

U.S. DEPARTMENT OF COMMERCE
BUREAU OF ECONOMIC ANALYSISBE-13 REPORT ON A FOREIGN PERSON'S ESTABLISHMENT, ACQUISITION,
OR PURCHASE OF THE OPERATING ASSETS OF A U.S. BUSINESS
ENTERPRISE, INCLUDING REAL ESTATE

(Revised - To be Used for Covered Transactions Occurring on or after January 1, 1981)

INSTRUCTIONS
(Forms BE-13A and BE-13B)

INTRODUCTION

Purpose - BE-13 reports (Forms BE-13A and BE-13B) are required in order to obtain comprehensive initial data concerning new foreign direct investment in the United States that may affect the U.S. and foreign economies.

Authority - BE-13 reports are mandatory under Section 5(b)(2) of the International Investment Survey Act of 1976 (Pub. L. 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108 -- hereinafter, "the Act"). In Section 3 of Executive Order 11961, the President designated the Department of Commerce as the federal agency responsible for collecting the required data on direct investment, and the Secretary of Commerce has assigned this responsibility to the Bureau of Economic Analysis. The implementing regulations are contained in Title 15 CFR Part 806.

This report has been approved by the Office of Management and Budget under the Federal Reports Act (Pub. L. No. 831, 77th Congress).

Penalties - Whoever fails to report may be subject to a civil penalty not exceeding \$10,000 and to injunctive relief commanding such person to comply, or both. Whoever willfully fails to report shall be fined not more than \$10,000 and, if an individual, may be imprisoned for not more than one year, or both. Any officer, director, employee, or agent of any corporation who knowingly participates in such violation, upon conviction, may be punished by a like fine, imprisonment, or both. (See Section 6 of the Act, 22 U.S.C. 3105).

Confidentiality - The information filed in this report may be used only for analytical and statistical purposes and access to the information shall be available only to officials and employees (including consultants and contractors and their employees) of agencies designated by the President to perform functions under the Act. The President may authorize the exchange of the information between agencies or officials designated to perform functions under the Act, but only for analytical and statistical purposes. No official or employee (including consultants and contractors and their employees) shall publish or make available any information collected under the Act in such a manner that the person to whom the information relates can be specifically identified. Reports and copies of reports prepared pursuant to the Act are confidential and their submission or disclosure shall not be compelled by any person without the prior written permission of the person filing the report and the customer of such person where the information supplied is identifiable as being derived from the records of such customer (22 U.S.C. 3104.)

Response to this inquiry is required by law. By the same law your report to this Bureau is CONFIDENTIAL. It may be used only for analytical or statistical purposes and CANNOT be used for purposes of taxation, investigation, or regulation. The law also provides that copies retained in your files are immune from legal process.

I. DEFINITIONS

- A. United States**, when used in a geographic sense, means the several States the District of Columbia, the Commonwealth of Puerto Rico, and all territories and possessions of the United States.
- B. Foreign**, when used in a geographic sense, means that which is situated outside the United States or which belongs to or is characteristic of a country other than the United States.
- C. Person** means any individual, branch, partnership, associated group, association, estate, trust, corporation, or other organization (whether or not organized under the laws of any State), and any government (including a foreign government, the United States Government, a State or local government, and any agency, corporation, financial institution, or other entity or instrumentality thereof, including a government-sponsored agency).
- D. Foreign person** means any person resident outside the United States or subject to the jurisdiction of a country other than the United States.
- E. Direct investment** means the ownership or control, directly or indirectly, by one person of 10 per centum or more of the voting securities of an incorporated business enterprise or an equivalent interest in an unincorporated business enterprise.
- F. Foreign direct investment in the United States** means the ownership or control, directly or indirectly, by one foreign person of 10 per centum or more of the voting securities of an incorporated U.S. business enterprise or an equivalent interest in an unincorporated U.S. business enterprise, including a branch.
- G. Branch** means the operations or activities conducted by a person in a different location in its own name rather than through an incorporated entity.
- H. Affiliate** means a business enterprise located in one country which is directly or indirectly owned or controlled by a person of another country to the extent of 10 per centum or more of its voting stock for an incorporated business or an equivalent interest for an unincorporated business, including a branch.
- I. U.S. affiliate** means an affiliate located in the United States in which a foreign person has a direct investment.
- J. Foreign parent** means the first foreign person in the ownership chain of the U.S. affiliate.
- K. Affiliated foreign group** means (i) the foreign parent, (ii) any foreign person, proceeding up the foreign parent's ownership chain, which owns more than 50 per centum of the person below it up to and including that person which is not owned more than 50 per centum by another foreign person, and (iii) any foreign person, proceeding down the ownership chain(s) of each of these members, which is owned more than 50 per centum by the person above it.
- L. Foreign affiliate of foreign parent** means, with reference to a given U.S. affiliate, any member of the affiliated foreign group owning the affiliate that is not a foreign parent of the affiliate.
- M. U.S. corporation** means a business enterprise incorporated in the United States.
- N. Business enterprise** means any organization, association, branch, or venture which exists for profitmaking purposes or to otherwise secure economic advantage, and any ownership of any real estate.

I. DEFINITIONS (Continued)

- O. Intermediary** means an agent, nominee, manager, custodian, trust, or any person acting in a similar capacity.
- P. Associated group** means two or more persons who, by the appearance of their actions, by agreement, or by an understanding, exercise their voting privileges in a concerted manner to influence the management of a business enterprise. Each of the following are deemed to be an associated group:
- (1) Members of the same family,
 - (2) A business enterprise and one or more of its officers and directors,
 - (3) Members of a syndicate or joint venture, or
 - (4) A corporation and its domestic subsidiaries.
- Q. Ultimate beneficial owner (UBO)** is that person, proceeding up the ownership chain beginning with and including the foreign parent, that is not more than 50 percent owned or controlled by another person. (A person who creates a trust, proxy, power of attorney, arrangement, or device with the purpose or effect of divesting such owner of the ownership of an equity interest as part of a plan or scheme to avoid reporting information, is deemed to be the owner of the equity interest.)

II. GENERAL INSTRUCTIONS

A. Who must report

1. Form BE-13A "Form for a U.S. Business Enterprise, Business Segment, or Operating Unit that has been Established or Acquired by a Foreign Person or Existing U.S. Affiliate of a Foreign Person," must be completed either:
 - a) by a U.S. business enterprise when a foreign person establishes or acquires directly, or indirectly through an existing U.S. affiliate, a 10 percent or more voting interest in that enterprise, including an enterprise that results from the direct or indirect acquisition by a foreign person of a business segment or operating unit of an existing U.S. business enterprise that is then organized as a separate legal entity; or
 - b) by the existing U.S. affiliate of a foreign person when it acquires a U.S. business enterprise, or a business segment or operating unit of a U.S. business enterprise, that the existing U.S. affiliate merges into its own operations rather than continuing or organizing as a separate legal entity.
2. Form BE-13B "Form for Foreign Person, or Existing U.S. Affiliate of a Foreign Person, that Establishes or Acquires a U.S. Business Enterprise, or a Business Segment or Operating Unit of a U.S. Business Enterprise" must be completed either:
 - a) by a foreign person when it establishes or acquires a direct voting interest in a U.S. business enterprise that becomes its U.S. affiliate, or by the new U.S. affiliate for the foreign person to the extent it has or can secure the information; or
 - b) by an existing U.S. affiliate of a foreign person when it establishes or acquires a direct voting interest in a U.S. business enterprise of such a magnitude that the established or acquired enterprise becomes a U.S. affiliate of the foreign person, i.e., the foreign person thereby acquires an indirect (or direct and indirect) voting interest of 10 percent or more in the established or acquired U.S. business enterprise - see Section II.F below for method for calculating indirect ownership; or
 - c) by an existing U.S. affiliate of a foreign person when it acquires a U.S. business enterprise, or a business segment or operating unit of a U.S. business enterprise, and merges it into its own operations.

