



BE-12 Identification Number

**2012 BENCHMARK SURVEY OF FOREIGN DIRECT INVESTMENT IN THE UNITED STATES
MANDATORY — CONFIDENTIAL
FORM BE-12C**

Due date: May 31, 2013

Electronic filing:

www.bea.gov/efile

Mail reports to:

U.S. Department of Commerce
Bureau of Economic Analysis BE-49(A)
Washington, DC 20230

Deliver reports to:

U.S. Department of Commerce
Bureau of Economic Analysis BE-49(A)
Shipping and Receiving Section, M100
1441 L Street, NW
Washington, DC 20005

Fax reports to:

(202) 606-1905*

Name and address of U.S. business enterprise

1002	Name of U.S. business enterprise		
0			
1010	c/o (care of)		
0			
1003	Street or P.O. Box		
0			
1004	City	0098	State
0			
1005	ZIP Code	Or	Foreign Postal Code
0			

Assistance: E-mail: be12/15@bea.gov
Telephone: (202) 606-5615
Copies of blank forms: www.bea.gov/fdi

Include your BE-12 Identification Number with all requests.

Who must file BE-12-C — Form BE-12C must be filed for a U.S. affiliate where **none** of the three items - total assets, sales or gross operating revenues, or net income-exceeded **\$60 million** (positive or negative). If you do not meet these filing criteria, [see instruction I.A.1 on page 10](#) to determine which form to file.

Mandatory, Confidentiality, Penalties

This survey is being conducted under the International Investment and Trade in Services Survey Act (P.L. 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended). The filing of reports is mandatory and the Act provides that your report to this Bureau is confidential. Whoever fails to report may be subject to penalties. [See page 9 for more details.](#)

Person to consult concerning questions about this report —

Enter name and address

1000	Name			
0				
1029	Address			
0				
1030	0			
1031	0			
1001	Telephone number	Area code	Number	Extension
0				

Certification — The undersigned official certifies that this report has been prepared in accordance with the applicable instructions, is complete, and is substantially accurate except that, in accordance with [instruction III.B on page 12](#), estimates may have been provided.

Authorized official's signature		Date
0990	Print or type name	0991
0		Print or type title
0		0
0992	Telephone number	0993
0		Fax number
0		0

May fax and/or e-mail be used in correspondence between your enterprise and BEA?

* **Note** — If you choose to communicate with BEA via fax or electronic mail, BEA cannot guarantee the security of the information during transmission, but will treat information we receive as confidential in accordance with Section 5(c) of the International Investment and Trade in Services Survey Act.

1027 E-mail: ¹ Yes (If yes, enter your e-mail address)
² No

1032 Fax: ¹ Yes (If yes, enter your fax number)
² No

E-mail address
0
1028
Fax number
0
0999

Part I

IMPORTANT

Review the instructions starting on page 9 before completing this form. **Insurance and real estate companies** see special instructions on page 14.

• **Accounting principles** — If feasible use U.S. Generally Accepted Accounting Principles to complete Form BE-12 unless you are requested to do otherwise by a specific instruction. References in the instructions to Financial Accounting Standards Board Accounting Standards Codification Topics are referred to as “FASB ASC”.

• **U.S. affiliate's 2012 fiscal year** — The affiliate's financial reporting year that had an ending date in calendar year 2012.

• **Consolidated reporting** — A U.S. affiliate must file on a fully consolidated **domestic U.S.** basis, including in the consolidation ALL U.S. business enterprises proceeding down each ownership chain whose voting securities are more than 50 percent owned by the U.S. business enterprise above. The consolidation rules are found in instruction IV.1 on page 12.

• **Rounding** — Report currency amounts in U.S. dollars rounded to thousands (omitting 000). \$ Bil. Mil. Thous. Dols.

Do not enter amounts in the shaded portions of each item.

