

Caution: DRAFT FORM

This is an advance proof copy of an IRS tax form. It is subject to change and OMB approval before it is officially released. You can check the scheduled release date on our web site (www.irs.gov).

If you have any comments on this draft form, you can submit them to us on our web site. Include the word DRAFT in your response. You may make comments anonymously, or you may include your name and e-mail address or phone number. We will be unable to respond to all comments due to the high volume we receive. However, we will carefully consider each suggestion. So that we can properly consider your comments, please send them to us within 30 days from the date the draft was posted.

**SCHEDULE M-3
(Form 1120-F)**

Department of the Treasury
Internal Revenue Service

**Net Income (Loss) Reconciliation for Foreign
Corporations With Reportable Assets of \$10 Million or More**

▶ Attach to Form 1120-F.
▶ See separate instructions.

OMB No. 1545-0126

2008

Name of corporation

Employer identification number

- A** Has the corporation reported taxable income on Form 1120-F, page 3, using a treaty provision to attribute business profits to a U.S. permanent establishment under rules other than section 864(c)? Yes No
- B** Did the corporation prepare a non-consolidated, worldwide, certified audited income statement for the period (see instructions)? Yes No
- C** Did the corporation prepare a non-consolidated, worldwide income statement for the period (see instructions)? Yes No
- D** Did the corporation prepare certified audited income statement(s) for the set(s) of books reported on Form 1120-F, Schedule L? Yes No

Part I Financial Information and Net Income (Loss) Reconciliation (see instructions)

- 1** Is the corporation a foreign bank as defined in Temporary Regulations section 1.882-5T(c)(4)?
 - Yes.** Complete the remainder of Part I as follows:
If D is "Yes," use the income statement described in D to complete lines 2 through 5 and 7 through 11.
If D is "No," use the income statement(s) for the set(s) of books reported on Form 1120-F, Schedule L to complete lines 2 through 5 and 7 through 11.
 - No.** Complete the remainder of Part I as follows:
If B is "Yes," use the income statement described in B to complete lines 2 through 11.
If B is "No" and C is "Yes," use the income statement described in C to complete lines 2 through 11.
If B and C are "No" and D is "Yes," use the income statement described in D to complete lines 2 through 11.
If B, C, and D are "No," use the income statement described in the instructions to complete lines 2 through 11.

- 2a** Enter the income statement period: Beginning ____/____/____ Ending ____/____/____
- b** Has the corporation's income statement been restated for the income statement period entered on line 2a?
 - Yes.** Attach an explanation and the amount of each item restated.
 - No.**
- c** Has the corporation's income statement been restated for any of the 5 income statement periods preceding the period on line 2a?
 - Yes.** Attach an explanation and the amount of each item restated.
 - No.**

- 3** Is any of the corporation's stock publicly traded on any exchange, U.S. or foreign?
 - Yes.** List exchange(s) and symbol ▶ _____
 - No.**

- 4** Non-consolidated foreign corporation net income (loss) in U.S. dollars from the income statement source identified in line 1
- 5a** Net income from includible disregarded foreign entities not included on line 4 (attach schedule)
- b** Net loss from includible disregarded foreign entities not included on line 4 (attach schedule)
- c** Net income from includible disregarded U.S. entities not included on line 4 (attach schedule)
- d** Net loss from includible disregarded U.S. entities not included on line 4 (attach schedule)
- 6** Net income (loss) from foreign locations not included on line 4 (attach schedule)
- 7a** Net income of non-includible entities (attach schedule)
- b** Net loss of non-includible entities (attach schedule)
- 8** Adjustments to intercompany transactions (attach schedule)
- 9** Adjustments to reconcile income statement period to tax year (attach schedule)
- 10** Other adjustments to reconcile to amount on line 11 (attach schedule)
- 11** **Adjusted financial net income (loss) of non-consolidated foreign corporation.** Combine lines 4 through 10

4	
5a	
5b	()
5c	
5d	()
6	
7a	()
7b	
8	
9	
10	
11	

Name of corporation

Employer identification number

Part II Reconciliation of Net Income (Loss) per Income Statement of Non-Consolidated Foreign Corporations With Taxable Income per Return (see instructions)

