same proportion of each such investment.         |

- True       False      The Investor's investment in the Fund will **not** constitute more than forty percent (40%) of the Investor's assets (including for this purpose any committed capital for an Investor that is an investment fund).
- True       False      The governing documents of the Investor require that each beneficial owner of the Investor, including, but not limited to, shareholders, partners and beneficiaries, participate through such beneficial owner's interest in the Investor in all of the Investor's investments and that the profits and losses from each such investment are shared among such beneficial owners in the same proportions as all other investments of the Investor. No such beneficial owner may vary such beneficial owner's share of the profits and losses or the amount of such beneficial owner's contribution for any investment made by the Investor.

***If the "False" box is checked for any of the above statements, please provide a brief explanation and contact Fund Counsel.***

**38. Benefit Plan Representation.** Please check the appropriate true or false response to the following statement. The Investor understands that the Fund, Fund Counsel and the General Partner are relying upon the Investor's response within this paragraph 10 in determining fiduciary responsibilities under ERISA and related rules and regulations.

- True       False      (i) The Investor is an "employee benefit plan" as defined in Section 3(3) of ERISA, that is subject to the provisions of Part 4 of Title I of ERISA.
- True       False      (ii) The Investor is a "plan" (as defined in Section 4975(e)(1) of the Code), whether or not subject to Section 4975 of the Code (including, by way of example only, an individual retirement account).
- True       False      (iii) The Investor is an entity that is deemed to be a "benefit plan investor" under the U.S. Department of Labor final plan assets regulation, 29 C.F.R. §2510.3-101, as amended (the "**Regulation**"), as modified by Section 3(42) of ERISA, because its underlying assets include "plan assets" by reason of a plan's investment in the entity (including, by way of example only, a partnership or other entity: (A) in which twenty-five percent (25%) or more of each class of equity interests is owned by one or more "employee benefit plans" or "plans" described in clause (i) or (ii) above or by one or more other entities described in this clause (iii), applying for this purpose the proportional ownership rule set forth in the final sentence of Section 3(42) of ERISA, and (B) that does not qualify as a "venture capital operating company" or "real estate operating company" under the Regulation).
- If the Investor is deemed a "benefit plan investor" only because of clause (iii) above, the Investor hereby certifies that \_\_\_\_\_% of the total value of equity interests in the Investor is held by "benefit plan investors."

***If any of the above responses becomes inaccurate at any time, including any time following the closing, the Investor or the Investor's counsel should notify the General Partner or contact Fund Counsel.***

**39. Tax Representations.** The Investor makes the following representations regarding the Investor's status:

(a) Is the Investor treated as a partnership or a disregarded entity for U.S. federal income tax purposes?

Yes:

No:

(b) Is the Investor a "United States person"<sup>19</sup> for U.S. federal income tax purposes?

Yes:  [Please answer clause (c) below.]

No:  [Please answer clause (d) below.]

(c) If the Investor is a "United States person" for U.S. federal income tax purposes and is an entity that is treated as a partnership or disregarded entity, then the Investor is submitting such documentation (e.g., W-9 or an applicable W-8) that permits the Fund to reliably associate each of the entity's owners' indirect share of the Fund's income with such owners.

Yes:

No:

N/A:

(d) (i) If the Investor is not a "United States person" for U.S. federal income tax purposes, but is treated as a partnership for U.S. federal income tax purposes, the following persons own the following percentage of the Investor:

Owner: _____	Percentage Ownership: _____
Owner: _____	Percentage Ownership: _____
Owner: _____	Percentage Ownership: _____

[attach additional pages if necessary]

(ii) The Investor is submitting Form W-8IMY, and such documentation (e.g. Form W-8BEN, W-8BEN-E, W-8IMY, W-8ECI, W-8EXP or W-9) and information pertaining to **each partner or other owner listed in item (d)(i) above** that permits the Fund to reliably associate each such partner's or other owner's indirect share of the Fund's income with such partner or other person.

Yes:

No:

N/A:

**40. Public Disclosure Obligations.** Please check the appropriate true or false response to each of the following statements and, if applicable, provide the appropriate information in each such statement.

<sup>19</sup> For purposes of this paragraph 10, "United States person" shall have the meaning provided in EXHIBIT A hereto.

- True       False      (a) The Investor is subject to Section 552(a) of Title 5, United States Code (commonly known as the “**Freedom of Information Act**”) or state freedom of information statutes or other similar federal, state, county or municipal public disclosure statutes or regulations, whether foreign or domestic, in each of the following jurisdictions. *[If a similar statute is applicable, please specify the applicable statute along with the applicable jurisdiction, to the extent known]:* \_\_\_\_\_  
\_\_\_\_\_
- True       False      (b) The Investor is required, by statute, regulation, contract or otherwise, to disclose any of the Fund’s Confidential Information to a government agency or other regulatory body, trading exchange, or other market where interests in such Investor are sold or traded (or to the regulating body thereof), whether foreign or domestic, including but not limited to by virtue of Investor’s registration under the Securities Act or the Companies Act, or a state, local or foreign equivalent thereof. *[If applicable, please specify the applicable statute or regulation along with the applicable jurisdiction]:* \_\_\_\_\_  
\_\_\_\_\_
- True       False      (c) The Investor or its Affiliate is required, or will likely be required, to disclose Confidential Information to a government body, agency or committee, whether foreign or domestic, by virtue of such Investor’s (or its Affiliate’s) current or proposed involvement in government office.
- True       False      (d) One or more of the Investor’s beneficial owners is subject (or is an agent, nominee, fiduciary, custodian or trustee of an entity which is subject) to the statutes, regulations, or obligations described in paragraphs 9(a), (b) or (c) above (collectively “**Disclosure Obligations**”) *[If applicable, please specify the applicable statute or regulation along with the applicable jurisdiction]:* \_\_\_\_\_  
\_\_\_\_\_
- True       False      (e) To the best of the Investor’s knowledge, neither the Investor nor any of the Investor’s beneficial owners are subject to Disclosure Obligations, nor are any of them agents, nominees, fiduciaries, custodians or trustees of an entity which is itself subject to Disclosure Obligations.

***Entity Investors who have agreed to and completed Part I and completed Part V of this Agreement may skip Parts II, III and IV. Please (i) complete Part VI of this Agreement, (ii) complete and execute the signature page to this Agreement, and (iii) complete and sign IRS Form W-9 or the applicable Form W-8.***

**PART VI – TO BE COMPLETED BY ALL INVESTORS**

**1. Anti-Money Laundering.** To comply with applicable anti-money laundering/U.S. Treasury Department Office of Foreign Assets Control (“*OFAC*”) rules and regulations, the Investor is required to provide the following information as well as any other information requested by the General Partner:

**Payment Information**

- (a) Name and address (including country) of the bank from which the Investor’s payment to the Fund is being wired (the “*Wiring Bank*”):

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Phone: \_\_\_\_\_

Fax: \_\_\_\_\_

- (b) The Investor’s wire instructions at the Wiring Bank:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

- (c) Is the Wiring Bank located in the U.S. or another “*FATF Country*”\*?

Yes  No

If yes, please answer question (d) below.

If no, please provide the information described in **SCHEDULE C** below.

- (d) Is Subscriber a customer of the Wiring Bank?

Yes  No

If no, please provide the information described in **SCHEDULE C** below.

\* As of the date hereof, countries that are members of the Financial Action Task Force on Money Laundering (“*FATF Country*”) are: Argentina, Australia, Austria, Belgium, Brazil, Canada, China, Denmark, European Commission, Finland, France, Germany, Greece, Gulf Co-operation Council, Hong Kong, Iceland, India, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Republic of Korea, Russian Federation, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the parties hereto have executed this **SUBSCRIPTION AGREEMENT AND INVESTOR QUESTIONNAIRE** as of the dates written below.

**INDIVIDUAL INVESTOR:**

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

Date: \_\_\_\_\_

**ENTITY INVESTOR:**

\_\_\_\_\_  
(Legal Name of Entity)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**If an IRA, Please also Provide:**

Name of Custodian: \_\_\_\_\_

Authorized Signatory of Custodian: \_\_\_\_\_

Address of Custodian: \_\_\_\_\_

**Title of Investor account on books and records of Custodian:** \_\_\_\_\_

**CAPITAL COMMITMENT: \$** \_\_\_\_\_

**SUBSCRIPTION ACCEPTED:**

Accepted this \_\_\_\_ day of \_\_\_\_\_, 201\_

**GENERAL PARTNER:**

**VALAR VENTURES GP III LLC**

By: \_\_\_\_\_

Name:

Title: Managing Member

**FUND:**

**VALAR GLOBAL FUND III LP**

By: Valar Ventures GP III LLC

Its: General Partner

By: \_\_\_\_\_

Name:

Title: Managing Member

## Schedule A

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### Investor Information

Name \_\_\_\_\_  
Company Name \_\_\_\_\_  
Title \_\_\_\_\_  
Mailing Address \_\_\_\_\_  
City State ZIP Country \_\_\_\_\_  
Street Address (if different) \_\_\_\_\_  
City State ZIP Country \_\_\_\_\_  
Phone \_\_\_\_\_  
Fax \_\_\_\_\_  
Email \_\_\_\_\_  
Taxpayer Identification Number \_\_\_\_\_  
Place of Formation or Incorporation \_\_\_\_\_  
Primary Delivery Method: (email/mail/both/none) \_\_\_\_\_

### Type of Investor

- Individual       Trust / Estate       IRA / Keogh / SEP       Community Property  
 S Corporation       C Corporation       LLC       Exempt Organization  
 Limited Partnership       General Partnership       Other \_\_\_\_\_
- 

### Wire Instructions for Distributions

Please provide wire instructions for the transfer of any payments due from the Fund. These instructions must be provided at account inception. The Investor may change these wire instructions but may be required to provide an appropriate signature guarantee by a qualified financial institution (note that a signature guarantee is different than a notarized signature).

Bank \_\_\_\_\_  
Location \_\_\_\_\_  
9-Digit ABA \_\_\_\_\_  
SWIFT \_\_\_\_\_  
Attention \_\_\_\_\_  
Account Number \_\_\_\_\_  
Account Name \_\_\_\_\_  
Further Credit \_\_\_\_\_

### Instructions for Physical Check Delivery

Payee Name \_\_\_\_\_  
Payee Address \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Special Instructions \_\_\_\_\_  
\_\_\_\_\_

---

**Primary Contact**

The following individual will receive all correspondence listed below, and is fully authorized to update and change ownership information, provide instructions, and address procedural questions regarding the Interest.

Key Contact Name \_\_\_\_\_  
Company Name \_\_\_\_\_  
Title \_\_\_\_\_  
Mailing Address \_\_\_\_\_  
City State ZIP \_\_\_\_\_  
Street Address (if different) \_\_\_\_\_  
City State ZIP \_\_\_\_\_  
Phone \_\_\_\_\_  
Fax \_\_\_\_\_  
Email \_\_\_\_\_  
Primary Delivery Method: (email/mail/both) \_\_\_\_\_  
Relationship to Investor \_\_\_\_\_

**Other Interested Parties**

Name	_____	Phone	_____
Title	_____	Alt. Phone	_____
Mailing Address	_____	Fax	_____
City State ZIP	_____	Email	_____
Street Address (if different)	_____	Primary Delivery Method: (email / mail)	
City State ZIP	_____	Circle as appropriate:	
Relationship	_____	1 2 3 4 5 6 7	

Name	_____	Phone	_____
Title	_____	Alt. Phone	_____
Mailing Address	_____	Fax	_____
City State ZIP	_____	Email	_____
Street Address (if different)	_____	Primary Delivery Method: (email / mail)	
City State ZIP	_____	Circle as appropriate	
Relationship	_____	1 2 3 4 5 6 7	

Name	_____	Phone	_____
Title	_____	Alt. Phone	_____
Mailing Address	_____	Fax	_____
City State ZIP	_____	Email	_____
Street Address (if different)	_____	Primary Delivery Method: (email / mail)	
City State ZIP	_____	Circle as appropriate	
Relationship	_____	1 2 3 4 5 6 7	

**Key**

**1 = All Information \***                      **2 = Reports (Quarterly and Annual)**                      **3 = Tax Reporting \*\***  
**4 = Authorization to update contact info.**                      **5 = Authorized to add/remove parties**                      **6 = Fully Authorized \*\*\***  
**7 = Capital Call Notices**

\* **All Information** = All Reports, Tax Reporting, General Correspondence, and Transaction Confirmations  
\*\* **Tax Reporting** = Distribution Notices, Audited Financials, K-1's  
\*\*\* **Fully Authorized** = Authorized to update contact info, add/remove parties to the account, and change ownership information, such as wiring instructions, etc.

## SCHEDULE B

### INVESTOR TYPE REPRESENTATIONS

#### \* TO BE COMPLETED BY ALL INVESTORS \*

The Fund from time to time may be required pursuant to the Advisers Act to provide certain information related to the types of beneficial owners of the Fund to the U.S. Securities and Exchange Commission (the “SEC”). As a result, the Fund is seeking the following information.

You should check the **one** category below in Part A that best describes you. You should also check one box in Part B.

A. You are a(n):

- Individual that is a United States person<sup>1</sup> (or a trust of such person)
- Individual that is not a United States person<sup>1</sup> (or a trust of such person)
- Broker-dealer
- Insurance company
- Investment company registered with the SEC
- Private fund<sup>2</sup>
- Non-profit
- Pension plan (excluding governmental pension plan)
- Banking or thrift institution (proprietary)
- State or municipal government entity<sup>3</sup> (excluding governmental pension plan)
- State or municipal governmental pension plan
- Sovereign wealth fund or foreign official institution
- A person or entity that is not a United States person<sup>1</sup> and about which the foregoing beneficial ownership information is not known and cannot reasonably be obtained because the beneficial interest is held through a chain involving one or more third-party intermediaries

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<sup>1</sup> “United States person” has the meaning provided in rule 203(m)-1 under the Advisers Act, which includes, among others, any natural person that is resident in the United States.

<sup>2</sup> “Private fund” means any issuer that would be an investment company as defined in Section 3 of the U.S. Investment Company Act of 1940 but for Section 3(c)(1) or 3(c)(7) of that Act.

<sup>3</sup> “Government entity” means any U.S. state (including any U.S. state, the District of Columbia, Puerto Rico, the U.S. Virgin Islands or any other possession of the United States) or political subdivision of a state, including: (i) any agency, authority or instrumentality of the state or political subdivision; (ii) a plan or pool of assets controlled by the state or political subdivision or any agency, authority or instrumentality thereof; and (iii) any officer, agent, or employee of the state or political subdivision or any agency, authority or instrumentality thereof, acting in his or her official capacity.

Other

Specify: \_\_\_\_\_.

B. The Investor is a fund of funds<sup>4</sup> [*Please check the applicable box.*]:

True

False

**INDIVIDUAL INVESTOR:**

**ENTITY INVESTOR:**

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Legal Name of Entity)

\_\_\_\_\_  
(Print Name)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

---

<sup>4</sup> "Fund of funds" means any private fund (see footnote 2 above) that invests 10% or more of its total assets in other pooled investment vehicles, whether or not they are also private funds or registered investment companies.

**SCHEDULE C**  
**Additional Information**

*Note: this section applies only to prospective investors who responded "no" to paragraph 1(c) or 1(d) in Part VI of the Subscription Agreement and Investor Questionnaire.*

The following materials must be provided to the General Partner:

**For Individual Investors (or, in the case of an Individual Retirement Account or Keogh Plan, the beneficial owner)**

- A government issued form of picture identification (*e.g.*, passport or driver's license).
- Proof of the individual's current address (*e.g.*, current utility bill), if not included in the form of picture identification.

**For Entity Investors**

- A certificate of due formation and organization and continued authorization to conduct business in the jurisdiction of its organization (*e.g.*, certificate of good standing).
- A letter of reference from your local office of a reputable bank or brokerage firm that is incorporated, or has its principal place of business located, in the U.S. or other FATF Country certifying that the prospective investor (*i.e.*, the fund of funds or the entity investing on behalf of third parties) maintains an account at such bank/brokerage firm for a length of time and containing a statement affirming the prospective investor's integrity (a sample letter of reference is attached hereto as **ATTACHMENT I**).
- Any other information requested by the General Partner to determine the identities of your beneficial owners or adequacy of any anti-money laundering policies and procedures.

ATTACHMENT I

FORM LETTER OF REFERENCE

[LETTERHEAD OF LOCAL OFFICE OF FATF MEMBER BANKING INSTITUTION OR  
BROKERAGE FIRM]

Valar Global Fund III LP  
c/o Cooley LLP

[REDACTED]  
[REDACTED]

Attn: Ian O'Donnell

To whom it may concern:

I, \_\_\_\_\_, the \_\_\_\_\_ of \_\_\_\_\_, do hereby certify  
*Name Title Name of Institution*

that \_\_\_\_\_ has maintained an account at our institution for  
*Name of Investor*

\_\_\_\_\_ years and, during this period, nothing has occurred that would give our institution  
*Insert Period*

cause to be concerned regarding the integrity of \_\_\_\_\_.  
*Name of Investor*

Do not hesitate to contact me at \_\_\_\_\_ if you have any further questions.  
*Insert Telephone No.*

Very truly yours,

\_\_\_\_\_  
Signature

Name: \_\_\_\_\_

Title: \_\_\_\_\_

## EXHIBIT A

### CERTAIN DEFINITIONS & STATUTORY EXCERPTS

**“Investments”** means any of the following:

- (1) “Securities” as such term is defined by Section 2(a)(1) of the Securities Act. Notwithstanding the foregoing, securities of an issuer that controls, is controlled by, or is under common control with the Investor shall not be deemed Investments unless the issuer is:
  - (i) An investment company or a company that would be an investment company but for the exclusions provided by Sections 3(c)(1) through 3(c)(9) of the Companies Act, a foreign bank or insurance company, an issuer of asset-backed securities that meets certain requirements or a commodity pool;
  - (ii) A company whose equity securities are listed on a national securities exchange, traded on Nasdaq or listed on a “designated offshore securities market” (as defined by Regulation S promulgated pursuant to the Securities Act); or
  - (iii) A company with shareholders’ equity of not less than \$50,000,000 (determined in accordance with generally accepted accounting principles) as reflected on the company’s most recent financial statements (provided such financial statements present information as of a date not more than sixteen (16) months preceding the Investor’s investment in the Company).
- (2) Real estate held for investment purposes (*i.e.*, not used by the undersigned for personal purposes or as a place of business or in connection with the trade or business of the undersigned).
- (3) “Commodity Interest” (*i.e.*, commodities futures contracts, options on such contracts or options on commodities that are traded on or subject to the rules of (i) any contract market designated for trading under the Commodity Exchange Act and rules thereunder or (ii) any board of trade or exchange outside the United States, as contemplated in Part 30 of the rules under the Commodity Exchange Act) held for investment purposes.
- (4) Physical commodities (with respect to which a Commodity Interest is traded on a market specified in paragraph 3 above) held for investment purposes.
- (5) Financial contracts within the meaning of Section 3(c)(2)(B)(ii) of the Companies Act held for investment purposes.
- (6) If the Investor is a company that would be an investment company but for the exclusion provided by Section 3(c)(1) or 3(c)(7) of the Companies Act, or a commodity pool, any amounts payable to the Investor pursuant to a binding commitment pursuant to which a person has agreed to acquire an interest in, or make capital contributions to, the Investor upon demand by the Investor.
- (7) Cash and cash equivalents (including bank deposits, certificates of deposit, bankers acceptances and similar bank instruments held for investment purposes and the net cash surrender value of insurance policies).

**“United States person”** means an individual who is a citizen of the United States or a resident alien for U.S. federal income tax purposes; a corporation, an entity taxable as a corporation, or a partnership created or organized in or under the laws of the United States or any state or political subdivision thereof or therein (including the District of Columbia); an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or a trust if (y) a court within the United States is able to exercise

primary supervision over its administration and one or more United States persons have the authority to control all of its substantial decisions or (z) such trust was in existence on August 20, 1996 and was treated as a domestic trust on August 19, 1996 and such trust has a valid election in effect under applicable U.S. Treasury regulations to be treated as a United States person.

“**Valued**” means either the fair market value or cost of Investments net of the following deductions:

- (1) the amount of any outstanding indebtedness incurred to acquire such Investments; and
- (2) if the holder of the Investment is a company described in paragraph 3(a) of Part III or paragraph 3(b) of Part V, any outstanding indebtedness incurred by any owner of such company to acquire such Investments.

**SECTION 2(A)(51)(C) OF THE COMPANIES ACT:**

“The term “qualified purchaser” does not include a company that, but for the exceptions provided for in paragraph (1) or (7) of Section 3(c), would be an investment company (hereafter in this paragraph referred to as an “excepted investment Company”), unless all beneficial owners of its outstanding securities (other than short-term paper), determined in accordance with Section 3(c)(1)(A), that acquired such securities on or before April 30, 1996 (hereafter in this paragraph referred to as “pre-amendment beneficial owners”), and all pre-amendment beneficial owners of the outstanding securities (other than short-term paper) or any excepted investment company that, directly or indirectly, owns any outstanding securities of such excepted investment company, have consented to its treatment as a qualified purchaser. Unanimous consent of all trustees, directors, or general partners of a company or trust referred to in clause (ii) or (iii) of subparagraph (A) shall constitute consent for purposes of this subparagraph.”

**RULE 2A51-2 AS PROMULGATED UNDER THE COMPANIES ACT:**

“(a) *Beneficial Ownership: General.* Except as set forth in this section, for purposes of Sections 2(a)(51)(C) and 3(c)(7)(B)(ii) of the Act, the beneficial owners of securities of an excepted investment company...shall be determined in accordance with Section 3(c)(1) of the Act.

(b) *Beneficial Ownership: Grandfather Provision.* For purposes of Section 3(c)(7)(B)(ii) of the Act, securities of an issuer beneficially owned by a company (without giving effect to Section 3(c)(1)(A) of the Act (“owning company”) shall be deemed to be beneficially owned by one person unless: (1) The owning company is an investment company or an excepted investment company; (2) The owning company, directly or indirectly, controls, is controlled by, or is under common control with, the issuer; and (3) On October 11, 1996, under Section 3(c)(1)(A) of the Act as then in effect, the voting securities of the issuer were deemed to be beneficially owned by the holders of the owning company’s outstanding securities (other than short-term paper), in which case, such holders shall be deemed to be beneficial owners of the issuer’s outstanding voting securities.

(c) *Beneficial Ownership: Consent Provision.* For purposes of Section 2(a)(51)(C) of the Act, securities of an excepted investment company beneficially owned by a company (without giving effect to Section 3(c)(1)(A) of the Act (“owning company”) shall be deemed to be beneficially owned by one person unless: (1) The owning company is an excepted investment company; (2) The owning company directly or indirectly controls, is controlled by, or is under common control with, the excepted investment company or the company with respect to which the excepted investment company is, or will be, a qualified purchaser; and (3) On April 30, 1996, under Section 3(c)(1)(A) of the Act as then in effect, the voting securities of the excepted investment company were deemed to be beneficially owned by the holders of the owning company’s outstanding securities (other than short-term paper), in which case the holders of such excepted company’s securities shall be deemed to be beneficial owners of the excepted investment company’s outstanding voting securities.

(d) *Indirect Ownership: Consent Provision.* For purposes of Section 2(a)(51)(C) of the Act, an excepted investment company shall not be deemed to indirectly own the securities of an excepted investment company seeking a consent to be treated as a qualified purchaser (“qualified purchaser company”) unless such excepted investment company, directly or indirectly, controls, is controlled by, or is under common control with, the qualified purchaser company or a company with respect to which the qualified purchaser company is or will be a qualified purchaser.

(e) *Required Consent: Consent Provision.* For purposes of Section 2(a)(51)(C) of the Act, the consent of the beneficial owners of an excepted investment company (“owning company”) that beneficially owns securities of an excepted investment company that is seeking the consents required by Section 2(a)(51)(C) (“consent company”) shall not be required unless the owning company directly or indirectly controls, is controlled by, or is under common control with, the consent company or the company with respect to which the consent company is, or will be, a qualified purchaser.”

**SECTION 3(C)(1)(A) OF THE COMPANIES ACT:**

“[N]one of the following persons is an investment company ...

- (1) Any issuer whose outstanding securities (other than short-term paper) are beneficially owned by not more than one hundred persons and which is not making and does not presently propose to make a public offering of its securities ... For purposes of this paragraph:
  - (A) Beneficial ownership by a company shall be deemed to be beneficial ownership by one person, except that, if the company owns 10 per centum or more of the outstanding voting securities of the issuer and is or, but for the exception provided for in this paragraph or paragraph (7), would be an investment company, the beneficial ownership shall be deemed to be that of the holders of such company’s outstanding securities (other than short-term paper).”

**SECTION 3(C)(7) OF THE COMPANIES ACT:**

“[N]one of the following persons is an investment company ...

- (7) (A) Any issuer, the outstanding securities of which are owned exclusively by persons who, at the time of acquisition of such securities, are qualified purchasers, and which is not making and does not at the time propose to make a public offering of such securities. Securities that are owned by persons who received the securities from a qualified purchaser as a gift or bequest, or in a case in which the transfer was caused by legal separation, divorce, death, or other involuntary event, shall be deemed to be owned by a qualified purchaser, subject to such roles, regulations, and orders as the Commission may prescribe as necessary or appropriate in the public interest or for the protection of investors.”

**EXHIBIT B**  
**FORM W-9**  
**(WITH INSTRUCTIONS)**

## Request for Taxpayer Identification Number and Certification

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

Print or type  
See Specific Instructions on page 2.

Name (as shown on your income tax return)	
Business name/disregarded entity name, if different from above	
Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate  <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____  <input type="checkbox"/> Other (see instructions) ▶ _____	Exemptions (see instructions):  Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____
Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
City, state, and ZIP code	
List account number(s) here (optional)	

### Part I Taxpayer Identification Number (TIN)

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

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

<b>Social security number</b>																					
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> </tr> </table>																					
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### Part II Certification

Under penalties of perjury, I certify that:

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

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

<b>Sign Here</b>	Signature of U.S. person ▶	Date ▶
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### General Instructions

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

**Future developments.** The IRS has created a page on IRS.gov for information about Form W-9, at [www.irs.gov/w9](http://www.irs.gov/w9). Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

#### Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

**Note.** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity,
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust, and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS a percentage of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

### Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),
3. The IRS tells the requester that you furnished an incorrect TIN,
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* on page 1.

**What is FATCA reporting?** The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the instructions for the Requester of Form W-9 for more information.

## Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account, for example, if the grantor of a grantor trust dies.

## Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

## Specific Instructions

### Name

If you are an individual, you must generally enter the name shown on your income tax return. However, if you have changed your last name, for instance, due to marriage without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first, and then circle, the name of the person or entity whose number you entered in Part I of the form.

**Sole proprietor.** Enter your individual name as shown on your income tax return on the "Name" line. You may enter your business, trade, or "doing business as (DBA)" name on the "Business name/disregarded entity name" line.

**Partnership, C Corporation, or S Corporation.** Enter the entity's name on the "Name" line and any business, trade, or "doing business as (DBA) name" on the "Business name/disregarded entity name" line.

**Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulation section 301.7701-2(c)(2)(iii). Enter the owner's name on the "Name" line. The name of the entity entered on the "Name" line should never be a disregarded entity. The name on the "Name" line must be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on the "Name" line. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on the "Business name/disregarded entity name" line. If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

**Note.** Check the appropriate box for the U.S. federal tax classification of the person whose name is entered on the "Name" line (Individual/sole proprietor, Partnership, C Corporation, S Corporation, Trust/estate).

**Limited Liability Company (LLC).** If the person identified on the "Name" line is an LLC, check the "Limited liability company" box only and enter the appropriate code for the U.S. federal tax classification in the space provided. If you are an LLC that is treated as a partnership for U.S. federal tax purposes, enter "P" for partnership. If you are an LLC that has filed a Form 8832 or a Form 2553 to be taxed as a corporation, enter "C" for C corporation or "S" for S corporation, as appropriate. If you are an LLC that is disregarded as an entity separate from its owner under Regulation section 301.7701-3 (except for employment and excise tax), do not check the LLC box unless the owner of the LLC (required to be identified on the "Name" line) is another LLC that is not disregarded for U.S. federal tax purposes. If the LLC is disregarded as an entity separate from its owner, enter the appropriate tax classification of the owner identified on the "Name" line.

**Other entities.** Enter your business name as shown on required U.S. federal tax documents on the "Name" line. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on the "Business name/disregarded entity name" line.

## Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the *Exemptions* box, any code(s) that may apply to you. See *Exempt payee code and Exemption from FATCA reporting code* on page 3.

**Exempt payee code.** Generally, individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends. Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.

**Note.** If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding.

The following codes identify payees that are exempt from backup withholding:

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of uncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 <sup>1</sup>	Generally, exempt payees 1 through 5 <sup>2</sup>
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

<sup>1</sup> See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup> However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney, and payments for services paid by a federal executive agency.

**Exemption from FATCA reporting code.** The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements.

- A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)
- B—The United States or any of its agencies or instrumentalities
- C—A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities
- D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Reg. section 1.1472-1(c)(1)(i)
- E—A corporation that is a member of the same expanded affiliated group as a corporation described in Reg. section 1.1472-1(c)(1)(i)
- F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

- G—A real estate investment trust
- H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940
- I—A common trust fund as defined in section 584(a)
- J—A bank as defined in section 581
- K—A broker
- L—A trust exempt from tax under section 664 or described in section 4947(a)(1)
- M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

**Part I. Taxpayer Identification Number (TIN)**

**Enter your TIN in the appropriate box.** If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on page 2), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note.** See the chart on page 4 for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or get this form online at [www.ssa.gov](http://www.ssa.gov). You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at [www.irs.gov/businesses](http://www.irs.gov/businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting [IRS.gov](http://IRS.gov) or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note.** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

**Caution:** A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

**Part II. Certification**

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on the "Name" line must sign. Exempt payees, see *Exempt payee code* earlier.

**Signature requirements.** Complete the certification as indicated in items 1 through 5 below.

- 1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.
- 2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.
- 3. Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.
- 4. Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).
- 5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

### What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup>
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor <sup>2</sup>
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee <sup>1</sup> The actual owner <sup>1</sup>
5. Sole proprietorship or disregarded entity owned by an individual	The owner <sup>3</sup>
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulation section 1.671-4(b)(2)(i)(A))	The grantor <sup>4</sup>
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity <sup>4</sup>
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulation section 1.671-4(b)(2)(i)(B))	The trust

<sup>1</sup> List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> You must show your individual name and you may also enter your business or "DBA" name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

<sup>4</sup> List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 1.

**\*Note.** Grantor also must provide a Form W-9 to trustee of trust.

**Note.** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

### Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, social security number (SSN), or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN.
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, Identity Theft Prevention and Victim Assistance.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.** Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to [phishing@irs.gov](mailto:phishing@irs.gov). You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: [spam@uce.gov](mailto:spam@uce.gov) or contact them at [www.ftc.gov/idtheft](http://www.ftc.gov/idtheft) or 1-877-IDTHEFT (1-877-438-4338).

Visit [IRS.gov](http://IRS.gov) to learn more about identity theft and how to reduce your risk.

### Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

**EXHIBIT C**

**FORM W-8BEN, FORM W-8BEN-E, FORM W-8ECI,  
FORM W-8EXP AND FORM W-8IMY  
(WITH INSTRUCTIONS)**

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

(Rev. February 2014)

► For use by individuals. Entities must use Form W-8BEN-E.

OMB No. 1545-1621

Department of the Treasury  
Internal Revenue Service

► Information about Form W-8BEN and its separate instructions is at [www.irs.gov/formw8ben](http://www.irs.gov/formw8ben).  
► Give this form to the withholding agent or payer. Do not send to the IRS.

**Do NOT use this form if:**

**Instead, use Form:**

- You are NOT an individual . . . . . W-8BEN-E
- You are a U.S. citizen or other U.S. person, including a resident alien individual . . . . . W-9
- You are a beneficial owner claiming that income is effectively connected with the conduct of trade or business within the U.S. (other than personal services) . . . . . W-8ECI
- You are a beneficial owner who is receiving compensation for personal services performed in the United States . . . . . 8233 or W-4
- A person acting as an intermediary . . . . . W-8IMY

**Part I Identification of Beneficial Owner (see instructions)**

1 Name of individual who is the beneficial owner		2 Country of citizenship	
3 Permanent residence address (street, apt. or suite no., or rural route). <b>Do not use a <span style="background-color: black; color: black;">[REDACTED]</span> box or in-care-of address.</b>			
City or town, state or province. Include postal code where appropriate.		Country	
4 Mailing address (if different from above)			
City or town, state or province. Include postal code where appropriate.		Country	
5 U.S. taxpayer identification number (SSN or ITIN), if required (see instructions)		6 Foreign tax identifying number (see instructions)	
7 Reference number(s) (see instructions)		8 Date of birth (MM-DD-YYYY) (see instructions)	

**Part II Claim of Tax Treaty Benefits (for chapter 3 purposes only) (see instructions)**

9 I certify that the beneficial owner is a resident of \_\_\_\_\_ within the meaning of the income tax treaty between the United States and that country.

10 **Special rates and conditions** (if applicable—see instructions): The beneficial owner is claiming the provisions of Article \_\_\_\_\_ of the treaty identified on line 9 above to claim a \_\_\_\_\_ % rate of withholding on (specify type of income): \_\_\_\_\_

Explain the reasons the beneficial owner meets the terms of the treaty article: \_\_\_\_\_

**Part III Certification**

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

- I am the individual that is the beneficial owner (or am authorized to sign for the individual that is the beneficial owner) of all the income to which this form relates or am using this form to document myself as an individual that is an owner or account holder of a foreign financial institution,
- The person named on line 1 of this form is not a U.S. person,
- The income to which this form relates is:
  - (a) not effectively connected with the conduct of a trade or business in the United States,
  - (b) effectively connected but is not subject to tax under an applicable income tax treaty, or
  - (c) the partner's share of a partnership's effectively connected income,
- The person named on line 1 of this form is a resident of the treaty country listed on line 9 of the form (if any) within the meaning of the income tax treaty between the United States and that country, and
- For broker transactions or barter exchanges, the beneficial owner is an exempt foreign person as defined in the instructions.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income of which I am the beneficial owner or any withholding agent that can disburse or make payments of the income of which I am the beneficial owner. **I agree that I will submit a new form within 30 days if any certification made on this form becomes incorrect.**

**Sign Here** ►

-----  
Signature of beneficial owner (or individual authorized to sign for beneficial owner) Date (MM-DD-YYYY)

-----  
Print name of signer Capacity in which acting (if form is not signed by beneficial owner)



# Instructions for Form W-8BEN

(Rev. February 2014)

## Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals)

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

### Future Developments

For the latest information about developments related to Form W-8BEN and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/formw8ben](http://www.irs.gov/formw8ben).

### What's New

**FATCA.** In 2010, Congress passed the Hiring Incentives to Restore Employment Act of 2010, P. L. 111-147 (the HIRE Act), which added chapter 4 of Subtitle A (chapter 4) to the Code, consisting of sections 1471 through 1474 of the Code and commonly referred to as "FATCA" or "chapter 4". Under chapter 4, participating foreign financial institutions (FFIs) and certain registered-deemed compliant FFIs are generally required to identify their U.S. account holders, regardless of whether a payment subject to withholding is made to the account. The IRS has published regulations that provide due diligence, withholding, and reporting rules for both U.S. withholding agents and FFIs under chapter 4.

This form, along with Form W-8ECI, W-8EXP, and W-8IMY, has been updated to reflect the documentation requirements of chapter 4. In particular, this Form W-8BEN is now used exclusively by individuals. Entities documenting their foreign status, chapter 4 status, or making a claim of treaty benefits (if applicable) should use Form W-8BEN-E.

Individual account holders (both U.S. and foreign) that do not document their status may be deemed recalcitrant and, in some cases, subject to 30% withholding on certain payments. Foreign individuals can avoid being classified as recalcitrant account holders by using Form W-8BEN to document their foreign status.

Foreign individuals should use Form W-8BEN to document their foreign status and claim any applicable treaty benefits for chapter 3 purposes (including a foreign individual that is the single member of an entity that is disregarded for U.S. tax purposes). See the instructions to Form W-8BEN-E concerning claims for treaty benefits and chapter 4 certifications in the case of a hybrid entity.

**Reportable payment card transactions.** Section 6050W was added by section 3091 of the Housing Assistance Tax Act of 2008 and requires information returns to be made by certain payers with respect to payments made to participating payees in settlement of payment card transactions and third party payment network transactions. Information returns are not required

with respect to payments made to payees that are foreign persons, however.

A payer of a reportable payment may treat a payee as foreign if the payer receives an applicable Form W-8 from the payee. Provide this Form W-8BEN to the requestor if you are a foreign individual that is a participating payee receiving payments in settlement of payment card transactions that are not effectively connected with a U.S. trade or business of the payee.

**More information.** For more information on FATCA, go to [www.irs.gov/fatca](http://www.irs.gov/fatca).

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### General Instructions

For definitions of terms used throughout these instructions, see *Definitions*, later.

### Purpose of Form

**Establishing status for chapter 3 purposes.** Foreign persons are subject to U.S. tax at a 30% rate on income they receive from U.S. sources that consists of:

- Interest (including certain original issue discount (OID));
  - Dividends;
  - Rents;
  - Royalties;
  - Premiums;
  - Annuities;
  - Compensation for, or in expectation of, services performed;
  - Substitute payments in a securities lending transaction;
- or
- Other fixed or determinable annual or periodical gains, profits, or income.

This tax is imposed on the gross amount paid and is generally collected by withholding under section 1441. A payment is considered to have been made whether it is made directly to the beneficial owner or to another person, such as an intermediary, agent, or partnership, for the benefit of the beneficial owner.

In addition, section 1446 requires a partnership conducting a trade or business in the United States to withhold tax on a foreign partner's distributive share of the partnership's effectively connected taxable income. Generally, a foreign person that is a partner in a partnership that submits a Form W-8BEN for purposes of section 1441 or 1442 will satisfy the documentation requirements under section 1446 as well. However, in some cases the documentation requirements of sections 1441 and 1442 do not match the documentation requirements of section 1446. See Regulations sections 1.1446-1 through 1.1446-6.

**Note.** The owner of a disregarded entity (including an individual), rather than the disregarded entity itself, must submit the appropriate Form W-8BEN for purposes of section 1446.

If you receive certain types of income, you must provide Form W-8BEN to:

- Establish that you are not a U.S. person;
- Claim that you are the beneficial owner of the income for which Form W-8BEN is being provided or a foreign partner in a partnership subject to section 1446; and
- If applicable, claim a reduced rate of, or exemption from, withholding as a resident of a foreign country with which the United States has an income tax treaty and who is eligible for treaty benefits.

You may also be required to submit Form W-8BEN to claim an exception from domestic information reporting and backup withholding (at the backup withholding rate under section 3406) for certain types of income that are not subject to foreign-person withholding at a rate of 30% under section 1441. Such income includes:

- Broker proceeds;
- Short-term (183 days or less) original issue discount (OID);
- Bank deposit interest;
- Foreign source interest, dividends, rents, or royalties; and
- Proceeds from a wager placed by a nonresident alien individual in the games of blackjack, baccarat, craps, roulette, or big-6 wheel.