A separate Form BE-13B must be completed by or for each foreign parent, or by each existing U.S. affiliate, that has secured a direct voting interest in a new U.S. affiliate.

B. Exclusions and Exemptions - See front of Forms BE-13A and BE-13B.

NOTE: All exempt U.S. affiliates should be aware of the quarterly and annual surveys of foreign direct investment in the United States (Forms BE-15, BE-605, and BE-606B) conducted by this Bureau and the exemption criteria pertaining to each (see 15 CFR Part 806.15). If a U.S. affiliate is exempt on Form BE-13, it is also exempt from filing in any of the quarterly or annual surveys at this time. However, if through internal growth, acquisitions, new infusions of capital, the purchase of land, etc., a previously exempt affiliate exceeds the exemption criteria of the quarterly and annual surveys in the future, it is the affiliate's legal responsibility to secure and file the appropriate forms. In the year that the quinquennial BE-12 benchmark survey is conducted, this Bureau will mail forms to each U.S. affiliate on our mailing list, including those exempted from filing in other surveys. If a U.S. affiliate is exempt from filing in the BE-12 survey, it may file a claim for exemption at that time.

C. Determining whether an individual is a foreign person or a U.S. person based on residence - An individual will be considered a resident of, and subject to the jurisdiction of, the country in which physically located, subject to the following qualifications:

1. Individuals who reside, or expect to reside, outside their country of citizenship for less than one year are considered to be residents of their country of citizenship.
2. Individuals who reside, or expect to reside, outside their country of citizenship for one year or more are considered to be residents of the country in which they are residing, except as provided in 3. below.
3. Notwithstanding 2., if an owner or employee of a business enterprise resides outside the country of location of the enterprise for one year or more for the purpose of furthering the business of the enterprise, and the country of the business enterprise is the country of citizenship of the owner, then such owner or employee shall nevertheless be considered a resident of the country of citizenship provided there is the intent to return within a reasonable period of time.
4. Individuals and members of their immediate families who are residing outside their country of citizenship as a result of employment by the government of that country - diplomats, consular officials, members of the armed forces, etc. - are considered to be residents of their country of citizenship.

INSTRUCTIONS (Continued)

(Form BE-13A and BE-13B)

II. GENERAL INSTRUCTIONS (Continued)

- D. Reporting by intermediaries** — If a particular foreign direct investment in the United States is held, exercised, administered, or managed by a U.S. intermediary for the foreign beneficial owner, such intermediary shall be responsible for reporting the required information for, and in the name of, the new U.S. affiliate, and shall report on behalf of the new U.S. affiliate or shall instruct the new U.S. affiliate to submit the required information. Upon so instructing the new U.S. affiliate, the intermediary shall be released from further liability to report provided it has informed this Bureau of the date such instructions were given and the name and address of the U.S. affiliate, and has supplied the new U.S. affiliate with any information in the possession of, or which can be secured by, the intermediary that is necessary to permit the new U.S. affiliate to complete the required reports. If the new U.S. affiliate is in the form of real property that includes no entity from which a report can be solicited, the U.S. intermediary of the foreign beneficial owner is required to report. When acting in the capacity of an intermediary, the accounts or transactions of the U.S. intermediary with a foreign beneficial owner shall be considered as accounts or transactions of the new U.S. affiliate with the foreign beneficial owner. To the extent such transactions or accounts are unavailable to the new U.S. affiliate, they may be required to be reported by the intermediary.
- E. Unusual reporting situations** — It may be unclear from the forms and related instructions how certain unusual situations should be reported. This will be true particularly where there is a combination of direct plus indirect ownership interests, or where members of an affiliated foreign group have, or acquire, more than one fractional interest of less than 10 percent, but which in total adds to more than a 10 percent interest when all lines of ownership are considered. Rather than further complicating the instructions by trying to allow for all possible reporting situations, we request that those who must report for an unusual situation call us to discuss how best to report it. One such situation is discussed below.
- 1. Prior ownership of less than a 10 percent voting interest.** Where a foreign person directly or indirectly held a less than 10 percent voting interest in a U.S. business enterprise and then acquires additional voting interests such that its ownership goes to 10 percent or more, the entire investment shall be reported.
- F. Calculation of percentage of indirect voting ownership** — A foreign person's percentage of indirect voting ownership in a given U.S. business enterprise is the product of the direct voting ownership percentage of the foreign person in the first U.S. business enterprise in the ownership chain times that first enterprise's direct voting ownership percentage in the second U.S. business enterprise times each succeeding direct voting ownership percentage of each other intervening U.S. business enterprise in the ownership chain between the foreign person and the given U.S. business enterprise.
- G. Consolidated reporting by a new U.S. affiliate** — A new U.S. affiliate shall file Form BE-13A on a fully consolidated basis, including in the consolidation all other U.S. affiliates in which it directly or indirectly owns more than 50 percent of the outstanding voting stock. (Foreign subsidiaries of the new U.S. affiliate are not to be included in the consolidation, except as provided below under the equity method of accounting.) However, separate reports may be filed where a given U.S. affiliate is not normally consolidated due to unrelated operations or lack of control, provided written permission has been requested from and granted by BEA. Hereinafter, the consolidated entity is considered to be one U.S. affiliate.
- A U.S. affiliate that is unconsolidated must file its own Form BE-13A.
- H. Equity method of accounting** — Investments by the new U.S. affiliate in business enterprises not included in the consolidation and which are 20 percent or more owned shall be accounted for following the equity method of accounting. However, in these cases, intercompany items are not to be eliminated.
- I. Business segment** — Business segment as used in these reports is not limited to those "segments" meeting the criteria set forth in Financial Accounting Standards Board Statement Number 14.

III. ACCOUNTING METHODS AND REPORTING PROCEDURES

- A. Accounting methods and records** — Generally accepted U.S. accounting principles should be followed. Corporations should generally use the same methods and records that are used to generate reports to stockholders except where the instructions indicate a variance.
- B. Annual stockholder's report** — U.S. affiliates issuing annual reports to stockholders are requested to furnish a copy of their annual reports to this Bureau.
- C. Estimates** — If actual figures are not available, estimates should be supplied and labeled as such. When a data item cannot be fully subdivided as required, a total and an estimated breakdown of the total should be supplied.
- D. Space on form insufficient** — When space on a form is insufficient to permit a full answer to any item, the required information should be submitted on supplementary sheets, appropriately labeled and referenced to the item number and the form or supplement.

IV. FILING REPORTS

(To facilitate processing, it is preferred that the BE-13A and the BE-13B forms be filed together, or simultaneously.)

- A. Due date** — Forms BE-13A and BE-13B are due no later than 45 days after the investment transaction occurs. NOTE: Form BE-607, Industry Classification Questionnaire, must also be completed by a new U.S. affiliate and returned with the completed Form BE-13A.
- B. Extension** — Requests for an extension of the reporting deadline will not normally be granted. However, in a hardship case, a written request for an extension will be considered provided it is received at least 15 days prior to the due date of the report and enumerates substantive reasons necessitating the extension. BEA will provide a written response to such requests.
- C. Assistance** — If there are any questions concerning the report, telephone (202) 523-0547 for assistance.
- D. Number of copies** — A single original copy of each form is to be filed with the Bureau of Economic Analysis. In addition, each person filing a form must retain a copy to facilitate resolution of any problems that may arise covering the data reported. (Both copies are protected by law; see statement on confidentiality in the Introduction.) File copies should be retained for 3 years after the date on which the form is due.
- E. Where to send report** — Return reports to U.S. Department of Commerce, Bureau of Economic Analysis, BE-50 (IN) Washington, D.C. 20230.