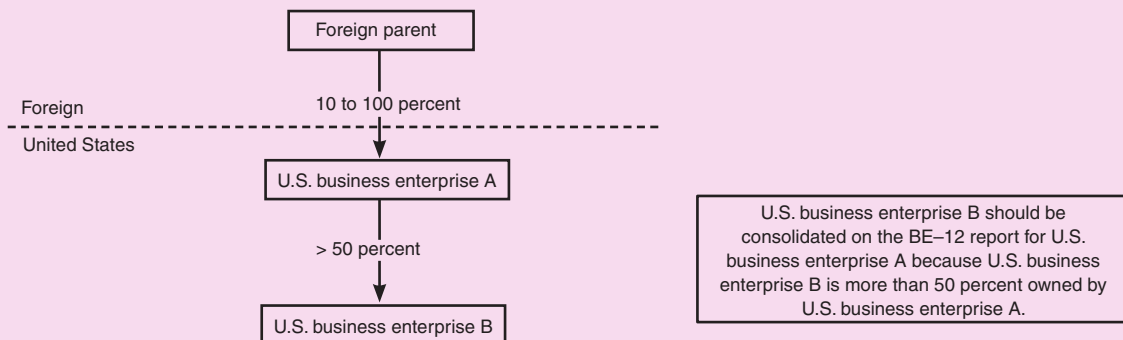
Example — If amount is \$1,334,891.00 report as: 1 335 000

1 Is more than 50 percent of the voting interest in this U.S. business enterprise owned by another U.S. affiliate of the foreign parent (see the diagram below)?

¹⁴⁰⁰ ¹ **Yes** If “Yes” — Do not complete this report unless exception 1c described in the consolidation rules on page 12 applies. If this exception does not apply, forward this BE-12 survey packet to the U.S. business enterprise owning your company more than 50 percent, and notify BEA of the action taken by filing BE-12 Claim for Not Filing with item (e) completed on page 3 of that form. The BE-12 Claim for Not Filing can be downloaded from BEA's Web site at: www.bea.gov/fdi

¹ ² **No** If “No” — Complete this report in accordance with the consolidation rules on page 12.

CONSOLIDATION OF U.S. AFFILIATES



2 Enter Employer Identification Number(s) used by the U.S. affiliate to file income and payroll taxes.

<p>Primary ¹⁰⁰⁶ ¹ <input style="width: 100%; height: 20px;" type="text" value="—"/></p>	<p>Other ² <input style="width: 100%; height: 20px;" type="text" value="—"/></p>
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Part I – Continued

3 Reporting Period — Reporting period instructions are found in instruction for item 3 on page 12. If there was a **change in fiscal year**, review instruction 3.b. on page 12.

Month	Day	Year
1		
___ / ___ /	2 0 1 2	

This U.S. affiliate's fiscal year ended in **calendar year 2012** on 1007

Example — If the fiscal reporting year ended on March 31, report for the 12-month period ended March 31, 2012.

NOTE — Affiliates with a fiscal year that ended within the first week of January 2013 are considered to have a 2012 fiscal year and should report December 31, 2012 as their 2012 fiscal year end.

4 Did the U.S. business enterprise become a U.S. affiliate during its fiscal year that ended in calendar year 2012?

Month	Day	Year
1		
___ / ___ /	_____	

1008 1 Yes If "Yes" — Enter the date the U.S. business enterprise became a U.S. affiliate and see instruction for item 4 on page 12 to determine how to report for the first time 1009

1 2 No

NOTE — For a U.S. business enterprise that became a U.S. affiliate during its fiscal year that ended in calendar year 2012, may leave the close FY 2011 data columns blank.

5 Did the ownership (both direct and indirect) by ALL foreign parents in the voting securities (or an equivalent interest) of this U.S. affiliate EXCEED 50 percent as of the end of the U.S. affiliate's fiscal year that ended in calendar year 2012? "Voting interest" is defined in instruction 16.a.(1) on page 13.

1101 1 Yes 1 2 No

6 What is (are) the major product(s) and/or service(s) of the fully consolidated U.S. affiliate? If a product, also state what is done to it, i.e., whether it is mined, manufactured, sold at wholesale, transported, packaged, etc. (For example, "manufactured widgets.")

0

1163

7 Industry of this affiliate – Enter the 4-digit International Surveys Industry (ISI) code of the industry in which the U.S. affiliate had the largest sales or gross operating revenues.