A withholding agent or payer of the income may rely on a properly completed Form W-8BEN to treat a payment associated with the Form W-8BEN as a payment to a foreign person who beneficially owns the amounts paid. If applicable, the withholding agent may rely on the Form W-8BEN to apply a reduced rate of, or exemption from, withholding at source.

Provide Form W-8BEN to the withholding agent or payer before income is paid or credited to you. Failure to provide a Form W-8BEN when requested may lead to withholding at the foreign-person withholding rate of 30% or the backup withholding rate under section 3406.

**Establishing status for chapter 4 purposes.** An FFI may rely on a properly completed Form W-8BEN to establish your chapter 4 status as a foreign person. The Form W-8BEN should be provided to the FFI when requested. Failure to do so could result in 30 percent withholding on income paid or credited to you as a recalcitrant account holder from sources within the United States. See the definition of amounts subject to withholding, later.

**Additional information.** For additional information and instructions for the withholding agent, see the Instructions for the Requester of Forms W-8BEN, W-8BEN-E, W-8ECI, W-8EXP, and W-8IMY.

## Who Must Provide Form W-8BEN

You must give Form W-8BEN to the withholding agent or payer if you are a nonresident alien who is the beneficial owner of an amount subject to withholding, or if you are an account holder of an FFI documenting yourself as a nonresident alien. If you are the single owner of a

disregarded entity, you are considered the beneficial owner of income received by the disregarded entity. Submit Form W-8BEN when requested by the withholding agent, payer, or FFI whether or not you are claiming a reduced rate of, or exemption from, withholding.

You should also provide Form W-8BEN to a payment settlement entity (PSE) requesting this form if you are a foreign individual receiving payments subject to reporting under section 6050W (payment card transactions and third-party network transactions) as a participating payee. However, if the payments are income which is effectively connected to the conduct of a U.S. trade or business, you should instead provide the PSE with a Form W-8ECI.

### **Do not use Form W-8BEN if you are described below.**

- You are a foreign entity documenting your foreign status, documenting your chapter 4 status, or claiming treaty benefits. Instead, use Form W-8BEN-E, Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities).
- You are a U.S. citizen (even if you reside outside the United States) or other U.S. person (including a resident alien individual). Instead, use Form W-9, Request for Taxpayer Identification Number and Certification, to document your status as a U.S. person.
- You are acting as a foreign intermediary (that is, acting not for your own account, but for the account of others as an agent, nominee, or custodian). Instead, provide Form W-8IMY, Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting.
- You are a disregarded entity with a single owner that is a U.S. person. Instead, the owner should provide Form W-9. If the disregarded entity is a hybrid entity claiming treaty benefits, the entity should complete Form W-8BEN-E even if the single owner of such entity is a U.S. person that must also provide a Form W-9. See the instructions to Form W-8BEN-E for information on hybrid entities claiming treaty benefits.
- You are a nonresident alien individual who claims exemption from withholding on compensation for independent or dependent personal services performed in the United States. Instead, provide Form 8233, Exemption from Withholding on Compensation for Independent (and Certain Dependent) Personal Services of a Nonresident Alien Individual, or Form W-4, Employee's Withholding Allowance Certificate.
- You are receiving income that is effectively connected with the conduct of a trade or business in the United States, unless it is allocable to you through a partnership. Instead, provide Form W-8ECI, Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States. If any of the income for which you have provided a Form W-8BEN becomes effectively connected, this is a change in circumstances and Form W-8BEN is no longer valid with respect to such income. You must file Form W-8ECI. See *Change in circumstances*, later.

**Giving Form W-8BEN to the withholding agent.** Do not send Form W-8BEN to the IRS. Instead, give it to the person who is requesting it from you. Generally, this will be the person from whom you receive the payment, who

credits your account, or a partnership that allocates income to you. An FFI may also request this form from you to document your account as other than a U.S. account. Give Form W-8BEN to the person requesting it before the payment is made to you, credited to your account, or allocated. If you do not provide this form, the withholding agent may have to withhold at the 30% rate (under chapter 3 and 4), backup withholding rate, or the rate applicable under section 1446. If you receive more than one type of income from a single withholding agent for which you claim different benefits, the withholding agent may, at its option, require you to submit a Form W-8BEN for each different type of income. Generally, a separate Form W-8BEN must be given to each withholding agent.

**Note.** If you own the income or account jointly with one or more other persons, the income or account will be treated by the withholding agent as owned by a foreign person that is a beneficial owner of a payment only if Forms W-8BEN or W-8BEN-E are provided by all of the owners. If the withholding agent or financial institution receives a Form W-9 from any of the joint owners, however, the payment must be treated as made to a U.S. person and the account treated as a U.S. account.

**Change in circumstances.** If a change in circumstances makes any information on the Form W-8BEN you have submitted incorrect, you must notify the withholding agent, payer, or FFI with which you hold an account within 30 days of the change in circumstances and you must file a new Form W-8BEN or other appropriate form.

If you use Form W-8BEN to certify that you are a foreign person, a change of address to an address in the United States is a change in circumstances. Generally, a change of address within the same foreign country or to another foreign country is not a change in circumstances. However, if you use Form W-8BEN to claim treaty benefits, a move to the United States or outside the country where you have been claiming treaty benefits is a change in circumstances. In that case, you must notify the withholding agent, payer, or FFI within 30 days of the move.

If you become a U.S. citizen or resident alien after you submit Form W-8BEN, you are no longer subject to the 30% withholding rate under section 1441 or the withholding tax on a foreign partner's share of effectively connected income under section 1446. To the extent you have an account with an FFI, your account may be subject to reporting by the FFI under chapter 4. You must notify the withholding agent, payer, or FFI within 30 days of becoming a U.S. citizen or resident alien. You may be required to provide a Form W-9. For more information, see Form W-9 and its instructions.



*You may be a U.S. resident for tax purposes depending on the number of days you are physically present in the United States over a 3-year period. See Publication 519, available at [irs.gov/publications/p519](https://www.irs.gov/publications/p519). If you satisfy the substantial presence test, you must notify the withholding agent, payer, or financial institution with which you have an account within 30 days and provide a Form W-9.*

**Expiration of Form W-8BEN.** Generally, a Form W-8BEN will remain in effect for purposes of establishing foreign status for a period starting on the date the form is signed and ending on the last day of the third succeeding calendar year, unless a change in circumstances makes any information on the form incorrect. For example, a Form W-8BEN signed on September 30, 2015, remains valid through December 31, 2018.

However, under certain conditions a Form W-8BEN will remain in effect indefinitely until a change of circumstances occurs. To determine the period of validity for Form W-8BEN for purposes of chapter 4, see Regulations section 1.1471-3(c)(6)(ii). To determine the period of validity for Form W-8BEN for purposes of chapter 3, see Regulations section 1.1441-1(e)(4)(ii).

## Definitions

**Account holder.** An account holder is generally the person listed or identified as the holder or owner of a financial account. For example, if a partnership is listed as the holder or owner of a financial account, then the partnership is the account holder, rather than the partners of the partnership (subject to some exceptions). However, an account that is held by a single-member disregarded entity is treated as held by the person owning the entity.

**Amounts subject to withholding.** Generally, an amount subject to chapter 3 withholding is an amount from sources within the United States that is fixed or determinable annual or periodical (FDAP) income. FDAP income is all income included in gross income, including interest (as well as OID), dividends, rents, royalties, and compensation. FDAP income does not include most gains from the sale of property (including market discount and option premiums), as well as other specific items of income described in Regulations section 1.1441-2 (such as interest on bank deposits and short-term OID).

For purposes of section 1446, the amount subject to withholding is the foreign partner's share of the partnership's effectively connected taxable income.

Generally, an amount subject to chapter 4 withholding is an amount of U.S. source FDAP income that is also a withholdable payment as defined in Regulations section 1.1473-1(a). The exemptions from withholding provided for under chapter 3 are not applicable when determining whether withholding applies under chapter 4. For specific exceptions applicable to the definition of a withholdable payment, see Regulations section 1.1473-1(a)(4) (exempting, for example, certain nonfinancial payments).

**Beneficial owner.** For payments other than those for which a reduced rate of, or exemption from, withholding is claimed under an income tax treaty, the beneficial owner of income is generally the person who is required under U.S. tax principles to include the payment in gross income on a tax return. A person is not a beneficial owner of income, however, to the extent that person is receiving the income as a nominee, agent, or custodian, or to the extent the person is a conduit whose participation in a transaction is disregarded. In the case of amounts paid that do not constitute income, beneficial ownership is determined as if the payment were income.

Foreign partnerships, foreign simple trusts, and foreign grantor trusts are not the beneficial owners of income paid to the partnership or trust. The beneficial owners of income paid to a foreign partnership are generally the partners in the partnership, provided that the partner is not itself a partnership, foreign simple or grantor trust, nominee or other agent. The beneficial owners of income paid to a foreign simple trust (that is, a foreign trust that is described in section 651(a)) are generally the beneficiaries of the trust, if the beneficiary is not a foreign partnership, foreign simple or grantor trust, nominee or other agent. The beneficial owners of a foreign grantor trust (that is, a foreign trust to the extent that all or a portion of the income of the trust is treated as owned by the grantor or another person under sections 671 through 679) are the persons treated as the owners of the trust. The beneficial owners of income paid to a foreign complex trust (that is, a foreign trust that is not a foreign simple trust or foreign grantor trust) is the trust itself.

For purposes of section 1446, the same beneficial owner rules apply, except that under section 1446 a foreign simple trust rather than the beneficiary provides the form to the partnership.

The beneficial owner of income paid to a foreign estate is the estate itself.

**Note.** A payment to a U.S. partnership, U.S. trust, or U.S. estate is treated as a payment to a U.S. payee that is not subject to 30% withholding under chapter 3 or 4. A U.S. partnership, trust, or estate should provide the withholding agent with a Form W-9. For purposes of section 1446, a U.S. grantor trust or disregarded entity shall not provide the withholding agent a Form W-9 in its own right. Rather, the grantor or other owner shall provide the withholding agent the appropriate form.

**Chapter 3.** Chapter 3 means Chapter 3 of the Internal Revenue Code (Withholding of Tax on Nonresident Aliens and Foreign Corporations). Chapter 3 contains sections 1441 through 1464.

**Chapter 4.** Chapter 4 means Chapter 4 of the Internal Revenue Code (Taxes to Enforce Reporting on Certain Foreign Accounts). Chapter 4 contains sections 1471 through 1474.

**Deemed-compliant FFI.** Under section 1471(b)(2), certain FFIs are deemed to comply with the regulations under chapter 4 without the need to enter into an FFI agreement with the IRS. However, certain deemed-compliant FFIs are required to register with the IRS and obtain a GIIN. These FFIs are referred to as **registered deemed-compliant FFIs**. See Regulations section 1.1471-5(f).

**Disregarded entity.** A business entity that has a single owner and is not a corporation under Regulations section 301.7701-2(b) is disregarded as an entity separate from its owner. A disregarded entity does not submit this Form W-8BEN to a partnership for purposes of section 1446 or to an FFI for purposes of chapter 4. Instead, the owner of such entity provides appropriate documentation. See Regulations section 1.1446-1 and section 1.1471-3(a)(3)(v), respectively.

Certain entities that are disregarded for U.S. tax purposes may be recognized for purposes of claiming treaty benefits under an applicable tax treaty (see the definition of hybrid entity below). A hybrid entity claiming treaty benefits is required to complete Form W-8BEN-E. See Form W-8BEN-E and its instructions.

**Financial account.** A financial account includes:

- A depository account maintained by a financial institution;
- A custodial account maintained by a financial institution;
- Equity or debt interests (other than interests regularly traded on an established securities market) in investment entities and certain holding companies, treasury centers, or financial institutions as defined in Regulations section 1.1471-5(e);
- Cash value insurance contracts; and
- Annuity contracts.

For purposes of chapter 4, exceptions are provided for accounts such as certain tax-favored savings accounts; term life insurance contracts; accounts held by estates; escrow accounts; and annuity contracts. These exceptions are subject to certain conditions. See Regulations section 1.1471-5(b)(2). Accounts may also be excluded from the definition of financial account under an applicable IGA.

**Financial institution.** A financial institution generally means an entity that is a depository institution, custodial institution, investment entity, or an insurance company (or holding company of an insurance company) that issues cash value insurance or annuity contracts.

**Foreign financial institution (FFI).** A foreign financial institution (FFI) generally means a foreign entity that is a financial institution.

**Foreign person.** A foreign person includes a nonresident alien individual and certain foreign entities that are not U.S. persons (entities should complete Form W-8BEN-E rather than this Form W-8BEN).

**Hybrid entity.** A hybrid entity is any person (other than an individual) that is treated as fiscally transparent in the United States but is not treated as fiscally transparent by a country with which the United States has an income tax treaty. Hybrid status is relevant for claiming treaty benefits.

**Intergovernmental agreement (IGA).** An IGA means a Model 1 IGA or a Model 2 IGA. For a list of jurisdictions treated as having in effect a Model 1 or Model 2 IGA, see "List of Jurisdictions" available at [www.irs.gov/fatca](http://www.irs.gov/fatca).

A **Model 1 IGA** means an agreement between the United States or the Treasury Department and a foreign government or one or more agencies to implement FATCA through reporting by FFIs to such foreign government or agency thereof, followed by automatic exchange of the reported information with the IRS. An FFI in a Model 1 IGA jurisdiction that performs account reporting to the jurisdiction's government is referred to as a **reporting Model 1 FFI**.

A **Model 2 IGA** means an agreement or arrangement between the U.S. or the Treasury Department and a foreign government or one or more agencies to implement

FATCA through reporting by FFIs directly to the IRS in accordance with the requirements of an FFI agreement, supplemented by the exchange of information between such foreign government or agency thereof and the IRS. An FFI in a Model 2 IGA jurisdiction that has entered into an FFI agreement is a participating FFI, but may be referred to as a **reporting Model 2 FFI**.

**Nonresident alien individual.** Any individual who is not a citizen or resident alien of the United States is a nonresident alien individual. An alien individual meeting either the "green card test" or the "substantial presence test" for the calendar year is a resident alien. Any person not meeting either test is a nonresident alien individual. Additionally, an alien individual who is a resident of a foreign country under the residence article of an income tax treaty, or an alien individual who is a bona fide resident of Puerto Rico, Guam, the Commonwealth of the Northern Mariana Islands, the U.S. Virgin Islands, or American Samoa is a nonresident alien individual. See Pub. 519, U.S. Tax Guide for Aliens, for more information on resident and nonresident alien status.



*Even though a nonresident alien individual married to a U.S. citizen or resident alien may choose to be treated as a resident alien for certain purposes (for example, filing a joint income tax return), such individual is still treated as a nonresident alien for chapter 3 withholding tax purposes on all income except wages. For purposes of chapter 4, a nonresident alien individual who holds a joint account with a U.S. person will be considered a holder of a U.S. account for chapter 4 purposes.*

**Participating FFI.** A participating FFI is an FFI (including a Reporting Model 2 FFI) that has agreed to comply with the terms of an FFI agreement. The term participating FFI also includes a qualified intermediary (QI) branch of a U.S. financial institution, unless such branch is a reporting Model 1 FFI.

**Participating payee.** A participating payee means any person that accepts a payment card as payment or accepts payment from a third party settlement organization in settlement of a third party network transaction.

**Payment settlement entity (PSE).** A payment settlement entity is a merchant acquiring entity or third party settlement organization. Under section 6050W, a PSE is generally required to report payments made in settlement of payment card transactions or third party network transactions. However, a PSE is not required to report payments made to a beneficial owner that is documented as foreign with an applicable Form W-8.

**Recalcitrant account holder.** A recalcitrant account holder for purposes of chapter 4 includes an individual who fails to comply with the requests of an FFI for documentation and information for determining the U.S. or foreign status of the individual's account, including furnishing this Form W-8BEN when requested.

**U.S. person.** A U.S. person is defined in section 7701(a) (30) and includes an individual who is a citizen or resident of the United States.

**Withholding agent.** Any person, U.S. or foreign, that has control, receipt, custody, disposal, or payment of U.S. source FDAP income subject to chapter 3 or 4 withholding is a withholding agent. The withholding agent may be an individual, corporation, partnership, trust, association, or any other entity, including (but not limited to) any foreign intermediary, foreign partnership, and U.S. branches of certain foreign banks and insurance companies.

For purposes of section 1446, the withholding agent is the partnership conducting the trade or business in the United States. For a publicly traded partnership, the withholding agent may be the partnership, a nominee holding an interest on behalf of a foreign person, or both. See Regulations sections 1.1446-1 through 1.1446-6.

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## Specific Instructions

### Part I

**Line 1.** Enter your name. If you are a foreign individual who is the single owner of a disregarded entity that is not claiming treaty benefits as a hybrid entity, with respect to a payment, you should complete this form with your name and information. If the account to which a payment is made or credited is in the name of the disregarded entity, you should inform the withholding agent of this fact. This may be done by including the name and account number of the disregarded entity on line 7 (reference number) of the form. However, if the disregarded entity is claiming treaty benefits as a hybrid entity, it should complete Form W-8BEN-E instead of this Form W-8BEN.

**Line 2.** Enter your country of citizenship. If you are a dual citizen, enter the country where you are both a citizen and a resident at the time you complete this form. If you are not a resident in any country in which you have citizenship, enter the country where you were most recently a resident. However, if you are a United States citizen, you should not complete this form even if you hold citizenship in another jurisdiction. Instead, provide Form W-9.

**Line 3.** Your permanent residence address is the address in the country where you claim to be a resident for purposes of that country's income tax. If you are completing Form W-8BEN to claim a reduced rate of withholding under an income tax treaty, you must determine your residency in the manner required by the treaty. Do not show the address of a financial institution, a post office box, or an address used solely for mailing purposes. If you do not have a tax residence in any country, your permanent residence is where you normally reside.

If you reside in a country that does not use street addresses, you may enter a descriptive address on line 3. The address must accurately indicate your permanent residence in the manner used in your jurisdiction.

**Line 4.** Enter your mailing address only if it is different from the address you show on line 3.

**Line 5.** If you have a social security number (SSN), enter it here. To apply for an SSN, get Form SS-5 from a Social Security Administration (SSA) office or online at [www.socialsecurity.gov/online/ss-5.html](http://www.socialsecurity.gov/online/ss-5.html). If you are in the

United States, you can call the SSA at 1-800-772-1213. Complete Form SS-5 and return it to the SSA.

If you do not have an SSN and are not eligible to get one, you can get an individual taxpayer identification number (ITIN). To apply for an ITIN, file Form W-7 with the IRS. It usually takes 4-6 weeks to get an ITIN. To claim certain treaty benefits, you must complete line 5 by submitting an SSN or ITIN, or line 6 by providing a foreign tax identification number (foreign TIN).



*An ITIN is for tax use only. It does not entitle you to social security benefits or change your employment or immigration status under U.S. law.*

A partner in a partnership conducting a trade or business in the United States will likely be allocated effectively connected taxable income. The partner is required to file a U.S. federal income tax return and must have a U.S. taxpayer identification number (TIN).

You must provide an SSN or TIN if you are:

- Claiming an exemption from withholding under section 871(f) for certain annuities received under qualified plans, or
- Submitting the form to a partnership that conducts a trade or business in the United States.

If you are claiming treaty benefits, you are generally required to provide an ITIN if you do not provide a tax identifying number issued to you by your jurisdiction of tax residence on line 6. However, an ITIN is not required to claim treaty benefits relating to:

- Dividends and interest from stocks and debt obligations that are actively traded;
- Dividends from any redeemable security issued by an investment company registered under the Investment Company Act of 1940 (mutual fund);
- Dividends, interest, or royalties from units of beneficial interest in a unit investment trust that are (or were upon issuance) publicly offered and are registered with the SEC under the Securities Act of 1933; and
- Income related to loans of any of the above securities.

**Line 6.** If you are providing this Form W-8BEN to document yourself with respect to a financial account that you hold at a U.S. office of a financial institution, provide the tax identifying number (TIN) issued to you by your jurisdiction of tax residence unless:

- You have not been issued a TIN, or
- The jurisdiction does not issue TINs.

If you have not provided your jurisdiction of residence TIN on line 6, provide your date of birth in line 8.

**Line 7.** This line may be used by the filer of Form W-8BEN or by the withholding agent to whom it is provided to include any referencing information that is useful to the withholding agent in carrying out its obligations. For example, withholding agents who are required to associate the Form W-8BEN with a particular Form W-8IMY may want to use line 7 for a referencing number or code that will make the association clear. A beneficial owner can use line 7 to include the number of the account for which he or she is providing the form. A foreign single owner of a disregarded entity can use line 7 to inform the withholding agent that the account to which a

payment is made or credited is in the name of the disregarded entity (see instructions for line 1).

**Line 8.** If you are providing this Form W-8BEN to document yourself with respect to a financial account that you hold with a U.S. office of a financial institution, provide your date of birth. Use the following format to input your information MM-DD-YYYY. For example, if you were born on April 15, 1956, you would enter 04-15-1956.

## Part II

**Line 9.** If you are claiming treaty benefits as a resident of a foreign country with which the United States has an income tax treaty for payments subject to withholding under chapter 3, identify the country where you claim to be a resident for income tax treaty purposes. For treaty purposes, a person is a resident of a treaty country if the person is a resident of that country under the terms of the treaty. A list of U.S. tax treaties is available at <http://www.irs.gov/Individuals/International-Taxpayers/Tax-Treaties>.



*If you are related to the withholding agent within the meaning of section 267(b) or 707(b) and the aggregate amount subject to withholding received during the calendar year exceeds \$500,000, then you are generally required to file [Form 8833](#), *Treaty-Based Return Position Disclosure Under Section 6114 or 7701(b)*. See the Instructions for Form 8833 for more information on the filing requirements.*

**Line 10.** Line 10 must be used only if you are claiming treaty benefits that require that you meet conditions not covered by the representations you make on line 9 and Part III. For example, persons claiming treaty benefits on royalties must complete this line if the treaty contains different withholding rates for different types of royalties. However, this line should always be completed by foreign students and researchers claiming treaty benefits. See *Scholarship and fellowship grants*, later, for more information.

This line is generally not applicable to treaty benefits under an interest or dividends (other than dividends subject to a preferential rate based on ownership) article of a treaty.

### **Nonresident alien who becomes a resident alien.**

Generally, only a nonresident alien individual can use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause" which preserves or "saves" the right of each country to tax its own residents as if no tax treaty existed. Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the recipient has otherwise become a U.S. resident alien for tax purposes. The individual must use Form W-9 to claim the tax treaty benefit. See the instructions for Form W-9 for more information. Also see *Nonresident alien student or researcher who becomes a resident alien*, later, for an example.

**Scholarship and fellowship grants.** A nonresident alien student (including a trainee or business apprentice) or researcher who receives noncompensatory scholarship

or fellowship income can use Form W-8BEN to claim benefits under a tax treaty that apply to reduce or eliminate U.S. tax on such income. No Form W-8BEN is required unless a treaty benefit is being claimed. A nonresident alien student or researcher who receives compensatory scholarship or fellowship income must use Form 8233, instead of Form W-8BEN, to claim any benefits of a tax treaty that apply to that income. The student or researcher must use Form W-4 for any part of such income for which he or she is not claiming a tax treaty withholding exemption. Do not use Form W-8BEN for compensatory scholarship or fellowship income. See *Compensation for Dependent Personal Services* in the Instructions for Form 8233.

**TIP** *If you are a nonresident alien individual who received noncompensatory scholarship or fellowship income and personal services income (including compensatory scholarship or fellowship income) from the same withholding agent, you may use Form 8233 to claim a tax treaty withholding exemption for part or all of both types of income.*

**Completing lines 3 and 9.** Most tax treaties that contain an article exempting scholarship or fellowship grant income from taxation require that the recipient be a resident of the other treaty country at the time of, or immediately prior to, entry into the United States. Thus, a student or researcher may claim the exemption even if he or she no longer has a permanent address in the other treaty country after entry into the United States. If this is the case, you can provide a U.S. address on line 3 and still be eligible for the exemption if all other conditions required by the tax treaty are met. You must also identify on line 9 the tax treaty country of which you were a resident at the time of, or immediately prior to, your entry into the United States.

**Completing line 10.** You must complete line 10 if you are a student or researcher claiming an exemption from taxation on your noncompensatory scholarship or fellowship grant income under a tax treaty.

**Nonresident alien student or researcher who becomes a resident alien.** You must use Form W-9 to claim an exception to a saving clause. See *Nonresident alien who becomes a resident alien*, earlier, for a general explanation of saving clauses and exceptions to them.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would complete Form W-9.

## Part III

Form W-8BEN must be signed and dated by the beneficial owner of the amount subject to withholding or the account holder of an FFI (or an agent with legal authority to act on the person's behalf). If Form W-8BEN is completed by an agent acting under a duly authorized power of attorney for the beneficial owner or account holder, the form must be accompanied by the power of attorney in proper form or a copy thereof specifically authorizing the agent to represent the principal in making, executing, and presenting the form. Form 2848, Power of Attorney and Declaration of Representative, can be used for this purpose. The agent, as well as the beneficial owner or account holder, may incur liability for the penalties provided for an erroneous, false, or fraudulent form.



*If any information on Form W-8BEN becomes incorrect, you must submit a new form within 30 days unless you are no longer an account holder of the requester that is an FFI and you will not receive a future payment with respect to the account.*

**Broker transactions or barter exchanges.** Income from transactions with a broker or a barter exchange is subject to reporting rules and backup withholding unless Form W-8BEN or a substitute form is filed to notify the broker or barter exchange that you are an exempt foreign person.

You are an exempt foreign person for a calendar year in which:

- You are a nonresident alien individual or a foreign corporation, partnership, estate, or trust;
- You are an individual who has not been, and does not plan to be, present in the United States for a total of 183 days or more during the calendar year; and
- You are neither engaged, nor plan to be engaged during the year, in a U.S. trade or business that has effectively connected gains from transactions with a broker or barter exchange.

**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 provide 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 will vary depending on individual circumstances. The estimated average time is:

<b>Recordkeeping</b> . . . . .	2 hr., 52 min.
<b>Learning about the law or the form</b> . . . . .	2 hr., 05 min.
<b>Preparing the form</b> . . . . .	2 hr., 13 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from [www.irs.gov/formspubs/](http://www.irs.gov/formspubs/). Click on "More Information" and then on "Give us feedback".

You can write to Internal Revenue Service, Tax Forms and Publications, SE:W:CAR:MP:TFP, 1111 Constitution

Ave. NW, IR-6526, Washington, DC 20224. Do not send Form W-8BEN to this office. Instead, give it to your withholding agent.

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

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

**Do NOT use this form for:**

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

**Instead use Form:**

**Part I Identification of Beneficial Owner**

<b>1</b> Name of organization that is the beneficial owner	<b>2</b> Country of incorporation or organization
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**3** Name of disregarded entity receiving the payment (if applicable)

**4** Chapter 3 Status (entity type) (Must check one box only):

<input type="checkbox"/> Corporation	<input type="checkbox"/> Disregarded entity	<input type="checkbox"/> Partnership
<input type="checkbox"/> Simple trust	<input type="checkbox"/> Grantor trust	<input type="checkbox"/> Complex trust
<input type="checkbox"/> Central Bank of Issue	<input type="checkbox"/> Tax-exempt organization	<input type="checkbox"/> Estate
<input type="checkbox"/> Private foundation		<input type="checkbox"/> Government

If you entered disregarded entity, partnership, simple trust, or grantor trust above, is the entity a hybrid making a treaty claim? If "Yes" complete Part III.  Yes  No

**5** Chapter 4 Status (FATCA status) (Must check one box only unless otherwise indicated). (See instructions for details and complete the certification below for the entity's applicable status).

<input type="checkbox"/> Nonparticipating FFI (including a limited FFI or an FFI related to a Reporting IGA FFI other than a registered deemed-compliant FFI or participating FFI).  <input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a reporting Model 1 FFI or sponsored FFI that has not obtained a GIIN). <input type="checkbox"/> Sponsored FFI that has not obtained a GIIN. Complete Part IV. <input type="checkbox"/> Certified deemed-compliant nonregistering local bank. Complete Part V. <input type="checkbox"/> Certified deemed-compliant FFI with only low-value accounts. Complete Part VI. <input type="checkbox"/> Certified deemed-compliant sponsored, closely held investment vehicle. Complete Part VII. <input type="checkbox"/> Certified deemed-compliant limited life debt investment entity. Complete Part VIII. <input type="checkbox"/> Certified deemed-compliant investment advisors and investment managers. Complete Part IX. <input type="checkbox"/> Owner-documented FFI. Complete Part X. <input type="checkbox"/> Restricted distributor. Complete Part XI.	<input type="checkbox"/> Nonreporting IGA FFI (including an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA). Complete Part XII.  <input type="checkbox"/> Foreign government, government of a U.S. possession, or foreign central bank of issue. Complete Part XIII. <input type="checkbox"/> International organization. Complete Part XIV. <input type="checkbox"/> Exempt retirement plans. Complete Part XV. <input type="checkbox"/> Entity wholly owned by exempt beneficial owners. Complete Part XVI. <input type="checkbox"/> Territory financial institution. Complete Part XVII. <input type="checkbox"/> Nonfinancial group entity. Complete Part XVIII. <input type="checkbox"/> Excepted nonfinancial start-up company. Complete Part XIX. <input type="checkbox"/> Excepted nonfinancial entity in liquidation or bankruptcy. Complete Part XX. <input type="checkbox"/> 501(c) organization. Complete Part XXI. <input type="checkbox"/> Nonprofit organization. Complete Part XXII. <input type="checkbox"/> Publicly traded NFFE or NFFE affiliate of a publicly traded corporation. Complete Part XXIII. <input type="checkbox"/> Excepted territory NFFE. Complete Part XXIV. <input type="checkbox"/> Active NFFE. Complete Part XXV. <input type="checkbox"/> Passive NFFE. Complete Part XXVI. <input type="checkbox"/> Excepted inter-affiliate FFI. Complete Part XXVII. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part XXVIII.
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**6** Permanent residence address (street, apt. or suite no., or rural route). **Do not use a [REDACTED] box or in-care-of address (other than a registered address).**

City or town, state or province. Include postal code where appropriate.	Country
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**7** Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.	Country
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<b>8</b> U.S. taxpayer identification number (TIN), if required	<b>9a</b> <input type="checkbox"/> GIIN	<b>b</b> <input type="checkbox"/> Foreign TIN	<b>10</b> Reference number(s) (see instructions)
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**Note.** Please complete remainder of the form including signing the form in Part XXIX.

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

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

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

Country

13 GIIN (if any)

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

- 14 I certify that (check all that apply):
- a  The beneficial owner is a resident of \_\_\_\_\_ within the meaning of the income tax treaty between the United States and that country.
- b  The beneficial owner derives the item (or items) of income for which the treaty benefits are claimed, and, if applicable, meets the requirements of the treaty provision dealing with limitation on benefits (see instructions).
- c  The beneficial owner is claiming treaty benefits for dividends received from a foreign corporation or interest from a U.S. trade or business of a foreign corporation and meets qualified resident status (see instructions).
- 15 **Special rates and conditions** (if applicable— see instructions): The beneficial owner is claiming the provisions of Article \_\_\_\_\_ of the treaty identified on line 14a above to claim a \_\_\_\_\_ % rate of withholding on (specify type of income): \_\_\_\_\_.
- Explain the reasons the beneficial owner meets the terms of the treaty article: \_\_\_\_\_

**Part IV Sponsored FFI That Has Not Obtained a GIIN**

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

**Part V Certified Deemed-Compliant Nonregistering Local Bank**

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

**Part VI Certified Deemed-Compliant FFI with Only Low-Value Accounts**19  I certify that the FFI identified in Part I:

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

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

20 Name of sponsoring entity: \_\_\_\_\_

21  I certify that the entity identified in Part I:

- Is an FFI solely because it is an investment entity described in §1.1471-5(e)(4);
- Is not a QI, WP, or WT;
- Has a contractual relationship with the above identified sponsoring entity that agrees to fulfill all due diligence, withholding, and reporting responsibilities of a participating FFI on behalf of this entity; **and**
- Twenty or fewer individuals own all of the debt and equity interests in the entity (disregarding debt interests owned by U.S. financial institutions, participating FFIs, registered deemed-compliant FFIs, and certified deemed-compliant FFIs and equity interests owned by an entity if that entity owns 100 percent of the equity interests in the FFI and is itself a sponsored FFI).

**Part VIII Certified Deemed-Compliant Limited Life Debt Investment Entity**22  I certify that the entity identified in Part I:

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

**Part IX Certified Deemed-Compliant Investment Advisors and Investment Managers**23  I certify that the entity identified in Part I:

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

**Part X Owner-Documented FFI**

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

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

- Does not act as an intermediary;
- Does not accept deposits in the ordinary course of a banking or similar business;
- Does not hold, as a substantial portion of its business, financial assets for the account of others;
- Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Is not owned by or in an expanded affiliated group with an entity that accepts deposits in the ordinary course of a banking or similar business, holds, as a substantial portion of its business, financial assets for the account of others, or is an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
- Does not maintain a financial account for any nonparticipating FFI.

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

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

**Check box 24d if applicable.**

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

**Part XI Restricted Distributor**

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

**Check box 25b or 25c, whichever applies.**

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

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

**Part XII Nonreporting IGA FFI**

- 26  I certify that the entity identified in Part I:
- Meets the requirements to be considered a nonreporting financial institution pursuant to an applicable IGA between the United States and \_\_\_\_\_;
  - Is treated as a \_\_\_\_\_ under the provisions of the applicable IGA (see instructions); **and**
  - If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, provide your GIIN: \_\_\_\_\_

**Part XIII Foreign Government, Government of a U.S. Possession, or Foreign Central Bank of Issue**

- 27  I certify that the entity identified in Part I is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).

**Part XIV International Organization**

Check box 28a or 28b, whichever applies.

- 28a  I certify that the entity identified in Part I is an international organization described in section 7701(a)(18).
- b  I certify that the entity identified in Part I:
- Is comprised primarily of foreign governments;
  - Is recognized as an intergovernmental or supranational organization under a foreign law similar to the International Organizations Immunities Act;
  - The benefit of the entity's income does not inure to any private person;
  - Is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).

**Part XV Exempt Retirement Plans**

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

- 29a  I certify that the entity identified in Part I:
- Is established in a country with which the United States has an income tax treaty in force (see Part III if claiming treaty benefits);
  - Is operated principally to administer or provide pension or retirement benefits; **and**
  - Is entitled to treaty benefits on income that the fund derives from U.S. sources (or would be entitled to benefits if it derived any such income) as a resident of the other country which satisfies any applicable limitation on benefits requirement.
- b  I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
  - No single beneficiary has a right to more than 5% of the FFI's assets;
  - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operated; **and**
    - Is generally exempt from tax on investment income under the laws of the country in which it is established or operates due to its status as a retirement or pension plan;
    - Receives at least 50% of its total contributions from sponsoring employers (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, other retirement funds described in an applicable Model 1 or Model 2 IGA, or accounts described in §1.1471-5(b)(2)(i)(A));
    - Either does not permit or penalizes distributions or withdrawals made before the occurrence of specified events related to retirement, disability, or death (except rollover distributions to accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), to retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or to other retirement funds described in this part or in an applicable Model 1 or Model 2 IGA); **or**
    - Limits contributions by employees to the fund by reference to earned income of the employee or may not exceed \$50,000 annually.
- c  I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
  - Has fewer than 50 participants;
  - Is sponsored by one or more employers each of which is not an investment entity or passive NFFE;
  - Employee and employer contributions to the fund (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or accounts described in §1.1471-5(b)(2)(i)(A)) are limited by reference to earned income and compensation of the employee, respectively;
  - Participants that are not residents of the country in which the fund is established or operated are not entitled to more than 20 percent of the fund's assets; **and**
  - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operates.
- d  I certify that the entity identified in Part I is formed pursuant to a pension plan that would meet the requirements of section 401(a), other than the requirement that the plan be funded by a trust created or organized in the United States.
- e  I certify that the entity identified in Part I is established exclusively to earn income for the benefit of one or more retirement funds described in this part or in an applicable Model 1 or Model 2 IGA, accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), or retirement and pension accounts described in an applicable Model 1 or Model 2 IGA.

**Part XV Exempt Retirement Plans (Continued)**

f  I certify that the entity identified in Part I:

- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in §1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in §1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

**Part XVI Entity Wholly Owned by Exempt Beneficial Owners**

30  I certify that the entity identified in Part I:

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

**Part XVII Territory Financial Institution**

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

**Part XVIII Excepted Nonfinancial Group Entity**

32  I certify that the entity identified in Part I:

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

**Part XIX Excepted Nonfinancial Start-Up Company**

33  I certify that the entity identified in Part I:

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

**Part XX Excepted Nonfinancial Entity in Liquidation or Bankruptcy**

34  I certify that the entity identified in Part I:

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

**Part XXI 501(c) Organization**

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

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

**Part XXII Non-Profit Organization**

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

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

Check box 37a or 37b, whichever applies.

- 37a  I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution; **and**
  - The stock of such corporation is regularly traded on one or more established securities markets, including \_\_\_\_\_ (name one securities exchange upon which the stock is regularly traded).
- b  I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution;
  - The entity identified in Part I is a member of the same expanded affiliated group as an entity the stock of which is regularly traded on an established securities market;
  - The name of the entity, the stock of which is regularly traded on an established securities market, is \_\_\_\_\_; **and**
  - The name of the securities market on which the stock is regularly traded is \_\_\_\_\_.

**Part XXIV Excepted Territory NFFE**

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

**Part XXV Active NFFE**

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

**Part XXVI Passive NFFE**

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

Check box 40b or 40c, whichever applies.

- b  I further certify that the entity identified in Part I has no substantial U.S. owners, or
- c  I further certify that the entity identified in Part I has provided the name, address, and TIN of each substantial U.S. owner of the NFFE in Part XXX.

**Part XXVII Excepted Inter-Affiliate FFI**

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





# Instructions for Form W-8BEN-E (June 2014)

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

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

### Future Developments

For the latest information about developments related to Form W-8BEN-E and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/formw8bene](http://www.irs.gov/formw8bene).

### What's New

**FATCA.** In 2010, Congress passed the Hiring Incentives to Restore Employment Act of 2010, Pub. L. 111-147 (the HIRE Act), which added chapter 4 of Subtitle A (chapter 4) to the Code, consisting of sections 1471 through 1474 of the Code and commonly referred to as "FATCA" or "chapter 4." Under chapter 4, foreign financial institutions (FFIs) that are participating FFIs and certain registered deemed-compliant FFIs are generally required to identify their U.S. account holders, regardless of whether a payment subject to withholding is made to their accounts. In January 2013, final regulations were published that provide due diligence, withholding, and reporting rules for both U.S. withholding agents and FFIs under chapter 4. Additionally, temporary and proposed regulations were released in February 2014 providing updated rules under chapter 4 as well as guidance coordinating chapters 3 and 61 with the requirements of chapter 4. U.S. withholding agents and FFIs will be required to begin withholding on withholdable payments for chapter 4 purposes beginning on July 1, 2014.