V. SPECIAL INSTRUCTIONS FOR INSURANCE COMPANIES

When there is a difference, the financial and operating data are to be prepared on the same basis as an annual report to the stockholders, rather than on the basis of an annual statement to an insurance department. Valuation should be according to normal commercial accounting procedures, not at the rates promulgated by the National Association of Insurance Commissioners. Include assets not acceptable for the annual statement to an insurance department. Specific instructions for income statement items are:

Costs and expenses relating to operations (to be used in determining net income) — Include costs relating to sales or gross operating revenues, such as policy losses incurred, death benefits, matured endowments, other policy benefits, increases in liabilities for future policy benefits, other underwriting expenses, and investment expenses.

Sales or gross operating revenues, excluding sales taxes — Include items such as earned premiums, annuity considerations, gross investment income and items of a similar nature. Exclude income from foreign affiliates.

VI. SPECIAL INSTRUCTIONS FOR REAL ESTATE

If a business enterprise, otherwise required to report, is in the form of real property not identifiable by name, reports are required to be filed by and in the name of the beneficial owner, or in the name of such beneficial owner by the intermediary of such beneficial owner.

BE-13A:

Part I, items 1 through 4:

The direct purchase of real estate — unimproved land, farms, office buildings, shopping centers, etc. — shall be considered to be an item 1 transaction except where the purchase is effected by buying shares in an existing corporation, in which case it will be an item 2 transaction.

Part II:

Item 5 — for real estate investments being reported, BEA is not seeking a legal description of the property, nor necessarily the address of the property itself. Since there may be no operating business enterprise as such for the investment, what is wanted is a consistently identifiable investment (i.e., U.S. affiliate) together with an address to which report forms can be mailed so that the investment (affiliate) can be reported on a consistent basis from survey to survey, or period to period. Thus, in item 5, the "name and address" of the U.S. affiliate might be:

XYZ Corp. N.V., Real Estate Investments; c/o B&K Inc., Accountants;
120 Major Street; Miami, Florida XXXXX

If the investment property has a name, such as Sunrise Apartments, Acme Building, etc., the name and address in item 5 might be:

Sunrise Apartments; c/o ABC Real Estate;
120 Major Street; Miami, Florida XXXXX

Item 10 — This would normally be the closing (settlement) date of the purchase.

Items 12 through 16 — If the new U.S. affiliate is not incorporated, give the percent ownership in item 12, column 3 for direct purchases by the foreign parent; and in item 13, column 3 for direct purchases by an existing U.S. affiliate.

VII. SPECIAL INSTRUCTIONS CONCERNING THE ESTABLISHMENT OF A HOLDING COMPANY, WITH MINIMAL CAPITALIZATION, PREPARATORY TO ACQUIRING OR ESTABLISHING A U.S. BUSINESS ENTERPRISE

The following procedures attempt to minimize reporting of multiple step transactions that would otherwise require the filing of several BE-13 reports or exemption claims. The transaction date for reporting an initial investment in a U.S. holding company, or similar entity, by a foreign person or by an existing U.S. affiliate of a foreign person may be deferred from the date of the initial investment if:

- (1) The initial capitalization (both debt and equity) of the U.S. holding company, or similar entity, is \$5,000,000 or less, and
- (2) The purpose of setting up the U.S. holding company, or similar entity, is to facilitate the subsequent acquisition of a U.S. business enterprise or to establish an operating U.S. affiliate, within 180 days.

A report must be filed within 45 days of the completion of the holding company's acquisition of the U.S. business enterprise or the establishment of an operating U.S. affiliate. When the BE-13A is filed, if the holding company has not been dissolved, the report must fully consolidate the holding company and the newly acquired or established U.S. affiliate. The BE-13B should be completed from the viewpoint of an investment by a foreign person, or a previously existing U.S. affiliate, in the holding company and its acquired or operating U.S. affiliate, accounting for all funds for both investments. If applicable, entries should also be made on Supplements A and/or B. A brief letter of explanation describing the situation and transaction dates should accompany the filing.

In order to qualify for this deferral both the acquisition or establishment of the holding company and the secondary investment transaction must occur within 180 days of each other. If both do not take place within that time, a BE-13 report (or exemption claim) must be filed by the U.S. holding company no later than 45 days beyond the 180-day deferral period.

VIII. SPECIFIC INSTRUCTIONS FOR REPORTING EMPLOYMENT AND EMPLOYEE COMPENSATION

Employment and employee compensation in items 41 and 42 of Form BE-13A should relate to activities during the reporting period regardless of whether their costs were, or will be, charged as an expense on the income statement, charged to inventories, or capitalized.

A. Employment — Includes part-time and full-time workers, but excludes home workers and independent sales personnel who are not employees. Where the investment being reported represents the acquisition of a U.S. business enterprise, business segment, or operating unit (i.e., item 2, 3, or 4 of Form BE-13A is marked), give the average for the reporting period of the number of persons on the payroll at the end of each payroll period, month, or quarter. (Employment at the end of the reporting period may be used as an estimate of average employment only if employment did not vary significantly during the period.) Where the investment being reported represents the establishment of a new U.S. business enterprise (i.e., item 1 of Form BE-13A is marked), give the number of persons expected to be on the payroll at the end of the reporting period.

B. Employee compensation — Includes wages and salaries, whether paid in cash or in kind (valued at the cost to the employer), and employer expenditures for all employee benefit plans. Exclude employer expenditures for plant facilities, employee training, and reimbursements for business expenses. For incorporated business enterprises, include salaries of officers; for unincorporated business enterprises, exclude payments to proprietors or partners. Where the investment being reported represents the acquisition of a U.S. business enterprise, business segment, or operating unit (i.e., item 2, 3, or 4 of Form BE-13A is marked), give total employee compensation paid during the reporting period. Where the investment being reported represents the establishment of a new U.S. business enterprise (i.e., item 1 of Form BE-13A is marked), give an estimate of annual expenditures for employee compensation based on the number and type of employees expected to be on the payroll at the end of the reporting period.

TEAR OFF — DO NOT RETURN INSTRUCTIONS

FORM BE-13A (REV. 2-81)

U.S. DEPARTMENT OF COMMERCE BUREAU OF ECONOMIC ANALYSIS

FORM FOR A U.S. BUSINESS ENTERPRISE, BUSINESS SEGMENT, OR OPERATING UNIT THAT HAS BEEN ESTABLISHED OR ACQUIRED BY A FOREIGN PERSON OR EXISTING U.S. AFFILIATE OF A FOREIGN PERSON

MANDATORY - CONFIDENTIAL

This form is to be completed either:

- a) by a U.S. business enterprise when a foreign person (hereinafter, the "foreign parent") establishes or acquires directly, or indirectly through an existing U.S. affiliate, a 10 percent or more voting interest in that enterprise... b) by the existing U.S. affiliate of a foreign person (hereinafter, the "existing U.S. affiliate") when it acquires a U.S. business enterprise...

RETURN REPORT TO

U.S. Department of Commerce Bureau of Economic Analysis BE-50 (IN) Washington, D.C. 20230

NOTE: A single original copy of the form is to be filed with the Bureau of Economic Analysis. To facilitate processing, it is preferred that the BE-13A and the BE-13B forms be filed together, or simultaneously. File copies should be retained for 3 years after the date on which the form is due.

Important Read instructions before completing form.

1. EXCLUSIONS AND EXEMPTIONS:

- a. Residential real estate held exclusively for personal use and not for profitmaking purposes is not subject to the reporting requirements... b. An existing U.S. affiliate is exempt from reporting the acquisition of a U.S. business enterprise... c. An established or acquired U.S. business enterprise, as consolidated, is exempt if its total assets (not the foreign parent's or existing U.S. affiliate's share) at the time of acquisition or immediately after being established, were \$1,000,000 or less...