Income (Loss) Items	(a) Income (Loss) per Income Statement (optional)	(b) Temporary Differences	(c) Permanent Differences	(d) Other Permanent Differences for Allocations to Non-ECI and ECI	(e) Income (Loss) per Return (optional)
1 Gross receipts					
2 Cost of goods sold (attach schedule)					
3a Dividends from foreign entities					
b Dividends from U.S. entities					
c Substitute dividend payments received					
4a Interest income excluding interest equivalents					
b Substitute interest payments received					
c Interest equivalents not included on line 4b					
5 Gross rental income					
6 Gross royalty income					
7 Fee and commission income					
8 Income (loss) from equity method corporations					
9 Net income (loss) from U.S. partnerships					
10 Net income (loss) from certain foreign partnerships (see instructions)					
11 Net income (loss) from other pass- through entities (attach schedule)					
12 Items relating to reportable transactions (attach details)					
13 Hedging transactions					
14a Mark-to-market income (loss) under section 475(a)					
b Mark-to-market income (loss) subject to section 475(d)(3)(B)					
c Mark-to-market income (loss) under section 475(e)					
d Mark-to-market income (loss) under section 475(f)					
15 Gain (loss) from certain section 988 transactions					
16a Interest income from global securities dealing					
b Dividends from global securities dealing					
c Gains (losses) and other fixed and determinable, annual, or periodic income from global securities dealing not included on lines 16a and 16b					
17 Sales versus lease (for sellers and/or lessors)					
18 Section 481(a) adjustments					
19 Unearned/deferred revenue					
20 Original issue discount, imputed interest, and phantom income					
21a Income statement gain/loss on sale, exchange, abandonment, worthlessness, or other disposition of assets other than inventory and pass-through entities					
b Gross capital gains from Schedule D, excluding amounts from pass- through entities					

Name of corporation	Employer identification number
---------------------	--------------------------------

Part II Reconciliation of Net Income (Loss) per Income Statement of Non-Consolidated Foreign Corporations With Taxable Income per Return (see instructions) *(continued from page 2)*

Income (Loss) Items	(a) Income (Loss) per Income Statement (optional)	(b) Temporary Differences	(c) Permanent Differences	(d) Other Permanent Differences for Allocations to Non-ECI and ECI	(e) Income (Loss) per Return (optional)
21c Gross capital losses from Schedule D, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses					
d Net gain/loss reported on Form 4797, line 17, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses					
e Abandonment losses					
f Worthless stock losses (attach details)					
g Other gain/loss on disposition of assets other than inventory					
22 Capital loss limitation and carryforward used					
23 Gross effectively connected income of foreign banks from books that do not give rise to U.S. booked liabilities					
24 Other income (loss) items with differences (attach schedule)					
25 Total income (loss) items. Combine lines 1 through 24					
26 Total expense/deduction items (from Part III, line 33)					
27 Other items with no differences					
28 Reconciliation totals. Combine lines 25 through 27					

Note. Line 28, column (a), must equal the amount on Part I, line 11, and column (e) must equal Form 1120-F, page 3, line 29.

Part III Reconciliation of Net Income (Loss) per Income Statement of Non-Consolidated Foreign Corporations With Taxable Income per Return (see instructions)

Expense/Deduction Items	(a) Expense per Income Statement (optional)	(b) Temporary Differences	(c) Permanent Differences	(d) Other Permanent Differences for Allocations to Non-ECI and ECI	(e) Deduction per Tax Return (optional)
1 U.S. current income tax expense					
2 U.S. deferred income tax expense					
3 Non-U.S. current income tax expense (other than foreign withholding taxes)					
4 Non-U.S. deferred income tax expense					
5 Non-U.S. withholding taxes					
6 Compensation with section 162(m) limitation					
7 Salaries and other base compensation					
8 Stock option expense					
9 Other equity-based compensation					
10 Meals and entertainment					
11 Fines and penalties					
12 Judgments, damages, awards, and similar costs					

Name of corporation

Employer identification number

Part III Reconciliation of Net Income (Loss) per Income Statement of Non-Consolidated Foreign Corporations With Taxable Income per Return (see instructions) *(continued from page 3)*

Expense/Deduction Items	(a) Expense per Income Statement (optional)	(b) Temporary Differences	(c) Permanent Differences	(d) Other Permanent Differences for Allocations to Non-ECI and ECI	(e) Deduction per Tax Return (optional)
13 Pension and profit-sharing					
14 Other post-retirement benefits					
15 Deferred compensation					
16 Charitable contributions					
17 Domestic production activities deduction					
18 Current year acquisition or reorganization investment banking fees, legal and accounting fees					
19 Current year acquisition/reorganization other costs.					
20 Amortization/impairment of goodwill					
21 Amortization of acquisition, reorganization, and start-up costs					
22 Other amortization and impairment write-offs					
23 Depreciation					
24 Bad debt expense					
25 Purchase versus lease (for purchasers and/or lessees)					
26a Interest expense per books					
b Interest expense under Regulations section 1.882-5 (from Schedule I (Form 1120-F), line 23)					
c Regulations section 1.882-5 allocation amount subject to deferral or disallowance (from Schedule I (Form 1120-F), line 24d)			()		
d U.S. source substitute interest payments					
e Interest equivalents (e.g., guarantee fees) not included on line 26d					
27 U.S. source substitute dividend payments					
28 Fee and commission expense					
29 Rental expense					
30 Royalty expense					
31 Expenses allocable to effectively connected income under Regulations section 1.861-8 from home office or other books that do not give rise to U.S. booked liabilities (from Schedule H (Form 1120-F), line 20)					
32 Other expense/deduction items with differences (attach schedule)					
33 Total expense/deduction items. Combine lines 1 through 32. Enter here and on Part II, line 26					