This form, along with Forms W-8ECI, W-8EXP, and W-8IMY, has been updated to reflect the documentation requirements of chapter 4. In particular, this Form W-8BEN-E is now used exclusively by entities to document their status both as a payee under chapter 4 and beneficial owner under chapter 3 (chapter 3) of the Code when required (including an entity eligible to claim treaty benefits for reduced withholding), and under certain other sections of the Code to establish their status for withholding or reporting purposes. Individuals documenting their foreign status (or making a claim of treaty benefits for reduced withholding) should use Form W-8BEN instead of this form.

An entity account holder holding accounts with certain FFIs that does not document its applicable chapter 4 status when required may be treated as a recalcitrant account holder or nonparticipating FFI and will be subject to 30% withholding on withholdable payments it receives from the FFI. A foreign entity account holder can avoid being classified as a recalcitrant account holder or

nonparticipating FFI by using this form to document its applicable chapter 4 status.

Chapter 4 also requires withholding agents to withhold on certain payments made to a foreign entity that does not document its chapter 4 status and, in some cases, disclose its substantial U.S. owners. In general, a foreign entity receiving a withholdable payment should provide this form when requested to avoid withholding consequences.

**Reportable payment card transactions.** Section 6050W was added by section 3091 of the Housing Assistance Tax Act of 2008 and requires information returns to be made by certain payers with respect to payments made to participating payees (as defined in Regulations section 1.6050W-1(a)(5)) in settlement of payment card transactions and third party payment network transactions. Information returns are not required with respect to payments made to payees that are foreign persons, however.

A payer of a reportable payment for chapter 61 purposes (i.e., Form 1099 reporting purposes) may treat a payee as foreign if the payer receives an applicable Form W-8 from the payee. Provide this Form W-8BEN-E to the requestor if you are a foreign entity that is a participating payee receiving payments in settlement of payment card or third party network transactions that are not effectively connected with a U.S. trade or business of the participating payee.

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### General Instructions

For definitions of terms used throughout these instructions, see *Definitions*, later.

### Purpose of Form

This form is used by foreign entities to document their status for purposes of chapter 3 and chapter 4, as well as for certain other code provisions.

Foreign persons are subject to U.S. tax at a 30% rate (the foreign-person withholding rate) on income they receive from U.S. sources that consists of:

- Interest (including certain original issue discount (OID));
- Dividends;
- Rents;
- Royalties;
- Premiums;
- Annuities;
- Compensation for, or in expectation of, services performed;
- Substitute payments in a securities lending transaction;

or

- Other fixed or determinable annual or periodical gains, profits, or income.

This tax is imposed on the gross amount paid and is generally collected by withholding under section 1441 or 1442 on that amount. A payment is considered to have been made whether it is made directly to the beneficial owner or to another person, such as an intermediary, agent, or partnership, for the benefit of the beneficial owner.

In addition, section 1446 requires a partnership conducting a trade or business in the United States to withhold tax on a foreign partner's distributive share of the partnership's effectively connected taxable income. Generally, a foreign person that is a partner in a partnership that submits a Form W-8 for purposes of section 1441 or 1442 will satisfy the documentation requirements under section 1446 as well. However, in some cases the documentation requirements of sections 1441 and 1442 do not match the documentation requirements of section 1446. See Regulations sections 1.1446-1 through 1.1446-6. Further, the owner of a disregarded entity, rather than the disregarded entity itself, submits the appropriate Form W-8 for purposes of section 1446.

A withholding agent or payer of the income may rely on a properly completed Form W-8BEN-E to treat a payment associated with the Form W-8BEN-E as a payment to a foreign person who beneficially owns the amounts paid. If applicable, the withholding agent may rely on the Form W-8BEN-E to apply a reduced rate of, or exemption from, withholding. If you receive certain types of income, you must provide Form W-8BEN-E to:

- Claim that you are the beneficial owner of the income for which Form W-8BEN-E is being provided or a partner in a partnership subject to section 1446; and
- If applicable, claim a reduced rate of, or exemption from, withholding as a resident of a foreign country with which the United States has an income tax treaty that is eligible for treaty benefits.

You may also use Form W-8BEN-E to identify income from a notional principal contract that is not effectively connected with the conduct of a trade or business in the United States to establish the exception to reporting such income on Form 1042-S. See Regulations section 1.1461-1(c)(2)(ii)(F).

You may also be required to submit Form W-8BEN-E to claim an exception from domestic information reporting on Form 1099 and backup withholding (at the backup withholding rate under section 3406) for certain types of income. Such income includes:

- Broker proceeds.
- Short-term (183 days or less) original issue discount (short-term OID).
- Bank deposit interest.
- Foreign source interest, dividends, rents, or royalties.

Provide Form W-8BEN-E to the withholding agent or payer before income is paid or credited to you. Failure to provide a Form W-8BEN-E when requested may lead to withholding at a 30% rate (foreign-person withholding rate) or the backup withholding rate.

In addition to the requirements of chapter 3, chapter 4 requires withholding agents to identify the chapter 4 status of entities that are payees receiving withholdable payments (see the instructions for Part I, line 5, of this form, later). A withholding agent may request this Form W-8BEN-E to establish your chapter 4 status and avoid withholding at a 30% rate (the chapter 4 rate) on such payments.

Chapter 4 also requires participating FFIs and certain registered deemed-compliant FFIs to document their entity account holders in order to determine their chapter 4 status regardless of whether withholding applies to any payments made to the entities. If you are an entity maintaining an account with an FFI, provide this Form W-8BEN-E when requested by the FFI in order to document your chapter 4 status.

**Additional information.** For additional information and instructions for the withholding agent, see the Instructions for the Requester of Forms W-8BEN, W-8BEN-E, W-8ECI, W-8EXP, and W-8IMY.

### Who Must Provide Form W-8BEN-E

You must give Form W-8BEN-E to the withholding agent or payer if you are a foreign entity receiving a withholdable payment from a withholding agent, receiving a payment subject to chapter 3 withholding, or if you are such an entity maintaining an account with an FFI requesting this form.

Do not use Form W-8BEN-E if you are described below.

- You are U.S. person (including U.S. citizens, resident aliens, and entities treated as U.S. persons, such as a corporation organized under the law of a state). Instead, use Form W-9, Request for Taxpayer Identification Number and Certification.
- You are a foreign insurance company that has made an election under section 953(d) to be treated as a U.S. person. Instead, provide a withholding agent with Form W-9 to certify to your U.S. status even if you are considered an FFI for purposes of chapter 4.
- You are a nonresident alien individual. Instead, use Form W-8BEN, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals).
- You are a disregarded entity with a single owner that is a U.S. person and you are not a hybrid entity claiming treaty benefits. Instead, the single owner should provide Form W-9.
- You are a disregarded entity with a single owner that is not a U.S. person or a branch of an FFI claiming its status for chapter 4 purposes and you are not a hybrid entity claiming treaty benefits. Instead, the single owner should provide Form W-8BEN or Form W-8BEN-E (as appropriate). Note, however, that the single entity owner may be required to identify the branch (including a disregarded entity) in Part II of the owner's Form W-8BEN-E and, in some cases, provide the legal name of the disregarded entity in Part I, line 3 (see the specific instructions for line 3, later).
- You are acting as an intermediary (that is, acting not for your own account, but for the account of others as an agent, nominee, or custodian), a qualified intermediary, or

a qualified securities lender (QSL) with regard to a payment of U.S. source substitute dividends. Instead, provide Form W-8IMY, Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting.

- You are receiving income that is effectively connected with the conduct of a trade or business in the United States, unless it is allocable to you through a partnership. Instead, provide Form W-8ECI, Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States. If any of the income for which you have provided a Form W-8BEN-E becomes effectively connected, this is a change in circumstances and Form W-8BEN-E is no longer valid. You must file Form W-8ECI. See *Change in circumstances*, later.

- You are filing for a foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming the applicability of section 115(2), 501(c), 892, 895, or 1443(b). Instead, provide Form W-8EXP, Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting, to certify as to your exemption and identify your applicable chapter 4 status. However, provide Form W-8BEN-E if you are claiming treaty benefits, providing the form only to claim you are a foreign person exempt from backup withholding, or providing this form solely to document your chapter 4 status. For example, a foreign tax-exempt entity receiving royalty income that is not exempt because it is taxable as unrelated business income but is eligible for a reduced rate of withholding under a royalty article of a tax treaty should provide Form W-8BEN-E. You should use Form W-8ECI if you are receiving effectively connected income (for example, income from commercial activities that is not exempt under an applicable section of the Code).

- You are a foreign flow-through entity receiving a withholdable payment or a payment subject to chapter 3 withholding, other than a hybrid entity claiming treaty benefits on its own behalf. Instead, provide Form W-8IMY. However, if you are a foreign partner, beneficiary, or owner of a flow-through entity and you are not yourself a flow-through entity, you may be required to furnish a Form W-8BEN-E with respect to your interest in the flow-through entity. If you are not receiving withholdable payments or payments subject to withholding under chapter 3, however, a foreign flow-through entity may still provide this Form W-8BEN-E to an FFI requesting this form solely for purposes of documenting your account as part of its due diligence obligations under chapter 4 or an applicable IGA.

- You are a reverse hybrid entity transmitting beneficial owner documentation provided by your interest holders to claim treaty benefits on their behalf. Instead, provide Form W-8IMY.

- You are a withholding foreign partnership or a withholding foreign trust within the meaning of sections 1441 and 1442 and the accompanying regulations. A withholding foreign partnership or a withholding foreign trust is a foreign partnership or trust that has entered into a withholding agreement with the IRS under which it agrees to assume primary withholding responsibility for

each partner's, beneficiary's, or owner's distributive share of income subject to withholding under chapters 3 and 4 that is paid to the partnership or trust. Instead, provide Form W-8IMY.

- You are a foreign partnership or foreign grantor trust providing documentation for purposes of section 1446. Instead, provide Form W-8IMY and accompanying documentation. See Regulations sections 1.1446-1 through 1.1446-6.

- You are a foreign branch of a U.S. financial institution that is an FFI (other than a qualified intermediary branch) under an applicable Model 1 IGA. For purposes of identifying yourself to withholding agents, you may submit Form W-9 to certify to your U.S. status.

**Giving Form W-8BEN-E to the withholding agent.** Do not send Form W-8BEN-E to the IRS. Instead, give it to the person who is requesting it from you. Generally, this will be the person from whom you receive the payment, who credits your account, or a partnership that allocates income to you. An FFI may also request this form from you to document the status of your account.

**When to provide Form W-8BEN-E to the withholding agent.** Give Form W-8BEN-E to the person requesting it before the payment is made to you, credited to your account or allocated. If you do not provide this form, the withholding agent may have to withhold at the 30% rate (as applicable under chapters 3 or 4), backup withholding rate, or the rate applicable under section 1446. If you receive more than one type of income from a single withholding agent for which you claim different benefits, the withholding agent may, at its option, require you to submit a Form W-8BEN-E for each different type of income. Generally, a separate Form W-8BEN-E must be given to each withholding agent.

**Note.** If you own the income with one or more other persons, the income will be treated by the withholding agent as owned by a foreign person that is a beneficial owner of a payment only if Form W-8BEN or W-8BEN-E (or other applicable document) is provided by each of the owners. An account will be treated as a U.S. account for chapter 4 purposes by an FFI requesting this form if any of the account holders is a specified U.S. person or a U.S.-owned foreign entity (unless the account is otherwise excepted from U.S. account status for chapter 4 purposes).

**Change in circumstances.** If a change in circumstances makes any information on the Form W-8BEN-E you have submitted incorrect for purposes of either chapter 3 or chapter 4, you must notify the withholding agent or financial institution maintaining your account within 30 days of the change in circumstances and you must file a new Form W-8BEN-E (or other appropriate form as applicable). See Regulations sections 1.1441-1(e)(4)(ii)(D) for the definition of a change in circumstances for purposes of chapter 3. See Regulations section 1.1471-3(c)(6)(ii)(E) for the definition of a change in circumstances for purposes of chapter 4.

**Expiration of Form W-8BEN-E.** Generally, a Form W-8BEN-E will remain valid for purposes of both chapters 3 and 4 for a period starting on the date the form is signed and ending on the last day of the third succeeding

calendar year, unless a change in circumstances makes any information on the form incorrect. For example, a Form W-8BEN signed on September 30, 2014 remains valid through December 31, 2017.

However, under certain conditions a Form W-8BEN-E will remain in effect indefinitely until a change of circumstances occurs. To determine the period of validity for Form W-8BEN-E for purposes of chapter 4, see Regulations section 1.1471-3(c)(6)(ii). To determine the period of validity for Form W-8BEN-E for purposes of chapter 3, see Regulations section 1.1441-1(e)(4)(ii).

## Definitions

**Account holder.** An account holder is generally the person listed or identified as the holder or owner of a financial account. For example, if a partnership is listed as the holder or owner of a financial account, then the partnership is the account holder, rather than the partners of the partnership. However, an account that is held by a disregarded entity (other than a disregarded entity treated as an FFI for chapter 4 purposes) is treated as held by the person owning the entity.

**Amounts subject to withholding under chapter 3.** Generally, an amount subject to chapter 3 withholding is an amount from sources within the United States that is fixed or determinable annual or periodical (FDAP) income. FDAP income is all income included in gross income, including interest (as well as OID), dividends, rents, royalties, and compensation. FDAP income does not include most gains from the sale of property (including market discount and option premiums), as well as other specific items of income described in Regulations section 1.1441-2 (such as interest on bank deposits and short-term OID).

For purposes of section 1446, the amount subject to withholding is the foreign partner's share of the partnership's effectively connected taxable income.

**Beneficial owner.** For payments other than those for which a reduced rate of, or exemption from, withholding is claimed under an income tax treaty, the beneficial owner of income is generally the person who is required under U.S. tax principles to include the payment in gross income on a tax return. A person is not a beneficial owner of income, however, to the extent that person is receiving the income as a nominee, agent, or custodian, or to the extent the person is a conduit whose participation in a transaction is disregarded. In the case of amounts paid that do not constitute income, beneficial ownership is determined as if the payment were income.

Foreign partnerships, foreign simple trusts, and foreign grantor trusts are not the beneficial owners of income paid to the partnership or trust. The beneficial owners of income paid to a foreign partnership are generally the partners in the partnership, provided that the partner is not itself a partnership, foreign simple or grantor trust, nominee or other agent. The beneficial owners of income paid to a foreign simple trust (that is, a foreign trust that is described in section 651(a)) are generally the beneficiaries of the trust, if the beneficiary is not a foreign partnership, foreign simple or grantor trust, nominee or other agent. The beneficial owners of income paid to a

foreign grantor trust (that is, a foreign trust to the extent that all or a portion of the income of the trust is treated as owned by the grantor or another person under sections 671 through 679) are the persons treated as the owners of the trust. The beneficial owners of income paid to a foreign complex trust (that is, a foreign trust that is not a foreign simple trust or foreign grantor trust) is the trust itself.

For purposes of section 1446, the same beneficial owner rules apply, except that under section 1446 a foreign simple trust rather than the beneficiary provides the form to the partnership.

The beneficial owner of income paid to a foreign estate is the estate itself.

**Note.** A payment to a U.S. partnership, U.S. trust, or U.S. estate is treated as a payment to a U.S. payee that is not subject to 30% withholding for purposes of chapter 3 and chapter 4. A U.S. partnership, trust, or estate should provide the withholding agent with a Form W-9. For purposes of section 1446, a U.S. grantor trust or disregarded entity shall not provide the withholding agent a Form W-9 in its own right. Rather, the grantor or other owner shall provide the withholding agent the appropriate form.

**Chapter 3.** Chapter 3 means Chapter 3 of the Internal Revenue Code (Withholding of Tax on Nonresident Aliens and Foreign Corporations). Chapter 3 contains sections 1441 through 1464.

**Chapter 4.** Chapter 4 means Chapter 4 of the Internal Revenue Code (Taxes to Enforce Reporting on Certain Foreign Accounts). Chapter 4 contains sections 1471 through 1474.

**Chapter 4 status.** The term chapter 4 status means a person's status as a U.S. person, specified U.S. person, foreign individual, participating FFI, deemed-compliant FFI, restricted distributor, exempt beneficial owner, nonparticipating FFI, territory financial institution, excepted NFFE, or passive NFFE. See Regulations section 1.1471-1(b) for the definitions of these terms.

**Deemed-compliant FFI.** Under section 1471(b)(2), certain FFIs are deemed to comply with the regulations under chapter 4 without the need to enter into an FFI agreement with the IRS. However, certain deemed-compliant FFIs are required to register with the IRS and obtain a GIIN. These FFIs are referred to as **registered deemed-compliant FFIs**. See Regulations section 1.1471-5(f)(1).

**Disregarded entity.** A business entity that has a single owner and is not a corporation under Regulations section 301.7701-2(b) is disregarded as an entity separate from its owner. A disregarded entity does not submit this Form W-8BEN-E to a withholding agent or FFI. Instead, the owner of such entity provides the appropriate documentation (for example, a Form W-8BEN-E if the owner is a foreign entity). See Regulations section 1.1446-1 and section 1.1471-3(a)(3)(v), respectively. However, if a disregarded entity receiving a withholdable payment is an FFI outside the single owner's country of organization, the owner will be required to complete Part II

of Form W-8BEN-E to document the chapter 4 status of the disregarded entity receiving the payment.

Certain entities that are disregarded for U.S. tax purposes may be recognized for purposes of claiming treaty benefits under an applicable tax treaty (see the definition of hybrid entity, later) or as an FFI under an applicable IGA. A hybrid entity claiming treaty benefits on its own behalf is required to complete this Form W-8BEN-E. See *Hybrid Entities* under *Special Instructions*, later.

**Financial account.** A financial account includes:

- A depository account maintained by an FFI;
- A custodial account maintained by an FFI;
- Equity or debt interests (other than interests regularly traded on an established securities market) in investment entities and certain holding companies, treasury centers, or financial institutions as defined in Regulations section 1.1471-5(e);
- Certain cash value insurance contracts; and
- Annuity contracts.

For purposes of chapter 4, exceptions are provided for accounts such as certain tax-favored savings accounts, term life insurance contracts, accounts held by estates, escrow accounts, and certain annuity contracts. These exceptions are subject to certain conditions. See Regulations section 1.1471-5(b)(2). Accounts may also be excluded from the definition of financial account under an applicable IGA.

**Financial institution.** A financial institution generally means an entity that is a depository institution, custodial institution, investment entity, or an insurance company (or holding company of an insurance company) that issues cash value insurance or annuity contracts. See Regulations section 1.1471-5(e).

**Foreign financial institution (FFI).** A foreign financial institution (FFI) generally means a foreign entity that is a financial institution.

**Fiscally transparent entity.** An entity is treated as fiscally transparent with respect to an item of income for which treaty benefits are claimed to the extent that the interest holders in the entity must, on a current basis, take into account separately their shares of an item of income paid to the entity, whether or not distributed, and must determine the character of the items of income as if they were realized directly from the sources from which realized by the entity. For example, partnerships, common trust funds, and simple trusts or grantor trusts are generally considered to be fiscally transparent with respect to items of income received by them.

**Flow-through entity.** A flow-through entity is a foreign partnership (other than a withholding foreign partnership), a foreign simple or foreign grantor trust (other than a withholding foreign trust), or, for payments for which a reduced rate of, or exemption from, withholding is claimed under an income tax treaty, any entity to the extent the entity is considered to be fiscally transparent (see above) with respect to the payment by an interest holder's jurisdiction.

For purposes of section 1446, a foreign partnership or foreign grantor trust must submit Form W-8IMY to

establish the partnership or grantor trust as a look-through entity. The Form W-8IMY may be accompanied by this form or another version of Form W-8 or Form W-9 to establish the foreign or domestic status of a partner or grantor or other owner. See Regulations section 1.1446-1.

**Foreign person.** A foreign person includes a foreign corporation, a foreign partnership, a foreign trust, a foreign estate, and any other person that is not a U.S. person. It also includes a foreign branch or office of a U.S. financial institution or U.S. clearing organization if the foreign branch is a qualified intermediary (QI). Generally, a payment to a U.S. branch of a foreign person is a payment to a foreign person.

**GIIN.** The term GIIN means a global intermediary identification number. A GIIN is the identification number assigned to an entity that has registered with the IRS for chapter 4 purposes.

**Hybrid entity.** A hybrid entity is any person (other than an individual) that is treated as fiscally transparent (rather than as a beneficial owner) for purposes of declaring status under the Code but is not treated as fiscally transparent by a country with which the United States has an income tax treaty. Hybrid entity status is relevant for claiming treaty benefits. A hybrid entity, is, however, required to provide its chapter 4 status if it is receiving a withholdable payment.

**Intergovernmental agreement (IGA).** An intergovernmental agreement (IGA) means a Model 1 IGA or a Model 2 IGA. For a list of jurisdictions treated as having in effect a Model 1 or Model 2 IGA, see <http://www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx>.

A **Model 1 IGA** means an agreement between the U.S. or the Treasury Department and a foreign government or one or more agencies to implement FATCA through reporting by FFIs to such foreign government or agency thereof, followed by automatic exchange of the reported information with the IRS. An FFI in a Model 1 IGA jurisdiction that performs account reporting to the jurisdiction's government is referred to as a **reporting Model 1 FFI**.

A **Model 2 IGA** means an agreement or arrangement between the U.S. or the Treasury Department and a foreign government or one or more agencies to implement FATCA through reporting by FFIs directly to the IRS in accordance with the requirements of an FFI agreement, supplemented by the exchange of information between such foreign government or agency thereof and the IRS. An FFI in a Model 2 IGA jurisdiction that has entered into an FFI agreement is a participating FFI, but may be referred to as a **reporting Model 2 FFI**. The term reporting IGA FFI refers to both reporting Model 1 FFIs and reporting Model 2 FFIs collectively.

**Limited branch.** A limited branch means a branch of a participating FFI that is described in Regulations section 1.1471-4(e)(2).

**Nonparticipating FFI.** A nonparticipating FFI means an FFI that is not a participating FFI, deemed-compliant FFI, or exempt beneficial owner.

**Participating FFI.** A participating FFI is an FFI (including a reporting Model 2 FFI covered by an FFI agreement) that has agreed to comply with the terms of an FFI agreement. The term participating FFI also includes a QI branch of a U.S. financial institution, unless such branch is a reporting Model 1 FFI.

**Participating payee.** A participating payee means any person that accepts a payment card as payment or accepts payment from a third party settlement organization in settlement of a third party network transaction.

**Payee.** A payee is generally a person to whom a payment is made, regardless of whether such person is the beneficial owner. For a payment made to a financial account, the payee is generally the holder of the financial account. However, under certain circumstances a person who receives a payment will not be considered the payee. For purposes of chapter 3, see Regulations section 1.1441-1(b)(2). For purposes of chapter 4, see Regulations section 1.1471-3(a)(3).

**Payment settlement entity (PSE).** A payment settlement entity is a merchant acquiring entity or third party settlement organization. Under section 6050W, a PSE is generally required to report payments made in settlement of payment card transactions or third party network transactions. However, a PSE is not required to report payments made to a beneficial owner that is documented as foreign with an applicable W-8.

**Qualified intermediary (QI).** A qualified intermediary (QI) (as described in Regulations section 1.1441-1(e)(5)(ii)) is a person that is a party to an agreement with the IRS that is described in Regulations section 1.1441-1(e)(5)(iii).

**Recalcitrant account holder.** A recalcitrant account holder for purposes of chapter 4 includes an entity (other than an entity required to be treated as a nonparticipating FFI by the withholding agent) that fails to comply with a request by an FFI maintaining the account for documentation and information for determining whether the account is a U.S. account (as defined in Regulations section 1.1471-5(a)). See Regulations section 1.1471-5(g).

**Reverse hybrid entity.** A reverse hybrid entity is any person (other than an individual) that is not fiscally transparent under U.S. tax law principles but that is fiscally transparent under the laws of a jurisdiction with which the United States has an income tax treaty. See Form W-8IMY and accompanying instructions for information on a reverse hybrid entity making a claim of treaty benefits on behalf of its owners.

**Specified U.S. person.** A specified U.S. person is any U.S. person other than a person identified in Regulations section 1.1473-1(c).

**Substantial U.S. owner.** A substantial U.S. owner (as defined in Regulations section 1.1473-1(b)) means any specified U.S. person that:

- Owns, directly or indirectly, more than 10 percent (by vote or value) of the stock of any foreign corporation;

- Owns, directly or indirectly, more than 10 percent of the profits or capital interests in a foreign partnership;
- Is treated as an owner of any portion of a foreign trust under sections 671 through 679; or
- Holds, directly or indirectly, more than a 10 percent beneficial interest in a trust.

An investment entity organized in a territory that is not also a depository institution, custodial institution, or specified insurance company is not treated as a financial institution. Instead, it is a territory NFFE. If such an entity cannot qualify as an excepted territory NFFE, it must disclose its substantial U.S. owners using this definition (applying the 10 percent threshold).

**U.S. person.** A U.S. person is defined in section 7701(a)(30) and includes domestic partnerships, corporations, and trusts.



*Certain foreign insurance companies issuing annuities or cash value insurance contracts that elect to be treated as a U.S. person for federal tax purposes but are not licensed to do business in the United States are treated as FFIs for purposes of chapter 4. For purposes of providing a withholding agent with documentation for both chapter 3 and chapter 4 purposes, however, such an insurance company is permitted to use Form W-9 to certify its status as a U.S. person. Likewise, a foreign branch of a U.S. financial institution (other than a branch that operates as a qualified intermediary) that is treated as an FFI under an applicable IGA is permitted to use Form W-9 to certify its status as a U.S. person for chapter 3 and chapter 4 purposes.*

**Withholdable payment.** Withholding under chapter 4 may apply to payments of U.S. source FDAP income that are withholdable payments as defined in Regulations section 1.1473-1(a) to which an exception does not apply under chapter 4. The exceptions from withholding provided for under chapter 3 are not applicable when determining whether withholding applies under chapter 4. For exceptions applicable to the definition of a withholdable payment, see Regulations section 1.1473-1(a)(4) (exempting, for example, certain nonfinancial payments).

**Withholding agent.** Any person, U.S. or foreign, that has control, receipt, custody, disposal, or payment of U.S. source FDAP income subject to chapter 3 or 4 withholding is a withholding agent. The withholding agent may be an individual, corporation, partnership, trust, association, or any other entity, including (but not limited to) any foreign intermediary, foreign partnership, and U.S. branches of certain foreign banks and insurance companies.

For purposes of section 1446, the withholding agent is the partnership conducting the trade or business in the United States. For a publicly traded partnership, the withholding agent may be the partnership, a nominee holding an interest on behalf of a foreign person, or both. See Regulations sections 1.1446-1 through 1.1446-6.

## Specific Instructions

**TIP** A hybrid entity should give Form W-8BEN-E on its own behalf to a withholding agent only for income for which it is claiming a reduced rate of withholding under an income tax treaty or to document its chapter 4 status for purposes of maintaining an account with an FFI requesting this form (when it is not receiving withholdable payments or payments subject to chapter 3 withholding). Otherwise, an entity treated as a flow-through entity should generally provide Form W-8IMY for chapter 3 or chapter 4 purposes. A reverse hybrid entity should give Form W-8BEN-E on its own behalf to a withholding agent only for income for which no treaty benefit is being claimed or to establish its status for chapter 4 purposes (when required). See the special instructions for hybrid entities and reverse hybrid entities below. However, a flow-through entity may provide this Form W-8BEN-E to document its foreign status as a participating payee receiving a payment for purposes of section 6050W.

### Part I – Identification of Beneficial Owner

**Line 1.** Enter your name. If you are a disregarded entity or branch, do not enter the business name of the disregarded entity or branch here. Instead, enter the legal name of the entity that owns the disregarded entity (looking through multiple disregarded entities if applicable) or maintains the branch. If you are a disregarded entity that is a hybrid entity filing a treaty claim, however, see *Hybrid entities* under *Special Instructions*, later.

**Line 2.** If you are a corporation, enter your country of incorporation. If you are another type of entity, enter the country under whose laws you are created, organized, or governed.

**Line 3.** If you are a disregarded entity receiving a payment, enter your name (if required). You should complete line 3 **only** if you are a disregarded entity receiving a withholdable payment or hold an account with an FFI requesting this form and you: 1) have registered with the IRS and been assigned a GIIN associated with the legal name of the disregarded entity; 2) are a reporting Model 1 FFI or reporting Model 2 FFI; and 3) are not a hybrid entity using this form to claim treaty benefits. If you are not required to provide the legal name of the disregarded entity, however, you may want to notify the withholding agent that you are a disregarded entity receiving a payment or maintaining an account by indicating the name of the disregarded entity on line 10. However, do not enter the name of the disregarded entity on this line 3 except in the circumstances described.

**Line 4.** Check the one box that applies. By checking a box, you are representing that you qualify for the classification indicated. You must check the box that represents your classification (for example, corporation, partnership, trust, estate, etc.) under U.S. tax principles (not under the law of the treaty country). If you are a partnership, disregarded entity, simple trust, or grantor

trust receiving a payment for which treaty benefits are being claimed by such entity, you must check the "Partnership", "Disregarded entity", "Simple trust", or "Grantor trust" box. For such a case, you must also check the "yes" box to indicate that you are a hybrid entity making a treaty claim. See *Hybrid entities* under *Special Instructions*, later. If you are a flow-through entity that is not a hybrid entity claiming treaty benefits, you should check the box to indicate you are not making a treaty claim. If you check the "no" box, you may only use this form to document your chapter 4 status as an account holder of an FFI. You may also use Form W-8IMY for this purpose. However, if you are receiving withholdable payments or amounts subject to withholding under chapter 3, you are required to provide Form W-8IMY and a withholding statement (if applicable) with respect to such payments.



**CAUTION** Only entities that are tax-exempt under section 501 should check the "Tax-exempt organization" box. Such organizations should use Form W-8BEN-E only if they are claiming a reduced rate of withholding under an income tax treaty or a code exception other than section 501. Use Form W-8EXP to document your exemption and chapter 4 status if you are claiming an exemption from withholding under section 501.

**Line 5.** Check the one box that applies to your chapter 4 status. You are not required to provide a chapter 4 status if you are providing this form with respect to a preexisting entity account (as described in Regulations section 1.1471-1(b)(102)) prior to July 1, 2016 (or, if you are an entity that is treated as a prima facie FFI under Regulations section 1.1471-2(a)(4)(ii)(B), prior to January 1, 2015). Additionally, you are only required to provide a chapter 4 status if you are the payee of a withholdable payment or are documenting the status of an account you hold with an FFI requesting this form. By checking a box on this line, you are representing that you qualify for this classification in your country of residence.



**TIP** For most of the chapter 4 statuses, you are required to complete an additional part of this form certifying that you meet the conditions of the status indicated on line 5 (as defined under Regulations section 1.1471-5 or 1.1471-6). Make sure you complete the required portion of this form before signing and providing it to the withholding agent. See, however, Entities Providing Certifications Under an Applicable IGA under *Special Instructions*, later.

### FFIs Covered by an IGA and Related Entities

A reporting IGA FFI resident in, or established under the laws of, a jurisdiction covered by a Model 1 IGA should check "Reporting Model 1 FFI." A reporting FFI resident in, or established under the laws of, a jurisdiction covered by a Model 2 IGA should check "Reporting Model 2 FFI." If you are treated as a registered deemed-compliant FFI under an applicable IGA, you should check "Nonreporting IGA FFI" rather than "registered deemed-compliant FFI" and provide your GIIN in Part XII, line 26. See the specific instructions for Part XII. An FFI that is related to a reporting IGA FFI and that is treated as a nonparticipating

FFI in its country of residence should check nonparticipating FFI in line 5. An FFI that is related to a reporting IGA FFI and that is a participating FFI, deemed-compliant FFI, or exempt beneficial owner under the U.S. Treasury regulations or an applicable IGA should check the appropriate box for its chapter 4 status.

See <http://www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx> for a list of jurisdictions treated as having an IGA in effect.

### Non-Profit Organizations Covered by an IGA

A non-profit entity that is established and maintained in a jurisdiction that is treated as having in effect a Model 1 IGA or Model 2 IGA, and that meets the definition of Active NFFE under Annex I of the applicable IGA, should not check a box for its status on line 5. Instead, see *Entities Providing Certifications Under an Applicable IGA under Special instructions*, later.

**Line 6.** Enter the permanent residence address of the entity identified in line 1. Your permanent residence address is the address in the country where the entity claims to be a resident for purposes of that country's income tax. If you are giving Form W-8BEN-E to claim a reduced rate of, or exemption from, withholding under an income tax treaty, you must determine residency in the manner required by the treaty. Do not show the address of a financial institution (unless you are a financial institution providing your own address), a post office box, or an address used solely for mailing purposes unless it is the only address used by the entity and such address appears in the entity's organizational documents (i.e., your registered address). If you do not have a tax residence in any country, the permanent residence address is where you maintain your principal office.

**Line 7.** Enter your mailing address only if it is different from the address you show on line 6.

**Line 8.** Enter your U.S. employer identification number (EIN). An EIN is a U.S. TIN for entities. If you do not have a U.S. EIN, apply for one on Form SS-4, Application for Employer Identification Number if you are required to obtain a U.S. TIN. See Regulations section 1.1441-1(e)(4)(vii) for when you are required to provide a U.S. TIN on a Form W-8 associated with a payment subject to chapter 3 withholding.

A partner in a partnership conducting a trade or business in the United States will likely be allocated effectively connected taxable income. The partner is required to file a U.S. federal income tax return and must have a U.S. taxpayer identification number (TIN).

You must provide a U.S. TIN if you are:

- Claiming an exemption from withholding under section 871(f) for certain annuities received under qualified plans, or
- Claiming benefits under an income tax treaty and have not provided a foreign TIN on line 9b.

However, a TIN is not required to be shown in order to claim treaty benefits on the following items of income:

- Dividends and interest from stocks and debt obligations that are actively traded;

- Dividends from any redeemable security issued by an investment company registered under the Investment Company Act of 1940 (mutual fund);
- Dividends, interest, or royalties from units of beneficial interest in a unit investment trust that are (or were upon issuance) publicly offered and are registered with the SEC under the Securities Act of 1933; and
- Income related to loans of any of the above securities.



*If you need an EIN, you are encouraged to apply for one online instead of submitting a paper Form SS-4. For more information, visit [www.irs.gov/Businesses/Small-Businesses-&Self-Employed/Employer-ID-Numbers-EINs](http://www.irs.gov/Businesses/Small-Businesses-&Self-Employed/Employer-ID-Numbers-EINs).*

**Line 9a.** If you are a participating FFI, registered deemed-compliant FFI, reporting Model 1 FFI, reporting Model 2 FFI, direct reporting NFFE, trustee of a trustee documented trust, or sponsored direct reporting NFFE, you are required to enter your GIIN (with regard to your country of residence) on line 9a. However, if your branch is receiving the payment and required to be identified in Part II, you are not required to provide a GIIN on this line 9a. Instead, provide the GIIN of your branch (if applicable) on line 13. See the instructions for Part II.

For payments made prior to January 1, 2015, however, a Form W-8BEN-E provided by a reporting Model 1 FFI need not contain a GIIN. For payments made prior to January 1, 2016, a sponsored direct reporting NFFE or sponsored FFI that has not obtained a GIIN must provide the GIIN of its sponsoring entity.



*If you are in the process of registering with the IRS as a participating FFI, registered deemed-compliant FFI, reporting Model 1 FFI, reporting Model 2 FFI, direct reporting NFFE, or sponsored direct reporting NFFE, but have not received a GIIN, you may complete this line by writing "applied for." However, the person requesting this form from you must receive and verify your GIIN within 90 days.*

**Line 9b.** If your country of residence for tax purposes has issued you a tax identifying number (TIN), enter it here. If you are providing this Form W-8BEN-E to document yourself with respect to a financial account that you hold at a U.S. office of a financial institution, you **must** provide the taxpayer identifying number (TIN) issued to you by the jurisdiction in which you are a tax resident unless:

- You have not been issued a TIN, or
- The jurisdiction does not issue TINs.

**Line 10.** This line may be used by the filer of Form W-8BEN-E or by the withholding agent to whom it is provided to include any referencing information that is useful to the withholding agent to document the beneficial owner. For example, withholding agents who are required to associate the Form W-8BEN-E with a particular Form W-8IMY may want to use line 10 for a referencing number or code that will make the association clear. A beneficial owner may also want to use line 10 to include the number of the account for which he or she is providing the form. A foreign single owner of a disregarded entity may use line 10 to inform the withholding agent that the account to which a payment is made or credited is held in the name

of the disregarded entity (unless the name of the disregarded entity is required to be provided on line 3).

You may also use line 10 to identify income from a notional principal contract that is not effectively connected with the conduct of a trade or business in the United States.

## Part II – Disregarded Entity or Branch Receiving Payment



*Only complete Part II if you are a branch of an FFI identified in line 1 receiving a withholdable payment as an intermediary (including a branch that is a disregarded entity) and you operate in a jurisdiction other than the country of residence identified on line 2. For example, assume ABC Co., which is a participating FFI resident in Country A, operates through a branch in Country B (which is a Model 1 IGA jurisdiction) and the branch is treated as a reporting Model 1 FFI under the terms of the Country B Model 1 IGA. ABC Co. should not enter its GIIN on line 9, and the Country B branch should complete this Part II by identifying itself as a reporting Model 1 IGA FFI and providing its GIIN on line 13. Furthermore, if the Country B branch receiving the payment is a disregarded entity you may be required to provide its legal name on line 3. See the instructions for Part I, line 3.*

**Line 11.** Check the one box that applies. If you check reporting Model 1 FFI, reporting Model 2 FFI, participating FFI, or U.S. branch claiming a chapter 4 status other than that of nonparticipating FFI, you must complete line 13 (see below). If you are a limited branch or branch of a reporting IGA FFI that cannot comply with the requirements of an applicable IGA or the regulations under chapter 4, you must check limited branch.

**Line 12.** Enter the address of the branch or disregarded entity.

**Line 13.** If you are a reporting Model 1 FFI, reporting Model 2 FFI, or participating FFI, you must enter the GIIN on line 13 of your branch that receives the payment. If you are a disregarded entity that completed Part I, line 3 of this form and are receiving payments associated with this form, enter your GIIN. Do not enter your GIIN (if any) on line 9. If you are a U.S. branch, enter a GIIN applicable to any other branch of the FFI (including in its residence country). For payments made prior to January 1, 2015, however, a GIIN is not required if you check reporting Model 1 FFI on line 11.



*If you are in the process of registering with the IRS as a participating FFI, reporting Model 1 FFI, or reporting Model 2 FFI but have not received a GIIN, you may complete this line by writing “applied for.” However, the person requesting this form from you must receive and verify your GIIN within 90 days.*

## Part III – Claim of Tax Treaty Benefits

**Line 14a.** An entity that is claiming a reduced rate of, or exemption from, withholding under an income tax treaty must enter the country where the entity identified on line 1 is a resident for income tax treaty purposes and check the

box to certify that it is a resident of that country. For treaty purposes, a person is a resident of a treaty country if the person is a resident of that country under the terms of the treaty.

**Line 14b.** An entity that is claiming a reduced rate of, or exemption from, withholding under an income tax treaty must check the box to certify that it:

- Derives the item of income for which the treaty benefit is claimed, and
- Meets the limitation on benefits provisions contained in the treaty, if any.