If exempt under (b) or (c), an "Exemption Claim, Form BE-13A" must be filed to validate the exemption.

NOTE: See Section II.B. of Instructions concerning reporting on related forms that may be required when changes occur.

2. EFFECTIVE DATE:

A report on this revised form is required for each covered direct investment transaction occurring on or after January 1, 1981.

3. ASSISTANCE - Telephone (202) 523-0547.

4. DUE DATE:

Form BE-13A is due no later than 45 days after the direct investment transaction occurs.

NOTE: Form BE-607, Industry Classification Questionnaire, must also be completed by a new U.S. affiliate and returned with Form BE-13A.

5. GENERAL NOTES:

- A. Figures such as the number of acres and the number of employees should be reported to the nearest whole unit. B. Currency amounts should be reported in U.S. dollars rounded to thousands (omitting 000). Do not enter amounts in the shaded portions of each line. EXAMPLE: If amount is \$1,334,615.00, report as: Bil. Mil. Thous. Dols. 1, 335 C. If an item is between + or - \$500.00 enter "0". D. Use parentheses to indicate negative numbers.

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CONTROL NUMBER

PART I - Determination of Type of Transaction

The foreign parent or existing U.S. affiliate (Mark one):

- 1. 1001 1 1 [] Created a new legal entity, either incorporated or unincorporated, including a branch, that it organized and began operating as a new U.S. business enterprise; or directly purchased real estate. 2. 1002 1 2 [] Secured a voting equity interest in a previously existing, separate legal entity that was already organized and operating as a U.S. business enterprise and that it continued to operate as a separate legal entity, either incorporated or unincorporated, including a branch. 3. 1003 1 3 [] Bought a business segment or operating unit of an existing U.S. business enterprise, that it organized as a new separate legal entity, either incorporated or unincorporated, including a branch. 4. 1004 1 4 [] The existing U.S. affiliate bought a U.S. enterprise, or business segment or operating unit of a U.S. business enterprise, and merged it into its own operations rather than continuing or organizing it as a separate legal entity.

If 1, 2, or 3 is marked, the U.S. business enterprise acquired, or the new legal entity created, is hereinafter referred to as the "new U.S. affiliate" and Parts II, IV, and V below must be completed.

If 4 is marked, omit Part II and complete Parts III, IV, and V below.

NOTE: See Section II.E of Instructions concerning unusual reporting situations.

PART II - Identification and Capital Structure of the New U.S. Affiliate (This Part is to be completed only if item 1, 2, or 3 is marked)

5. Name and address of new U.S. affiliate

Name of new U.S. affiliate 1002 Street or P.O. box 1003 City and State 1004 ZIP Code

6. Primary employer identification number to be used by the new U.S. affiliate to file income and payroll taxes.

1005 [] - [] E.I. Number

Form of organization of U.S. affiliate (Mark one):

- 1006 1 1 [] Incorporated in U.S. 1 5 [] Business enterprise incorporated abroad, but whose head office is located in the United States and whose business activity is conducted in, or from, the United States. 1 2 [] U.S. partnership. 1 3 [] U.S. branch of a foreign person. 1 4 [] Real property not in 1-3 above. 1 6 [] Other - Specify:

8. Is the investment primarily an investment in real estate, including agriculture and forestry land?

1007 1 1 [] Yes 1 2 [] No

9. If the answer to item 8 is "YES," based on estimated current values, is this primarily an investment in (Mark one):

1008 1 1 [] Unimproved real estate 1 2 [] Improved real estate

MANDATORY - This survey is being conducted pursuant to the International Investment Survey Act of 1976 (Pub. L. 94-472, 90 Stat. 2059, 22 U.S.C. 3101 to 3108 - hereinafter, "the Act"), and the filing of reports is mandatory pursuant to Section 5(b) (2) of the Act (22 U.S.C. 3104).

PENALTIES - Whoever fails to report may be subject to a civil penalty not exceeding \$10,000 and to injunctive relief commanding such person to comply, or both. Whoever willfully fails to report shall be fined not more than \$10,000 and, if an individual, may be imprisoned for not more than one year, or both. Any officer, director, employee, or agent of any corporation who knowingly participates in such violations, upon conviction, may be punished by a like fine, imprisonment or both. (See Section 6 of the Act, 22 U.S.C. 3105.)

CONFIDENTIALITY - The information filed in this report may be used only for analytical and statistical purposes and access to the information shall be available only to officials and employees (including consultants and contractors and their employees) of agencies designated by the President to perform functions under the Act. The President may authorize the exchange of information between agencies or officials designated to perform functions under the Act, but only for analytical and statistical purposes. No official or employee (including consultants and contractors and their employees) shall publish or make available any information collected under the Act in such a manner that the person to whom the information relates can be specifically identified. Reports and copies of reports prepared pursuant to the Act are confidential and their submission or disclosure shall not be compelled by any person without the prior written permission of the person filing the report and the customer of such person where the information supplied is identifiable as being derived from the records of such customer (22 U.S.C. 3104).

Print name and address

PERSON TO CONSULT CONCERNING QUESTIONS ABOUT THIS REPORT

U.S. TELEPHONE NUMBER Area Code Number Extension

CERTIFICATION

The undersigned official certifies that the information contained in this report is correct and complete to the best of his/her knowledge.

Authorized Official's Signature

Title

Date

PART II - Identification and Capital Structure of the New U.S. Affiliate (Continued)

10. Date on which the foreign person established or acquired directly, or indirectly through an existing U.S. affiliate, a 10 percent or more voting interest in the new U.S. affiliate. (If more than one foreign person or existing U.S. affiliate of a foreign person acquired a new interest on or about the same time, give date for each opposite their names and addresses in item 17 or item 18, as appropriate.)

2009 MONTH DAY YEAR

11. Did the foreign person own a voting interest, direct or indirect, in the new U.S. affiliate immediately prior to the date, as given in item 10, it acquired a 10 percent or more voting interest? (Mark one)
 (If more than one foreign person or existing U.S. affiliate of a foreign person acquired a new interest on or about the same time, indicate a "Yes," or "No" to this item opposite each of their names and addresses in item 17 or item 18, as appropriate.)

2010 1 Yes
 2 No

Ownership of new U.S. affiliate - Number of voting shares, and percent of voting shares and equity interest for an incorporated U.S. affiliate, or an equivalent interest for an unincorporated U.S. affiliate, owned DIRECTLY by:

	Voting Shares		Total equity interest
	Number	Percent	Percent
12. All foreign parent(s), including the foreign parent(s) with a newly acquired direct investment ownership interest	2011	2	3
13. All U.S. affiliate(s) of foreign parent(s), including the existing U.S. affiliate(s) with a newly acquired ownership interest	2012	2	3
14. Other foreign persons	2013	2	3
15. Other U.S. persons	2014	2	3
16. Total - Sum of items 12 through 15	2015	100.0%	100.0%

12. Foreign parent(s) holding a newly acquired direct ownership interest included in item 12 - Give name, address, and percent of ownership directly held by each. If more than three, continue on a separate sheet. A Form BE-13B must be completed for or by each foreign parent with a newly acquired direct ownership interest. This item need not be filled out if a completed Form BE-13B for the foreign parent accompanies the filing of this Form BE-13A.

(1) Name and address of foreign parent Percent of ownership

%

BEA USE ONLY

2016 1

(2) Name and address of foreign parent Percent of ownership

%

BEA USE ONLY

2017 1

(3) Name and address of foreign parent Percent of ownership

%

BEA USE ONLY

2018 1

(1) Name and address of existing U.S. affiliate Percent of ownership

%

BEA USE ONLY

2036 1

(2) Name and address of existing U.S. affiliate Percent of ownership

%

BEA USE ONLY

2037 1

19. Number of U.S. affiliates consolidated (Enter number)
 If this report is for a single unconsolidated U.S. affiliate, enter "1" in the box. If the new U.S. affiliate owns subsidiaries that become U.S. affiliates and their data are included by consolidation in Part IV, enter the number of U.S. affiliates fully consolidated. (Hereinafter, they are considered to be one U.S. affiliate.) Exclude from the full consolidation all foreign business enterprises owned by this U.S. affiliate. See consolidation instructions, II.G. of Instructions.