An item of income may be derived by either the entity receiving the item of income or by the interest holders in the entity or, in certain circumstances, both. An item of income paid to an entity is considered to be derived by the entity only if the entity is not fiscally transparent under the laws of the entity’s jurisdiction with respect to the item of income. An item of income paid to an entity shall be considered to be derived by the interest holder in the entity only if:

- The interest holder is not fiscally transparent in its jurisdiction with respect to the item of income, and
- The entity is considered to be fiscally transparent under the laws of the interest holder’s jurisdiction with respect to the item of income. An item of income paid directly to a type of entity specifically identified in a treaty as a resident of a treaty jurisdiction is treated as derived by a resident of that treaty jurisdiction.

To determine whether an entity meets the limitation on benefits provisions of a treaty, you must consult the specific provisions or articles under the treaty. Income tax treaties are available on the IRS website at [www.irs.gov/Businesses/International-Businesses/United-States-Income-Tax-Treaties--A-to-Z](http://www.irs.gov/Businesses/International-Businesses/United-States-Income-Tax-Treaties--A-to-Z).

If an entity is claiming treaty benefits on its own behalf, it should complete Form W-8BEN-E. If an interest holder in an entity that is considered fiscally transparent in the interest holder’s jurisdiction is claiming a treaty benefit, the interest holder should complete Form W-8BEN (if an individual) or Form W-8BEN-E (if an entity) on its own behalf as the appropriate treaty resident, and the fiscally transparent entity should associate the interest holder’s Form W-8BEN or Form W-8BEN-E with a Form W-8IMY completed by the fiscally transparent entity (see *Hybrid entities* under *Special Instructions*, later).



*An income tax treaty may not apply to reduce the amount of any tax on an item of income received by an entity that is treated as a domestic corporation for U.S. tax purposes. Therefore, neither the domestic corporation nor its shareholders are entitled to the benefits of a reduction of U.S. income tax on an item of income received from U.S. sources by the corporation.*



*If you are an entity that derives the income as a resident of a treaty country, you may check this box if the applicable income tax treaty does not contain a “limitation on benefits” provision.*

**Line 14c.** If you are a foreign corporation claiming treaty benefits under an income tax treaty that entered into force before January 1, 1987 (and has not been renegotiated) on (a) U.S. source dividends paid to you by another

foreign corporation or (b) U.S. source interest paid to you by a U.S. trade or business of another foreign corporation, you must generally be a "qualified resident" of a treaty country. See section 884 for the definition of interest paid by a U.S. trade or business of a foreign corporation ("branch interest") and other applicable rules.

In general, a foreign corporation is a qualified resident of a country if any of the following apply.

- It meets a 50% ownership and base erosion test.
- It is primarily and regularly traded on an established securities market in its country of residence or the United States.
- It carries on an active trade or business in its country of residence.
- It gets a ruling from the IRS that it is a qualified resident. See Regulations section 1.884-5 for the requirements that must be met to satisfy each of these tests.



*If you are claiming treaty benefits under an income tax treaty entered into force after December 31, 1986, do not check box 14c. Instead, check box 14b.*

**Line 15.** Line 15 must be used only if you are claiming treaty benefits that require that you meet conditions not covered by the representations you make in line 14. This line is generally not applicable to claiming treaty benefits under an interest or dividends (other than dividends subject to a preferential rate based on ownership) article of a treaty.

The following are examples of persons who should complete this line.

- Exempt organizations claiming treaty benefits under the exempt organization articles of the treaties with Canada, Mexico, Germany, and the Netherlands.
- Foreign corporations that are claiming a preferential rate applicable to dividends based on ownership of a specific percentage of stock in the entity paying the dividend.
- Persons claiming treaty benefits on royalties if the treaty contains different withholding rates for different types of royalties.
- Persons claiming treaty benefits under an "other income" treaty article.

## Parts IV Through XXVIII – Certification of Chapter 4 Status

You should complete only one part of Parts IV through XXVIII certifying to your chapter 4 status (if required, see the specific instructions for line 5). Identify which part (if any) you should complete by reference to the box you checked on line 5. An entity that selects nonparticipating FFI, participating FFI, registered deemed-compliant FFI, reporting Model 1 FFI, reporting Model 2 FFI, or direct reporting NFFE (other than a sponsored direct reporting NFFE) in line 5 is not required to complete any of the certifications in Parts IV through XXVIII.

**IGA.** In lieu of the certifications contained in Parts IV through XXVIII of Form W-8BEN-E, a reporting Model 1 FFI or reporting Model 2 FFI in certain cases may request alternate certifications to document its account holders pursuant to an applicable IGA or you may otherwise

provide an alternate certification to a withholding agent. See *Entities Providing Certifications Under an Applicable IGA under Special Instructions*, later.



*You are not required to complete a chapter 4 status certification if you are not the payee of a withholdable payment or an account holder holding an account with an FFI requesting this form. However, you are not required to provide a chapter 4 status if you are providing this form with respect to a preexisting entity account (as described in Regulations section 1.1471-1(b)(102)) prior to July 1, 2016 (or, if you are a prima facie FFI, prior to January 1, 2015).*

## Part IV – Sponsored FFI That Has Not Obtained a GIIN

**Line 16.** Enter the name of the sponsoring entity that has agreed to fulfill the due diligence, reporting, and withholding obligations (as applicable) on behalf of the sponsored FFI identified in line 1. You must provide the sponsoring entity's GIIN on line 9a.

**Note.** A sponsored FFI is not required to have obtained its own GIIN before January 1, 2016.

**Line 17.** You must check the applicable box to certify that you are either a sponsored investment entity (you may provide this certification even if you are not an FFI solely because you are an investment entity) or sponsored controlled foreign corporation (within the meaning of section 957(a)) and that you satisfy the other relevant requirements for this status.

## Part V – Certified Deemed-Compliant Nonregistering Local Bank

**Line 18.** A certified deemed-compliant nonregistering local bank must check the box to certify that it meets all of the requirements for this certified deemed-compliant status.

## Part VI – Certified Deemed-Compliant FFI with Only Low-Value Accounts

**Line 19.** A certified deemed-compliant FFI with only low value accounts must check the box to certify that it satisfies all of the requirements for this certified deemed-compliant classification.

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

**Line 20.** Enter the name of your sponsoring entity that has agreed to fulfill the due diligence, reporting, and withholding obligations of the entity identified in line 1 as if the entity in line 1 were a participating FFI. You must also enter the GIIN of your sponsoring entity on line 9a.

**Line 21.** A sponsored, closely held investment vehicle must check the box to certify that it meets all of the requirements for this certified deemed-compliant status. For purposes of this certification, the requirement for a contractual relationship (referred to on line 21 of the form)

means the requirements of Regulations section 1.1471-5(f)(2)(iii)(B).

## Part VIII – Certified Deemed-Compliant Limited Life Debt Investment Company

**Line 22.** A limited life debt investment entity must check the box to certify that it meets all of the requirements for this certified deemed-compliant status.

## Part IX – Certified Deemed-Compliant Investment Advisors and Investment Managers

**Line 23.** An investment advisor or investment manager must check the box to certify that it meets all of the requirements for this certified deemed-compliant status.

## Part X – Owner-Documented FFI

**Line 24a.** An owner-documented FFI must check the box to certify that it meets all of the requirements for this status and is providing this form to a U.S. financial institution, participating FFI, reporting Model 1 FFI, or reporting Model 2 FFI that agrees to act as a designated withholding agent with respect to the FFI identified on line 1. See Regulations section 1.1471-5(f)(3) for more information about an owner-documented FFI, including a designated withholding agent.



*Check either line 24b or line 24c. Do not check both boxes.*

**Line 24b.** Check the box to certify that you have provided or will provide the documentation set forth in the certifications, including the owner reporting statement described in this line 24b. If you check the box on line 24b, you should not check the box on line 24c.

**Line 24c.** Check the box to certify that you have provided or will provide the auditor's letter (in lieu of the information required by line 24b) that satisfies the requirements reflected on this line.

**Line 24d.** Check the box if you do not have any contingent beneficiaries or designated classes with unidentified beneficiaries. While this certification is not required, a Form W-8BEN-E provided by an owner-documented FFI will remain indefinitely valid for chapter 4 purposes absent a change in circumstances with respect to offshore obligations (as defined in Regulations section 1.6049-5(c)(1)) only if this certification is provided and the account balance of all accounts held by the owner-documented FFI with the withholding agent does not exceed \$1,000,000 on the later of June 30, 2014, or the last day of the calendar year in which the account was opened, and the last day of each subsequent calendar year preceding the payment, applying the aggregation principles of Regulations section 1.1471-5(b)(4)(iii).

## Part XI – Restricted Distributor

**Line 25a.** A restricted distributor must check the box to certify that it meets all of the requirements for this status.

**Lines 25b and 25c.** Check the appropriate box to certify as to your status. Do not check both boxes.



*A restricted distributor may certify only with respect to an account it maintains in connection with a distribution agreement with a restricted fund described in this Part XI. A restricted distributor that, in connection with such a distribution agreement, receives a payment subject to chapter 3 withholding or a withholdable payment should complete Form W-8IMY and not this form except to the extent it holds interests in connection with such an agreement as a beneficial owner.*

## Part XII – Nonreporting IGA FFI

**Line 26.** Check the box to indicate that you are treated as a nonreporting IGA FFI under an applicable IGA, including an entity treated as a registered deemed-compliant FFI under an applicable IGA. You must identify the applicable IGA by entering the name of the jurisdiction that has the applicable IGA treated as in effect with the United States. You must also provide the withholding agent with the specific category of FFI described in Annex II of the IGA applicable to your status.

If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, you must also provide your GIIN in the space provided. The GIIN does not need to be provided on line 9a. See <http://www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx> for a list of jurisdictions treated as having an IGA in effect for purposes of making this certification.



*If you are a sponsored FFI in a Model 1 IGA jurisdiction or other nonreporting FFI in a Model 1 IGA jurisdiction that is required to report an account, you are currently not required to provide a GIIN in this Part XII. However, a future version of this form may require you to provide a GIIN.*

## Part XIII – Foreign Government, Government of a U.S. Possession, or Foreign Central Bank of Issue

**Line 27.** A foreign government, government of a U.S. possession, or foreign central bank of issue (each as defined in Regulations section 1.1471-6) must check the box and certify that it satisfies all of the requirements for this status (including that it does not engage in the type of commercial financial activities described on this line except to the extent permitted under Regulations section 1.1471-6(h)(2)).



*If you are a foreign government, government of a U.S. possession, or foreign central bank of issue, you should only complete this Form W-8BEN-E for payments for which you are not claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b), otherwise you should use Form W-8EXP.*

## Part XIV – International Organization

**Line 28a.** Check this box to certify that you are an international organization described in section 7701(a) (18).



*If you are an entity that has been designated as an international organization by executive order (pursuant to 22 U.S.C. 288 through 288f), check box 28a. If you are claiming an exemption from withholding for purposes of chapter 3, however, use Form W-8EXP.*

**Line 28b.** If you are an international organization other than an international organization described in line 28a, check the box to certify that you satisfy all of the requirements for this status.

## Part XV – Exempt Retirement Plans

**Lines 29a, b, c, d, e, and f.** An exempt retirement plan must check the appropriate box to certify that it meets all of the requirements for this status.

## Part XVI – Entity Wholly Owned by Exempt Beneficial Owners

**Line 30.** An entity wholly owned by exempt beneficial owners must check the box to certify that it meets all of the requirements for this status. You must also provide the owner documentation described in this line establishing that each direct owner or debt holder of the entity is an exempt beneficial owner described in Regulations section 1.1471-6(b).

## Part XVII – Territory Financial Institution

**Line 31.** A territory financial institution must check the box to certify that it meets all of the requirements for this status.

## Part XVIII – Excepted Nonfinancial Group Entity

**Line 32.** An excepted nonfinancial group entity must check the box to certify that it meets all of the requirements for this status.

## Part XIX – Excepted Nonfinancial Start-Up Company

**Line 33.** An excepted nonfinancial start-up company must check the box to certify that it meets all of the requirements for this status. You must also provide the date you were formed or your board passed a resolution (or equivalent measure) approving a new line of business (which cannot be that of a financial institution or passive NFFE).

## Part XX – Excepted Nonfinancial Entity in Liquidation or Bankruptcy

**Line 34.** An excepted nonfinancial group entity in liquidation or bankruptcy must check the box to certify that

it meets all of the requirements for this status. You must also provide the date that you filed a plan of liquidation, plan of reorganization, or bankruptcy petition.

## Part XXI – 501(c) Organization

**Line 35.** A section 501(c) organization must check the box and provide the date that the IRS issued the organization a determination letter or provide a copy of an opinion from U.S. counsel certifying that the organization qualifies as a section 501(c) organization (without regard to whether the organization is a foreign private foundation).



*If you are a section 501(c) organization claiming an exemption from withholding for purposes of chapter 3, however, use Form W-8EXP.*

## Part XXII – Nonprofit Organization

**Line 36.** A nonprofit organization (other than section 501(c) organizations) must check the box to certify that it meets all of the requirements for this status.

**IGA.** For an entity that is established and maintained in a jurisdiction that is treated as having in effect an IGA and that is described in Annex I as a nonprofit organization that is an Active NFFE, see *Entities Providing Certifications Under an Applicable IGA under Special Instructions*, later.

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

**Line 37a.** A publicly traded NFFE must check the box to certify that you are not a financial institution and provide the name of a securities exchange on which the stock of the NFFE is publicly traded.

**Line 37b.** An NFFE that is a member of the same expanded affiliated group as a publicly traded U.S. or foreign entity must check this box, provide the name of the publicly traded entity, and identify the securities market on which the stock of the publicly traded entity is traded. See Regulations section 1.1472-1(c)(1)(i) to determine if the stock of an entity is regularly traded on an established securities market (substituting the term “U.S. entity” for NFFE, as appropriate for purposes of testing whether an entity is publicly traded).

## Part XXIV – Excepted Territory NFFE

**Line 38.** An excepted territory NFFE must check the box to certify that it meets all of the requirements for this classification. See Regulations section 1.1472-1(c)(1)(iii) for the definition of an excepted territory NFFE.

## Part XXV – Active NFFE

**Line 39.** An active NFFE must check the box to certify that it meets all of the requirements for this status, including the assets and passive income test described in the certification for this part. For purposes of applying this test, passive income includes dividends, interest, rents, royalties, annuities, and certain other forms of passive income. See Regulations section 1.1472-1(c)(1)(iv)(A) for

additional detail for the definition of passive income. Also see Regulations section 1.1472-1(c)(1)(iv)(B) for exceptions from the definition of passive income for certain types of income.

## Part XXVI – Passive NFFE

**Line 40a.** A passive NFFE must check the box to certify that you are not a financial institution and are not certifying your status as a publicly traded NFFE, NFFE affiliate of a publicly traded company, excepted territory NFFE, active NFFE, direct reporting NFFE, or sponsored direct reporting NFFE.



*If you are an NFFE that may qualify as an active NFFE (or other NFFE described in another part of this form), you may still check line 40a and disclose your substantial U.S. owners or certify that you have no substantial U.S. owners (see instructions to lines 40b and 40c below).*

**Line 40b.** Check this box to certify that you have no substantial U.S. owners.

**Line 40c.** If you do not check the box and make the certification on line 40b, you must check this box 40c and complete Part XXX to identify each of your substantial U.S. owners and provide their name, address, and TIN.

## Part XXVII – Excepted Inter-Affiliate FFI

**Line 41.** An excepted inter-affiliate FFI must check the box to certify that it meets all of the requirements of this classification. This classification will only apply for an excepted inter-affiliate FFI that holds a deposit account described in the certification for this part and that is documenting itself to the financial institution that maintains the deposit account. You are not eligible for this classification if you receive or make withholdable payments to or from any person other than a member of your expanded affiliated group, other than the depository institution described in the previous sentence. See Regulations section 1.1471-5(e)(5)(iv) for all the requirements of this status.

## Part XXVIII – Sponsored Direct Reporting NFFEs

**Line 42.** A sponsored direct reporting NFFE must check the box to certify that it meets all of the requirements for this classification. You must also provide the name of your sponsoring entity in the space provided and provide your GIIN in line 9a (or, for payments prior to January 1, 2016, the GIIN of your sponsoring entity).

## Part XXIX – Certification

Form W-8BEN-E must be signed and dated by an authorized representative or officer of the beneficial owner, participating payee (for purposes of section 6050W), or account holder of an FFI requesting this form. An authorized representative or officer must check the box to certify that you have the legal capacity to sign for the entity identified on line 1 that is the beneficial owner of the income. If Form W-8BEN-E is completed by an agent

acting under a duly authorized power of attorney, the form must be accompanied by the power of attorney in proper form or a copy thereof specifically authorizing the agent to represent the principal in making, executing, and presenting the form. Form 2848, Power of Attorney and Declaration of Representative, may be used for this purpose. The agent, as well as the beneficial owner, payee, or account holder (as applicable), may incur liability for the penalties provided for an erroneous, false, or fraudulent form. By signing Form W-8BEN-E, the authorized representative, officer, or agent of the entity also agrees to provide a new form within 30 days following a change in circumstances affecting the correctness of the form.

**Broker transactions or barter exchanges.** Income from transactions with a broker or a barter exchange is subject to reporting rules and backup withholding unless Form W-8BEN-E or a substitute form is filed to notify the broker or barter exchange that you are an exempt foreign person. See certification described in the 4th bullet point.

You are an exempt foreign person for a calendar year in which:

- You are a foreign corporation, partnership, estate, or trust; and
- You are neither engaged, nor plan to be engaged during the year, in a U.S. trade or business that has effectively connected gains from transactions with a broker or barter exchange.

## Part XXX - Substantial U.S. Owners of Passive NFFE

If you identified yourself as a passive NFFE (including an investment entity that is a territory NFFE but is not an excepted territory NFFE under Regulations section 1.1472-1(c)) with one or more substantial U.S. owners in Part XXVI, you must identify each substantial U.S. owner. Provide the name, address, and TIN of each substantial U.S. owner in the relevant column. You may attach this information on a separate statement, which remains subject to the same perjury statement and other certifications made in Part XXIX.

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## Special Instructions

### Hybrid Entities

**Hybrid entity making a claim of treaty benefits.** If you are a hybrid entity making a claim for treaty benefits as a resident on your own behalf, you may do so as permitted under an applicable tax treaty. You should complete this Form W-8BEN-E to claim treaty benefits in the manner described earlier (see instructions for completing Part III). If you are a flow-through entity receiving a withholdable payment, you should also provide Form W-8IMY for the entity along with a withholding statement (if required) establishing the chapter 4 status of each of your partners or owners. If you are a disregarded entity claiming treaty benefits, your single owner should provide Form W-8BEN-E or Form W-8BEN (as applicable) to the withholding agent along with this form. You may use line 10 to inform the withholding agent to associate the two forms.



*A disregarded entity that is treated as a reporting Model 1 FFI or reporting Model 2 FFI that is also a hybrid entity making a claim of treaty benefits should follow the special instructions for disregarded entities claiming treaty benefits in an IGA jurisdiction, later.*

**Line 1.** Enter your legal name (determined by reference to your legal identity in your country of incorporation or organization).

**Line 2.** Enter the country under whose laws you are created, organized, or governed.

**Line 3.** Leave this line blank. For purposes of completing this form as a hybrid entity making a treaty claim (including a disregarded entity), you are treated as the beneficial owner and should be identified in line 1.

**Line 4.** Check the box that applies among disregarded entity, partnership, grantor trust, or simple trust. You must also check the box indicating that you are a hybrid making a treaty claim and complete Part III.

**Line 5.** Do not complete line 5.

**Lines 6 and 7.** Complete lines 6 and 7 as provided in the specific instructions earlier.

**Line 8.** Complete line 8 in accordance with the specific instructions for line 8, earlier.

**Line 9b.** If your country of residence for tax purposes has issued you a tax identifying number, enter it here. Do not enter the tax identifying number of your owner(s).

**Line 10.** This reference line is used to associate this Form W-8BEN-E with another applicable withholding certificate or other documentation provided for purposes of chapter 4. For example, if you are a partnership making a treaty claim, you may want to provide information for the withholding agent to associate this Form W-8BEN-E with the Form W-8IMY and owner documentation you provide for purposes of establishing the chapter 4 status of your owner(s).

### Parts III & XXIX

You must complete Parts III and XXIX in accordance with the specific instructions above. Complete Part II if applicable.

### Reverse Hybrid Entities

A foreign reverse hybrid entity should only file a Form W-8BEN-E for payments for which it is not claiming treaty benefits on behalf of its owners and must provide a chapter 4 status when it is receiving a withholdable payment. A foreign reverse hybrid entity claiming treaty benefits on behalf of its owners should provide the withholding agent with Form W-8IMY (including its chapter 4 status when receiving a withholdable payment) along with a withholding statement and Forms W-8BEN or W-8BEN-E (or documentary evidence to the extent permitted) on behalf of each of its owners claiming treaty benefits. See Form W-8IMY and accompanying instructions for more information.

### Entities Providing Certifications Under an Applicable IGA

A withholding agent that is an FFI may provide you with a chapter 4 status certification other than as shown in Parts IX through XXVIII in order to satisfy its due diligence requirements under an applicable IGA. In such a case, you may attach the alternative certification to this Form W-8BEN-E in lieu of completing a certification otherwise required in Parts IV through XXVIII provided that you: 1) determine that the certification accurately reflects your status for chapter 4 purposes or under an applicable IGA; and 2) the withholding agent provides a written statement to you that it has provided the certification to meet its due diligence requirements as a participating FFI or registered deemed-compliant FFI under an applicable IGA.

You may also provide with this form an applicable IGA certification if you are determining your chapter 4 status under the definitions provided in an applicable IGA and your certification identifies the jurisdiction that is treated as having an IGA in effect and describes your status as an NFFE or FFI in accordance with the applicable IGA. However, if you determine your status under an applicable IGA as an NFFE, you must still determine if you are an excepted NFFE under the Regulations in order to complete this form. Additionally, you are required to comply with the conditions of your status under the law of the IGA jurisdiction if you are determining your status under an applicable IGA. If you cannot provide the certifications in Parts IV through XXVIII, do not check a box in line 5. However, if you determine your status under the definitions of the IGA and can certify to a chapter 4 status included on this form, you do not need to provide the certifications described in this paragraph unless required by the withholding agent or FFI to whom you are providing this form.

Any certifications provided under an applicable IGA remain subject to the penalty of perjury statement and other certifications made in Part XXIX.

### Entities Providing Alternate Certifications Under Regulations

If you qualify for a chapter 4 status that is not shown in Part I, line 5, of this form, you may attach applicable certifications for such status from any other Form W-8 on which the relevant certifications appear. If the applicable certifications do not appear on any Form W-8 (if, for example, new regulations provide for an additional chapter 4 status and this form has not been updated to incorporate the status) then you may provide an attachment certifying that you qualify for the applicable status described in a particular Regulations section in lieu of checking a box in Part I, line 5, and providing any chapter 4 status certifications included on this form. Include a citation to the applicable provision in the Regulations. Any such attached certification becomes an integral part of this Form W-8BEN-E and is subject to the penalty of perjury statement and other certifications made in Part XXIX.

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**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 provide 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 will vary depending on individual circumstances. The estimated average time is:

<b>Recordkeeping</b> . . . . .	12 hr., 40 min.
<b>Learning about the law or the form</b> . . . . .	4 hr., 17 min.
<b>Preparing and sending the form</b> . . . . .	8 hr., 16 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from [www.irs.gov/formspubs/](http://www.irs.gov/formspubs/). Click on "More Information" and then on "Give us feedback". You can write to the Internal Revenue Service, Tax Forms and Publications, SE:W:CAR:MP:TFP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send Form W-8BEN-E to this office. Instead, give it to your withholding agent.

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**Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States**

▶ Section references are to the Internal Revenue Code.

▶ Information about Form W-8ECI and its separate instructions is at [www.irs.gov/formw8eci](http://www.irs.gov/formw8eci).

▶ Give this form to the withholding agent or payer. Do not send to the IRS.

**Note.** Persons submitting this form must file an annual U.S. income tax return to report income claimed to be effectively connected with a U.S. trade or business (see instructions).

**Do not use this form for:**

**Instead, use Form:**

- A beneficial owner solely claiming foreign status or treaty benefits . . . . . W-8BEN or W-8BEN-E
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) . . . . . W-8EXP

**Note.** These entities should use Form W-8ECI if they received effectively connected income and are not eligible to claim an exemption for chapter 3 or 4 purposes on Form W-8EXP.

- A foreign partnership or a foreign trust (unless claiming an exemption from U.S. withholding on income effectively connected with the conduct of a trade or business in the United States) . . . . . W-8BEN-E or W-8IMY
- A person acting as an intermediary . . . . . W-8IMY

**Note.** See instructions for additional exceptions.

**Part I Identification of Beneficial Owner** (see instructions.)

<b>1</b> Name of individual or organization that is the beneficial owner	<b>2</b> Country of incorporation or organization
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**3** Name of disregarded entity receiving the payments (if applicable)

**4** Type of entity (check the appropriate box):

<input type="checkbox"/> Partnership	<input type="checkbox"/> Simple trust	<input type="checkbox"/> Individual	<input type="checkbox"/> Corporation
<input type="checkbox"/> Government	<input type="checkbox"/> Grantor trust	<input type="checkbox"/> Complex trust	<input type="checkbox"/> Estate
<input type="checkbox"/> Private foundation	<input type="checkbox"/> International organization	<input type="checkbox"/> Central bank of issue	<input type="checkbox"/> Tax-exempt organization

**5** Permanent residence address (street, apt. or suite no., or rural route). **Do not use a XXXX box or in-care-of address.**

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

**6** Business address in the United States (street, apt. or suite no., or rural route). **Do not use a XXXX box or in-care-of address.**

City or town, state, and ZIP code

<b>7</b> U.S. taxpayer identification number (required—see instructions) <input type="checkbox"/> SSN or ITIN <input type="checkbox"/> EIN	<b>8</b> Foreign tax identifying number
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<b>9</b> Reference number(s) (see instructions)	<b>10</b> Date of birth (MM-DD-YYYY)
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**11** Specify each item of income that is, or is expected to be, received from the payer that is effectively connected with the conduct of a trade or business in the United States. (attach statement if necessary)

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**Part II Certification**

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

- I am the beneficial owner (or I am authorized to sign for the beneficial owner) of all the payments to which this form relates,
- The amounts for which this certification is provided are effectively connected with the conduct of a trade or business in the United States,
- The income for which this form was provided is includible in my gross income (or the beneficial owner's gross income) for the taxable year, **and**
- The beneficial owner is not a U.S. person.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the payments of which I am the beneficial owner or any withholding agent that can disburse or make payments of the amounts of which I am the beneficial owner.

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

**Sign Here**

Signature of beneficial owner (or individual authorized to sign for the beneficial owner) Print name Date (MM-DD-YYYY)

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

# Instructions for Form W-8ECI

(Rev. February 2014)



Department of the Treasury  
Internal Revenue Service

## Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States

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

**Future Developments.** For the latest information about developments related to Form W-8ECI and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/formw8eci](http://www.irs.gov/formw8eci).

### General Instructions

**Note.** For definitions of terms used throughout these instructions, see *Definitions*, later.

### Purpose of Form

Foreign persons are generally subject to U.S. tax at a 30% rate on income they receive from U.S. sources. However, no withholding under section 1441 or 1442 is required on income that is, or is deemed to be, effectively connected with the conduct of a trade or business in the United States and is includible in the beneficial owner's gross income for the tax year.

This withholding exemption does not apply to personal services income and income subject to withholding under section 1445 (dispositions of U.S. real property interests) or section 1446 (foreign partner's share of effectively connected income).

Income effectively connected with the conduct of a trade or business in the United States is not a withholdable payment under chapter 4 and thus is not subject to withholding under sections 1471 or 1472.

If you receive effectively connected income from sources in the United States, you must provide Form W-8ECI to:

- Establish that you are not a U.S. person,
- Claim that you are the beneficial owner of the income for which Form W-8ECI is being provided or are an entity engaged in a U.S. trade or business submitting Form W-8ECI on behalf of your owners or partners, and
- Claim that the income is effectively connected with the conduct of a trade or business in the United States.

If you expect to receive both income that is effectively connected and income that is not effectively connected from a withholding agent, you must provide Form W-8ECI for the effectively connected income and Form W-8BEN, Form W-8BEN-E, Form W-8EXP, or Form W-8IMY (as appropriate) for income that is not effectively connected.

If you submit Form W-8ECI to a partnership, the income claimed to be effectively connected with the conduct of a U.S. trade or business is subject to withholding under section 1446. If a nominee holds an interest in a partnership on your behalf, you, not the nominee, must submit the form to the partnership or nominee that is the withholding agent.

If you are a foreign partnership, a foreign simple trust, or a foreign grantor trust with effectively connected

income, you may submit Form W-8ECI without attaching Forms W-8BEN, W-8BEN-E, or other documentation for your foreign partners, beneficiaries, or owners.

A withholding agent or payer of the income may rely on a properly completed Form W-8ECI to treat the payment associated with the Form W-8ECI as a payment to a foreign person who beneficially owns the amounts paid and is either entitled to an exemption from withholding under sections 1441, 1442, 1471, or 1472 because the income is effectively connected with the conduct of a trade or business in the United States or subject to withholding under section 1446.

Provide Form W-8ECI to the withholding agent or payer before income is paid, credited, or allocated to you. Failure by a beneficial owner to provide a Form W-8ECI when requested may lead to withholding at the 30% rate or the backup withholding rate under section 3406.

**Additional information.** For additional information and instructions for the withholding agent, see the Instructions for the Requester of Forms W-8BEN, W-8BEN-E, W-8ECI, W-8EXP, and W-8IMY.

### Who Must Provide Form W-8ECI

You must give Form W-8ECI to the withholding agent or payer if you are a foreign person and you are the beneficial owner of U.S. source income that is (or is deemed to be) effectively connected with the conduct of a trade or business within the United States.

Do not use Form W-8ECI if:

- You are a nonresident alien individual who claims exemption from withholding on compensation for independent or certain dependent personal services performed in the United States. Instead, provide Form 8233, Exemption from Withholding on Compensation for Independent (and Certain Dependent) Personal Services of a Nonresident Alien Individual, or Form W-4, Employee's Withholding Allowance Certificate.
- You are the beneficial owner of a payment subject to withholding and are claiming an exemption from withholding for a reason other than a claim that the income is effectively connected with the conduct of a trade or business in the United States. For example, if you are a foreign person who is the beneficial owner of U.S. source income that is not effectively connected with a U.S. trade or business and you are claiming a reduced rate of withholding under an applicable income tax treaty in effect, do not use Form W-8ECI. Instead, provide Form W-8BEN, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding (Individuals) or Form W-8BEN-E, Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities).
- You are a foreign person receiving proceeds from the disposition of a U.S. real property interest. Instead, see Form 8288-B, Application for Withholding Certificate for

Dispositions by Foreign Persons of U.S. Real Property Interests.

- You are filing for a foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming the applicability of section 115(2), 501(c), 892, 895, or 1443(b). Instead, provide Form W-8EXP, Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting. However, you should use Form W-8BEN-E if you are claiming treaty benefits or are providing the form only to claim exempt recipient status for backup withholding purposes. You should use Form W-8ECI, however, if you received effectively connected income (for example, income from commercial activities).
- You are acting as an intermediary (that is, acting not for your own account or for that of your partners, but for the account of others as an agent, nominee, or custodian) with respect to a payment subject to withholding. Instead, provide Form W-8IMY, Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting.
- You are a withholding foreign partnership or a withholding foreign trust for purposes of sections 1441 and 1442 that is receiving income which is not effectively connected with the conduct of a U.S. trade or business. A withholding foreign partnership is, generally, a foreign partnership that has entered into a withholding agreement with the IRS under which it agrees to assume primary withholding responsibility for each partner's distributive share of income subject to withholding that is paid to the partnership. A withholding foreign trust is, generally, a foreign simple trust or a foreign grantor trust that has entered into a withholding agreement with the IRS under which it agrees to assume primary withholding responsibility for each beneficiary's or owner's distributive share of income subject to withholding that is paid to the trust. Instead, provide Form W-8IMY.
- You are a foreign corporation that is a personal holding company receiving compensation described in section 543(a)(7). Such compensation is not exempt from withholding as effectively connected income, but may be exempt from withholding on another basis.
- You are a foreign partner in a partnership and the income allocated to you from the partnership is effectively connected with the conduct of the partnership's trade or business in the United States. Instead, provide Form W-8BEN or Form W-8BEN-E (as applicable). However, if you made or will make an election under section 871(d) or 882(d), provide Form W-8ECI. In addition, if you are otherwise engaged in a trade or business in the United States and you want your allocable share of income from the partnership to be subject to withholding under section 1446, provide Form W-8ECI.

**Giving Form W-8ECI to the withholding agent.** Do not send Form W-8ECI to the IRS. Instead, give it to the person who is requesting it from you. Generally, this will be the person from whom you receive the payment, who credits your account, or a partnership that allocates income to you. Give Form W-8ECI to the person requesting it before the payment is made, credited, or allocated. If you do not provide Form W-8ECI, the

withholding agent may have to withhold at the 30% rate or the backup withholding rate. A separate Form W-8ECI must be given to each withholding agent.

**U.S. branch of foreign bank or insurance company.**

A payment to a U.S. branch of a foreign bank or a foreign insurance company that is subject to U.S. regulation by the Federal Reserve Board or state insurance authorities is presumed to be effectively connected with the conduct of a trade or business in the United States if the withholding agent has an EIN provided by the branch. The presumption does not apply if the branch provides a withholding agent with a Form W-8BEN-E for the income.

**Change in circumstances.** If a change in circumstances makes any information on the Form W-8ECI you have submitted incorrect, you must notify the withholding agent or payer within 30 days of the change in circumstances and you must file a new Form W-8ECI or other appropriate form. For example, if during the tax year any part or all of the income is no longer effectively connected with the conduct of a trade or business in the United States, your Form W-8ECI is no longer valid. You must notify the withholding agent and provide Form W-8BEN, W-8BEN-E, W-8EXP, or W-8IMY. See Regulations section 1.1441-1(e)(4)(ii)(D) for the definition of a change in circumstances for purposes of chapter 3. See Regulations section 1.1471-3(c)(6)(ii)(E) for the definition of a change in circumstances for purposes of chapter 4.

**Expiration of Form W-8ECI.** Generally, a Form W-8ECI will remain in effect for a period starting on the date the form is signed and ending on the last day of the third succeeding calendar year, unless a change in circumstances makes any information on the form incorrect (see *Change in circumstances* above for the requirements to provide a new form). For example, a Form W-8ECI signed on September 30, 2015, remains valid through December 31, 2018. Upon the expiration of the 3-year period, you must provide a new Form W-8ECI.

## Definitions

**Beneficial owner.** For payments other than those for which a reduced rate of withholding is claimed under an income tax treaty, the beneficial owner of income is generally the person who is required under U.S. tax principles to include the income in gross income on a tax return. A person is not a beneficial owner of income, however, to the extent that person is receiving the income as a nominee, agent, or custodian, or to the extent the person is a conduit whose participation in a transaction is disregarded. In the case of amounts paid that do not constitute income, beneficial ownership is determined as if the payment were income.

Foreign partnerships, foreign simple trusts, and foreign grantor trusts are not the beneficial owners of income paid to the partnership or trust. The beneficial owners of income paid to a foreign partnership are generally the partners in the partnership, provided that the partner is not itself a partnership, foreign simple or grantor trust, nominee or other agent. The beneficial owners of income paid to a foreign simple trust (that is, a foreign trust that is described in section 651(a)) are generally the beneficiaries of the trust, if the beneficiary is not a foreign partnership, foreign simple or grantor trust, nominee or

other agent. The beneficial owners of a foreign grantor trust (that is, a foreign trust to the extent that all or a portion of the income of the trust is treated as owned by the grantor or another person under sections 671 through 679) are the persons treated as the owners of the trust. The beneficial owners of income paid to a foreign complex trust (that is, a foreign trust that is not a foreign simple trust or foreign grantor trust) is the trust itself.

Generally, these beneficial owner rules apply for purposes of sections 1441, 1442, and 1446, except that section 1446 requires a foreign simple trust to provide a Form W-8 on its own behalf rather than on behalf of the beneficiary of such trust.

The beneficial owner of income paid to a foreign estate is the estate itself.

A payment to a U.S. partnership, U.S. trust, or U.S. estate is treated as a payment to a U.S. payee. A U.S. partnership, trust, or estate should provide the withholding agent with a Form W-9. However, for purposes of section 1446, a U.S. grantor trust shall not provide the withholding agent a Form W-9. Instead, the grantor or other owner must provide Form W-8 or Form W-9 as appropriate.

**Chapter 3.** Chapter 3 means Chapter 3 of the Internal Revenue Code (Withholding of Tax on Nonresident Aliens and Foreign Corporations). Chapter 3 contains sections 1441 through 1464.

**Chapter 4.** Chapter 4 means Chapter 4 of the Internal Revenue Code (Taxes to Enforce Reporting on Certain Foreign Accounts). Chapter 4 contains sections 1471 through 1474.

**Disregarded entity.** A business entity that has a single owner and is not a corporation under Regulations section 301.7701-2(b) is disregarded as an entity separate from its owner. A disregarded entity does not submit Form W-8ECI to a partnership for purposes of section 1446. Instead, the owner of such entity provides the appropriate documentation. See Regulations section 1.1446-1.

**Effectively connected income.** Generally, when a foreign person engages in a trade or business in the United States, all income from sources in the United States other than fixed or determinable annual or periodical (FDAP) income (for example, interest, dividends, rents, and certain similar amounts) is considered income effectively connected with a U.S. trade or business. FDAP income may or may not be effectively connected with a U.S. trade or business. Factors to be considered to determine whether FDAP income and similar amounts from U.S. sources are effectively connected with a U.S. trade or business include whether:

- The income is from assets used in, or held for use in, the conduct of that trade or business, or
- The activities of that trade or business were a material factor in the realization of the income.

There are special rules for determining whether income from securities is effectively connected with the active conduct of a U.S. banking, financing, or similar business. See section 864(c)(4)(B)(ii) and Regulations section 1.864-4(c)(5)(ii) for more information.

Effectively connected income, after allowable deductions, is taxed at graduated rates applicable to U.S.

persons and resident aliens, rather than at the 30% rate. You must report this income on your annual U.S. income tax or information return.

A partnership that has effectively connected income allocable to foreign partners is generally required to withhold tax under section 1446. The withholding tax rate on a partner's share of effectively connected income is 35% for corporate partners and 39.6% for all other taxable partners. In certain circumstances the partnership may withhold tax at the highest applicable rate to a particular type of income (for example, long-term capital gain allocated to a noncorporate partner). Any amount withheld under section 1446 on your behalf, and reflected on Form 8805 issued by the partnership to you may be credited on your U.S. income tax return.

**Foreign person.** A foreign person includes a nonresident alien individual, a foreign corporation, a foreign partnership, a foreign trust, a foreign estate, and any other person that is not a U.S. person.

**Nonresident alien individual.** Any individual who is not a citizen or resident alien of the United States is a nonresident alien individual. An alien individual meeting either the "green card test" or the "substantial presence test" for the calendar year is a resident alien. Any person not meeting either test is a nonresident alien individual. Additionally, an alien individual who is a resident of a foreign country under the residence article of an income tax treaty, or an alien individual who is a bona fide resident of Puerto Rico, Guam, the Commonwealth of the Northern Mariana Islands, the U.S. Virgin Islands, or American Samoa is a nonresident alien individual.



*Even though a nonresident alien individual married to a U.S. citizen or resident alien may choose to be treated as a resident alien for certain purposes (for example, filing a joint income tax return), such individual is still treated as a nonresident alien for withholding tax purposes on all income except wages.*

See Pub. 519, U.S. Tax Guide for Aliens, for more information on resident and nonresident alien status including information about the "green card test" and "substantial presence test".

**Withholding agent.** Any person, U.S. or foreign, that has control, receipt, custody, disposal, or payment of U.S. source FDAP income subject to chapter 3 withholding is a withholding agent. For purposes of chapter 4, any person, U.S. or foreign, that has control, receipt, custody, disposal, or payment of a withholdable payment is a withholding agent. The withholding agent may be an individual, corporation, partnership, trust, association, or any other entity including (but not limited to) any foreign intermediary, foreign partnership, and U.S. branches treated as U.S. person. Generally, the person who pays (or causes to be paid) an amount subject to withholding to the foreign person (or to its agent) must withhold.

For purposes of section 1446, the withholding agent is the partnership conducting the trade or business in the United States. For a publicly traded partnership, the withholding agent may be the partnership, a nominee holding an interest on behalf of a foreign person, or both. See Regulations sections 1.1446-1 through 1.1446-6.

**Withholdable payment.** A withholdable payment means any payment of U.S. source FDAP income, subject to certain exemptions described in Regulations sections 1.1471-2(b) and 1.1473-1(a). However, no exceptions to withholding on U.S. source FDAP income for purposes other than chapter 4 apply when determining whether a payment is a withholdable payment. For example, an exclusion from an amount subject to withholding under Regulations section 1.1441-2(a) does not apply for purposes of determining whether a payment constitutes a withholdable payment. Under chapter 4, a payment of effectively connected income is not a withholdable payment.

**U.S. person.** A U.S. person is defined in section 7701(a)(30) and includes an individual who is a citizen or resident of the United States, as well as domestic partnerships, corporations, trusts, and estates.

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## Specific Instructions

### Part I

**Line 1.** Enter your name. If you are filing for a disregarded entity with a single owner who is a foreign person, this form should be completed and signed by the foreign single owner. If the account to which a payment is made or credited is in the name of the disregarded entity, the foreign single owner may inform the withholding agent of this fact. This may be done by including the name of the disregarded entity on line 3 (name of disregarded entity (if applicable)) of Part I of the form.



*If you own the income or account jointly with one or more other persons, the income or account will be treated by the withholding agent as owned by a foreign person if Forms W-8ECI are provided by all of the owners. If the withholding agent receives a Form W-9, Request for Taxpayer Identification Number and Certification, from any of the joint owners, the payment must be treated as made to a U.S. person.*

**Line 2.** If you are filing for a corporation, enter the country of incorporation. If you are filing for another type of entity, enter the country under whose laws the entity is created, organized, or governed. If you are an individual, provide your country of residence for tax purposes.

**Line 3.** Enter the name of the disregarded entity receiving the payment. This line is not required but may assist the withholding agent that is making a payment to you. The withholding agent may request additional referencing information (such as your account number) which should be entered on line 9. See the instructions for line 9 below. When completing this form, do not provide information concerning the disregarded entity on any line other than this line 3 or line 9. Instead, you should complete the form using the information of the owner of the disregarded entity.

**Line 4.** Check the box that applies. By checking a box, you are representing that you qualify for this classification. You must check the one box that represents your classification (for example, corporation, partnership, etc.) under U.S. tax principles. If more than one classification applies to you, select the most specific status available.

For example, if you are a private foundation, you are also considered a tax-exempt organization. You should check the box for private foundation rather than the box for tax-exempt organization.

**Line 5.** Your permanent residence address is the address in the country where you claim to be a resident for that country's income tax. Do not show the address of a financial institution, a post office box, or an address used solely for mailing purposes unless such address is the registered address of an entity identified on line 1 which does not have another address in the jurisdiction. If you are an individual who does not have a tax residence in any country, your permanent residence is where you normally reside. If you are not an individual and you do not have a tax residence in any country, the permanent residence address is where you maintain your principal office.

**Line 6.** Enter your business address in the United States. Do not show a post office box.

**Line 7.** Enter your U.S. taxpayer identification number (TIN). A U.S. TIN is a social security number (SSN), employer identification number (EIN), or IRS individual taxpayer identification number (ITIN). Check the appropriate box for the type of U.S. TIN you are providing. You are required to provide a TIN for this form to be valid.

If you are an individual, you are generally required to enter your SSN. To apply for an SSN, get Form SS-5 from a Social Security Administration (SSA) office or online at <http://www.socialsecurity.gov/ssnumber/ss5.htm>. If in the United States, you can call the SSA at 1-800-772-1213. Fill in Form SS-5 and return it to the SSA.

If you do not have an SSN and are not eligible to get one, you must get an ITIN. To apply for an ITIN, file Form W-7 with the IRS. It usually takes 4-6 weeks to get an ITIN.

If you are not an individual (for example, if you are a foreign estate or trust), or you are an individual who is an employer or who is engaged in a U.S. trade or business as a sole proprietor, use Form SS-4, Application for Employer Identification Number, to obtain an EIN. If you are a disregarded entity, enter the U.S. TIN of your foreign single owner.



*You may also apply for an EIN online. For more information, visit [www.irs.gov/Businesses/Small-Businesses-&Self-Employed/Apply-for-an-Employer-Identification-Number-\(EIN\)-Online](http://www.irs.gov/Businesses/Small-Businesses-&Self-Employed/Apply-for-an-Employer-Identification-Number-(EIN)-Online).*

**Line 8.** Enter the tax identifying number (TIN) issued to you by your jurisdiction of tax residence unless:

- You have not been issued a TIN, or
- The jurisdiction does not issue TINs.

**Line 9.** This line may be used by the filer of Form W-8ECI or by the withholding agent to whom it is provided to include any referencing information that is useful to the withholding agent in carrying out its obligations. For example, a beneficial owner may use line 9 to include the name and number of the account for which he or she is providing the form.

**Line 10.** Provide your date of birth if you are an individual. Use the following format to input your

information MM-DD-YYYY. For example, if you were born on April 15, 1956, you would enter 04-15-1956.

**Line 11.** You must specify the items of income that are effectively connected with the conduct of a trade or business in the United States. You will generally have to provide Form W-8BEN, Form W-8BEN-E, Form W-8EXP, or Form W-8IMY for those items from U.S. sources that are not effectively connected with the conduct of a trade or business in the United States. See Form W-8BEN, Form W-8BEN-E, Form W-8EXP, or Form W-8IMY, and the associated instructions for more details.

If you are providing this form to a partnership because you are a partner and have made an election under section 871(d) or section 882(d), attach a copy of the election to the form. If you have not made the election, but intend to do so effective for the current tax year, attach a statement to the form indicating your intent. See Regulations section 1.871-10(d)(3).

## Part II

**Signature.** Form W-8ECI must be signed and dated by the beneficial owner of the income, or, if the beneficial owner is not an individual, by an authorized representative or officer of the beneficial owner. If an authorized representative or agent is completing Form W-8ECI on behalf of the beneficial owner of the income, the representative or agent must check the box to certify that he or she has the legal capacity to sign for the person identified on line 1. If Form W-8ECI is completed by an agent acting under a duly authorized power of attorney for the beneficial owner, the form must be accompanied by the power of attorney in proper form or a copy thereof specifically authorizing the agent to represent the principal in making, executing, and presenting the form (note that this requirement does not apply to a partnership or other flow-through entity submitting this form with respect to a payment of effectively connected income that is beneficially owned by the entity's partners or owners). Form 2848, Power of Attorney and Declaration of Representative, may be used for this purpose. The agent, as well as the beneficial owner, may incur liability for the penalties provided for an erroneous, false, or fraudulent form.



*If any information on Form W-8ECI becomes incorrect, you must submit a correct new form within 30 days to the requester of this form unless you will not receive a future payment from the withholding agent that would require an updated Form W-8.*

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**Paperwork Reduction Act Notice.** We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want to receive exemption from withholding on income effectively connected with the conduct of a trade or business in the United States, you are required to provide 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 will vary depending on individual circumstances. The estimated average time is: **Recordkeeping**, 4 hr., 4 min.; **Learning about the law or the form**, 1 hr., 51 min.; **Preparing and providing the form**, 3 hr., 12 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from [www.irs.gov/formspubs/](http://www.irs.gov/formspubs/). Click on "More Information" and then on "Give us feedback." You can write to the Internal Revenue Service, Tax Forms and Publications, SE:W:CAR:MP:TFP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send Form W-8ECI to this office. Instead, give it to your withholding agent.

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## Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting

(For use by foreign governments, international organizations, foreign central banks of issue, foreign tax-exempt organizations, foreign private foundations, and governments of U.S. possessions.)

OMB No. 1545-1621

Department of the Treasury  
Internal Revenue Service

▶ Information about Form W-8EXP and its separate instructions is at [www.irs.gov/formw8exp](http://www.irs.gov/formw8exp).  
▶ Section references are to the Internal Revenue Code.  
▶ Give this form to the withholding agent or payer. Do not send to the IRS.

**Do not use this form for:**

**Instead, use Form:**

- A foreign government or other foreign organization that is not claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) . . . . . W-8BEN-E or W-8ECI
- A beneficial owner solely claiming foreign status or treaty benefits . . . . . W-8BEN or W-8BEN-E
- A foreign partnership or a foreign trust . . . . . W-8BEN-E or W-8IMY
- A person claiming that income is effectively connected with the conduct of a trade or business in the United States . . . . . W-8ECI
- A person acting as an intermediary . . . . . W-8IMY

**Part I Identification of Beneficial Owner**

1 Name of organization	2 Country of incorporation or organization
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3 Type of entity	<input type="checkbox"/> Foreign government <input type="checkbox"/> International organization <input type="checkbox"/> Foreign central bank of issue (not wholly owned by the foreign sovereign)	<input type="checkbox"/> Foreign tax-exempt organization <input type="checkbox"/> Foreign private foundation <input type="checkbox"/> Government of a U.S. possession
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4 Chapter 4 Status (FATCA status):

<input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a Reporting Model 1 FFI). <input type="checkbox"/> Nonreporting IGA FFI. Complete Part III. <input type="checkbox"/> Territory financial institution. Complete Part III. <input type="checkbox"/> International organization.	<input type="checkbox"/> Foreign government (including a political subdivision), government of a U.S. possession, or foreign central bank of issue. Complete Part III. <input type="checkbox"/> Exempt retirement plan of foreign government. Complete Part III. <input type="checkbox"/> 501(c) organization. Complete Part III. <input type="checkbox"/> Passive NFFE. Complete Part III. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part III.
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5 Permanent address (street, apt. or suite no., or rural route). Do not use a [redacted] box or in-care-of address (other than a registered address).

City or town, state or province. Include postal code where appropriate.	Country
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6 Mailing address (if different from above).

City or town, state or province. Include postal or ZIP code where appropriate.	Country
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7 U.S. TIN, if required (see instructions)	8a <input type="checkbox"/> GIIN	b <input type="checkbox"/> Foreign TIN (see instructions)
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9 Reference number(s) (see instructions)

**Part II Qualification Statement for Chapter 3 Status**

- 10 For a foreign government:
- a  I certify that the entity identified in Part I is a foreign government within the meaning of section 892 and the payments are within the scope of the exemption granted by section 892.  
Check box 10b or box 10c, whichever applies:
- b  The entity identified in Part I is an integral part of the government of \_\_\_\_\_.
- c  The entity identified in Part I is a controlled entity of the government of \_\_\_\_\_.
- 11 For an international organization:  
 I certify that:
- The entity identified in Part I is an international organization within the meaning of section 7701(a)(18) and
  - The payments are within the scope of the exemption granted by section 892.
- 12 For a foreign central bank of issue (not wholly owned by the foreign sovereign):  
 I certify that:
- The entity identified in Part I is a foreign central bank of issue,
  - The entity identified in Part I does not hold obligations or bank deposits to which this form relates for use in connection with the conduct of a commercial banking function or other commercial activity, and
  - The payments are within the scope of the exemption granted by section 895.

**Part II Qualification Statement for Chapter 3 Status** *(continued)***13 For a foreign tax-exempt organization, including foreign private foundations:**

If any of the income to which this certification relates constitutes income includible under section 512 in computing the entity's unrelated business taxable income, attach a statement identifying the amounts.

**Check either box 13a or box 13b:**

- a**  I certify that the entity identified in Part I has been issued a determination letter by the IRS dated \_\_\_\_\_ that is currently in effect and that concludes that it is an exempt organization described in section 501(c).
- b**  I have attached to this form an opinion from U.S. counsel concluding that the entity identified in Part I is described in section 501(c).

**For section 501(c)(3) organizations only, check either box 13c or box 13d:**

- c**  If the determination letter or opinion of counsel concludes that the entity identified in Part I is described in section 501(c)(3), I certify that the organization is not a private foundation described in section 509. I have attached an affidavit of the organization setting forth sufficient facts for the IRS to determine that the organization is not a private foundation because it meets one of the exceptions described in section 509(a)(1), (2), (3), or (4).
- d**  If the determination letter or opinion of counsel concludes that the entity identified in Part I is described in section 501(c)(3), I certify that the organization is a private foundation described in section 509.
- 14 For a government of a U.S. possession:**
- I certify that the entity identified in Part I is a government of a possession of the United States, or is a political subdivision thereof, and is claiming the exemption granted by section 115(2).

**Part III Qualification Statement for Chapter 4 Status (if required)****15 For a nonreporting IGA FFI:**

- I certify that the entity identified in Part I:
- Meets the requirements to be considered a nonreporting financial institution pursuant to an applicable IGA between the United States and \_\_\_\_\_
  - Is treated as a \_\_\_\_\_ under the provisions of the applicable IGA (see instructions); **and**
  - If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, provide your GIIN: \_\_\_\_\_

**16 For a territory financial institution:**

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

**17 For a foreign government (including a political subdivision), government of a U.S. possession, or foreign central bank of issue:**

I certify that the entity identified in Part I is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in Regulations section 1.1471-6(h)(2)).

**18 For an exempt retirement plan of a foreign government:**

- I certify that the entity identified in Part I:
- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6 or an applicable Model 1 or Model 2 IGA) to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
  - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6 or an applicable Model 1 or Model 2 IGA) to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

**19 For a 501(c) organization:**

I certify that the entity identified in Part I is an entity described in section 501(c) but is not an insurance company described in section 501(c)(15).

**20 For a passive NFFE:**

- a**  I certify that the entity identified in Part I is a foreign entity that is not a financial institution (other than an investment entity organized in a possession of the United States).
- Check box 20b or 20c, whichever applies.**
- b**  I further certify that the entity identified in Part I has no substantial U.S. owners, **or**
- c**  I further certify that the entity identified in Part I has provided a statement including the name, address, and TIN of each substantial U.S. owner of the NFFE (see instructions).

**21 Name of sponsoring entity:** \_\_\_\_\_

I certify that the entity identified in Part I is a direct reporting NFFE that is sponsored by the entity identified in line 21.

**Part IV Certification**

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

- The organization for which I am signing is the beneficial owner of the income and other payments to which this form relates,
- The beneficial owner is not a U.S. person,
- For a beneficial owner that is a controlled entity of a foreign sovereign (other than a central bank of issue wholly owned by a foreign sovereign), the beneficial owner is not engaged in commercial activities within or outside the United States, **and**
- For a beneficial owner that is a central bank of issue wholly owned by a foreign sovereign, the beneficial owner is not engaged in commercial activities within the United States.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the payments of which I am the beneficial owner or any withholding agent that can disburse or make payments of the amounts of which I am the beneficial owner.

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

**Sign****Here** ▶-----  
Signature of authorized official-----  
Print name-----  
Date (MM-DD-YYYY)

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



# Instructions for Form W-8EXP

(Rev. April 2014)

## Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting

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

### General Instructions

**Future developments.** For the latest information about developments related to Form W-8EXP and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/formw8exp](http://www.irs.gov/formw8exp).

### What's New

**Foreign Account Tax Compliance Act (FATCA).** In 2010, Congress passed the Hiring Incentives to Restore Employment Act of 2010, P.L. 111-147 (the HIRE Act), which added chapter 4 of Subtitle A (chapter 4) to the Code, consisting of sections 1471 through 1474 of the Code and commonly referred to as "FATCA" or "chapter 4." Under chapter 4, participating foreign financial institutions (FFIs) and certain registered deemed-compliant FFIs are generally required to identify their U.S. account holders, regardless of whether a payment subject to withholding is made to the account. In January 2013, final regulations were published that provide due diligence, withholding, and reporting rules for both U.S. withholding agents and FFIs under chapter 4.

Additional temporary and proposed regulations were published in March 2014 providing updated rules under chapter 4 as well as guidance coordinating chapter 4 with chapters 3 and 61. U.S. withholding agents and FFIs will be required to begin withholding on withholdable payments for chapter 4 purposes beginning on July 1, 2014.

This form, along with Form W-8BEN, W-8ECI, and W-8IMY, has been updated to reflect the documentation requirements of chapter 4. In particular, this Form W-8EXP is now used by a foreign government or other organization claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) to certify its exemption under the applicable code provision for chapter 3 purposes and certify to its chapter 4 status when receiving a withholdable payment or to document its status as an account holder of a participating FFI or registered deemed-compliant FFI.

However, a foreign government or other organization claiming treaty benefits for income which is not subject to one of these statutory exemptions should use Form W-8BEN-E instead of this form. Such an entity documenting only its status for chapter 4 purposes may also provide Form W-8BEN-E instead of this form.

A foreign government or other organization that fails to provide this form (or other applicable certification form) when requested may be treated as a nonparticipating FFI

subject to 30% withholding on withholdable payments paid to the organization. In general, a foreign government or other organization receiving a withholdable payment should provide this form when requested to avoid incorrect withholding consequences.

**Note.** For definitions of terms used throughout these instructions, see *Definitions*, later.

### Purpose of Form

Under chapter 3, foreign persons are subject to U.S. tax at a 30% rate on income they receive from U.S. sources that consists of interest (including certain original issue discount (OID)), dividends, rents, premiums, annuities, compensation for, or in expectation of, services performed, or other fixed or determinable annual or periodical gains, profits, or income. This tax is imposed on the gross amount paid and is generally collected by withholding under section 1441 or 1442 on that amount. A payment is considered to have been made whether it is made directly to the beneficial owner or to another person for the benefit of the beneficial owner.

Foreign persons are also subject to tax at graduated rates on income they earn that is considered effectively connected with a U.S. trade or business. If a foreign person invests in a partnership that conducts a U.S. trade or business, the foreign person is considered to be engaged in a U.S. trade or business. The partnership is required to withhold tax under section 1446 on the foreign person's distributive share of the partnership's effectively connected taxable income.

If you receive certain types of income, you must provide Form W-8EXP to:

- Establish that you are not a U.S. person,
- Claim that you are the beneficial owner of the income for which Form W-8EXP is given, and
- Claim a reduced rate of, or exemption from, withholding as a foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession.

In general, payments to a foreign government (including a foreign central bank of issue wholly-owned by a foreign sovereign) from investments in the United States in stocks, bonds, other domestic securities, financial instruments held in the execution of governmental financial or monetary policy, and interest on deposits in banks in the United States are exempt from tax under section 892 and exempt from withholding under sections 1441 and 1442. Payments other than those described above, including income derived in the U.S. from the conduct of a commercial activity, income received from a controlled commercial entity (including gain from the

disposition of any interest in a controlled commercial entity), and income received by a controlled commercial entity, do not qualify for exemption from tax under section 892 or exemption from withholding under sections 1441 and 1442. See Temporary Regulations section 1.892-3T. In addition, certain distributions to a foreign government from a real estate investment trust (REIT) may not be eligible for relief from withholding and may be subject to withholding at 35% of the gain realized. For the definition of "commercial activities," see Temporary Regulations section 1.892-4T.

Amounts allocable to a foreign person from a partnership's trade or business in the United States are considered derived from a commercial activity in the United States. The partnership's net effectively connected taxable income is subject to withholding under section 1446.

In general, payments to an international organization from investment in the United States in stocks, bonds and other domestic securities, interest on deposits in banks in the United States, and payments from any other source within the United States are exempt from tax under section 892 and exempt from withholding under sections 1441 and 1442. See Temporary Regulations section 1.892-6T. Payments to a foreign central bank of issue (whether or not wholly owned by a foreign sovereign) or to the Bank for International Settlements from obligations of the United States or of any agency or instrumentality thereof, or from interest on deposits with persons carrying on the banking business, are also generally exempt from tax under section 895 and exempt from withholding under sections 1441 and 1442. In addition, payments to a foreign central bank of issue from bankers' acceptances are exempt from tax under section 871(i)(2)(C) and exempt from withholding under sections 1441 and 1442. Effectively connected income or gain from a partnership conducting a trade or business in the United States may be subject to withholding under section 1446.

Payments to a foreign tax-exempt organization of certain types of U.S. source income are also generally exempt from tax and exempt from withholding. Gross investment income of a foreign private foundation, however, is subject to withholding under section 1443(b) at a rate of 4%. Effectively connected income or gain from a partnership conducting a trade or business in the United States may be subject to withholding under section 1446.

Payments to a government of a possession of the United States are generally exempt from tax and withholding under section 115(2).

To establish eligibility for exemption from 30% tax and withholding for chapter 3 purposes under sections 892, 895, 501(c), or 115(2), a foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession must provide a Form W-8EXP to a withholding agent or payer with all necessary documentation. The withholding agent or payer of the income may rely on a properly completed Form W-8EXP to treat the payment, credit, or allocation associated with the Form W-8EXP as being made to a foreign government, international organization, foreign

central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession exempt from withholding at the 30% rate (or, where appropriate, subject to withholding at a 4% rate).

Provide Form W-8EXP to the withholding agent or payer before income is paid, credited, or allocated to you. Failure by a beneficial owner to provide a Form W-8EXP when requested may lead to withholding at the 30% rate, the backup withholding rate, or the rate applicable under section 1446.

In addition to the requirements of chapter 3, chapter 4 requires withholding agents to identify chapter 4 status of payees receiving withholdable payments to determine whether withholding applies under chapter 4. Under chapter 4, certain foreign governments, foreign central banks, international organizations, and foreign entities described in section 501(c) (other than an insurance company described in section 501(c)(15)) are not subject to withholding under chapter 4. A withholding agent may request this Form W-8EXP to establish your chapter 4 status and avoid withholding.

Chapter 4 also requires participating FFIs and certain registered deemed-compliant FFIs to document entity account holders in order to determine their chapter 4 status regardless of whether withholding applies to any payments made to the entities. If you maintain an account with an FFI and have a chapter 4 status shown in Part I, line 4 of this form, provide this Form W-8EXP when requested by the FFI in order to document your chapter 4 status.

**Additional information.** For additional information and instructions for the withholding agent, see the Instructions for the Requester of Forms W-8BEN, W-8BEN-E, W-8ECI, W-8EXP, and W-8IMY.

**Who must file.** You must give Form W-8EXP to the withholding agent or payer if you are a foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession receiving a withholdable payment or receiving a payment subject to chapter 3 withholding, or are such an entity maintaining an account with an FFI requesting this form.

Do not use Form W-8EXP if:

- You are not a foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession receiving amounts subject to withholding under chapter 3 claiming the applicability of section 115(2), 501(c), 892, 895, or 1443(b). Instead, provide Form W-8BEN-E, Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities), or Form W-8ECI, Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States. For example, if you are a foreign tax-exempt organization claiming a benefit under an income tax treaty, provide Form W-8BEN-E.
- You are receiving withholdable payments from a withholding agent requesting this form and you do not have a chapter 4 status identified in Part I, line 4 of this form.

- You are acting as an intermediary (that is, acting not for your own account, but for the account of others as an agent, nominee, or custodian). Instead, provide Form W-8IMY, Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting.
- You are receiving income that is effectively connected with the conduct of a trade or business in the United States. Instead, provide Form W-8ECI.
- You are a tax-exempt organization receiving unrelated business taxable income subject to withholding under section 1443(a). Instead, provide Form W-8BEN-E or Form W-8ECI (as applicable) for this portion of your income.
- You are a foreign partnership, a foreign simple trust, or a foreign grantor trust. Instead, provide Form W-8ECI or Form W-8IMY. However, a foreign grantor trust is required to provide documentation of its grantor or other owner for purposes of section 1446. See Regulations section 1.1446-1.

**Giving Form W-8EXP to the withholding agent.** Do not send Form W-8EXP to the IRS. Instead, give it to the person who is requesting it from you. Generally, this person will be the one from whom you receive the payment, who credits your account, or a partnership that allocates income to you. Generally, a separate Form W-8EXP must be given to each withholding agent.

Give Form W-8EXP to the person requesting it before the payment is made, credited, or allocated to you or your account. If you do not provide this form, the withholding agent may have to withhold tax at the chapter 3 or chapter 4 rate 30%, the backup withholding rate (determined under section 3406), or the rate applicable under section 1446. If you receive more than one type of income from a single withholding agent, the withholding agent may require you to submit a Form W-8EXP for each different type of income.

**Change in circumstances.** If a change in circumstances makes any information on the Form W-8EXP you have submitted incorrect, you must notify the withholding agent within 30 days of the change in circumstances and you must file a new Form W-8EXP or other appropriate form.

**Expiration of Form W-8EXP.** Generally, a Form W-8EXP remains in effect indefinitely until a change of circumstances makes any information provided on the form incorrect. In some cases, however, Form W-8EXP will remain valid only for a period starting on the date the form is signed and ending on the last day of the third succeeding calendar year. For example, a Form W-8EXP provided on February 15, 2015 by a controlled entity of a foreign government would be subject to the three-year validity period and thus would expire on December 31, 2018 for chapter 3 purposes. For more exceptions to the indefinite validity period, see Regulations section 1.1441-1(e)(4)(ii) for chapter 3 purposes and Regulations section 1.1471-3(c)(6)(ii) for chapter 4 purposes.

## Definitions

**Amounts exempt from tax under section 895.** Section 895 generally excludes from gross income and exempts from U.S. taxation income a foreign central bank of issue

receives from obligations of the United States (or of any agency or instrumentality thereof) or from interest on deposits with persons carrying on the banking business unless such obligations or deposits are held for, or used in connection with, the conduct of commercial banking functions or other commercial activities of the foreign central bank of issue.

**Amounts exempt from tax under section 892.** Only a foreign government or an international organization as defined below qualifies for exemption from taxation under section 892. Section 892 generally excludes from gross income and exempts from U.S. taxation income a foreign government receives from investments in the United States in stocks, bonds, or other domestic securities; financial instruments held in the execution of governmental financial or monetary policy; and interest on deposits in banks in the United States of monies belonging to the foreign government. Income of a foreign government from any of the following sources is not exempt from U.S. taxation.

- The conduct of any commercial activity.
- A controlled commercial entity.
- The disposition of any interest in a controlled commercial entity. For the definition of "commercial activity," see Temporary Regulations section 1.892-4T.

Section 892 also generally excludes from gross income and exempts from U.S. taxation income of an international organization received from investments in the United States in stocks, bonds, or other domestic securities and interest on deposits in banks in the United States of monies belonging to the international organization or from any other source within the United States.

**Amounts subject to withholding.** Generally, an amount subject to chapter 3 withholding is an amount from sources within the United States that is fixed or determinable annual or periodical (FDAP) income. FDAP income is all income included in gross income, including interest (as well as OID), dividends, rents, royalties, and compensation. FDAP income does not include most gains from the sale of property (including market discount and option premiums), as well as other specific items of income described in Regulations section 1.1441-2 (such as interest on bank deposits and short-term OID).

For purposes of section 1446, the amount subject to withholding is the foreign partner's share of the partnership's effectively connected taxable income.

Generally, an amount subject to chapter 4 withholding is an amount of U.S. source FDAP income that is also a withholdable payment as defined in Regulations section 1.1473-1(a) to which an exception does not apply under chapter 4. The exemptions from withholding or taxation provided for under chapter 3 are not applicable when determining whether withholding applies under chapter 4. For exceptions applicable to the definition of a withholdable payment, see Regulations section 1.1473-1(a)(4) (exempting, for example, certain nonfinancial payments).

**Beneficial owner.** For payments other than those for which a reduced rate of, or exemption from, withholding is claimed under an income tax treaty, the beneficial owner of income is generally the person who is required under

U.S. tax principles to include the payment in gross income on a tax return. A person is not a beneficial owner of income, however, to the extent that person is receiving the income as a nominee, agent, or custodian, or to the extent the person is a conduit whose participation in a transaction is disregarded. In the case of amounts paid that do not constitute income, beneficial ownership is determined as if the payment were income.

Foreign partnerships, foreign simple trusts, and foreign grantor trusts are not the beneficial owners of income paid to the partnership or trust. The beneficial owners of income paid to a foreign partnership are generally the partners in the partnership, provided that the partner is not itself a partnership, foreign simple or grantor trust, nominee or other agent. The beneficial owners of income paid to a foreign simple trust (that is, a foreign trust that is described in section 651(a)) are generally the beneficiaries of the trust, if the beneficiary is not a foreign partnership, foreign simple or grantor trust, nominee or other agent. The beneficial owners of income paid to a foreign grantor trust (that is, a foreign trust to the extent that all or a portion of the income of the trust is treated as owned by the grantor or another person under sections 671 through 679) are the persons treated as the owners of the trust. The beneficial owners of income paid to a foreign complex trust (that is, a foreign trust that is not a foreign simple trust or foreign grantor trust) is the trust itself.

The beneficial owner of income paid to a foreign estate is the estate itself.

These beneficial owner rules apply primarily for purposes of withholding under sections 1441 and 1442. The rules also generally apply for purposes of section 1446, with a few exceptions. See Regulations section 1.1446-1 for instances where the documentation requirements of sections 1441 and 1442 differ from section 1446.

**Chapter 3.** Chapter 3 means Chapter 3 of the Internal Revenue Code (Withholding of Tax on Nonresident Aliens and Foreign Corporations). Chapter 3 contains sections 1441 through 1464.

**Chapter 4.** Chapter 4 means Chapter 4 of the Internal Revenue Code (Taxes to Enforce Reporting on Certain Foreign Accounts). Chapter 4 contains sections 1471 through 1474.

**Commercial activities.** For purposes of chapter 4, commercial activities are financial activities of a type engaged in by an insurance company, custodial institution, or depository institution (including the act of accepting deposits). An exempt beneficial owner will not be considered exempt for chapter 4 purposes with respect to payments derived from an obligation held in connection with a commercial financial activity. See Regulations section 1.1471-6(h), including limitations on the scope of a commercial financial activity. For purposes of chapter 3, commercial activities are described in Temporary Regulations section 1.892-4T.

**Controlled commercial entity.** A controlled commercial entity is an entity engaged in commercial activities described in Temporary Regulations section 1.892-4T

(whether within or outside the United States) if the foreign government holds:

- Any interest in the entity that is 50% or more of the total of all interests in the entity, or
- A sufficient interest or any other interest in the entity which provides the foreign government with effective practical control of the entity.

An entity includes a corporation, a partnership, a trust (including a pension trust) and an estate. A partnership's commercial activities are attributable to its general and limited partners for purposes of determining whether the partner is a controlled commercial entity for purposes of section 892. The partnership's activities will result in the partnership having to withhold tax under section 1446 on commercial income that is the effectively connected taxable income allocable to a foreign government partner.

**Note.** A foreign central bank of issue will be treated as a controlled commercial entity only if it engages in commercial activities within the United States.

**Chapter 4 status.** The term chapter 4 status means a person's status as a U.S. person, specified U.S. person, foreign individual, participating FFI, deemed-compliant FFI, restricted distributor, exempt beneficial owner, nonparticipating FFI, territory financial institution, excepted NFFE, or passive NFFE. See Regulations section 1.1471-1(b) for the definitions of these terms.

**Deemed-compliant FFI.** Under section 1471(b)(2), certain FFIs are deemed to comply with the regulations under chapter 4 without the need to enter into an FFI agreement with the IRS. However, certain deemed-compliant FFIs are required to register with the IRS and obtain a Global Intermediary Identification Number (GIIN). These FFIs are referred to as **registered deemed-compliant FFIs**. See Regulations section 1.1471-5(f).

**Exempt beneficial owner.** An exempt beneficial owner means a person that is described in Regulations section 1.1471-6 and includes a foreign government, a political subdivision of a foreign government, a wholly owned instrumentality or agency of a foreign government or governments, an international organization, a wholly owned agency or instrumentality of an international organization, a foreign central bank of issue, a government of a U.S. possession, certain retirement funds, and certain entities wholly owned by one or more exempt beneficial owners. In addition, an exempt beneficial owner includes any person treated as an exempt beneficial owner under an applicable Model 1 IGA or Model 2 IGA.

**Financial institution.** A financial institution generally means an entity that is a depository institution, custodial institution, investment entity, or an insurance company (or holding company of an insurance company) that issues cash value insurance or annuity contracts. See Regulations section 1.1471-5(e).

**Foreign central bank of issue.** A foreign central bank of issue is a bank that is by law or government sanction the principal authority, other than the government itself, to issue instruments intended to circulate as currency. Such a bank is generally the custodian of the banking reserves of the country under whose law it is organized. The Bank

of International Settlements is treated as though it were a foreign central bank of issue.

A foreign central bank of issue must provide Form W-8EXP to establish eligibility for exemption from withholding for payments exempt from tax under either section 892 or section 895.

**Foreign financial institution (FFI).** A foreign financial institution (FFI) generally means a foreign entity that is a financial institution.

**Foreign person.** A foreign person includes a nonresident alien individual, foreign corporation, foreign partnership, foreign trust, foreign estate, foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession, and any other person that is not a U.S. person. It also includes a foreign branch or office of a U.S. financial institution or U.S. clearing organization if the foreign branch is a qualified intermediary. Generally, a payment to a U.S. branch of a foreign person is a payment to a foreign person.

**Foreign government.** For chapter 3 purposes, a foreign government includes only the integral parts or controlled entities of a foreign sovereign as defined in Temporary Regulations section 1.892-2T. Similar definitions apply for chapter 4 purposes under Regulations section 1.1471-6(b).

An integral part of a foreign sovereign, in general, is any person, body of persons, organization, agency, bureau, fund, instrumentality, or other body, however designated, that constitutes a governing authority of a foreign country. The net earnings of the governing authority must be credited to its own account or to other accounts of the foreign sovereign, with no portion benefiting any private person.

A controlled entity of a foreign sovereign is an entity that is separate in form from the foreign sovereign or otherwise constitutes a separate juridical entity only if:

- It is wholly owned and controlled by the foreign sovereign directly or indirectly through one or more controlled entities.
- It is organized under the laws of the foreign sovereign by which it is owned.
- Its net earnings are credited to its own account or to other accounts of the foreign sovereign, with no portion of its income benefiting any private person.
- Its assets vest in the foreign sovereign upon dissolution.

A controlled entity of a foreign sovereign also includes a pension trust defined in Temporary Regulations section 1.892-2T(c) and may include a foreign central bank of issue to the extent that it is wholly owned by a foreign sovereign.

A foreign government must provide Form W-8EXP to establish eligibility for exemption from withholding for payments exempt from tax under section 892 or for purposes of establishing its status as an exempt beneficial owner.

**Intergovernmental agreement (IGA).** An IGA means a Model 1 IGA or a Model 2 IGA. For a list of jurisdictions

treated as having in effect a Model 1 or Model 2 IGA, see "List of Jurisdictions" available at [www.irs.gov/fatca](http://www.irs.gov/fatca).

A **Model 1 IGA** means an agreement between the United States or the Treasury Department and a foreign government or one or more agencies to implement FATCA through reporting by FFIs to such foreign government or agency thereof, followed by automatic exchange of the reported information with the IRS. An FFI in a Model 1 IGA jurisdiction that performs account reporting to the jurisdiction's government is referred to as a **reporting Model 1 FFI**.

A **Model 2 IGA** means an agreement or arrangement between the U.S. or the Treasury Department and a foreign government or one or more agencies to implement FATCA through reporting by FFIs directly to the IRS in accordance with the requirements of an FFI agreement, supplemented by the exchange of information between such foreign government or agency thereof and the IRS. An FFI in a Model 2 IGA jurisdiction that has entered into an FFI agreement is a participating FFI, but may be referred to as a **reporting Model 2 FFI**.

**International organization.** For purposes of chapter 3, an international organization is any public international organization entitled to enjoy privileges, exemptions, and immunities as an international organization under the International Organizations Immunities Act (22 U.S.C. 288-288(f)). In general, to qualify as an international organization, the United States must participate in the organization pursuant to a treaty or under the authority of an Act of Congress authorizing such participation.

Any organization that qualifies as an international organization under chapter 3 also qualifies as an international organization under chapter 4.

For purposes of chapter 4, an international organization also includes any intergovernmental or supranational organization that is comprised primarily of foreign governments, that is recognized as an intergovernmental or supranational organization under a foreign law similar to 22 U.S.C. 288-288(f) or that has in effect a headquarters agreement with a foreign government, and whose income does not inure to the benefit of private persons.

**Participating FFI.** A participating FFI is an FFI (including a reporting Model 2 FFI) that has agreed to comply with the terms of an FFI agreement. The term participating FFI also includes a QI branch of a U.S. financial institution, unless such branch is a reporting Model 1 FFI.

**Specified U.S. person.** A specified U.S. person is any U.S. person other than a person identified in Regulations section 1.1473-1(c).

**Substantial U.S. owner.** A substantial U.S. owner (as described in Regulations section 1.1473-1(b)) means any specified U.S. person that:

- Owns, directly or indirectly, more than 10 percent (by vote or value) of the stock of any foreign corporation;
- Owns, directly or indirectly, more than 10 percent of the profits interests or capital interests in a foreign partnership;
- Is treated as an owner of any portion of a foreign trust under sections 671 through 679; or

- Holds, directly or indirectly, more than a 10 percent beneficial interest in a trust.

**Territory financial institution.** The term territory financial institution means a financial institution that is incorporated or organized under the laws of any U.S. territory. However, an investment entity that is not also a depository institution, custodial institution, or specified insurance company is not a territory financial institution.

**Withholdable payment.** The term withholdable payment means an amount subject to withholding for purposes of chapter 4 as described in "Amounts subject to withholding," earlier. Also see Regulations section 1.1473-1(a) for the definition of withholdable payment.

**Withholding agent.** Any person, U.S. or foreign, that has control, receipt, custody, disposal, or payment of U.S. source FDAP income subject to chapter 3 or 4 withholding is a withholding agent. The withholding agent may be an individual, corporation, partnership, trust, association, or any other entity, including (but not limited to) any foreign intermediary, foreign partnership, and U.S. branches of certain foreign banks and insurance companies.

## Specific Instructions

### Part I — Identification of Beneficial Owner

Before completing Part I, complete the Worksheet for Foreign Governments, International Organizations, and Foreign Central Banks of Issue, later, to determine whether amounts received are or will be exempt from U.S. tax under section 892 or 895 and exempt from withholding under sections 1441 and 1442. Use the results of this worksheet to check the appropriate box on line 3 and in Part II. Do not give the worksheet to the withholding agent. Instead, keep it for your records.