If number is greater than one, Supplement A must be completed.

2056 NUMBER

20. U.S. affiliates not consolidated - Enter number of U.S. affiliates in which the new U.S. affiliate holds a direct equity interest but which ARE NOT fully consolidated in this report.

If an entry here, Supplement B must be completed.

2057 NUMBER

21. Does any U.S. affiliate fully consolidated in this report own, directly or indirectly, over 50 percent of the outstanding voting stock of a domestic corporation that is not a U.S. affiliate? (See definition of U.S. affiliate.) (Mark one):

2058 1 Yes
 2 No

If yes, do not fully consolidate such domestic corporation in this report - include only by equity method of accounting.

22. Give the ending date for the new U.S. affiliate's fiscal year

2059 MONTH DAY

This historical survey form is no longer valid and is for information purposes only. Current survey forms are at www.bea.gov/help/information-for-survey-respondents.

PART II - Identification and Capital Structure of the New U.S. Affiliate (Continued)

Capital Structure of the New U.S. Affiliate: To be based on data from the books of the new U.S. affiliate immediately after the foreign person established or acquired a 10 percent or more, direct or indirect, voting interest or equivalent.

23. Date data are as of:	2060	MONTH			DAY			YEAR														
		1	2	3	1	2	3	1	2	3												
		Shares directly held by:																				
		Total				All foreign parent(s)				All U.S. affiliate(s) or foreign parent(s)				Other persons								
		(1)				(2)				(3)				(4)								
		Bil.	Mil.	Thou.	Dols.	Bil.	Mil.	Thou.	Dols.	Bil.	Mil.	Thou.	Dols.	Bil.	Mil.	Thou.	Dols.					
Incorporated U.S. affiliate:																						
24.	Capital stock - voting	2061	\$					\$					\$					\$				
25.	Capital stock - nonvoting	2062																				
26.	Additional paid-in capital	2063																				
27.	Retained earnings	2064																				
28.	Treasury stock	2065	()															
29.	Total - Sum of items 24 through 28	2066	\$					\$					\$					\$				
Unincorporated U.S. affiliate:																						
30.	Owners' equity	2067	\$					\$					\$					\$				

GO DIRECTLY TO PART IV, AND ALSO COMPLETE PART V

PART III - Identification of a U.S. Business Enterprise, or a Business Segment or Operating Unit of a U.S. Business Enterprise, that has been Acquired by and Merged into an Existing U.S. Affiliate (This Part is to be completed only if item 4, Part I, above is marked.)

31. Name and address of existing U.S. affiliate that made acquisition.

Name of U.S. affiliate

Street or P.O. box

City and State

ZIP Code

32. Name and address of business enterprise acquired or main office or location of the operating facilities of the segment or operating unit acquired.

Name

Street or P.O. box

City and State

ZIP Code

33. If the enterprise, segment, or unit acquired had its own Employer Identification Number that it used to file income and payroll taxes, enter the number. Do not enter a number if it covered more than just the acquired entity.

3068 - ← E.I. Number

Name and address of person from whom acquired

Name

Street or P.O. box

City and State

ZIP Code

34. Date on which the existing U.S. affiliate completed the purchase of the enterprise, segment, or operating unit that it then merged into its own operations.

3069

MONTH	DAY	YEAR
1	1	1

ALSO COMPLETE PARTS IV AND V

BEA USE ONLY

3070	1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3071	1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3072	1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3073	1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3074	1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PART IV – Selected Financial and Operating Data

This Part is to be completed in the case of all types of transactions covered by items 1 through 4 above.

For items 36 through 42 and for items 44 through 51, column 2:

If item 1 above is marked: Where the investment represents the establishment of a new U.S. business enterprise, or the direct purchase of real estate, the data should be projections for or as of the end of the first full year of operations. Use projections made in the course of planning the investment if available; otherwise, give best estimate.

If item 2, 3, or 4 above is marked: Data should be for the fully consolidated U.S. business enterprise, or business segment or operating unit, acquired. Data should be for or as of the end of the most recent financial reporting year preceding acquisition. Exclude from full consolidation all foreign business enterprises owned by this U.S. affiliate; include such foreign enterprises only by the equity or cost method of accounting. (See Section II.G. of Instructions.)

For items 43 and for items 44 through 51, column 1:

If item 1, 2, or 3 above is marked: The data should show the number of acres owned by the new U.S. affiliate upon completion of the investment transaction.

If item 4 above is marked: The data should show the number of acres included in the purchase.

NOTE: See special instructions regarding the reporting of employee compensation (item 41) and number of employees (item 42) in Section VIII of Instructions.

		MONTH	DAY	YEAR	
36.	Give ending date for the year that these Part IV data are for, or as of	1			
		4120			
		Amount			
		Bil. Mil. Thous. Dols.			
37.	Total assets	1			
		4121	\$		
38.	Plant and equipment, net of accumulated depreciation, depletion, etc.	1			
		4122	\$		
39.	Sales or gross operating revenues, excluding sales taxes (do not give gross margin)	1			
		4123	\$		
40.	Net income after provision for U.S. Federal, State, and local income taxes	1			
		4124	\$		
41.	Employee compensation – Include wages and salaries and cost of employee benefit plans	1			
		4125	\$		
		Number			
42.	Number of employees – Average for the reporting period, including part-time employees	1			
		4126			
43.	Acres of mineral rights owned and leased from others – In those cases where both the land and the mineral rights to that land are owned, report the land only as land owned in items 44 through 51, column 1; do not also report it in this item. Include acres leased from others pursuant to both capital and operating leases.	1			
		4127			
BEA USE ONLY		1			
		4128			
Land and other property, plant, and equipment, total and by primary use		All land owned, whether carried in a fixed asset, investment, or other asset account		Gross book value (historical cost) of all land and other property, plant, and equipment, whether carried in a fixed asset, investment, or other asset account	
Items, including land, being leased from others pursuant to capital leases are to be considered as owned by the affiliate; items which the affiliate has sold on a capital lease basis are not to be considered as owned by the affiliate.		(1)		(2)	
		ACRES (To nearest whole acre)		Bil. Mil. Thous. Dols.	
44.	Agriculture and forestry	1			
		4129	\$		
45.	Natural resources	1			
		4130	\$		
46.	Manufacturing	1	\$		
Petroleum refining					4131
Chemicals					4132
48.	Other	1			
		4133	\$		
49.	Residential and office buildings, stores, and shopping centers	1			
		4134	\$		
50.	Other – Specify	1			
		4135	\$		
51.	Total	1			
		4136	\$		

PART V – Investment Incentives and Services Provided by State or Local Governments (Including Quasi-government Entities)

This Part to be completed in the case of all types of transactions covered by items 1 through 4 above.