**Line 1.** Enter the full name of the organization.

**Line 2.** Enter the country under the laws of which the foreign government or other foreign organization was created, incorporated, organized, or governed.

**Line 3.** Check the one box that applies. A foreign central bank of issue (wholly owned by a foreign sovereign) should check the "Foreign government" box. If you are a foreign private foundation, you should check the "foreign private foundation" box rather than the "foreign tax-exempt organization" box.

**Line 4.** Check the one box that applies to your chapter 4 status (if necessary). You are required to provide a chapter 4 status if you are the payee of a withholdable payment or hold an account with an FFI requesting this form. See Regulations section 1.1471-3(a) for the definition of a payee for purposes of chapter 4. By checking a box on this line, you are representing that you qualify for this classification and, if you are claiming a status as an exempt beneficial owner, that you are the beneficial owner of the payments to which this form relates for purposes of chapter 4.



**TIP** For certain chapter 4 statuses, you are required to complete an additional line on this form certifying that you meet the conditions of the status indicated on line 4 (as defined under Regulations section 1.1471-5 or 1.1471-6 or an applicable IGA). Make sure you complete the required portion of this form before signing and providing it to the withholding agent.



**CAUTION** If you do not certify as to your chapter 4 status, this Form W-8EXP will not be valid for purposes of chapter 4 if you receive a withholdable payment at any time in the future. For example, if you do not certify as to your chapter 4 status because the only payments you receive from the withholding agent are with respect to grandfathered obligations described in Regulations section 1.1471-2(b), then you will be required to resubmit Form W-8EXP and certify to your chapter 4 status if you receive a withholdable payment in the future. You may consider certifying to your chapter 4 status even if not required in order to avoid resubmitting Form W-8EXP to the withholding agent. See "Expiration of Form W-8EXP," earlier.

**Line 5.** The permanent address of a foreign government, international organization, or foreign central bank of issue is where it maintains its principal office. For all other organizations, the permanent address is the address in the country where the organization claims to be a resident for tax purposes. Do not show the address of a financial institution, a post office box, or an address used solely for mailing purposes unless such address is the only permanent address you use and it appears as your registered address in your organizational documents.

**Line 6.** Enter the mailing address only if it is different from the address shown on line 5.

**Line 7.** A U.S. taxpayer identification number (TIN) means an employer identification number (EIN). A U.S. TIN is generally required if you are claiming an exemption or reduced rate of withholding based solely on your claim of tax-exempt status under section 501(c) or private foundation status. Use Form SS-4, Application for Employer Identification Number, to obtain an EIN.

**Line 8a.** If the organization has registered with the IRS as a participating FFI (including a reporting Model 2 FFI), registered deemed-compliant FFI, (including a reporting Model 1 FFI), direct reporting NFFE, check the box for "GIIN" and provide your GIIN. For payments made prior to January 1, 2015, a Form W-8EXP provided by a reporting Model 1 FFI need not contain a GIIN. For payments made prior to January 1, 2016, a sponsored direct reporting NFFE may provide the GIIN of its sponsoring entity.

**Line 8b.** If the organization has been issued a tax identification number in its country of residence, enter it here.

**Line 9.** This line may be used by the filer of Form W-8EXP or by the withholding agent to whom it is provided to include any referencing information that is necessary or useful to the withholding agent in carrying out its obligations. For example, a filer may use line 9 to include the name and number of the account for which the filer is providing the form.

## Part II — Qualification Statement for Chapter 3 Status

**TIP** You are not required to complete a chapter 3 qualification statement if you are submitting this form to document your chapter 4 status and are not receiving a payment that is subject to withholding under chapter 3. However, in such a case, you may also provide Form W-8BEN-E to document your chapter 4 status.

**Line 10.** All foreign governments claiming the applicability of section 892 must check box 10a as well as box 10b or box 10c, whichever applies. Enter the name of the foreign sovereign's country on line 10b (if the entity is an integral part of a foreign government) or on line 10c (if the entity is a controlled entity). A central bank of issue (wholly owned by a foreign sovereign) should check box 10c.

**Line 11.** Check this box if you are an international organization. By checking this box, you are certifying to all the statements made in line 11.

**Line 12.** Check this box if you are a foreign central bank of issue for purposes of chapter 3 (see definitions) not wholly owned by a foreign sovereign. By checking this box, you are certifying to all the statements made in line 12.

**Line 13.** If you are a foreign tax-exempt organization, you must attach a statement setting forth any income that is includible under section 512 in computing your unrelated business taxable income.

**Box 13a.** Check this box if you have been issued a determination letter by the IRS. Enter the date of the IRS determination letter.

**Box 13b.** Check this box if you do not have an IRS determination letter, but are providing an opinion of U.S. counsel concluding that you are an organization described in section 501(c).

**Box 13c.** If you are a section 501(c)(3) organization, check this box if you are not a private foundation. You must attach to the withholding certificate an affidavit setting forth sufficient facts concerning your operations and support to enable the IRS to determine that you would be likely to qualify as an organization described in section 509(a)(1), (2), (3), or (4). See Rev. Proc. 92-94, 1992-2 C.B. 507, section 4, for information on affidavit preparation of foreign equivalents of domestic public charities.

**Box 13d.** Check this box if you are a section 501(c)(3) organization and you are a private foundation described in section 509.

**Line 14.** Check this box if you are a government of a U.S. possession. By checking this box you are certifying to the statements made in line 14.

## Part III — Qualification Statement for Chapter 4 Status

**TIP** You are not required to complete a chapter 4 qualification statement if you are not the payee of a withholdable payment or are not an accountholder holding an account with an FFI requesting this form.

**Line 15.** Check this box to indicate that you are treated as a nonreporting FFI under an applicable IGA (and as defined in the IGA). You must identify the applicable IGA by entering the name of the jurisdiction that has the applicable IGA in effect with the United States. You must also provide the withholding agent with the class of entity described in Annex II of the IGA applicable to your status. If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, you must provide your GIIN in the space provided.

**Line 16.** Check this box if you are a territory financial institution. By checking this box, you are certifying to the statement in line 16.

**Line 17.** Check this box if you are a foreign government, government of a U.S. possession, or foreign central bank of issue as defined for purposes of chapter 4 (see Regulations section 1.1471-6). By checking this box, you are certifying to the statement made in line 17.

**Line 18.** Check this box if you are an exempt retirement plan of a foreign government as defined for purposes of chapter 4. By checking this box, you are certifying to all the statements made in line 18.

**Line 19.** Check this box if you are a 501(c) organization other than an insurance company described in section 501(c)(15). By checking this box, you are certifying to the statement made in line 19.

**Line 20.** Check box 20a if you are passive NFFE. If you do not have any substantial U.S. owners, check box 20b. If you have any substantial U.S. owners, you must provide a statement providing the information set forth on line 20c.

**Line 21.** Check box 21 if you are a sponsored direct reporting NFFE. Provide the name of your sponsoring entity in the space provided. By checking this box, you are certifying to the statements made in line 21.

## Part IV – Certification

Form W-8EXP must be signed and dated by an authorized official of the foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession, as appropriate. By signing Form W-8EXP, the authorized representative, officer, or agent also agrees to provide a new form within 30 days following a change in circumstances that makes any certification made on the form incorrect (unless no future payments will be made to the organization by the withholding agent). The authorized representative, officer, or agent must also check the box to certify that he or she has the capacity to sign for the organization.

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**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 provide 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 will vary depending on individual circumstances. The estimated

average time is: **Recordkeeping**, 6 hr., 42 min.; **Learning about the law or the form**, 5 hr., 18 min.; **Preparing and providing the form**, 8 hr., 2 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from [www.irs.gov/formspubs](http://www.irs.gov/formspubs). Click on "More Information" and then on "Give us feedback". You can write to the Internal Revenue Service, Tax Forms and Publications, SE:W:CAR:MP:TFP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send Form W-8EXP to this office. Instead, give it to your withholding agent.

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**WORKSHEET FOR FOREIGN GOVERNMENTS, INTERNATIONAL ORGANIZATIONS, AND FOREIGN CENTRAL BANKS OF ISSUE**

*(Do not give to the withholding agent.)*

Complete this worksheet to determine whether amounts received are or will be exempt from United States tax under section 892 or section 895 and exempt from withholding under sections 1441 and 1442.

- Foreign governments and foreign central banks of issue, start with question 1.
- International organizations, go directly to question 6.

FOREIGN GOVERNMENT	Yes	No
<b>1 a</b> Is the foreign government an integral part of a foreign sovereign (see <b>Definitions</b> )? ..... (If "Yes," go to question 4. If "No," answer question 1b.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>b</b> Is the foreign government a controlled entity of a foreign sovereign (see <b>Definitions</b> )? ..... (If "Yes," answer question 2a. If "No," go to question 7a.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>2 a</b> Is the controlled entity a foreign central bank of issue (see <b>Definitions</b> )? ..... (If "Yes," answer question 2b. If "No," go to question 3.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>b</b> Is the foreign central bank of issue engaged in commercial activities within the United States? ..... (If "Yes," answer question 7a. If "No," go to question 4.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Is the controlled entity engaged in commercial activities anywhere in the world? ..... (If "Yes," income is <b>not</b> exempt from tax under section 892 and may be subject to withholding. <b>Do not</b> complete Form W-8EXP for such income. Instead, complete Form W-8BEN-E or W-8ECI. If "No," answer question 4.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> Does the foreign government or foreign central bank of issue (wholly owned by the foreign sovereign) receive income directly or indirectly from any controlled commercial entities or income derived from the disposition of any interest in a controlled commercial entity (see <b>Definitions</b> )? ..... (If "Yes," income is <b>not</b> exempt from tax under section 892 and may be subject to withholding. <b>Do not</b> complete Form W-8EXP for such income. Instead, complete Form W-8BEN-E or W-8ECI. If "No," answer question 5.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b> Is any of the income received by the foreign government or foreign central bank of issue (wholly owned by the foreign sovereign) from sources other than investments in the United States in stocks, bonds, other domestic securities (as defined in Temporary Regulations section 1.892-3T(a)(3)), financial instruments held in the execution of governmental financial or monetary policy (as defined in Temporary Regulations section 1.892-3T(a)(4) and (a)(5)), or interest on deposits in banks in the United States? ..... (If "Yes," income is <b>not</b> exempt from tax under section 892 and may be subject to withholding. <b>Do not</b> complete Form W-8EXP for such income. Instead, complete Form W-8BEN-E or W-8ECI. If "No," check the appropriate box on <b>line 10</b> of Form W-8EXP.)	<input type="checkbox"/>	<input type="checkbox"/>
INTERNATIONAL ORGANIZATION	Yes	No
<b>6</b> Is the international organization an organization in which the United States participates pursuant to any treaty or under an Act of Congress authorizing such participation and to which the President of the United States has issued an Executive Order entitling the organization to enjoy the privileges, exemptions, and immunities provided under the International Organization Immunities Act (22 U.S.C. 288, 288e, 288f)? ..... (If "Yes," check the box on <b>line 11</b> of Form W-8EXP. If "No," income may be subject to withholding. <b>Do not</b> complete this form for such income. Instead, complete Form W-8BEN-E or W-8ECI.)	<input type="checkbox"/>	<input type="checkbox"/>
FOREIGN CENTRAL BANK OF ISSUE	Yes	No
<b>7 a</b> Is the entity, whether wholly or partially owned by the foreign sovereign, a foreign central bank of issue? ..... (If "Yes," answer question 7b. If "No," income is <b>not</b> exempt from tax under section 895 and may be subject to withholding. <b>Do not</b> complete Form W-8EXP for such income. Instead, complete Form W-8BEN-E or W-8ECI.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>b</b> Is the income received by the foreign central bank of issue from sources other than obligations of the United States (or any agency or instrumentality thereof) or from interest on deposits with persons carrying on the banking business? ..... (If "Yes," income is <b>not</b> exempt from tax under section 895 and may be subject to withholding. <b>Do not</b> complete Form W-8EXP for such income. Instead, complete Form W-8BEN-E or W-8ECI. If "No," answer question 7c.)	<input type="checkbox"/>	<input type="checkbox"/>
<b>c</b> Are the obligations of the United States (or any agency or instrumentality thereof) or bank deposits owned by the foreign central bank of issue held for, or used in connection with, the conduct of commercial banking functions or other commercial activities by the foreign central bank of issue? ..... (If "Yes," income is <b>not</b> exempt from tax under section 895 and may be subject to withholding. <b>Do not</b> complete Form W-8EXP for such income. Instead, complete Form W-8BEN-E or W-8ECI. If "No," check the box on <b>line 12</b> of Form W-8EXP.)	<input type="checkbox"/>	<input type="checkbox"/>

**Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting**

(Rev. April 2014)

▶ Section references are to the Internal Revenue Code.

OMB No. 1545-1621

Department of the Treasury  
Internal Revenue Service

▶ Information about Form W-8IMY and its separate instructions is at [www.irs.gov/formw8imy](http://www.irs.gov/formw8imy).

▶ Give this form to the withholding agent or payer. Do not send to the IRS.

**Do not use this form for:**

- A beneficial owner solely claiming foreign status or treaty benefits . . . . . **W-8BEN or W-8BEN-E**
- A hybrid entity claiming treaty benefits on its own behalf . . . . . **W-8BEN-E**
- A foreign person claiming that income is effectively connected with the conduct of a trade or business in the United States . . . . . **W-8ECI**
- A disregarded entity with a single foreign owner that is the beneficial owner of the income to which this form relates. Instead, the single foreign owner should use . . . . . **W-8BEN, W-8ECI, or W-8BEN-E**
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) . . . . . **W-8EXP**
- U.S. entity or U.S. citizen or resident . . . . . **W-9**
- A foreign person documenting themselves for purposes of section 6050W . . . . . **W-8BEN, W-8BEN-E, or W-8ECI**

**Instead, use Form:**

**Part I Identification of Entity**

<b>1</b> Name of individual or organization that is acting as intermediary	<b>2</b> Country of incorporation or organization
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**3** Name of disregarded entity (if applicable)

**4** Chapter 3 Status:

<input type="checkbox"/> Qualified intermediary. Complete Part III.	<input type="checkbox"/> Withholding foreign trust. Complete Part VII.
<input type="checkbox"/> Nonqualified intermediary. Complete Part IV.	<input type="checkbox"/> Nonwithholding foreign partnership. Complete Part VIII.
<input type="checkbox"/> Territory financial institution. Complete Part V.	<input type="checkbox"/> Nonwithholding foreign simple trust. Complete Part VIII.
<input type="checkbox"/> U.S. branch. Complete Part VI.	<input type="checkbox"/> Nonwithholding foreign grantor trust. Complete Part VIII.
<input type="checkbox"/> Withholding foreign partnership. Complete Part VII.	

**5** Chapter 4 Status:

<input type="checkbox"/> Nonparticipating FFI (including a limited FFI or limited branch). Complete Part IX (if applicable).	<input type="checkbox"/> Owner-documented FFI. Complete Part XI.
<input type="checkbox"/> Participating FFI.	<input type="checkbox"/> Restricted distributor. Complete Part XVI.
<input type="checkbox"/> Reporting Model 1 FFI.	<input type="checkbox"/> Foreign central bank of issue. Complete Part XVII.
<input type="checkbox"/> Reporting Model 2 FFI.	<input type="checkbox"/> Nonreporting IGA FFI. Complete Part XVIII.
<input type="checkbox"/> Registered deemed-compliant FFI (other than a reporting Model 1 FFI or sponsored FFI that has not obtained a GIIN).	<input type="checkbox"/> Exempt retirement plans. Complete Part XIX.
<input type="checkbox"/> Territory financial institution. Complete Part V.	<input type="checkbox"/> Excepted nonfinancial group entity. Complete Part XX.
<input type="checkbox"/> Sponsored FFI that has not obtained a GIIN (other than a certified deemed-compliant sponsored, closely held investment vehicle). Complete Part X.	<input type="checkbox"/> Excepted nonfinancial start-up company. Complete Part XXI.
<input type="checkbox"/> Certified deemed-compliant nonregistering local bank. Complete Part XII.	<input type="checkbox"/> Excepted nonfinancial entity in liquidation or bankruptcy. Complete Part XXII.
<input type="checkbox"/> Certified deemed-compliant FFI with only low-value accounts. Complete Part XIII.	<input type="checkbox"/> Publicly traded NFFE or NFFE affiliate of a publicly traded corporation. Complete Part XXIII.
<input type="checkbox"/> Certified deemed-compliant sponsored, closely held investment vehicle. Complete Part XIV.	<input type="checkbox"/> Excepted territory NFFE. Complete Part XXIV.
<input type="checkbox"/> Certified deemed-compliant limited life debt investment entity. Complete Part XV.	<input type="checkbox"/> Active NFFE. Complete Part XXV.
	<input type="checkbox"/> Passive NFFE. Complete Part XXVI.
	<input type="checkbox"/> Direct reporting NFFE.
	<input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part XXVII.

**6** Permanent residence address (street, apt. or suite no., or rural route). **Do not use a [redacted] box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.	Country
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**7** Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.	Country
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**8** U.S. taxpayer identification number, if required ▶

QI-EIN       WP-EIN       WT-EIN       EIN       SSN or ITIN

**9** GIIN (if applicable)

**10** Reference number(s) (see instructions)

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

- 11** Chapter 4 Status (FATCA status) of disregarded entity or branch receiving payment.
- Limited branch.  Reporting Model 1 FFI.  U.S. Branch.
- Participating FFI.  Reporting Model 2 FFI.

**12** Address of branch (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

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

Country

**13** GIIN (if any) ▶

**Chapter 3 Status Certifications**

**Part III Qualified Intermediary**

- 14a**  (All qualified intermediaries check here) I certify that the entity identified in Part I (or branch, if relevant):
- Is a qualified intermediary and is not acting for its own account with respect to the account(s) identified on line 10 or in a withholding statement associated with this form; **and**
  - Has provided or will provide a withholding statement, as required, for purposes of chapters 3 and 4 that is subject to the certifications made on this form.

**Check all that apply:**

- b**  I certify that the entity identified in Part I of this form is not providing a withholding statement associated with this form because it assumes primary withholding responsibility for purposes of chapters 3 and 4, and either:
- Primary Form 1099 reporting and backup withholding responsibility; or
  - Reporting responsibility as a participating FFI or registered deemed-compliant FFI with respect to accounts that it maintains and that are held by specified U.S. persons as permitted under Regulations sections 1.6049-4(c)(4)(i) or (c)(4)(ii) in lieu of Form 1099 reporting.
- c**  I certify that the entity identified in Part I of this form assumes primary withholding responsibility under chapters 3 and 4 with respect to payments made to each account identified on this line 14c (or on an attachment to this form) ▶ \_\_\_\_\_
- d**  I certify that the entity identified in Part I of this form assumes primary Form 1099 reporting and backup withholding responsibility with respect to payments made to each account identified on this line 14d or on an attachment to this form or reporting responsibility as a participating FFI or registered deemed-compliant FFI with respect to accounts that it maintains and that are held by specified U.S. persons as permitted under Regulations sections 1.6049-4(c)(4)(i) or (c)(4)(ii) in lieu of Form 1099 reporting ▶ \_\_\_\_\_
- e**  I certify that the entity identified in Part I of this form does **NOT** assume primary Form 1099 reporting and backup withholding responsibility and is using this form to transmit Forms W-9 with respect to each account(s) held by a U.S. non-exempt recipient identified on this line 14e or in a withholding statement associated with this form ▶ \_\_\_\_\_
- If the entity identified on Part I of this form has allocated or will allocate a portion of a payment to a chapter 4 withholding rate pool of U.S. payees on a withholding statement associated with this form (check all that apply):
- (i)**  I certify that the entity meets the requirements of Regulations section 1.6049-4(c)(4)(iii) with respect to any account holder of an account it maintains that is included in a withholding rate pool of U.S. payees provided on a withholding statement associated with this form.
- (ii)**  To the extent the entity is providing a withholding statement that includes a chapter 4 withholding rate pool of U.S. payees that are accountholders of an intermediary or flow-through entity receiving a payment from the entity identified on line 1, I certify that the entity on line 1 has obtained or will obtain documentation sufficient to establish each such intermediary or flow-through entity's status as a participating FFI, registered deemed-compliant FFI, or FFI that is a qualified intermediary.
- f**  I certify that the entity identified in Part I of this form is acting as Qualified Securities Lender with respect to payments associated with this form that are U.S. source substitute dividends received from the withholding agent.

**Part IV Nonqualified Intermediary**

**Check all that apply:**

- 15a**  (All nonqualified intermediaries and qualified intermediaries that are not acting in their capacity as such check here) I certify that the entity identified in Part I of this form is not acting as a qualified intermediary with respect to each account(s) for which this form is provided and is not acting for its own account.
- b**  I certify that the entity identified in Part I of this form is using this form to transmit withholding certificates and/or other documentation and has provided, or will provide, a withholding statement, as required.
- c**  I certify that the entity identified in Part I of this form meets the requirements of Regulations section 1.6049-4(c)(4)(iii) with respect to any account holder of an account it maintains that is included in a withholding rate pool of U.S. payees provided on a withholding statement associated with this form.
- d**  I certify that the entity identified in Part I of this form is acting as a Qualified Securities Lender with respect to payments associated with this form that are U.S. source substitute dividends received from the withholding agent.

**Part V Territory Financial Institution**

**16 a**  I certify that the entity identified in Part I is a financial institution (other than an investment entity that is not also a depository institution, custodial institution, or specified insurance company) that is incorporated or organized under the laws of a possession of the United States.

**Check whichever box applies:**

- b**  I further certify that the entity identified in Part I is using this form as evidence of its agreement with the withholding agent to be treated as a U.S. person for purposes of chapters 3 and 4 with respect to any payments associated with this withholding certificate.
- c**  I further certify that the entity identified in Part I:
- Is using this form to transmit withholding certificates and/or other documentation for the persons for whom it receives a payment; **and**
  - Has provided or will provide a withholding statement, as required.

**Part VI Certain U.S. Branches**

**17 a**  I certify that the entity identified in Part I is receiving payments that are not effectively connected with the conduct of a trade or business in the United States.

**Check whichever box applies:**

- b**  I certify that the entity identified in Part I is a U.S. branch of a foreign bank or insurance company described in Regulations section 1.1441-1(b)(2)(iv)(A) that is a participating FFI (including a reporting Model 2 FFI), registered deemed-compliant FFI (including a reporting Model 1 FFI), or NFFE that is using this form as evidence of its agreement with the withholding agent to be treated as a U.S. person with respect to any payments associated with this withholding certificate.
- c**  I certify that the entity identified in Part I:
- Is using this form to transmit withholding certificates and/or other documentation for the persons for whom the branch receives a payment; **and**
  - Has provided or will provide a withholding statement, as required.

**Part VII Withholding Foreign Partnership (WP) or Withholding Foreign Trust (WT)**

**18**  I certify that the entity identified in Part I is a withholding foreign partnership or a withholding foreign trust that is compliant with the terms of its WP or WT agreement.

**Part VIII Nonwithholding Foreign Partnership, Simple Trust, or Grantor Trust**

- 19**  I certify that the entity identified in Part I:
- Is a nonwithholding foreign partnership, a nonwithholding foreign simple trust, or a nonwithholding foreign grantor trust and that the payments to which this certificate relates are not effectively connected, or are not treated as effectively connected, with the conduct of a trade or business in the United States; **and**
  - Is using this form to transmit withholding certificates and/or other documentation and has provided or will provide a withholding statement, as required for purposes of chapters 3 and 4, that is subject to the certifications made on this form.

**Chapter 4 Status Certifications****Part IX Nonparticipating FFI with Exempt Beneficial Owners**

**20**  I certify that the entity identified in Part I is using this form to transmit withholding certificates and/or other documentation and has provided or will provide a withholding statement that indicates the portion of the payment allocated to one or more exempt beneficial owners.

**Part X Sponsored FFI That Has Not Obtained a GIIN**

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

**Part XI Owner-Documented FFI**

**Note.** This status only applies if the U.S. financial institution, participating FFI, reporting Model 1 FFI, or reporting Model 2 FFI to which this form is given has agreed that it will treat the FFI as an owner-documented FFI. The owner-documented FFI must make the certifications below.

- 22a  I certify that the FFI identified in Part I:
- Does not act as an intermediary;
  - Does not accept deposits in the ordinary course of a banking or similar business;
  - Does not hold, as a substantial portion of its business, financial assets for the account of others;
  - Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
  - Is not affiliated with an entity (other than an FFI that is also treated as an owner-documented FFI) that accepts deposits in the ordinary course of a banking or similar business, holds, as a substantial portion of its business, financial assets for the account of others, or is an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
  - Does not maintain a financial account for any nonparticipating FFI.

**Check whichever box applies:**

- b  I certify that the FFI identified in Part I:
- Has provided, or will provide, an FFI owner reporting statement (including any applicable owner documentation) that contains:
    - (i) The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a direct or indirect equity interest in the owner-documented FFI (looking through all entities other than specified U.S. persons);
    - (ii) The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a debt interest in the owner-documented FFI (including any indirect debt interest, which includes debt interests in any entity that directly or indirectly owns the payee or any direct or indirect equity interest in a debt holder of the payee) that constitutes a financial account in excess of \$50,000 (disregarding all such debt interests owned by participating FFIs, registered deemed-compliant FFIs, certified deemed compliant FFIs, excepted NFFEs, exempt beneficial owners, or U.S. persons other than specified U.S. persons); **and**
    - (iii) Any additional information the withholding agent requests in order to fulfill its obligations with respect to the entity.
- c  I certify that the FFI identified in Part I:
- Has provided, or will provide, an auditor's letter, signed no more than four years prior to the date of payment, from an independent accounting firm or legal representative with a location in the United States stating that the firm or representative has reviewed the FFI's documentation with respect to all of its owners and debt holders identified in Regulations section 1.1471-3(d)(6)(iv)(A)(2) and that the FFI meets all the requirements to be an owner-documented FFI. The FFI identified in Part I has also provided, or will provide, an FFI owner reporting statement and Form W-9, with applicable waivers, as described in Regulations section 1.1471-3(d)(6)(iv).

**Part XII Certified Deemed-Compliant Nonregistering Local Bank**

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

**Part XIII Certified Deemed-Compliant FFI with Only Low-Value Accounts**

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

**Part XIV Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle**

- 25a Name of sponsoring entity: ▶ \_\_\_\_\_
- b  I certify that the FFI identified in Part I:
- Is an FFI solely because it is an investment entity described in Regulations section 1.1471-5(e)(4);
  - Is not a QI, WP, or WT;
  - Will have all of its due diligence, withholding, and reporting responsibilities (determined as if the FFI were a participating FFI) fulfilled by the sponsoring entity identified in line 25a; **and**
  - Twenty or fewer individuals own all of the debt and equity interests in the entity (disregarding debt interests owned by U.S. financial institutions, participating FFIs, registered deemed-compliant FFIs, and certified deemed-compliant FFIs and equity interests owned by an entity that owns 100 percent of the equity interests in the FFI identified in Part I and is itself a sponsored FFI).

**Part XV Certified Deemed-Compliant Limited Life Debt Investment Entity**

- 26  I certify that the FFI identified in Part I:
- Was in existence as of January 17, 2013;
  - Issued all classes of its debt or equity interests to investors on or before January 17, 2013 pursuant to a trust indenture or similar agreement; **and**
  - Is certified deemed-compliant because it satisfies the requirements to be treated as a limited life debt investment entity (such as the restrictions with respect to its assets and other requirements under Regulations section 1.1471-4(f)(2)(iv)).

**Part XVI Restricted Distributor**

- 27a  (All restricted distributors check here) I certify that the entity identified in Part I:
- Operates as a distributor with respect to debt or equity interests of the restricted fund with respect to which this form is furnished;
  - Provides investment services to at least 30 customers unrelated to each other and less than half of its customers are related to each other;
  - Is required to perform AML due diligence procedures under the anti-money laundering laws of its country of organization (which is a FATF-compliant jurisdiction);
  - Operates solely in its country of incorporation or organization, has no fixed place of business outside of that country, and has the same country of incorporation or organization as all members of its affiliated group, if any;
  - Does not solicit customers outside its country of incorporation or organization;
  - Has no more than \$175 million in total assets under management and no more than \$7 million in gross revenue on its income statement for the most recent accounting year;
  - Is not a member of an expanded affiliated group that has more than \$500 million in total assets under management or more than \$20 million in gross revenue for its most recent accounting year on a combined or consolidated income statement; **and**
  - Does not distribute any debt or securities of the restricted fund to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

**Check whichever box applies:**

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

- b  Has been bound by a distribution agreement that contained a general prohibition on the sale of debt or securities to U.S. entities and U.S. resident individuals and is currently bound by a distribution agreement that contains a prohibition of the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI.
- c  Is currently bound by a distribution agreement that contains a prohibition on the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI and, for all sales made prior to the time that such a restriction was included in its distribution agreement, has reviewed all accounts related to such sales in accordance with the procedures identified in Regulations section 1.1471-4(c) applicable to preexisting accounts and has redeemed or retired any securities which were sold to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs, or will transfer the securities to a distributor that is a participating FFI reporting Model 1 FFI, or reporting Model 2 FFI.

**Part XVII Foreign Central Bank of Issue**

- 28  I certify that the entity identified in Part I is treated as the beneficial owner of the payment solely for purposes of chapter 4 under Regulations section 1.1471-6(d)(4).

**Part XVIII Nonreporting IGA FFI**29  I certify that the entity identified in Part I:

- Meets the requirements to be considered a nonreporting financial institution pursuant to an IGA between the United States and \_\_\_\_\_;
- Is entitled to the provisions of the IGA because the entity (or relevant branch) is considered a \_\_\_\_\_ under the provisions of the applicable IGA; **and**
- If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, provide your GIIN: \_\_\_\_\_

**Part XIX Exempt Retirement Plans****Check whichever box applies.**30a  I certify that the entity identified in Part I:

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

b  I certify that the entity identified in Part I:

- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
- No single beneficiary has a right to more than 5% of the FFI's assets;
- Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operated; **and**

(i) Is generally exempt from tax on investment income under the laws of the country in which it is established or operates due to its status as a retirement or pension plan;

(ii) Receives at least 50% of its total contributions from sponsoring employers (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, other retirement funds described in an applicable Model 1 or Model 2 IGA, or accounts described in Regulations section 1.1471-5(b)(2)(i)(A));

(iii) Either does not permit or penalizes distributions or withdrawals made before the occurrence of specified events related to retirement, disability, or death (except rollover distributions to accounts described in Regulations section 1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), to retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or to other retirement funds described in this part or in an applicable Model 1 or Model 2 IGA); **or**

(iv) Limits contributions by employees to the fund by reference to earned income of the employee or may not exceed \$50,000 annually.

c  I certify that the entity identified in Part I:

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

d  I certify that the entity identified in Part I is formed pursuant to a pension plan that would meet the requirements of section 401(a), other than the requirement that the plan be funded by a trust created or organized in the United States.e  I certify that the entity identified in Part I is established exclusively to earn income for the benefit of one or more retirement funds described in this part or in an applicable Model 1 or Model 2 IGA, accounts described in Regulations section 1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), or retirement and pension accounts described in an applicable Model 1 or Model 2 IGA.f  I certify that the entity identified in Part I:

- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**

- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

**Part XX Excepted Nonfinancial Group Entity**

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

**Part XXI Excepted Nonfinancial Start-Up Company**

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

**Part XXII Excepted Nonfinancial Entity in Liquidation or Bankruptcy**

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

**Part XXIII Publicly Traded NFFE or NFFE Affiliate of a Publicly Traded Corporation****Check whichever box applies:**

- 34a  I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution; **and**
  - The stock of such corporation is regularly traded on one or more established securities markets, including \_\_\_\_\_
- b  I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution;
  - The entity identified in Part I is a member of the same expanded affiliated group as an entity the stock of which is regularly traded on an established securities market;
  - The name of the entity, the stock of which is regularly traded on an established securities market, is \_\_\_\_\_; **and**
  - The name of the securities market on which the stock is regularly traded is ► \_\_\_\_\_

**Part XXIV Excepted Territory NFFE**

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

**Part XXV Active NFFE**

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

**Part XXVI Passive NFFE**

**37**  I certify that the entity identified in Part I:

- Is a foreign entity that is not a financial institution (this category includes an entity organized in a possession of the United States that engages (or holds itself out as being engaged) primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, notional principal contracts, insurance or annuity contracts, or any interest in such security, partnership interest, commodity, notional principal contract, insurance contract or annuity contract); **and**
- Is using this form to transmit withholding certificates and/or other documentation and has provided or will provide a withholding statement, as required.

**Part XXVII Sponsored Direct Reporting NFFE**

**38** Name of sponsoring entity: \_\_\_\_\_

**39**  I certify that the entity identified in Part I is a direct reporting NFFE that is sponsored by the entity identified in line 38.

**Part XXVIII Certification**

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income for which I am providing this form or any withholding agent that can disburse or make payments of the amounts for which I am providing this form.

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

**Sign Here**



Signature of authorized official

Date (MM-DD-YYYY)

Form **W-8IMY** (Rev. 4-2014)

# Instructions for Form W-8IMY

(Rev. June 2014)



Department of the Treasury  
Internal Revenue Service

## Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting

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

### General Instructions

**Future developments.** For the latest information about developments related to Form W-8IMY and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/formw8imy](http://www.irs.gov/formw8imy).

### What's New

**Foreign Account Tax Compliance Act (FATCA).** In 2010, Congress passed the Hiring Incentives to Restore Employment Act of 2010, P.L. 111-147 (the HIRE Act), which added chapter 4 of Subtitle A (chapter 4) to the Code, consisting of sections 1471 through 1474 of the Code and commonly referred to as "FATCA" or "chapter 4." Under chapter 4, foreign financial institutions (FFIs) that are participating FFIs and certain registered deemed-compliant FFIs are generally required to identify their U.S. account holders, regardless of whether a payment subject to withholding under chapter 3 or chapter 4 is made to the account. In January 2013, final regulations were published that provide due diligence, withholding, and reporting rules for both U.S. withholding agents and FFIs under chapter 4. Additionally, temporary and proposed regulations were published in February 2014 providing updated rules under chapter 4 as well as guidance coordinating chapters 3 and 61 with chapter 4. U.S. withholding agents and FFIs will be required to begin withholding under chapter 4 on certain payments beginning on July 1, 2014.

This form, along with Forms W-8BEN, W-8ECI, and W-8EXP, has been updated to reflect the withholding and documentation requirements of chapter 4. In particular, this Form W-8IMY is now used by an intermediary or flow-through entity to certify as to its status under both chapter 3 and chapter 4 and to address special provisions for intermediaries and flow-through entities that are FFIs.

In general, intermediaries and flow-through entities receiving reportable amounts will be required to provide both their chapter 3 status and the chapter 3 status of persons for whom they receive such payments.

An intermediary or flow-through entity receiving a withholdable payment will be required to provide its chapter 4 status and the chapter 4 status of persons for whom it receives a withholdable payment when required for chapter 4 purposes. Failure to provide this information may subject the intermediary or flow-through entity to withholding at a 30% rate.

**Qualified Securities Lender.** Section 541 of the HIRE Act added section 871(m) (formerly section 871(l)) to the Code, which provides that certain dividend equivalent payments are treated as U.S. source dividends subject to withholding at a 30% rate under chapter 3 (absent a code based exemption or applicable income tax treaty provision) and under chapter 4. For this purpose, the term "dividend equivalent" includes "any substitute dividend made pursuant to a

securities lending or sale-repurchase transaction that (directly or indirectly) is contingent upon, or determined by reference to, the payment of a dividend from sources within the United States."

Notice 2010-46 (2010-24 I.R.B. 757), however, provides that a withholding agent is not required to withhold on a dividend equivalent payment that is a substitute dividend made to a Qualified Securities Lender (QSL) that certifies to the withholding agent that it is acting as a QSL. The required certifications for QSL status have been added to this Form W-8IMY. For more information about QSLs or withholding on dividend equivalents generally, see Notice 2010-46, which can be found at [www.irs.gov/file\\_source/pub/irs-utl/notice\\_2010\\_46.pdf](http://www.irs.gov/file_source/pub/irs-utl/notice_2010_46.pdf).

**Note.** For definitions of terms used throughout these instructions, see *Definitions*, later.

### Purpose of Form

Under chapter 3, foreign persons are generally subject to U.S. tax at a 30% rate on income they receive from U.S. sources that consists of interest (including certain original issue discount (OID)), dividends, rents, premiums, annuities, compensation for, or in expectation of, services performed, or other fixed or determinable annual or periodical (FDAP) gains, profits, or income. This tax is imposed on the gross amount paid and is generally collected by withholding under section 1441 or 1442 on that amount. A payment is considered to have been made whether it is made directly to the beneficial owner or to another person, such as an intermediary, agent, trustee, executor, or partnership, for the benefit of the beneficial owner.

Under chapter 4, withholding agents must withhold at a 30% rate under sections 1471 and 1472 on withholdable payments made to nonparticipating FFIs (including when the nonparticipating FFI is a flow-through entity or is acting as an intermediary), certain other foreign entities, and certain account holders of FFIs. For example, if a U.S. withholding agent makes a payment of portfolio interest described in section 871(h) to an account maintained by a nonparticipating FFI, the payment will be subject to a 30% withholding tax under section 1471 even if the nonparticipating FFI is an intermediary or flow-through entity and the beneficial owner for whom the intermediary or flow-through is acting is a foreign individual who provides a valid Form W-8BEN.

Foreign persons are also subject to tax at graduated rates on income they earn that is considered effectively connected with a U.S. trade or business. If a foreign person invests in a partnership that conducts a U.S. trade or business, the foreign person is considered to be engaged in a U.S. trade or business. The partnership is required to withhold tax under section 1446 on the foreign person's distributive share of the partnership's effectively connected taxable income. The partnership may generally accept any form submitted for purposes of section 1441 or 1442, with few exceptions, to establish the foreign status of the partner. See Regulations sections 1.1446-1 through 1.1446-6 to determine whether

the form submitted for purposes of section 1441 or 1442 will be accepted for purposes of section 1446.



*For purposes of section 1446, Form W-8IMY may only be submitted by an upper-tier foreign partnership or a foreign grantor trust, both of which must furnish additional documentation for their owners.*

**Additional information.** For additional information and instructions for the withholding agent, see the Instructions for the Requester of Forms W-8BEN, W-8BEN-E, W-8ECI, W-8EXP, and W-8IMY.

## Who Must File

Except as otherwise provided, you should provide Form W-8IMY when receiving a reportable amount or withholdable payment (see *Definitions*, later) on behalf of another person or as a flow-through entity. When receiving a withholdable payment, your chapter 4 status is also required to be included on the form unless otherwise provided in accordance with these instructions. Form W-8IMY must be provided by the following persons.

- A foreign person, or a foreign branch of a U.S. person, to establish that it is a qualified intermediary that is not acting for its own account, to represent that it has provided or will provide a withholding statement, as required, or, if applicable, to represent that it has assumed primary withholding responsibility under chapters 3 and 4 of the Code (excluding section 1446) and/or primary Form 1099 reporting and backup withholding responsibility.
- A foreign person to establish that it is a nonqualified intermediary that is not acting for its own account, to certify its chapter 4 status (if required), to certify whether it reports U.S. accounts under chapter 4 (if required), and to indicate, if applicable, that it is using the form to transmit withholding certificates and/or other documentary evidence and has provided, or will provide, a withholding statement, as required. A U.S. person cannot be a nonqualified intermediary.
- A U.S. branch that is acting as an intermediary to represent that the income it receives is not effectively connected with the conduct of a trade or business within the United States and either that it is using the form (a) to evidence it is treated as a U.S. person under Regulations section 1.1441-1(b)(2)(iv)(A) with respect to any payments associated with the Form W-8IMY, or (b) to certify to its chapter 4 status and to transmit the documentation of the persons for whom it receives a payment and has provided, or will provide, a withholding statement, as required.
- A financial institution incorporated or organized under the laws of a U.S. territory that is acting as an intermediary or is a flow-through entity to represent that it is a financial institution (other than an investment entity that is not also a depository institution, custodial institution, or specified insurance company) and either that it is using the form (a) to evidence it is treated as a U.S. person under Regulations section 1.1441-1(b)(2)(iv)(A) with respect to any payments associated with the Form W-8IMY, or (b) to certify that it is transmitting documentation of the persons for whom it receives a payment and has provided, or will provide, a withholding statement, as required.
- A foreign partnership or a foreign simple or grantor trust to establish that it is a withholding foreign partnership or withholding foreign trust under the regulations for sections 1441 and 1442 and to certify its chapter 4 status (if required).
- A foreign partnership or a foreign simple or grantor trust to establish that it is a nonwithholding foreign partnership or

nonwithholding foreign simple or grantor trust for purposes of sections 1441 and 1442, to certify to its chapter 4 status (if required), and to represent that the income is not effectively connected with a U.S. trade or business, that the form is being used to transmit withholding certificates and/or documentary evidence, and that it has provided or will provide a withholding statement as required.

- A foreign partnership or foreign grantor trust to establish that it is an upper-tier foreign partnership or foreign grantor trust for purposes of section 1446 and to represent that the form is being used to transmit withholding certificates and/or documentary evidence and that it has provided, or will provide, a withholding statement, as required.
- A flow-through entity (including a foreign reverse hybrid entity) transmitting withholding certificates and/or other documentary evidence to claim treaty benefits on behalf of its owners, to certify its chapter 4 status (if required), and to certify that it has provided, or will provide, a withholding statement, as required.
- A nonparticipating FFI acting as an intermediary or that is a flow-through entity using this form to transmit a withholding statement and withholding certificates or other documentation for exempt beneficial owners described in Regulations section 1.1471-6.
- A QSL certifying to a withholding agent that it is acting as a QSL with respect to U.S. source substitute dividends received from the withholding agent pursuant to a securities lending transaction (as described in Notice 2010-46).
- A foreign intermediary or flow-through entity not receiving withholdable payments or reportable amounts that is holding an account with a participating FFI or registered deemed-compliant FFI providing this form for purposes of documenting the chapter 4 status of the account holder. However, no withholding statement is required to be provided along with Form W-8IMY if it is being provided by an FFI solely to document such an account when no withholdable payments or reportable amounts are made to the account. Also note that the entity may instead provide Form W-8BEN-E when it is not receiving withholdable payments or reportable amounts to document its status as an account holder.

This form may serve to establish foreign status for purposes of sections 1441, 1442, and 1446. However, any representations that items of income, gain, deduction, or loss are not effectively connected with a U.S. trade or business will be disregarded by a partnership receiving this form for purposes of section 1446 as the partnership will undertake its own analysis.

Do not use Form W-8IMY if you are described below.

- You are the beneficial owner of U.S. source income (other than income that is effectively connected with the conduct of a trade or business within the United States) and you need to establish that you are not a U.S. person, establish your chapter 4 status (if required), or claim a reduced rate of withholding on your own behalf under an income tax treaty (if applicable). Instead, submit Form W-8BEN, Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals) or Form W-8BEN-E, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities).
- You are filing for a hybrid entity claiming treaty benefits on its own behalf. Instead, provide Form W-8BEN-E to claim treaty benefits. However, if you are receiving a withholdable payment you may also be required to provide this Form W-8IMY to establish your chapter 4 status (unless you are a disregarded entity) and the chapter 4 status of each of your

owners. See the instructions to Form W-8BEN-E for more information about hybrid entities claiming treaty benefits.

- You are filing for a reverse hybrid entity that is not claiming treaty benefits on behalf of its interest holders. Instead, provide Form W-8BEN-E on your own behalf.
- You are the beneficial owner of income that is effectively connected with the conduct of a trade or business within the United States. Instead, provide Form W-8ECI, Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States.
- You are a nonresident alien individual who claims exemption from withholding on compensation for independent or certain dependent personal services performed in the United States. Instead, provide Form 8233, Exemption From Withholding on Compensation for Independent (and Certain Dependent) Personal Services of a Nonresident Alien Individual, or Form W-4, Employee's Withholding Allowance Certificate.
- You are filing as a disregarded entity (a business entity that has a single owner and is not a corporation under Regulations section 301.7701-2(b) is disregarded as an entity separate from its owner). Instead, the single owner (if a foreign person) should provide the appropriate Form W-8 based on the single owner's status.
- You are filing for a foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming the applicability of section 115(2), 501(c), 892, 895, or 1443(b), and, if required, claiming an exemption from chapter 4 withholding. Instead, provide Form W-8EXP, Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting. However, these entities should use Form W-8BEN-E instead if they are claiming treaty benefits or are providing the form only to claim exempt recipient status for Form 1099 and backup withholding purposes.

**Giving Form W-8IMY to the withholding agent.** Do not send Form W-8IMY to the IRS. Instead, give it to the person who is requesting it. Generally, this person will be the one from whom you receive the payment, who credits your account, or a partnership that allocates income to you.

**When to provide Form W-8IMY to the withholding agent.** Give Form W-8IMY to the person requesting it before income is paid to you, credited, or allocated to your account. If you do not provide this form, the withholding agent may have to withhold at the 30% rate (for a payment subject to withholding under chapter 3 or a withholdable payment under chapter 4), backup withhold, or withhold at the applicable rate for net effectively connected taxable income allocable to a foreign partner in a partnership under section 1446. Generally, a separate Form W-8IMY must be submitted to each withholding agent from whom you receive a payment.

**Expiration of Form W-8IMY.** Generally, a Form W-8IMY remains valid until the status of the person whose name is on the certificate is changed in a way relevant to the certificate or there is a change in circumstances that makes the information on the certificate no longer correct. The indefinite validity period does not extend, however, to any other withholding certificates, documentary evidence, or withholding statements associated with the certificate.

**Change in circumstances.** If a change in circumstances makes any information on the Form W-8IMY (or any documentation or a withholding statement associated with

the Form W-8IMY) you have submitted incorrect for purposes of chapter 3 or chapter 4 (when relevant), you must notify the withholding agent within 30 days and file a new Form W-8IMY or provide new documentation or a new withholding statement (as applicable). You must update the information associated with Form W-8IMY as often as is necessary to enable the withholding agent to withhold at the appropriate rate on each payment and to report such income.

See Regulations sections 1.1441-1(e)(4)(ii)(D) for the definition of a change in circumstances for purposes of chapter 3. See Regulations section 1.1471-3(c)(6)(ii)(E) for the definition of a change in circumstances for purposes of chapter 4.

## Definitions

**Account holder.** An account holder is generally the person listed or identified as the holder or owner of a financial account (other than an agent or nominee that is not an FFI). For example, if a partnership is listed as the holder or owner of a financial account, then the partnership is the account holder, rather than the partners of the partnership. However, an account that is held by a disregarded entity is treated as held by the person owning the entity.

**Amounts subject to withholding.** Generally, an amount subject to chapter 3 withholding is an amount from sources within the United States that is fixed or determinable annual or periodical (FDAP) income. FDAP income is all income included in gross income, including interest (as well as OID), dividends, rents, royalties, and compensation. FDAP income does not include most gains from the sale of property (including market discount and option premiums), as well as other specific items of income described in Regulations section 1.1441-2 (such as interest on bank deposits and short-term OID).

Withholding under chapter 4 applies to payments of U.S. source FDAP income that are withholdable payments as defined in Regulations section 1.1473-1(a) to which an exception does not apply under chapter 4. The exemptions from withholding provided for under chapter 3 are not applicable when determining whether withholding applies under chapter 4. For exceptions applicable to the definition of a withholdable payment, see Regulations section 1.1473-1(a)(4) (exempting, for example, certain nonfinancial payments).

For purposes of section 1446, the amount subject to withholding is the foreign partner's share of the partnership's effectively connected taxable income.

**Beneficial owner.** For payments other than those for which a reduced rate of, or exemption from, withholding is claimed under an income tax treaty, the beneficial owner of income is generally the person who is required under U.S. tax principles to include the payment in gross income on a tax return. A person is not a beneficial owner of income, however, to the extent that person is receiving the income as a nominee, agent, or custodian, or to the extent the person is a conduit whose participation in a transaction is disregarded. In the case of amounts paid that do not constitute income, beneficial ownership is determined as if the payment were income.

Foreign partnerships, foreign simple trusts, and foreign grantor trusts are not the beneficial owners of income paid to the partnership or trust. The beneficial owners of income paid to a foreign partnership are generally the partners in the partnership, provided that the partner is not itself a

partnership, foreign simple or grantor trust, nominee, or other agent. The beneficial owners of income paid to a foreign simple trust (that is, a foreign trust that is described in section 651(a)) are generally the beneficiaries of the trust, if the beneficiary is not itself a foreign partnership, foreign simple or grantor trust, nominee, or other agent. The beneficial owners of income paid to a foreign grantor trust (that is, a foreign trust to the extent that all or a portion of the income of the trust is treated as owned by the grantor or another person under sections 671 through 679) are the persons treated as the owners of the trust. The beneficial owner of income paid to a foreign complex trust (that is, a foreign trust that is not a foreign simple trust or foreign grantor trust) is the trust itself.

The beneficial owner of income paid to a foreign estate is the estate itself.

**Note.** A payment to a U.S. partnership, U.S. trust, or U.S. estate is treated as a payment to a U.S. payee that is not subject to 30% withholding for purposes of chapter 3 and chapter 4. A U.S. partnership, trust, or estate should provide the withholding agent with a Form W-9. For purposes of section 1446, a U.S. grantor trust or disregarded entity shall not provide the withholding agent a Form W-9 in its own right. Rather, the grantor or other owner shall provide the withholding agent the appropriate form.

**Chapter 3.** Chapter 3 means Chapter 3 of the Internal Revenue Code (Withholding of Tax on Nonresident Aliens and Foreign Corporations). Chapter 3 contains sections 1441 through 1464.

**Chapter 3 withholding rate pool.** A chapter 3 withholding rate pool is a payment of a single type of income, based on the categories of income reported on Form 1042-S (for example, interest or dividends), that is not subject to withholding under chapter 4 but is subject to a single rate of withholding for chapter 3 purposes and is paid to foreign persons or, in the case of a zero-percent pool, U.S. exempt recipients not included in a separate pool of exempt recipients. See the instructions for the withholding statement of a QI, later.

**Chapter 4.** Chapter 4 means Chapter 4 of the Internal Revenue Code (Taxes to Enforce Reporting on Certain Foreign Accounts). Chapter 4 contains sections 1471 through 1474.

**Chapter 4 status.** The term chapter 4 status means a person's status as a U.S. person, specified U.S. person, foreign individual, participating FFI, deemed-compliant FFI, restricted distributor, exempt beneficial owner, nonparticipating FFI, territory financial institution, excepted NFFE, or passive NFFE. See Regulations section 1.1471-1(b) for the definitions of these terms.

**Chapter 4 withholding rate pool.** The term chapter 4 withholding rate pool means a pool identified on a withholding statement (see the description for a withholding statement of a QI and an NQI, later) provided by an intermediary or flow-through entity with respect to a withholdable payment that is allocated to payees that are nonparticipating FFIs. The term chapter 4 withholding rate pool also includes a pool identified on an FFI withholding statement provided by a participating FFI or registered deemed-compliant FFI with respect to a withholdable payment that is allocated to a class of recalcitrant account holders subject to withholding under chapter 4 as described in Regulations section 1.1471-4(d)(6)(i) (including a pool of account holders to which the escrow procedures for dormant accounts apply). Finally, a chapter 4 withholding rate pool

also includes a pool of U.S. persons included in a U.S. payee pool described in Regulations section 1.6049-4(c)(4) provided by a participating FFI (including a reporting Model 2 FFI), a registered deemed-compliant FFI (including a reporting Model 1 FFI), or a QI.

**Deemed-compliant FFI.** Under section 1471(b)(2), certain FFIs are deemed to comply with the regulations under chapter 4 without the need to enter into an FFI agreement with the IRS. However, certain deemed-compliant FFIs are required to register with the IRS and obtain a GIIN. These FFIs are referred to as **registered deemed-compliant FFIs**. See Regulations section 1.1471-5(f)(1) and also an applicable IGA for entities treated as registered deemed-compliant FFIs.

**Disregarded entity.** A business entity that has a single owner and is not a corporation under Regulations section 301.7701-2(b) is disregarded as an entity separate from its owner. A disregarded entity does not submit this Form W-8IMY to a withholding agent or FFI. Instead, the owner of such entity provides the appropriate documentation (for example, a Form W-8BEN-E if the owner is a foreign entity). See Regulations section 1.1446-1 and section 1.1471-3(a)(3)(v), respectively. However, if a disregarded entity receiving a withholdable payment is an FFI outside the single owner's country of organization, the owner will be required to complete Part II of Form W-8IMY to document the chapter 4 status of the disregarded entity receiving the payment except as otherwise provided in these instructions.

Certain entities that are disregarded for U.S. tax purposes may be recognized for purposes of claiming treaty benefits under an applicable tax treaty (see the definition of hybrid entity, later). See Form W-8BEN-E and the accompanying instructions for more information about a hybrid entity claiming treaty benefits on its own behalf.

**Financial account.** A financial account includes:

- A depository account maintained by an FFI;
- A custodial account maintained by an FFI;
- Equity or debt interests (other than interests regularly traded on an established securities market) in investment entities and certain holding companies, treasury centers, or financial institutions as defined in Regulations section 1.1471-5(e);
- Certain cash value insurance contracts; and
- Annuity contracts.

For purposes of chapter 4, exceptions are provided for accounts such as certain tax-favored savings accounts, term life insurance contracts, accounts held by estates, escrow accounts, and certain annuity contracts. These exceptions are subject to certain conditions. See Regulations section 1.1471-5(b)(2). Accounts may also be excluded from the definition of financial account under an applicable IGA. See Regulations section 1.1471-5(b)(5) to determine when an FFI maintains a financial account.

**Financial institution.** A financial institution generally means an entity that is a depository institution, custodial institution, investment entity, or an insurance company (or holding company of an insurance company) that issues cash value insurance or annuity contracts. See Regulations section 1.1471-5(e).

**Fiscally transparent entity.** An entity is treated as fiscally transparent with respect to an item of income to the extent that the interest holders in the entity must, on a current basis, take into account separately their shares of an item of income paid to the entity, whether or not distributed, and must

determine the character of the items of income as if they were realized directly from the sources from which realized by the entity.

**Flow-through entity.** A flow-through entity is a foreign partnership (other than a withholding foreign partnership), a foreign simple or foreign grantor trust (other than a withholding foreign trust), or, for payments for which a reduced rate of withholding is claimed under an income tax treaty, any entity to the extent the entity is considered to be fiscally transparent (see above) with respect to the payment by an interest holder's jurisdiction.

**Foreign financial institution (FFI).** A foreign financial institution (FFI) generally means a foreign entity that is a financial institution.

**Foreign person.** A foreign person includes a nonresident alien individual, a foreign corporation, a foreign partnership, a foreign trust, a foreign estate, and any other person that is not a U.S. person. It also includes a foreign branch or office of a U.S. financial institution or U.S. clearing organization if the foreign branch is a qualified intermediary. Generally, a payment to a U.S. branch of a foreign person is a payment to a foreign person.

**Global intermediary identification number (GIIN).** The term GIIN means a global intermediary identification number. A GIIN is the identification number assigned to an entity that has registered with the IRS for chapter 4 purposes.

**Hybrid entity.** A hybrid entity is any person (other than an individual) that is treated as fiscally transparent (rather than as a beneficial owner) for purposes of declaring status under the Code but is not treated as fiscally transparent by a country with which the United States has an income tax treaty. Hybrid entity status is relevant for claiming treaty benefits for purposes of chapter 3. A hybrid entity, may, however, be considered the payee for purposes of chapter 4 (see Regulations section 1.1471-3(a) defining who is a payee of a withholdable payment). See the special instructions for hybrid entities, later, and Regulations section 1.1471-3(d) for the documentation requirements with respect to entities receiving withholdable payments.

**Intergovernmental Agreement (IGA).** An IGA means a Model 1 IGA or a Model 2 IGA. For a list of jurisdictions treated as having in effect a Model 1 or Model 2 IGA, go to [www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx](http://www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx).

A **Model 1 IGA** means an agreement between the United States or the Treasury Department and a foreign government or one or more agencies to implement FATCA through reporting by FFIs to such foreign government or agency thereof, followed by automatic exchange of the reported information with the IRS. An FFI in a Model 1 IGA jurisdiction that performs account reporting to the jurisdiction's government is referred to as a **reporting Model 1 FFI**.

A **Model 2 IGA** means an agreement or arrangement between the U.S. or the Treasury Department and a foreign government or one or more agencies to implement FATCA through reporting by FFIs directly to the IRS in accordance with the requirements of an FFI agreement, supplemented by the exchange of information between such foreign government or agency thereof and the IRS. An FFI in a Model 2 IGA jurisdiction that registered with the IRS to obtain a GIIN and agreed to comply with the terms of an FFI agreement is treated as a participating FFI, but may be referred to as a **reporting Model 2 FFI**.

**Intermediary.** An intermediary is any person that acts as a custodian, broker, nominee, or otherwise as an agent for another person, regardless of whether that other person is the beneficial owner of the amount paid, a flow-through entity, or another intermediary.

**Qualified intermediary (QI).** A QI is a person that is a party to a withholding agreement with the IRS (described in Regulations section 1.1441-1(e)(5)(iii)) and is:

- A foreign financial institution (other than a U.S. branch of an FFI) that is a participating FFI, registered deemed-compliant FFI (including an FFI treated as a registered deemed-compliant FFI under an applicable IGA), FFI treated as a deemed-compliant FFI under an applicable IGA subject to due diligence and reporting requirements similar to those applicable to a registered deemed-compliant FFI under Regulations section 1.1471-5(f), or limited FFI (through December 31, 2015);
- An exempt beneficial owner that is a central bank of issue that meets the requirements of and agrees to be treated as a participating FFI (including a reporting Model 2 FFI) or a registered deemed-compliant FFI (including a reporting Model 1 FFI) with respect to any account that it maintains and that is held in connection with a commercial financial activity described in Regulations section 1.1471-6(h) and for which it receives a withholdable payment;
- A foreign branch or office of a U.S. financial institution or a foreign branch or office of a U.S. clearing organization;
- A foreign corporation for purposes of presenting claims of benefits under an income tax treaty on behalf of its shareholders to the extent permitted to act as such by the IRS; or
- A foreign entity other than an FFI that is acting as an intermediary for either withholdable payments or reportable amounts that the IRS accepts as a qualified intermediary.

**Qualified securities lender (QSL).** A QSL is a person that:

- Is a bank, custodian, broker-dealer, or clearing organization that is subject to regulatory supervision by a governmental authority in the jurisdiction in which it was created or organized and is regularly engaged in a trade or business that includes the borrowing of securities of domestic corporations (as defined in section 7701(a)(4)) from, and lending of securities of domestic corporations to, its unrelated customers; and
- Is subject to audit under section 7602 or is a QI that satisfies the requirements for QSL status and acts as a QSL under its QI agreement.

For more information on QSLs and the requirements related to withholding on substitute dividends, see Notice 2010-46. You can find Notice 2010-46 in Internal Revenue Bulletin (IRB) 2010-24 at [www.irs.gov/file\\_source/pub/irs-utl/notice\\_2010\\_46.pdf](http://www.irs.gov/file_source/pub/irs-utl/notice_2010_46.pdf).

**Nonqualified intermediary.** A nonqualified intermediary is any intermediary that is not a U.S. person and that is not a qualified intermediary.

**Limited branch.** A limited branch means a branch of a participating FFI that is described in Regulations section 1.1471-4(e)(2).

**Nonwithholding foreign partnership, simple trust, or grantor trust.** A nonwithholding foreign partnership is any foreign partnership other than a withholding foreign partnership. A nonwithholding foreign simple trust is any foreign simple trust that is not a withholding foreign trust. A nonwithholding foreign grantor trust is any foreign grantor trust that is not a withholding foreign trust.

**Participating FFI.** A participating FFI is an FFI (including a reporting Model 2 FFI covered by an FFI agreement) that has agreed to comply with the terms of an FFI agreement. The term participating FFI also includes a QI branch of a U.S. financial institution, unless such branch is a reporting Model 1 FFI.

**Payee.** A payee is generally a person to whom a payment is made, regardless of whether such person is the beneficial owner. For a payment made to a financial account, the payee is generally the holder of the financial account. However, under certain circumstances a person who receives a payment will not be considered the payee. For purposes of chapter 3, see Regulations section 1.1441-1(b)(2). For purposes of chapter 4, see Regulations section 1.1471-3(a)(3).

**Reportable amount.** Solely for purposes of the statements required to be attached to Form W-8IMY, a reportable amount is an amount subject to withholding under chapter 3, U.S. source deposit interest (including original issue discount), and U.S. source interest or original issue discount on the redemption of short-term obligations. It does not include payments on deposits with banks and other financial institutions that remain on deposit for 2 weeks or less or amounts received from the sale or exchange (other than a redemption) of a short-term obligation that is effected outside the United States. It also does not include amounts of original issue discount arising from a sale and repurchase transaction completed within a period of 2 weeks or less, or amounts described in Regulations section 1.6049-5(b)(7), (10), or (11) (relating to certain obligations issued in bearer form). See the instructions for Forms 1042-S and 1099 to determine whether these amounts are subject to information reporting.

**Reverse hybrid entity.** A reverse hybrid entity is any person (other than an individual) that is not fiscally transparent under U.S. tax law principles but that is fiscally transparent under the laws of a jurisdiction with which the United States has an income tax treaty.

**Territory financial institution.** The term territory financial institution means a financial institution that is incorporated or organized under the laws of any U.S. territory. However, an investment entity that is not also a depository institution, custodial institution, or specified insurance company is not a territory financial institution. A territory financial institution acting as an intermediary or that is a flow-through entity may agree to be treated as a U.S. person under Regulations section 1.1441-1(b)(2)(iv)(A).

**U.S. branch treated as a U.S. person.** The phrase U.S. branch treated as a U.S. person means a U.S. branch of a participating FFI, registered deemed-compliant FFI, or NFFE that is treated as a U.S. person under Regulations section 1.1441-1(b)(2)(iv)(A).

**Withholdable payment.** The term withholdable payment means an amount subject to withholding for purposes of chapter 4 as described in *Amounts subject to withholding*, earlier. Also see Regulations section 1.1473-1(a) for the definition of withholdable payment.

**Withholding agent.** Any person, U.S. or foreign, that has control, receipt, custody, disposal, or payment of U.S. source FDAP income subject to chapter 3 or a withholdable payment under chapter 4 is a withholding agent. The withholding agent may be an individual, corporation, partnership, trust, association, or any other entity, including (but not limited to)

any foreign intermediary, foreign partnership, and U.S. branches of certain foreign banks and insurance companies.

For purposes of section 1446, the withholding agent is the partnership conducting the trade or business in the United States. For a publicly traded partnership, the withholding agent may be the partnership, a nominee holding an interest on behalf of a foreign person, or both. See Regulations sections 1.1446-1 through 1.1446-6.

**Withholding foreign partnership (WP) or withholding foreign trust (WT).** A WP or WT is a foreign partnership or a foreign simple or grantor trust that has entered into a withholding agreement with the IRS in which it agrees to assume primary withholding responsibility for purposes of chapter 4 and under sections 1441 and 1442 for all payments that are made to its partners, beneficiaries, or owners, except as otherwise provided in the withholding agreement.

**Withholding statement.** A withholding statement provides an allocation (by income type) to each payee (or withholding rate pool, if applicable) of each payment an intermediary or flow-through entity receives. The withholding statement forms an integral part of the withholding certificate, and the penalties of perjury statement provided on the withholding certificate shall apply to the withholding statement. The withholding statement may be provided in any manner the intermediary or the flow-through entity and the withholding agent mutually agree, including electronically if certain safeguards concerning electronic transmission are met. A withholding statement also provides information required for purposes of chapter 4 if the intermediary or flow-through entity is receiving a withholdable payment, in which case the entity must provide an FFI withholding statement, chapter 4 withholding statement, or exempt beneficial owner withholding statement (as applicable). See Regulations section 1.1471-3(c)(3)(iii)(B).

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## Specific Instructions

### Part I — Identification of Entity

**Line 1.** Enter your name. By doing so, you are representing to the payer or withholding agent that you are not the beneficial owner of the amounts that will be paid to you (unless you are acting as a QSL for certain payments associated with this form). If you are a disregarded entity, do not enter the business name of the disregarded entity here. Instead, enter the legal name of the entity that owns the disregarded entity (looking through multiple disregarded entities, if applicable).

**Line 2.** If you are a corporation, enter the country of incorporation. If you are another type of entity, enter the country under whose laws you are created, organized, or governed. If you are an individual, provide your country of residence for tax purposes.

**Line 3.** If you are a disregarded entity receiving a payment, enter your name (if required). You should complete line 3 **only** if you are a disregarded entity receiving a withholdable payment or hold an account with an FFI requesting this form and you:

- Have registered with the IRS and been assigned a GIIN associated with the legal name of the disregarded entity; and
- Are a reporting Model 1 FFI or reporting Model 2 FFI.

If you are not required to provide the legal name of the disregarded entity, however, you may want to notify the withholding agent that you are a disregarded entity receiving

a payment or maintaining an account by indicating the name of the disregarded entity on line 10. However, do not enter the name of the disregarded entity on this line except in the circumstances described.

**Line 4.** Complete this line to establish your entity status for purposes of chapter 3. Check the one box that applies. If you are a foreign partnership receiving the payment on behalf of your partners, check the "Withholding foreign partnership" box or the "Nonwithholding foreign partnership" box, whichever is appropriate. If you are a foreign simple trust or foreign grantor trust receiving the payment on behalf of your beneficiaries or owners, check the "Withholding foreign trust" box, the "Nonwithholding foreign simple trust" box, or the "Nonwithholding foreign grantor trust" box, whichever is appropriate. If you are a foreign partnership (or a foreign trust) receiving a payment on behalf of persons other than your partners (or beneficiaries or owners), check the "Qualified intermediary" box or the "Nonqualified intermediary" box, whichever is appropriate. A foreign reverse hybrid entity that is providing documentation from its interest holders to claim a reduced rate of withholding under a treaty should check the appropriate box (including "Withholding foreign partnership" or "Withholding foreign trust" if the entity has entered into a withholding agreement). See Parts III through VIII, later, if you are acting in more than one capacity. A partnership or grantor trust submitting Form W-8IMY solely because it is allocated income effectively connected with a U.S. trade or business as a partner in a partnership should check the box for nonwithholding foreign partnership or nonwithholding foreign grantor trust and, if it is submitting or will submit documentation for its partners or owners, it should complete Part VIII.

**TIP** *Form W-8IMY may be submitted and accepted to satisfy documentation requirements for purposes of withholding on certain partnership allocations to foreign partners under section 1446. Section 1446 generally requires withholding when a partnership is conducting a trade or business in the United States and allocates income effectively connected with that trade or business (ECI) to foreign persons that are partners in the partnership. Section 1446 can also apply when certain income is treated as effectively connected income of the partnership and is so allocated.*

*An upper-tier partnership that is allocated ECI as a partner in a partnership may, in certain circumstances, have the lower-tier partnership perform its withholding obligation. Generally, this is accomplished by the upper-tier partnership submitting withholding certificates of its partners (for example, Form W-8BEN) along with a Form W-8IMY, which identifies itself as a partnership, and identifying the manner in which ECI of the upper-tier partnership will be allocated to the partners. For further information, see Regulations section 1.1446-5. A foreign grantor trust that is allocated ECI as a partner in a partnership should provide the withholding certificates of its grantor (for example, Form W-8BEN) along with its Form W-8IMY which identifies the trust as a foreign grantor trust. See Regulations section 1.1446-1(c)(2)(ii)(E) for the rules requiring it to provide additional documentation to the partnership.*

**Line 5.** Check the one box that applies to your chapter 4 status. You are not required to provide a chapter 4 status if you are providing this form with respect to a preexisting entity account (as described in Regulations section 1.1471-1(b)(102)) prior to July 1, 2016 (or, if you are a prima facie FFI, prior to January 1, 2015). Additionally, you are only required

to provide a chapter 4 status if you are acting as an intermediary with respect to a withholdable payment, you are a flow-through entity receiving a withholdable payment on behalf of your owners (including a reverse hybrid entity providing documentation on behalf of its owners to claim treaty benefits), you are providing a withholding statement associated with this form that allocates a portion of the payment to a chapter 4 withholding rate pool of U.S. payees with respect to your direct account holders (as described in Regulations section 1.6049-4(c)(4)), or you are providing this form to an FFI requesting this form to document your chapter 4 status. By checking a box on this line, you are representing that you qualify for this classification.

**TIP** *For most of the chapter 4 classifications, you are required to complete additional certifications found in a separate part of this form (see Parts IX through XXVII). Complete the appropriate part of this form certifying that you meet the conditions of the status indicated on line 5 (as defined under Regulations sections 1.1471-5 or 1.1471-6). Make sure you complete the required portion of this form before signing and providing it to the withholding agent.*

### FFIs Covered by IGAs and Related Entities

A reporting FFI resident in, or established under the laws of, a jurisdiction covered by a Model 1 IGA should check "Reporting Model 1 FFI." A reporting FFI resident in, or established under the laws of, a jurisdiction covered by a Model 2 IGA should check "Reporting Model 2 FFI." If you are treated as a registered deemed-compliant FFI under an applicable IGA, you should check "Nonreporting IGA FFI" rather than "registered deemed-compliant FFI." See the specific instructions for Part XVIII. An FFI that is related to a reporting IGA FFI and that is treated as a nonparticipating FFI in its country of residence should check nonparticipating FFI in line 5. An FFI that is related to a reporting IGA FFI and that is a participating FFI, deemed-compliant FFI, or exempt beneficial owner under the U.S. Treasury regulations or an applicable IGA should check the appropriate box depending on its chapter 4 status rather than the box for nonparticipating FFI.

See [www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx](http://www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx) for a list of jurisdictions treated as having an IGA in effect.

**Line 6.** Enter the permanent address of the entity identified on line 1. Your permanent residence address is the address in the country where you claim to be a resident for purposes of that country's income tax. Do not show the address of a financial institution (other than yourself), a post office box, or an address used solely for mailing purposes unless such address is the only permanent address you use and it appears in your organizational documents (i.e., your registered address). If you do not have a tax residence in any country, the permanent residence address is where you maintain your principal office or, if you are an individual, where you normally reside.

**Line 7.** Enter your mailing address only if it is different from the address you show on line 6.

**Line 8.** You must provide an employer identification number (EIN) if you are a U.S. branch or territory financial institution that agrees to be treated as a U.S. person under Regulations section 1.1441-1(b)(2)(iv)(A), an upper-tier partnership that is allocated ECI as a partner in a partnership, or a foreign grantor trust that is allocated ECI as a partner.

If you are acting as a qualified intermediary, withholding foreign partnership, or withholding foreign trust, check the appropriate box and enter the EIN that was issued to you in such capacity (your "QI-EIN," "WP-EIN," or "WT-EIN"). If you are not acting in that capacity, you must use your U.S. taxpayer identification number (TIN), if any, that is not your QI-EIN, WP-EIN, or WT-EIN.

A nonqualified intermediary, a nonwithholding foreign partnership, or a nonwithholding foreign simple or grantor trust is generally not required to provide a U.S. TIN. However, a QSL providing this form with respect to a U.S. source substitute dividend must provide an EIN (including a QI-EIN if the QSL is a QI).

**Line 9.** If you are a participating FFI (including reporting Model 2 FFI), registered deemed-compliant FFI (including a reporting Model 1 FFI), direct reporting NFFE (including a sponsored direct reporting NFFE), or trustee of a trustee documented FFI, you are required to enter your GIIN (with regard to your country of residence) on line 9.

For payments made prior to January 1, 2015, however, a Form W-8IMY provided by a reporting Model 1 FFI need not contain a GIIN. For payments made prior to January 1, 2016, a sponsored direct reporting NFFE or sponsored FFI that has not obtained a GIIN may provide the GIIN of its sponsoring entity.

 **TIP** *If you are in the process of registering with the IRS as a participating FFI, registered deemed-compliant FFI, reporting Model 1 FFI, reporting Model 2 FFI, direct reporting NFFE, or sponsored direct reporting NFFE but have not received a GIIN, you may complete this line by writing "applied for." However, the person requesting this form from you must receive and verify your GIIN within 90 days.*

**Line 10.** This line may be used by the filer of Form W-8IMY or by the withholding agent to whom it is provided to include any referencing information that is useful to the withholding agent in carrying out its reporting and withholding obligations. For example, a withholding agent who is required to associate a particular Form W-8BEN or Form W-8BEN-E with this Form W-8IMY may want to use line 10 for a referencing number or code that will make the association clear.

## Part II — Disregarded Entity or Branch Receiving Payment

 **CAUTION** *Only complete Part II if you are a branch of an FFI identified in line 1 receiving a withholdable payment as an intermediary (including a branch that is a disregarded entity) and you operate in a jurisdiction other than the country of residence identified on line 2. For example, assume ABC Co., which is a participating FFI resident in Country A, operates through a branch in Country B (which is a Model 1 IGA jurisdiction) and the branch is treated as a reporting Model 1 FFI under the terms of the Country B Model 1 IGA. ABC Co. should not enter its GIIN on line 9, and the Country B branch should complete this Part II by identifying itself as a reporting Model 1 IGA FFI and providing its GIIN on line 13. Furthermore, if the Country B branch receiving the payment is a disregarded entity you may be required to provide its legal name on line 3. See the instructions for Part I, line 3.*

**Line 11.** Check the one box that applies. If you check reporting Model 1 FFI, reporting Model 2 FFI, participating

FFI, or U.S. branch claiming a chapter 4 status other than that of nonparticipating FFI, you must complete line 13. If you are a limited branch or branch of a reporting IGA FFI that cannot comply with the requirements of an applicable IGA or the regulations under chapter 4, you must check nonparticipating FFI.

**Line 12.** Enter the address of the branch or disregarded entity.

**Line 13.** If you are a reporting Model 1 FFI, reporting Model 2 FFI, or participating FFI, you must enter on line 13 the GIIN of your branch that receives the payment. If you are a disregarded entity that completed Part I, line 3 of this form and are receiving payments associated with this form, enter your GIIN. Do not enter your GIIN (if any) on line 9. If you are a U.S. branch, enter a GIIN applicable to any other branch of the FFI (including in its residence country) of which the branch is a part. For payments made prior to January 1, 2015, however, a GIIN is not required if you check reporting Model 1 FFI on line 11. If you are a QI that is an NFFE and a withholding agent requests your chapter 4 status, you may provide a statement certifying to your chapter 4 status as an NFFE.

 **TIP** *If you are in the process of registering with the IRS as a participating FFI, reporting Model 1 FFI, or reporting Model 2 FFI but have not received a GIIN, you may complete this line by writing "applied for." However, the person requesting this form from you must receive and verify your GIIN within 90 days.*

## Certification of Chapter 3 Status: Parts III Through VIII

You should only complete one part from Parts III through VIII. If you are acting in multiple capacities, provide separate Forms W-8IMY for each capacity. For example, if you are acting as qualified intermediary for one account, but a nonqualified intermediary for another account, provide one Form W-8IMY in your capacity as a qualified intermediary and a separate Form W-8IMY in your capacity as a nonqualified intermediary.

### Part III — Qualified Intermediary

Check box 14a if you are a qualified intermediary (QI) (whether or not you assume primary withholding responsibility) for the income for which you are providing this form. A QI that is an FFI receiving a withholdable payment must be a participating FFI, registered deemed-compliant FFI, exempt beneficial owner that is a central bank of issue that meets the requirements of and agrees to be treated as a participating FFI (including a reporting Model 2 FFI) or a registered deemed-compliant FFI (including a reporting Model 1 FFI) with respect to any account that it maintains and that is held in connection with a commercial financial activity described in Regulations section 1.1471-6(h) and for which it receives a withholdable payment, or FFI treated as a deemed-compliant FFI under an applicable IGA that is subject to due diligence and reporting requirements similar to those applicable to a registered deemed-compliant FFI. By checking the box, you are certifying to all of the statements contained on line 14a.

Check box 14b only if you are not providing a withholding statement with this form because you have assumed primary withholding responsibility under both chapter 3 (nonresident alien withholding) and chapter 4 with respect to the account(s) and you are either assuming primary Form 1099

reporting and backup withholding responsibility or are permitted to satisfy and do satisfy your chapter 61 requirements as a participating FFI or registered deemed-compliant FFI as described in Regulations section 1.6049-4(c)(4).

Check box 14c if you have assumed only primary withholding responsibility under both chapter 3 (nonresident alien withholding) and chapter 4 with respect to the account(s) identified on this line or in a withholding statement associated with this form.

Check box 14d if you have assumed only primary Form 1099 reporting and backup withholding responsibility with respect to the accounts identified on this line or in a withholding statement associated with this form (including satisfying as a participating FFI or registered deemed-compliant FFI your Form 1099 reporting to the extent permitted under Regulations sections 1.6049-4(c)(4)(i) and (c)(4)(ii)).

Check box 14e only if you have not assumed primary Form 1099 reporting and backup withholding responsibility and are transmitting Forms W-9 (or otherwise providing information for the withholding agent to report on Form 1099, including when backup withholding applies or withholding under chapter 4 with respect to recalcitrant account holders) with respect to each U.S. non-exempt recipient account identified on this line or in a withholding statement associated with this form. If you are allocating any portion of the payment on a withholding statement to a chapter 4 withholding rate pool of U.S. payees in lieu of providing Forms W-9, you must additionally certify that (as applicable):

- For each account holder included in a chapter 4 withholding rate pool of U.S. payees who holds an account that you maintain, you are permitted to provide this pool under Regulations section 1.6049-4(c)(4)(iii) (including for payments of income other than interest for which reporting would be required under chapter 61 but for a coordination rule similar to that provided in Regulations section 1.6049-4(c)(4)(iii)); and/or
- For a withholding rate pool of U.S. payees that includes account holders of another intermediary or flow-through entity, you have obtained or will obtain documentation to establish that the intermediary or flow-through entity is a participating FFI, registered deemed-compliant FFI, or a qualified intermediary. See Regulations sections 1.1471-3(d)(4) and 1.1471-3(e) for more information on the requirements for documenting such chapter 4 statuses.

Check box 14f to certify that you are a QI that is acting as a QSL with respect to all payments associated with this form that are U.S. source substitute dividends made by a party to a securities lending transaction (as described in Notice 2010-46).