52.	Were any specific State or local government incentives or related services (such as those detailed in items 54 through 59 below) received in connection with this investment transaction?	5137	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
53.	If the answer to item 52 is "Yes," were these incentives or services a significant factor in the decision to invest in (Mark as many categories as are applicable):					
	The United States as a whole?	5138	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
	A region within the United States?	5139	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
	A given State or local area?	5140	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
If the answer to item 52 is "Yes," indicate the category(ies) which most clearly describe the relevant State or local incentives or services and give, as accurately as possible for items 54 and 55, the monetary "value" of the incentives or services. The categories are not limited to the examples given. Mark as many categories as are applicable.		Applicable (1)		If Yes, value (2) (Thousands of Dollars)		
54.	Taxation – Such as investment tax credit; tax exemption; and tax reduction or holidays. If yes is marked, give estimate of average annual value of the tax savings over the first five years of the investment.	5141	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
55.	Financing programs – Such as industrial revenue bonds; direct loans or loan guarantees; and credits from development credit corporations. If yes is marked, give estimate of annual cost savings in relation to financing available at commercial rates over the life of the financing provided.	5142	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
56.	Labor programs – Such as recruiting programs; training programs; and State-financed relocation services	5143	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
57.	Information services – Such as State-funded site studies, area research, and feasibility studies; State university R&D assistance, and local marketing data	5144	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
58.	Special services – Such as State-funded road building or other services relating to construction or operation, and locally-owned industrial park sites	5145	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No
59.	Other incentives or services – Describe	5146	1	<input type="checkbox"/> Yes	2	<input type="checkbox"/> No

60.	State, or State of location of local government unit, from which the incentives or services were received. (If more than one, enter all States from which received.)				
		5147	1		
		5148	1		
		5149	1		

LIST OF ALL U.S. SUBSIDIARIES FULLY CONSOLIDATED INTO THE NEW U.S. AFFILIATE

Name of new U.S. affiliate as shown in item 5, Part II of BE-13A

Supplement A must be completed by a new U.S. affiliate which consolidates financial and operating data of any other U.S. affiliate(s). The number of U.S. affiliates listed below, in addition to the reporting U.S. affiliate, must agree with item 19, Part II of BE-13A. Continue listing onto as many additional copied pages as necessary.

Employer Identification Number as shown in Item 6, Part II of BE-13A → 6148

BEA USE ONLY (1)	Name of each U.S. affiliate consolidated (as represented in item 19, Part II)	Employer Identification Number used by U.S. affiliate listed in Column 2 to file income and payroll taxes	Name of U.S. affiliate which holds the direct equity interest in the U.S. affiliate listed in Column 2	Percentage of direct ownership which the U.S. affiliate listed in Column 4 has in the U.S. affiliate listed in Column 2. (Enter percentage to nearest tenth.) (5)
6149				. %
6150				. %
6151				. %
6152				. %
6153				. %
6154				. %
6155				. %
6156				. %
6157				. %
6158				. %
6159				. %
6160				. %
6161				. %
6162				. %
6163				. %
6164				. %
6165				. %
6166				. %
6167				. %
6168				. %
6169				. %
6170				. %
6171				. %

This historical survey form is no longer valid and is for information purposes only. Current survey forms are at www.bea.gov/help/information-for-survey-respondents.

BEA USE ONLY (1)	Name of each U.S. affiliate consolidated (as represented in item 19, Part II) (2)	Employer Identification Number used by U.S. affiliate listed in Column 2 to file income and payroll taxes (3)	Name of U.S. affiliate which holds the direct equity interest in the U.S. affiliate listed in Column 2 (4)	Percentage of direct ownership which the U.S. affiliate listed in Column 4 has in the U.S. affiliate listed in Column 2. (Enter percentage to nearest tenth.) (5)
6172				. %
6173				. %
6174				. %
6175				. %
6176				. %
6177				. %
6178				. %
6179				. %
6180				. %
6181				. %
6182				. %
6183				. %
6184				. %
6185				. %
6186				. %
6187				. %
6188				. %
6189				. %
6190				. %
6191				. %
6192				. %
6193				. %
6194				. %
6195				. %
6196				. %

This historical survey form is no longer valid
 and is for information purposes only.
 Current survey forms are at
www.bea.gov/help/information-for-survey-respondents

Form BE-13A, Page 6

LIST OF ALL U.S. AFFILIATES IN WHICH THE NEW U.S. AFFILIATE (AS CONSOLIDATED)
HAS A DIRECT EQUITY INTEREST BUT WHICH ARE NOT FULLY CONSOLIDATED

Supplement B must be completed by a new U.S. affiliate which files a BE-13A and has a direct ownership interest in a U.S. affiliate(s) which is (are) not fully consolidated. The number of U.S. affiliates listed below must agree with item 20, Part II, of BE-13A. Continue listing onto as many additional copied pages as necessary.

Name of new U.S. affiliate as shown in item 5, Part II of BE-13A
Employer Identification Number as shown in Item 6, Part II of BE-13A 7197

BEA USE ONLY (1)	Name of each U.S. affiliate in which a direct interest is held but which is not listed in Supplement A (2)	Address of each U.S. affiliate listed in Column 2. Give number, street, city, State, and ZIP Code (3)	Employer Identification Number used by U.S. affiliate listed in Column 2 to file income and payroll taxes (4)	Percentage of direct ownership in the U.S. affiliate listed in Column 2 held by the new U.S. affiliate named in item 5, Part II of BE-13A. (Enter percentage to nearest tenth) (5)
7198			-	. %
7199			-	. %
7200			-	. %
7201			-	. %
7202			-	. %
7203			-	. %
7204			-	. %
7205			-	. %
7206			-	. %
7207			-	. %
7208			-	. %

Form BE-13A, Page 7

This historical survey form is no longer valid and is for information purposes only. Current survey forms are at www.bea.gov/help/information-for-survey-respondents.

BEA USE ONLY (1)	Name of each U.S. affiliate in which a direct interest is held but which is not listed in Supplement A (2)	Address of each U.S. affiliate listed in Column 2. Give number, street, city, State, and ZIP Code (3)	Employer Identification Number used by U.S. affiliate listed in Column 2 to file income and payroll taxes (4)	Percentage of direct ownership in the U.S. affiliate listed in Column 2 held by the new U.S. affiliate named in item 5, Part II of BE-13A. (Enter percentage to nearest tenth) (5)
7209			-	. %
7210			-	. %
7211			-	. %
7212			-	. %
7213			-	. %
7214			-	. %
7215			-	. %
7216			-	. %
7217			-	. %
7218			-	. %
7219			-	. %
7220			-	. %

This historical survey form is no longer valid and is for information purposes only. Current survey forms are at www.bea.gov/help/information-for-survey-respondents.

Form BE-13A, Page 8

FORM BE-13B (REV. 2-81)

U.S. DEPARTMENT OF COMMERCE BUREAU OF ECONOMIC ANALYSIS

FORM FOR FOREIGN PERSON, OR EXISTING U.S. AFFILIATE OF A FOREIGN PERSON, THAT ESTABLISHES OR ACQUIRES A U.S. BUSINESS ENTERPRISE, OR A BUSINESS SEGMENT OR OPERATING UNIT OF A U.S. BUSINESS ENTERPRISE

MANDATORY - CONFIDENTIAL

Response to this inquiry is required by law. By the same law your report to this Bureau is CONFIDENTIAL. It may be used only for analytical and statistical purposes and CANNOT be used for purposes of taxation, investigation, or regulation. The law also provides that copies retained in your files are immune from legal process.

CONTROL NO.

This report is being completed for or by (mark one):

- 1. 01 1 [] The foreign parent that directly established or acquired the new U.S. affiliate.
2. 02 2 [] The existing U.S. affiliate of a foreign person that established a new U.S. affiliate or acquired a direct voting interest in a U.S. business enterprise...
3. 03 3 [] The existing U.S. affiliate of a foreign person that acquired a U.S. business enterprise, or business segment or operating unit of a U.S. business enterprise, and merged it into its own operations.

Reporting on this form should be as follows (see Section I of Instructions for definition of U.S. affiliate):

- a) by a foreign person (hereinafter, the "foreign parent") when it establishes or acquires a direct voting interest in a U.S. business enterprise that becomes its U.S. affiliate...
b) by an existing U.S. affiliate of a foreign person (hereinafter, the "existing U.S. affiliate") when it establishes or acquires a direct voting interest in a U.S. business enterprise...
c) by an existing U.S. affiliate of a foreign person (hereinafter, the "existing U.S. affiliate") when it acquires a U.S. business enterprise, or a business segment or operating unit of a U.S. business enterprise, and merges it into its own operations.