Although a QI obtains withholding certificates or appropriate documentation from beneficial owners, payees, and, if applicable, shareholders, as specified in its withholding agreement with the IRS, a QI does not need to attach the certificates or documentation to this form. However, to the extent you have not assumed primary Form 1099 reporting or backup withholding responsibility and are not permitted to allocate the payment to a chapter 4 withholding rate pool of U.S. payees under Regulations section 1.6049-4(c)(4)(iii), you must disclose the names of those U.S. persons for whom you receive reportable amounts and that are not exempt recipients (as defined in Regulations section 1.6049-4(c)(1)(ii) or under section 6041, 6042, 6045, or 6050N). You should make this disclosure by attaching to

Form W-8IMY the Forms W-9 (or substitute forms) of persons that are U.S. non-exempt recipients. If you do not have a Form W-9 for a non-exempt U.S. payee, you must attach to Form W-8IMY any information you do have regarding that person's name, address, and TIN for a withholding agent to report the payment.

**Withholding statement of a QI.** As a QI, you must provide a withholding statement to each withholding agent from which you receive reportable amounts or withholdable payments if you have not assumed primary reporting and withholding responsibility under chapter 3 and chapter 4 with respect to the payment and, if you are receiving a reportable amount on behalf of a U.S. nonexempt recipient, you have not assumed primary Form 1099 reporting and backup withholding responsibility for the payment. The withholding statement becomes an integral part of the Form W-8IMY and, therefore, the certification statement that you sign in Part XXVII of the form applies to the withholding statement as well as to the form.



See your QI Agreement for a more comprehensive description of the rules applicable to your withholding statement, including the requirements of the statement under both chapter 3 and chapter 4 for reportable amounts that are also withholdable payments.

A QI withholding statement must:

- Designate those accounts for which you act as a QI (QI designated account),
- Designate those accounts for which you are assuming primary withholding and reporting responsibility under chapter 3 and chapter 4 of the Code,
- If applicable, certify that you are acting as a QSL with respect to any U.S. source substitute dividends, and
- Provide information to allocate the payment, as applicable, to chapter 3 withholding rate pools and to chapter 4 withholding rate pools.

**For chapter 4 purposes.** A QI receiving a withholdable payment must provide a withholding statement which satisfies the requirements of an FFI withholding statement or chapter 4 withholding statement (if the QI is not an FFI) when the QI does not assume primary withholding responsibility under chapter 3 and chapter 4 and Form 1099 reporting and backup withholding responsibility for the payment.

A QI that is an FFI may provide an FFI withholding statement to allocate the payment to chapter 4 withholding rate pools (as applicable), including a single pool of nonparticipating FFIs, a single pool of recalcitrant account holders of the QI or another intermediary that is a participating FFI or registered deemed-compliant FFI, and, if the QI does not assume primary Form 1099 and backup withholding responsibility, a chapter 4 withholding rate pool of U.S. payees. See also *Form 1099 reporting*, later. A chapter 4 withholding rate pool of U.S. payees may include:

- If the QI is a reporting Model 1 FFI, an account holder that is not withheld on under chapter 3, chapter 4, or section 3406 that the QI reports as a U.S. account pursuant to the Model 1 IGA because the account has U.S. indicia and the QI has not obtained appropriate documentation to treat the account as held by other than a specified U.S. person;
- If the QI is a reporting Model 2 FFI, an account holder that is not withheld on under chapter 3, chapter 4, or section 3406 that the QI reports as an account holder of a non-consenting U.S. account as described in the Model 2 IGA;
- For a non-U.S. payor (as described in Regulations section 1.6049-5(c)(5)) that is a participating FFI (including a

reporting Model 2 FFI), registered deemed-compliant FFI, or reporting Model 1 FFI, an account holder not withheld on under chapter 4 or section 3406 who the QI reports under chapter 4 or an applicable IGA (including the account holder's TIN).

An FFI withholding statement must also identify each intermediary or flow-through entity that is receiving a payment on behalf of a payee and include such entity's chapter 4 status and GIIN (if applicable), excluding any intermediary or flow-through entity that is an account holder or interest holder in another QI, WP, or WT. An FFI withholding statement of a QI may combine withholding rate pool information provided by such an entity to the QI with withholding rate pools comprised of accounts that the QI maintains.

A QI that is not an FFI and that does not assume primary withholding responsibility under chapter 3 and chapter 4 must provide a chapter 4 withholding statement that contains the name, address, TIN (if any), entity type (if applicable), and chapter 4 status of each payee, the amount allocated to each payee, a valid withholding certificate or other documentation sufficient to establish the payee's chapter 4 status. However, a chapter 4 withholding statement may include pooled information for payees that are nonparticipating FFIs that hold accounts that the QI maintains or hold accounts with an intermediary or flow-through entity receiving the payment from the QI. See Regulations section 1.1474-1(d)(3).

**For chapter 3 purposes.** In the case of a reportable amount that is a withholdable payment, any portion of the payment for which you are acting as a QI that is not allocated to a chapter 4 withholding rate pool or a U.S. non-exempt recipient (including for backup withholding purposes) must be allocated to a chapter 3 withholding rate pool or pool of U.S. exempt recipients. A chapter 3 withholding rate pool is a payment of a single type of income, based on the categories of income reported on Form 1042-S or Form 1099 (for example, interest or dividends), that is subject to a single rate of withholding and is exempt from chapter 4 withholding. The chapter 3 withholding rate pool may be established by any reasonable method agreed upon by you and the withholding agent. For example, you may agree to establish a separate account for a single chapter 3 withholding rate pool or you may agree to divide a payment made to a single account into portions allocable to each chapter 3 withholding rate pool. You must provide the chapter 3 withholding rate pool information that is required for the withholding agent to meet its withholding and reporting obligations. A withholding agent may request any information reasonably necessary to withhold and report payments correctly.

**Form 1099 reporting.** If you do not assume primary Form 1099 reporting and backup withholding responsibility, you must provide payee specific information for each U.S. non-exempt recipient account holder (other than those U.S. payees included in a chapter 4 withholding rate pool of U.S. payees (described in Regulations section 1.6049-4(c)(4)(iii) and earlier in these instructions) or when the alternative procedure is used (see later)). The pools are based on valid documentation that you obtain under your withholding agreement with the IRS or, if a payment cannot be reliably associated with valid documentation, under the applicable presumption rules.

**Example 1.** A QI that is a participating FFI receives a \$100 payment of U.S. source dividends on an account that is

a QI designated account held with the withholding agent for the following recipients:

- \$20 to NPFFI, a nonparticipating FFI that is an account holder of the QI;
- \$10 each on behalf of two recalcitrant account holders of the QI (\$20 total), each with U.S. indicia (as described in Regulations section 1.1441-7(b)(5)) associated with the account;
- \$5 each on behalf of A and B, U.S. individual account holders of the QI that the QI reports as U.S. accounts pursuant to its chapter 4 reporting obligations as a participating FFI (\$10 total);
- \$10 on behalf of C, a U.S. exempt recipient that is not a specified U.S. person and is an indirect account holder of the QI (who beneficially owns the payment through an account with another participating FFI);
- \$20 on behalf of D, a U.S. non-exempt recipient that is a specified U.S. person who is an indirect account holder of the QI (that beneficially owns the payment through an account with a certified deemed-compliant FFI described in Regulations section 1.1471-5(f)(2)); and
- \$10 each on behalf of two nonresident alien individuals who are account holders of the QI, one of whom is entitled to a 15% rate of withholding under an applicable income tax treaty.

The dividend payment is both a withholdable payment under chapter 4 and a reportable amount under chapter 3. The QI assumes primary withholding and reporting responsibility under chapter 3 and chapter 4 as well as primary Form 1099 reporting and backup withholding responsibility. As a result, the QI is not required to provide a withholding statement allocating the payment to specific payees or withholding rate pools. The QI will provide Form W-8IMY and check boxes 14a and 14b.

**Example 2.** The facts are the same as *Example 1*, except QI is a non-U.S. payor under Regulations section 1.6049-5(c)(5) and does not assume primary Form 1099 and backup withholding responsibility but reports the accounts of A and B as U.S. accounts under Regulations section 1.1471-4(d).

QI must provide a withholding statement allocating \$20 of the payment to D, and \$10 to a chapter 4 withholding rate pool of U.S. payees. QI need not allocate any portion of the payment specifically to A or B because QI is a non-U.S. payor that is permitted to include A and B in a chapter 4 withholding rate pool of U.S. payees under Regulations section 1.6049-4(c)(4)(i). The QI will provide Form W-8IMY and check boxes 14a, 14c, 14e, and 14e(i).

**Example 3.** The facts are the same as *Example 1*, except QI is a U.S. payor and does not assume primary Form 1099 and backup withholding responsibility.

Because QI is a U.S. payor, it is not permitted to, under Regulations section 1.6049-4(c)(4)(i) and (iii), to include A and B in a chapter 4 withholding rate pool of U.S. payees. QI must provide a withholding statement allocating \$5 of the payment to A, \$5 of the payment to B, \$10 of the payment to C, and \$20 of the payment to D along with Forms W-9 for each of them. QI will provide Form W-8IMY and check boxes 14a, 14c, and 14e.

**Example 4.** The facts are the same as *Example 1*, except QI is a non-U.S. payor that does not assume primary withholding and reporting responsibility under chapter 3 and chapter 4. QI also does not assume primary Form 1099 and backup withholding responsibility.

If the QI does not assume primary withholding and reporting responsibility under chapter 3 and chapter 4 as well as primary Form 1099 reporting and separate backup withholding responsibilities, the QI will provide an FFI withholding statement with the following pools:

- Nonparticipating FFI Pool — \$20 (which is subject to chapter 4 withholding);
- Recalcitrant Account Holder Pool — \$20 (which is subject to chapter 4 withholding and which is aggregated in a single pool of recalcitrant account holders rather than each class described in Regulations section 1.1471-4(d)(6));
- Chapter 4 Withholding Rate Pool of U.S. Payees — \$10 (for the portion of the payment allocable to A and B);
- Chapter 3 30% Rate Pool — \$10;
- Chapter 3 15% Rate Pool — \$10; and
- 0% Rate Pool — \$10 (for the portion of the payment allocable to C).

QI will also be required to allocate \$20 to a separate withholding rate pool for D because D is a U.S. non-exempt recipient who cannot be included in a chapter 4 withholding rate pool of U.S. payees (because [REDACTED] account is maintained by a certified deemed-compliant FFI). See Regulations section 1.6049(c)(4)(iii), but see the alternative procedure for U.S. non-exempt recipients, later.

**Alternative procedure for U.S. non-exempt recipients.** If approved by the withholding agent, you can establish:

- A single pool (not subject to backup withholding) for all U.S. non-exempt recipient account holders for whom you have provided Forms W-9 or are includible in a chapter 4 withholding rate pool of U.S. payees prior to the withholding agent making any payments. Alternatively, you may include such U.S. non-exempt recipients in a zero rate withholding pool that includes U.S. exempt recipients and foreign persons exempt from non-resident alien withholding provided all the conditions of the alternative procedure are met; and
- A separate pool for all U.S. non-exempt recipient account holders subject to backup withholding for whom you have not provided Forms W-9 prior to the withholding agent making any payments.

If you elect the alternative procedure, you must provide the information required by your QI withholding agreement to the withholding agent not later than January 15 of the year following the year in which the payments are paid. Failure to provide this information may result in penalties under sections 6721 and 6722 and termination of your withholding agreement with the IRS.



*The amount allocable to these two pools under the alternative procedure excludes amounts allocated to the chapter 4 withholding rate pool of U.S. payees.*

**Updating the statement.** The statement by which you identify the relevant withholding rate pools must be updated as often as is necessary to allow the withholding agent to withhold at the appropriate rate on each payment and to correctly report the income to the IRS. The updated information becomes an integral part of Form W-8IMY.

## Part IV — Nonqualified Intermediary

If you are providing Form W-8IMY as a nonqualified intermediary (NQI), you must check box 15a. By checking this box, you are certifying to all of the statements on line 15a.



*If you are required to provide a chapter 4 status on line 5 (see specific instructions for line 5) and are acting as an intermediary for a withholdable*

*payment, you must provide your chapter 4 status on line 5 or as otherwise permitted in these instructions to avoid withholding at the chapter 4 rate of 30% being applied to any withholdable payment you receive from the withholding agent regardless of whether you check box 15b (except for documentation provided with respect to exempt beneficial owners). See the specific instructions for Part IX.*

Check box 15b if you are using this form to transmit withholding certificates or other documentation along with a withholding statement (subject to the certifications on this form) that satisfies the requirements of chapters 3 and 4 (including if you are providing pooled information for purposes of chapter 61 under the alternative procedure for U.S. non-exempt recipients, discussed later, or chapter 4 withholding rate pools (as applicable) for a withholdable payment).

Check box 15c to certify that you are permitted under Regulations section 1.6049-4(c)(4) to provide a chapter 4 withholding rate pool of U.S. payees to which a payment is allocated on a withholding statement associated with the Form W-8IMY.

Check box 15d to certify that you are acting as a QSL with respect to the accounts identified on this line or in a withholding statement associated with this form with respect to a payment that is a U.S. source substitute dividend.

If you are acting on behalf of another NQI or on behalf of a foreign partnership or foreign trust that is not a withholding foreign partnership or a withholding foreign trust, you must attach to your Form W-8IMY the Form W-8IMY of the other NQI, foreign partnership, or foreign trust together with the withholding certificates and other documentation attached to that Form W-8IMY that is required, as applicable, for both chapter 3 and chapter 4 purposes.

**Withholding statement of an NQI.** An NQI must provide a withholding statement and appropriate documentation to obtain reduced rates of withholding for its customers under chapter 3 and chapter 61 and to avoid certain reporting responsibilities. However, see the paragraph later describing an NQI's withholding statement for chapter 4 purposes for when an NQI may provide a chapter 4 withholding rate pool of U.S. payees without such documentation. The withholding statement must be provided prior to a payment and becomes an integral part of the Form W-8IMY and, therefore, the certification statement that you sign in Part XXVIII of the form applies to the withholding statement as well as to the form.

**For chapter 4 purposes.** An NQI receiving a withholdable payment must provide a withholding statement which satisfies the requirements of an FFI withholding statement or chapter 4 withholding statement (if the NQI is not a participating FFI or registered deemed-compliant FFI).

An FFI withholding statement may allocate the payment to chapter 4 reporting rate pools (as appropriate), including a chapter 4 withholding rate pool for nonparticipating FFIs, recalcitrant account holders (in each class of account holders described in Regulations section 1.1471-4(d)(6)(i)), and, for an NQI that is a participating FFI (including a reporting Model 2 FFI) or a registered deemed-compliant FFI (including a reporting Model 1 FFI), U.S. payees (see the description of the chapter 4 withholding rate pool of U.S. payees described in *Withholding statement of a QI*, earlier). However, an NQI may allocate a portion of a reportable amount (regardless of whether the payment is a withholdable payment) to a chapter 4 withholding rate pool of U.S. payees when the NQI satisfies the requirements to provide such a pool (including

the requirement to certify to its status as a participating FFI (including a reporting Model 2 FFI) or registered deemed-compliant FFI (including a reporting Model 1 FFI)). The withholding statement must also identify each intermediary or flow-through entity that is receiving a payment (excluding any intermediary or flow-through entity that is an account holder or interest holder in another QI, WP, or WT), each such entity's chapter 4 status and GIIN (if applicable), and the chapter 4 withholding rate pools associated with each such entity receiving the payment.

A chapter 4 withholding statement must contain the name, address, TIN (if any), entity type, chapter 4 status of each payee, the amount allocated to each payee, and a valid withholding certificate or other documentation sufficient to establish each payee's chapter 4 status. However, a chapter 4 withholding statement may instead include pooled information for payees that are nonparticipating FFIs. The withholding statement must also identify each intermediary or flow-through entity that is receiving a payment (excluding any intermediary or flow-through entity that is an account holder or interest holder in another QI, WP, or WT), each such entity's chapter 4 status and GIIN (if applicable), and the chapter 4 withholding rate pools associated with each such entity receiving the payment.

**For chapter 3 and chapter 61 purposes.** For chapter 3 and chapter 61 purposes, a withholding statement for a reportable amount must include the information described later. For such payments that are also withholdable payments, the withholding statement should allocate only the portion of the payment that was not allocated to a chapter 4 withholding rate pool (as described earlier) or to a payee identified on the withholding statement to whom withholding was applied under chapter 4, as follows:

- Include the name, address, U.S. TIN (if any), chapter 4 status (for a foreign person receiving a withholdable payment), and the type of documentation (documentary evidence, Form W-9, or type of Form W-8) for every person for whom documentation has been received and must state whether that person is a U.S. exempt recipient, a U.S. non-exempt recipient, or a foreign person. The statement must indicate whether a foreign person is a beneficial owner or an intermediary, flow-through entity, U.S. branch, or territory financial institution and the type of recipient, based on the recipient codes shown on Form 1042-S;
- Allocate each payment by income type to every payee for whom documentation has been provided. The type of income is based on the income codes reported on Form 1042-S (or, if applicable, the income categories for Form 1099). If a payee receives income through another NQI, flow-through entity, or U.S. branch acting as an intermediary, your withholding certificate must also state the name, address, U.S. TIN (if known), and, for a withholdable payment, the chapter 4 status (if required) and GIIN (if applicable) of the other NQI or U.S. branch from which the payee directly receives the payment or the flow-through entity in which the payee has a direct ownership interest. If another NQI, flow-through entity, or U.S. branch fails to allocate a payment, you must provide, for that payment, the name of the NQI, flow-through entity, or U.S. branch that failed to allocate the payment;
- If a payee is identified as a foreign person, you must specify the rate of withholding under chapter 3 to which the payee is subject, the payee's country of residence and, if a reduced rate of withholding is claimed, the basis for that reduced rate (for example, treaty benefit, portfolio interest, or exemption under section 501(c)(3), 892, or 895). The

statement must also include the U.S. or foreign TIN (if required) and, if the beneficial owner is not an individual and is claiming treaty benefits, state whether the limitation on benefits and section 894 statements have been provided by the beneficial owner. You must inform the withholding agent as to which payments those statements relate; and

- Include any other information the withholding agent requests in order to fulfill its withholding and reporting obligations under chapters 3 and 4 of the Code and/or Form 1099 reporting and backup withholding responsibility.

**Alternative procedure for NQIs.** To use the alternative procedure you must inform the withholding agent on your withholding statement that you are using the procedure and the withholding agent must agree to the procedure.

Under this procedure, you must provide a withholding agent with all the information required on the withholding statement (see *Withholding statement of an NQI*, earlier) and all payee documentation, except the specific allocation information for each payee, prior to the payment of a reportable amount. In addition, you must provide the withholding agent with withholding rate pool information. The withholding statement must assign each payee that is not subject to withholding under chapter 4 to a chapter 3 withholding rate pool prior to the payment of a reportable amount. The withholding rate pool may be established by any reasonable method agreed upon by you and the withholding agent. For example, you may agree to establish a separate account for a single withholding rate pool, or you may agree to divide a payment made to a single account into portions allocable to each withholding rate pool. You must determine withholding rate pools based on valid documentation or, to the extent a payment cannot be reliably associated with valid documentation, the applicable presumption rules.

You must provide the withholding agent with sufficient information to allocate the income in each withholding rate pool to each payee (including U.S. exempt recipients) within the pool no later than January 31 of the year following the year of payment. If you fail to provide allocation information, if required, by January 31 for any withholding rate pool, you may not use this procedure for any payment made after that date for all withholding rate pools. You may remedy your failure to provide allocation information by providing the information to the withholding agent no later than February 14.

In the case of a reportable amount that is also a withholdable payment, an NQI may include amounts allocable to a chapter 4 withholding rate pool (other than a chapter 4 withholding rate pool of U.S. payees) and payees subject to chapter 4 withholding for whom the NQI will provide payee specific information in a 30-percent rate pool together with payees subject to chapter 3 withholding at the 30-percent rate and may not otherwise apply these provisions for payments made to U.S. non-exempt recipients (regardless of whether the payment is a withholdable payment). For the amount of the payment allocable to a chapter 4 withholding rate pool of U.S. payees, an NQI may include such an amount in the withholding rate pool that is exempt from withholding (an NQI can include such payees in an exempt pool regardless of whether the payment is a withholdable payment). The NQI must identify prior to the payment each chapter 4 withholding rate pool to be allocated a portion of the payment and must also allocate by January 31 the portion of the payment to each such pool in addition to allocating the payment to each other payee as described in the preceding paragraph. See Regulations section

1.1441-1(e)(3)(iv)(D)(2) for further information on alternative procedures for an NQI.

## Part V — Territory Financial Institution

### Line 16

Check box 16a to certify that you are a financial institution (other than an investment entity that is not also a depository institution, custodial institution, or specified insurance company) incorporated or organized under the laws of a possession of the United States.

You must also check either box 16b or 16c. Check box 16b to certify that you have agreed to be treated as a U.S. person for purposes of both chapter 3 and chapter 4 with respect to payments associated with this Form W-8IMY. In this case, you will be responsible for chapter 3 withholding and reporting, backup withholding under section 3406, and chapter 4 withholding and reporting for any payments you make to persons for whom you are receiving a reportable amount or withholdable payment. If you check this box 16b, you must provide an EIN on line 8.

Check box 16c to certify that you are a territory financial institution that has not agreed to be treated as a U.S. person. You must certify that you are transmitting withholding certificates or other documentation for persons for whom you are receiving a payment (as required for chapter 3, chapter 61, and section 3406 purposes, and, in the case of a withholdable payment, documentation required for chapter 4 withholding and reporting purposes). See Regulations section 1.1471-3(a)(3)(iv). You must also certify that you have provided or will provide a withholding statement (as required). The withholding statement must provide the same information outlined under *Withholding statement of an NQI*, earlier, including the applicable chapter 4 information if you are receiving a withholdable payment.



*A territory entity that is a flow-through entity but is not a territory FI may not complete this Part V and agree to be treated as a U.S. person. Instead, complete Part IV or Part VIII, as appropriate.*

## Part VI — Certain U.S. Branches

### Line 17

Check box 17a to certify that you are a U.S. branch described in Regulations section 1.1441-1(b)(2)(iv) receiving income that is not effectively connected with the conduct of a trade or business in the United States.

You must also check either box 17b or 17c. Check box 17b to certify that you are a U.S. branch of a foreign bank or insurance company described in this certification that is a participating FFI, registered deemed-compliant FFI, or NFFE that has agreed with the withholding agent to be treated as a U.S. person with respect to payments associated with this Form W-8IMY. In such case, you will be responsible for chapter 3 withholding and reporting, backup withholding under section 3406, chapter 4 withholding and reporting for any payments you make to persons for whom you are receiving a withholdable payment, and will be treated as a U.S. payor for chapter 61 purposes. See Regulations section 1.6049-5(c)(5)(i)(F). You must provide your EIN on line 8 and, if you are a branch of an FFI receiving a withholdable payment, a GIIN on line 9 of another branch of the FFI of which you are a part.

Check box 17c to certify that you are a U.S. branch that does not have an agreement with the withholding agent to be treated as a U.S. person. You must certify that you are transmitting withholding certificates or other documentation for persons for whom you are receiving the payment. You must also certify that you have provided or will provide a withholding statement (as required) and, if you are receiving a withholdable payment, provide your chapter 4 status in Part I, line 5 (if required). The withholding statement must provide the same information outlined under *Withholding statement of an NQI*, earlier, including the applicable chapter 4 information required for the withholding statement if you are receiving a withholdable payment. See the information for an FFI withholding statement or a chapter 4 withholding statement in *Withholding statement of an NQI*, earlier.

## Part VII — Withholding Foreign Partnership (WP) or Withholding Foreign Trust (WT)

Check box 18 if you are a WP or a WT for the accounts for which you are providing this form and you are receiving the income on behalf of your partners, beneficiaries, or owners. If you are not receiving the income on behalf of your partners, beneficiaries, or owners, do not complete this Part VII. Instead, complete Part III or Part IV, whichever is appropriate.

If you are acting as a WP or WT, you must assume primary withholding and reporting responsibility under chapter 3 and chapter 4 for all payments that are made to you for your partners, beneficiaries, or owners. Therefore, you are not required to provide information to the withholding agent regarding each partner's, beneficiary's, or owner's distributive share of the payment and the information for the withholding agent to report under section 1472 (if otherwise required). If you are also receiving payments from the same withholding agent for persons other than your partners, beneficiaries, or owners, you must provide a separate Form W-8IMY for those payments. If you are receiving a withholdable payment, you must provide a chapter 4 status in line 5 other than that of a nonparticipating FFI and provide your GIIN (if applicable).

## Part VIII — Nonwithholding Foreign Partnership, Simple Trust, or Grantor Trust

Check box 19 if you are a foreign partnership or a foreign simple or grantor trust that is not a WP or WT. By checking this box, you are certifying to both of the statements on line 19.

**Note.** If you are receiving income that is effectively connected with the conduct of a trade or business in the United States, provide Form W-8ECI (instead of Form W-8IMY). If you are not receiving the income on behalf of your partners, beneficiaries, or owners, do not complete Part VIII. Instead, complete Part III or Part IV, whichever is appropriate. If you are a hybrid entity claiming treaty benefits, provide Form W-8BEN-E. However, if you are receiving a withholdable payment you may also be required to provide this Form W-8IMY and disclose your chapter 4 status and the chapter 4 status of each of your owners. See the instructions to Form W-8BEN-E for more information about hybrid entities claiming treaty benefits.

If you are acting on behalf of an NQI or another foreign partnership or foreign trust that is not a withholding foreign

partnership or a withholding foreign trust, you must associate with your Form W-8IMY the Form W-8IMY of the other foreign partnership or foreign trust together with the withholding certificates and other documentation attached to that other form.

If you are receiving a withholdable payment, you must provide a chapter 4 status in line 5 other than that of a nonparticipating FFI and provide your GIIN (if applicable) and the information required for the withholding agent to report under section 1472.

**Withholding statement of nonwithholding foreign partnership or nonwithholding foreign trust.** You must provide the withholding agent with a withholding statement to obtain reduced rates of withholding and relief from certain reporting obligations. The withholding statement must provide the same information outlined under *Withholding statement of an NQI*, earlier. The withholding statement becomes an integral part of the Form W-8IMY. Thus, if you are an FFI and allocate any portion of the payment to a chapter 4 withholding rate pool of U.S. payees with respect to accounts that you maintain, you must meet the requirements of Regulations section 1.6049-4(c)(4)(iii) and certify to your status in Part I, line 5 as a participating FFI, registered deemed-compliant FFI, reporting Model 1 FFI, or reporting Model 2 FFI. By providing a withholding statement making such an allocation with this form, you certify that you meet the requirements outlined for an NQI withholding statement described earlier.

**Certain special rules for partnerships and trusts.** Under certain conditions, a QI, WT, or WP may apply special provisions of the relevant withholding agreement to certain partnerships and trusts that are not acting as a WP or WT. See the QI agreement, WP agreement, or WT agreement (as applicable) specifying these special procedures.

## Certification of Chapter 4 Status: Parts IX Through XXVII

You should complete only one part certifying to your chapter 4 status (if required). Identify which part (if any) you should complete by reference to the box you checked on line 5.

### Part IX — Nonparticipating FFI With Exempt Beneficial Owners



*You are not required to complete this part unless you are a nonparticipating FFI providing documentation on behalf of an exempt beneficial owner.*

Check box 20 to certify that you are transmitting withholding certificates or other documentation for exempt beneficial owners for chapter 4 purposes on whose behalf you are receiving a payment that is a withholdable payment. See Regulations section 1.1471-6. You must also certify that you have provided or will provide a withholding statement (as required) allocating a portion of the payment to the exempt beneficial owners as required under Regulations section 1.1471-3(d)(8)(ii). The withholding statement must include the name, address, TIN (if any), entity type, and chapter 4 status of each exempt beneficial owner on behalf of which the nonparticipating FFI is receiving the payment, the amount of the payment allocable to each exempt beneficial owner, a valid withholding certificate or other documentation sufficient to establish the chapter 4 status of each exempt beneficial owner under the requirements of chapter 4, and any other

information the withholding agent reasonably requests in order to fulfill its obligations under chapter 4. Additionally, the withholding statement must provide all information required for purposes of chapter 3 with respect to each exempt beneficial owner if the payment is subject to withholding under chapter 3. The withholding statement must allocate the remainder of the payment that is not allocated to an exempt beneficial owner to the nonparticipating FFI receiving the payment.

### Part X — Sponsored FFI That Has Not Obtained a GIIN

On line 21a, enter the name of the sponsoring entity that has agreed to fulfill your chapter 4 due diligence, reporting, and withholding obligations on your behalf. You must provide the sponsoring entity's GIIN on line 9. However, you will be required to obtain a GIIN by January 1, 2016.

You must check the applicable box in line 21b or 21c to certify that you are either an investment entity or controlled foreign corporation (within the meaning of section 957(a)) and satisfy the other relevant requirements for this classification.

### Part XI — Owner-Documented FFI



*An owner-documented FFI should only complete Form W-8IMY if it is a flow-through entity receiving income allocable to its partners, owners, or beneficiaries. An owner-documented FFI is not permitted to act as an intermediary with respect to a withholdable payment.*

All owner-documented FFIs must check box 22a to certify that you satisfy the requirements for this classification and are providing this form to a U.S. financial institution, participating FFI, or reporting Model 1 FFI that has agreed to act as a designated withholding agent with respect to the entity identified on line 1 (see Regulations section 1.1471-5(f)(3)).

You must also check either box 22b or 22c. Check box 22b to certify that you have provided or will provide the documentation set forth in the certifications, including the owner reporting statement described in this line 22b. Check box 22c to certify that you have provided or will provide an auditor's letter (in lieu of the information required by line 22(b)) that satisfies the requirements described in this line.

### Part XII — Certified Deemed-Compliant Nonregistering Local Bank

All nonregistering local banks must check box 23 to certify that you satisfy all of the requirements for this certified deemed-compliant classification.

### Part XIII — Certified Deemed-Compliant FFI with Only Low-Value Accounts

All FFIs with only low-value accounts must check box 24 to certify that you satisfy all of the requirements for this certified deemed-compliant classification.

## Part XIV — Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle

On line 25a, enter the name of the sponsoring entity that has agreed to fulfill your chapter 4 due diligence, reporting, and withholding obligations on your behalf. You must also enter the GIIN of your sponsoring entity on line 9.

All sponsored, closely held investment vehicles must check box 25b to certify that you satisfy the requirements for certified deemed-compliant classification as a sponsored entity.

## Part XV — Certified Deemed-Compliant Limited Life Debt Investment Company

All limited life debt investment entities must check box 26 to certify that you satisfy the requirements for this certified deemed-compliant classification.

## Part XVI — Restricted Distributor

All restricted distributors must check box 27a to certify that you satisfy the requirements for this classification.

You must also check either box 27b or 27c, as appropriate, to certify that your distribution agreement meets the requirements of this classification.

## Part XVII — Foreign Central Bank of Issue

A foreign central bank of issue must check box 28 to certify that you are acting as an intermediary and are an entity defined in Regulations section 1.1471-6 that is treated as the beneficial owner of the payment for chapter 4 purposes (applying the rule in Regulations section 1.1471-6(d)(4)). You cannot be treated as an intermediary for purposes of this Part XVII if you are receiving the payment in connection with a commercial activity described in Regulations section 1.1471-6(h)(1) or are not receiving payments subject to chapter 3 withholding.

## Part XVIII — Nonreporting IGA FFI

Check box 29 to indicate that you are treated as a nonreporting IGA FFI under an applicable IGA, including an entity treated as a registered deemed-compliant FFI under an applicable IGA. You must identify the applicable IGA by entering the name of the jurisdiction that has the applicable IGA in effect with the United States. You must also provide the withholding agent with the class of entity described in Annex II of the IGA applicable to your status. If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, you must provide your GIIN in the space provided. The GIIN does not need to be provided on line 9. See [www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx](http://www.treasury.gov/resource-center/tax-policy/treaties/Pages/FATCA-Archive.aspx) for a list of jurisdictions treated as having an IGA in effect for purposes of making this certification.



*If you are a sponsored FFI in a Model 1 IGA jurisdiction or other nonreporting FFI in a Model 1 IGA jurisdiction that is required to report an account, you are currently not required to provide a GIIN in this Part XII. However, a future version of this form may require you to provide a GIIN.*

## Part XIX — Exempt Retirement Plans

All exempt retirement plans must check the appropriate box to certify that you satisfy the requirements for this classification.



*If you are not a flow-through entity or acting as an intermediary with respect to the payment for chapter 3 purposes, do not complete Form W-8IMY. If you are the beneficial owner of the payment and are claiming an exemption under sections 115(2), 892, or 895 as well as exempt beneficial owner status under Regulations section 1.1471-6 you should provide Form W-8EXP. If you are receiving payments which do not qualify for a statutory exemption from tax but for which you are claiming benefits under an applicable income tax treaty, provide Form W-8BEN-E.*

## Part XX — Excepted Nonfinancial Group Entity

All excepted nonfinancial group entities must check box 31 to certify that you satisfy the requirements for this classification.

## Part XXI — Excepted Nonfinancial Start-Up Company

All excepted nonfinancial start-up companies must check box 32 to certify that you satisfy the requirements for this classification. You must also provide the date you were formed or your board passed a resolution (or equivalent measure) approving a new line of business (which cannot be that of a financial institution or passive NFFE).

## Part XXII — Excepted Nonfinancial Entity in Liquidation or Bankruptcy

All excepted nonfinancial group entities in liquidation or bankruptcy must check box 33 to certify that you satisfy the requirements for this classification. You must also provide the date that you filed a plan of liquidation, plan of reorganization, or bankruptcy petition.

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

All publicly traded NFFEs must check box 34a to certify that you are not a financial institution and provide the name of a securities exchange on which the stock of the NFFE is publicly traded.

An NFFE that is a member of the same expanded affiliated group (as described in Regulations section 1.1471-5(i)) as a publicly traded U.S. or foreign entity must check this box, provide the name of the publicly traded entity, and identify the securities market on which the stock of the publicly traded entity is traded. See Regulations section 1.1472-1(c)(1)(i) to determine if an entity is publicly traded.

## Part XXIV — Excepted Territory NFFE

All excepted territory NFFEs must check box 35 to certify that you satisfy the requirements for this classification. See Regulations section 1.1472-1(c)(1)(iii) for the definition of an excepted territory NFFE.

## Part XXV — Active NFFE

All active NFFEs must check box 36 to certify that you satisfy the requirements for this classification.

## Part XXVI — Passive NFFE

All passive NFFEs must check box 37 to certify that you are not a financial institution (other than an investment entity organized in a possession of the United States). You must also certify that you have provided a withholding statement associated with Form W-8IMY to the extent you are required to provide a withholding statement.

## Part XXVII — Sponsored Direct Reporting NFFE

All sponsored direct reporting NFFEs must certify that you are not a financial institution and provide the name of your sponsoring entity. Provide your GIIN or, prior to January 1, 2016, the GIIN of your sponsor on line 9.

## Part XXVIII — Certification

Form W-8IMY must be signed and dated by a person authorized to sign a declaration under penalties of perjury on behalf of the person whose name is on the form. By signing Form W-8IMY the authorized representative, officer, or agent also agrees to provide a new form within 30 days following a change in circumstances (unless no future payments will be made to the intermediary or flow-through entity by the withholding agent and the requestor does not need an updated form for chapter 4 purposes).

## Special Instructions

### Entities Providing Certifications Under an Applicable IGA (Do Not Complete Line 5)

A withholding agent that is an FFI may provide you with a chapter 4 status certification other than as shown in Parts IX through XXVII in order to satisfy its due diligence requirements under an applicable IGA. In such a case, you may attach the alternative certifications to this Form W-8IMY in lieu of completing a certification otherwise required in Parts IX through XXVII provided that you: 1) determine that the certification accurately reflects your status for chapter 4 purposes or under an applicable IGA; and 2) the withholding agent provides a written statement to you that it has provided the certification to meet its due diligence requirements as a participating FFI or registered deemed-compliant FFI under an applicable IGA.

You may also provide with this form an applicable IGA certification if you are determining your chapter 4 status under the definitions provided in an applicable IGA and your certification identifies the jurisdiction that is treated as having an IGA in effect and describes your status as an NFFE or FFI in accordance with the applicable IGA. However, if you determine your status under an applicable IGA as an NFFE, you must still determine if you are an excepted NFFE under the regulations in order to complete this form. Additionally, you are required to comply with the conditions of your status under the law of the IGA jurisdiction if you are determining your status under an applicable IGA. If you cannot provide the certifications in Parts IX through XXVII, do not check a box in line 5. However, if you determine your status under the definitions of the IGA and can certify to a chapter 4 status included on this form, you do not need to provide the

certifications described in this paragraph unless required by the withholding agent or FFI to whom you are providing this form.

Any certifications provided under an applicable IGA remain subject to the penalty of perjury statement and other certifications made in Part XXVIII.

### Entities Providing Alternate Certifications Under Regulations

If you qualify for a chapter 4 status that is not shown in Part I, line 5, of this form, you may attach applicable certifications for such status from any other Form W-8 on which the relevant certifications appear. For example, if you are a certified deemed-compliant investment advisor or investment manager described in Regulations section 1.1471-5(f)(2)(v) that is a flow-through entity, you may attach the certifications found in Part IX of Form W-8BEN-E. If the applicable certifications do not appear on any Form W-8 (if, for example, new regulations provide for an additional chapter 4 status and this form has not been updated) then you may provide an attachment certifying that you qualify for the applicable status described in a particular Regulations section in lieu of checking a box in Part I, line 5. Include a citation to the applicable provision in the Regulations. Any such attached certification becomes an integral part of this Form W-8IMY and is subject to the penalty of perjury statement and other certifications made in Part XXVIII.

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**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 provide 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 will vary depending on individual circumstances. The estimated average time is: **Recordkeeping**, 11 hr., 43 min.; **Learning about the law or the form**, 5 hr., 55 min.; **Preparing the form**, 7 hr., 34 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from [www.irs.gov/formspubs](http://www.irs.gov/formspubs). Click on "More Information" and then on "Give us feedback." You can write to the Internal Revenue Service, Tax Forms and Publications, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send Form W-8IMY to this office. Instead, give it to your withholding agent.

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## EXHIBIT D

### PRIVACY POLICY

This Privacy Notice is included in compliance with the Federal Trade Commission's rules regarding the privacy of nonpublic personal information. This Privacy Notice explains the manner in which VALAR GLOBAL FUND III LP (the "**Fund**") will collect and use nonpublic personal information about our partners. This Privacy Notice applies only to partners who are individuals.

The Fund collects nonpublic personal information about you from the following sources:

- Subscription Agreements or other forms (for example, name, address, Social Security number, assets and income); and
- Ownership records of the Fund (such as the amount of your percentage ownership interest and any capital commitment).

The Fund is committed to protecting your privacy and maintaining the confidentiality and security of your personal information. We do not disclose any personal information we receive from you unless required by law or to discharge our management duties. We expect to disclose limited information about your interest in the Fund only as necessary to (i) effect in kind distributions of our portfolio securities through brokers and (ii) fulfill our financial reporting obligations to *our* partners. We may also disclose certain of your information to our outside service providers, such as lawyers and auditors, but only as permitted by law and as necessary in performing our management duties.

The Fund considers the protection of sensitive personal information to be a sound business practice and intends to scrupulously guard the privacy of our partners.