A separate Form BE-13B must be completed by or for each foreign parent, or by each existing U.S. affiliate, that has secured a direct voting interest in a new U.S. affiliate.

4. Name and address of either the foreign parent (including country) or existing U.S. affiliate by, or for whom, the report is being completed

Grid for item 4: Name, Street or P.O. box, City and State, ZIP Code, Country, BEA USE ONLY

5a. If item 2 or 3 is marked, give the name and country of the foreign parent holding the direct, or indirect, ownership interest in the existing U.S. affiliate named in item 4. If more than one foreign parent, furnish, on a separate sheet, the information requested in items 5a and b and 6a through f for each additional foreign parent.

Grid for item 5a: Name, Country

b. If item 2 or 3 is marked and if the existing U.S. affiliate named in item 4 is not directly owned by the foreign parent, give name and address of U.S. affiliate that is directly owned by the foreign parent and the percent of ownership by the foreign parent.

Grid for item 5b: Name, Address, PERCENT

RETURN REPORTS TO U.S. Department of Commerce Bureau of Economic Analysis BE-50 (IN) Washington, D.C. 20230

NOTE: A single original copy of the form is to be filed with the Bureau of Economic Analysis. To facilitate processing, it is preferred that the BE-13A and the BE-13B forms be filed together, or simultaneously. File copies should be retained for 3 years after the date on which the form is due.

6a. Industry code of foreign parent named in either item 4 or item 5a:

Grid for item 6a: Code - Secure code from page 2 of Form BE-607, which accompanies this BE-13 report.

b. Is the foreign parent named in either item 4 or item 5a the ultimate beneficial owner (UBO)? (See definition of UBO)

Grid for item 6b: 1 1 [] Yes - If the answer is "Yes," skip to item 7. 1 2 [] No - If the answer is "No," continue with item 6c.

c. Is the UBO an individual?

Grid for item 6c: 1 1 [] Yes If the answer to item 6c is "YES," then the name of the individual need not be given in item 6d, but the country of residence of the individual must be given in item 6e. 1 2 [] No

d. Name of UBO:

Grid for item 6d: Name

e. Country of UBO named in item 6d:

Grid for item 6e: Country

f. Industry code of UBO named in item 6d:

Grid for item 6f: Code - Secure code from page 2 of Form BE-607, which accompanies this BE-13 report.

NOTE: Failure to complete items 6a through 6f, to the extent required by the line instructions, will constitute an incomplete report, which will be returned to the reporter for completion.

BEA USE ONLY

Grid for BEA USE ONLY

7. If 1 or 2 was marked, give name and address of the new U.S. affiliate as it appears in item 5 of the BE-13A.

Grid for item 7: Name of new U.S. affiliate, Street or P.O. box, City and State, ZIP Code, BEA USE ONLY

Print name and address

U.S. TELEPHONE NUMBER

PERSON TO CONSULT CONCERNING QUESTIONS ABOUT THIS REPORT

Area Code Number Extension

CERTIFICATION The undersigned official certifies that the information contained in this report is correct and complete to the best of his/her knowledge.

Authorized Official's Signature

Title

Date

8. If 2 was marked, will data for the new U.S. affiliate be fully consolidated with that of the existing or another U.S. affiliate in other international investment reports filed with this Bureau?

23 1 Yes
 2 No

If yes, give name under which consolidated report will be filed if it is not the name given in item 4.

(It must be consolidated if the ownership is more than 50 percent except that separate reports may be filed where the new U.S. affiliate will not normally be fully consolidated due to unrelated operations, in accordance with generally accepted accounting principles, or lack of control, provided written permission has been requested from and granted by BEA.)

For ownership interests in a U.S. business enterprise previously held by the foreign parent, or existing U.S. affiliate, but where the percentage ownership was insufficient to qualify the U.S. business enterprise as a U.S. affiliate (see definition in Section I of the Instructions) of the foreign parent, complete items 9 through 12 if the enterprise was incorporated, or complete only item 12 if the enterprise was unincorporated.

Enter data relating to previously held partial interest:

9. Number of voting shares held	24	Number			
		1			
10. Cost of voting shares held	25	Amount			
		Bil.	Mil.	Thous.	Dols.
11. Cost of other equity interest	26				
12. Total cost of investment (item 10 plus item 11)	27				

		Voting interest				Other equity interest	Total cost of investment (Col. 3 + Col. 4)					
		Number of shares acquired (1)	Average price per share (2)	Total cost (3)								
				Number	Dollars and cents		Bil.	Mil.	Thous.	Dols.	Bil.	Mil.
13. On open market without a tender offer	28	1	2	3	4	5						
14. By a tender offer	29	1	2	3	4	5						
15. Directly from the new U.S. affiliate	30	1	2	3	4	5						
16. For foreign parent only:		1	2	3	4	5						
From another of your U.S. affiliates	31											
17. For existing U.S. affiliate only:		1	2	3	4	5						
From another U.S. affiliate of your foreign parent	32											
18. Directly from other U.S. persons	33	1	2	3	4	5						
19. Directly from other foreign persons	34	1	2	3	4	5						
20. Other - Specify	35	1	2	3	4	5						
21. Total - Sum of items 13 through 20	36	1	2	3	4	5						

22. For all new ownership interests other than those reported in items 13 through 21, enter total cost of new investment	37	Amount			
		Bil.	Mil.	Thous.	Dols.
		1			

23. Date on which the foreign person established or acquired directly, or indirectly through an existing U.S. affiliate, a 10 percent or more voting interest in the new U.S. affiliate.	38	MONTH	DAY	YEAR
		1		

Sources of financing of the total cost of investment as shown in either item 21, col. 5, or item 22. (Funds that the investor borrowed specifically to finance the investment are to be included in the appropriate category of "borrowed" funds. Funds from other sources should be included in the appropriate category. Commingled funds that cannot be assigned to one category, or for which a reasonable allocation cannot be made, should be shown in "other.") Where the BE-13B is completed for an existing U.S. affiliate that is not directly foreign owned, the source of financing should be presented from the viewpoint of the consolidated U.S. affiliate as it normally reports on related direct investment forms.

For foreign parent only:

		Amount			
		Bil.	Mil.	Thous.	Dols.
24. Funds from your other U.S. affiliates	39				
For existing U.S. affiliate only:					
25. Funds from your foreign parent or other members of the affiliated foreign group	40				
26. Funds from other U.S. affiliates of your foreign parent	41				
For foreign parent or existing U.S. affiliate:					
27. Your internally generated funds - For foreign parent, also include funds secured from other members of the affiliated foreign group	42				
Incurrence of debt to sellers of ownership interests:					
28. U.S. sellers	43				
29. Foreign sellers	44				
30. Your borrowings from other unaffiliated U.S. sources	45				
31. Your borrowings from other unaffiliated foreign sources	46				
Exchange of your shares for shares of the acquired U.S. business enterprise that were given in exchange to:					
32. U.S. persons (give number _____) \$ value _____	47				
33. Foreign persons (give number _____) \$ value _____	48				
34. Other funds from U.S. sources - Specify	49				
35. Other funds from foreign sources - Specify	50				
36. Total - Sum of items 24 through 35	51				
37. If an entry was made in item 25, give amount of those funds that were borrowed by your foreign parent or other members of the affiliated foreign group from unaffiliated U.S. sources	52				
38. If an entry was made in item 26, give amount of those funds that were borrowed by the other U.S. affiliates of your foreign parent from unaffiliated U.S. sources	53				

EXEMPTION CLAIM, FORM BE-13

(Report on a Foreign Person's Establishment, Acquisition, or Purchase of the Operating Assets of a U.S. Business Enterprise, Including Real Estate)

NOTE: Real estate purchased for other than personal use constitutes a "business enterprise".

Response to this inquiry is required by law. By the same law your report to this Bureau is CONFIDENTIAL. It may be used only for analytical or statistical purposes and CANNOT be used for purposes of taxation, investigation, or regulation. The law also provides that copies retained in your files are immune from legal process.

I have reviewed the instructions for the BE-13 Report and determined that we are not required to file a Form BE-13 for the following reason:

Mark one

1. 01 This U.S. business enterprise is not a U.S. affiliate of a foreign person, i.e., is not owned to the extent of 10 percent or more, directly or indirectly, by a foreign person.

2. 02 This acquisition is exempt from being reported because the U.S. business enterprise, or the business segment or operating unit of a U.S. business enterprise, was acquired by an existing U.S. affiliate who then merged it into its own operations and the total cost of the acquisition was \$1,000,000 or less, and did not involve the purchase of 200 acres or more of U.S. land. (If it involves 200 acres or more of U.S. land, it must be reported regardless of the total cost of the acquisition.) Enter the total cost and number of acres of land involved at the right.

		Amount			
		Bil.	Mil.	Thous.	Dols.
Total cost	03	\$			
		Number			
Acres (to nearest whole acre)	04				

3. 05 This acquisition is not required to be reported since it represents U.S. real estate acquired by a foreign person(s) held exclusively for personal use and not for profitmaking purposes.

4. 06 This U.S. business enterprise is a U.S. affiliate of a foreign person but is exempt because, on a fully consolidated basis:

(a) Each of the following three items for the U.S. affiliate (not the foreign parent's share) was between -\$1 million and +\$1 million:

- (1) Total assets,
- (2) Sales or gross operating revenues, excluding sales taxes, and
- (3) Net income after provision for U.S. income taxes;

and

(b) The U.S. affiliate does not own 200 acres or more of U.S. land (if the U.S. affiliate owns 200 acres or more of U.S. land, it must report regardless of the value of the three items listed above).

Enter value or amount for each:

		AMOUNT			
		Bil.	Mil.	Thou.	Dols.
i. Total assets (do not net out liabilities)	07	\$			
ii. Sales or gross operating revenues, excluding sales taxes (do not give gross margin)	08	\$			
iii. Net income after provision for U.S. income taxes	09	\$			
		NUMBER			
iv. Number of acres of U.S. land owned (To nearest whole acre)	10				

and complete the following:

i. Country of foreign parent

	11
--	----

ii. Country of ultimate beneficial owner

	12
--	----

BEA USE ONLY		

5. 13 Other - Specify and include reference to section of regulations or instructions on which claim is based.

Name and address of U.S. affiliate or U.S. business enterprise submitting this claim (enter in blocks below, skip one block between words):

14	Name	
15	Street or P.O. Box	
16	City and State	ZIP Code

CERTIFICATION

The undersigned official certifies that the information contained in this report is correct and complete to the best of his/her knowledge.

Authorized Official's Signature	Please type Name and Title	Date
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Print name and address

U.S. TELEPHONE NUMBER

U.S. PERSON FOR BEA TO CONSULT ABOUT THIS CLAIM

Area code	Number	Extension

8. If 2 was marked, will data for the new U.S. affiliate be fully consolidated with that of the existing or another U.S. affiliate in other international investment reports filed with this Bureau?

124 1 Yes
 2 No

If yes, give name under which consolidated report will be filed if it is not the name given in item 4.

(It must be consolidated if the ownership is more than 50 percent except that separate reports may be filed where the new U.S. affiliate will not normally be fully consolidated due to unrelated operations, in accordance with generally accepted accounting principles, or lack of control, provided written permission has been requested from and granted by BEA.)

For ownership interests in a U.S. business enterprise previously held by foreign parent, or existing U.S. affiliate, but where the percentage ownership was insufficient to qualify the U.S. business enterprise as a U.S. affiliate (see definition in Section I of the Instructions) of the foreign parent, complete items 9 through 12 if the enterprise was incorporated, or complete only item 12 if the enterprise was unincorporated.

Enter data relating to previously held partial interest:

9. Number of voting shares held	126	Number	
10. Cost of voting shares held	127	Amount	
11. Cost of other equity interest	128	Bil.	Mil. Thous. Dols.
12. Total cost of investment (item 10 plus item 11)	129		

	Number of shares acquired (1)	Voting interest		Other equity interest				Total cost of investment (Col. 3 + Col. 4)				
		Average price per share (2)	Total cost (3)	Other equity interest (4)				Total cost of investment (5)				
				Dollars and cents		Bil. Mil. Thous. Dols.		Bil. Mil. Thous. Dols.		Bil. Mil. Thous. Dols.		
13. On open market without a tender offer	130	2	3	4	5	6	7	8	9	10	11	12
14. By a tender offer	131	2	3	4	5	6	7	8	9	10	11	12
15. Directly from the new U.S. affiliate	132	2	3	4	5	6	7	8	9	10	11	12
16. For foreign parent only: From another of your U.S. affiliates	133	2	3	4	5	6	7	8	9	10	11	12
17. For existing U.S. affiliate only: From another U.S. affiliate of your foreign parent	134	2	3	4	5	6	7	8	9	10	11	12
18. Directly from other U.S. persons	135	2	3	4	5	6	7	8	9	10	11	12
19. Directly from foreign persons	136	2	3	4	5	6	7	8	9	10	11	12
20. Other - Specify	137	2	3	4	5	6	7	8	9	10	11	12
21. Total - Sum of items 13 through 20	138	2	3	4	5	6	7	8	9	10	11	12

22. For all new ownership interests other than those reported in items 13 through 21, enter total cost of new investment	139	Bil. Mil. Thous. Dols.	
		1	2

23. Date on which the foreign person established or acquired directly, or indirectly through an existing U.S. affiliate, a 10 percent or more voting interest in the new U.S. affiliate.	140	MONTH	DAY	YEAR
		1	2	3

Source of financing of the total cost of investment as shown in either item 21, col. 5, or item 22. (Funds that the investor borrowed specifically to finance the investment are to be included in the appropriate category of "borrowed" funds. Funds from other sources should be included in the appropriate category. Commingled funds that cannot be assigned to one category, or for which a reasonable allocation cannot be made, should be shown in "other.")

For foreign parent only:

		Amount	
		Bil. Mil. Thous.	Dols.
24. Funds from your other U.S. affiliates	141	\$	
For existing U.S. affiliate only:			
25. Funds from your foreign parent or other members of the affiliated foreign group	142		
26. Funds from other U.S. affiliates of your foreign parent	143		
For foreign parent or existing U.S. affiliate:			
27. Your internally generated funds - For foreign parent, also include funds secured from other members of the affiliated foreign group	144		
Incurrence of debt to sellers of shares:			
28. U.S. sellers	145		
29. Foreign sellers	146		
30. Your borrowings from other unaffiliated U.S. sources	147		
31. Your borrowings from other unaffiliated foreign sources	148		
Exchange of your shares for shares of the acquired U.S. business enterprise that were given in exchange to:			
32. U.S. persons (give number _____) \$ value _____	149		
33. Foreign persons (give number _____) \$ value _____	150		
34. Other from U.S. sources - Specify _____	151		
35. Other from foreign sources - Specify _____	152		
36. Total - Sum of items 24 through 35	153	\$	
37. If an entry was made in item 25, give amount of those funds that were borrowed by your foreign parent or other members of the affiliated foreign group from unaffiliated U.S. sources	154	\$	
38. If an entry was made in item 26, give amount of those funds that were borrowed by the other U.S. affiliates of your foreign parent from unaffiliated U.S. sources	155	\$	