ISI Code

See the Summary of Industry Classifications on page 8; for a full explanation of each code see the *Guide to Industry Classifications for International Surveys, 2012* located at www.bea.gov/naics2012. 1164

1

8 Sales or gross operating revenues, excluding sales taxes – Report gross sales minus returns, allowances, and discounts. **Exclude** sales or consumption taxes levied directly on the consumer and excise taxes levied directly on manufacturers, wholesalers, and retailers. **Include** revenues generated during the year from the OPERATIONS of a discontinued business segment, but **exclude** gains or losses from DISPOSALS of discontinued operations. 2149

\$ Bil.	Mil.	Thous.	Dols.
1			
_____	_____	_____	000

NOTE - Holding Companies (ISI code 5512) should report total income in this item including income (loss) from equity investments in unconsolidated U.S. and foreign entities, other income, plus sales and gross operating revenues, if any. Zero normally is NOT a correct entry for this item.

BALANCE SHEET

NOTE – Foreign operations of the U.S. affiliate, including those in which it has a majority interest, are to be unconsolidated. Include all unconsolidated foreign operations using the equity method.

		Close FY 2012			
		\$ Bil.	Mil.	Thous.	Dols.
9 Total assets	2109	1			000
10 Total liabilities	2114	1			000

Check box if total liabilities are zero.

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Part I – Continued

INCOME AND EMPLOYMENT

\$ Bil. Mil. Thous. Dols.

11 Net income (loss) – After provision for U.S. Federal, state, and local income taxes 2159 000

Number of employees

12 Number of employees at close of FY 2012 – See instructions for item 12 starting on page 12 for information on reporting employment (including how to report when employment is subject to unusual variations) 2700

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13 Did any ONE of the following three items – total assets, sales or gross operating revenues (excluding sales taxes), or net income (loss) – exceed \$20 million at the end of, or for, the U.S. affiliate’s fiscal year that ended in calendar year 2012?

¹¹⁰⁰ ¹ **Yes** – Skip to item **16**, but review the diagrams on pages 5 and 6 to assist you in answering items **16** through **22**.

¹ ² **No** – Complete ONLY items **14** and **15**. DO NOT complete items **16** through **27**.

14 Enter the country in which the foreign parent is incorporated or organized, if a business enterprise, or is resident, if and individual or government. The foreign parent is the FIRST person or entity outside the U.S. in a chain of ownership that has a 10 percent or more voting interest in this U.S. affiliate. See diagram on page 6 for an illustration of foreign parent.

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15 Enter the country in which the ultimate beneficial owner (UBO) is incorporated or organized, if a business enterprise, or is resident, if and individual or government. The UBO is that person or entity, 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 or entity. See diagrams on page 5 for illustrations of UBO.

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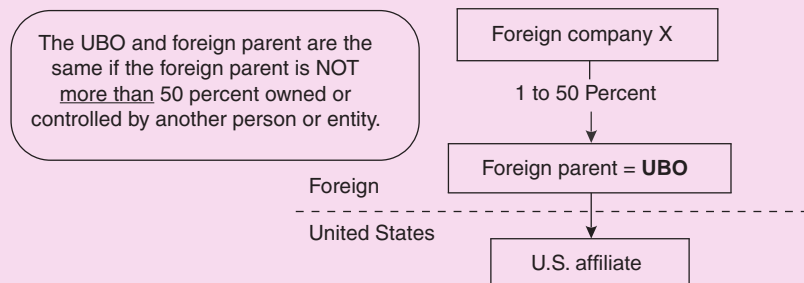
3022

BEA USE ONLY

1200	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
1201	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
1202	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
1203	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

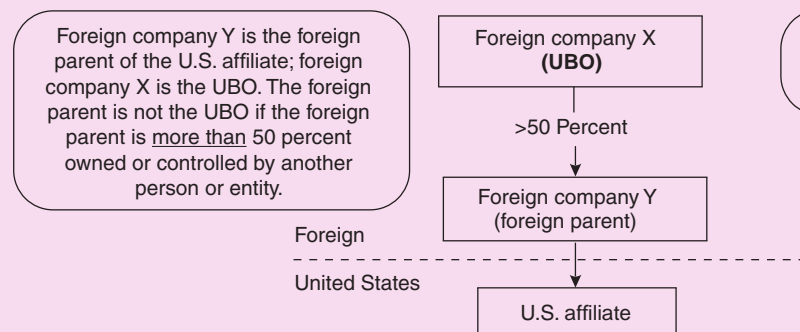
EXAMPLES OF THE ULTIMATE BENEFICIAL OWNER (UBO)

Example 1 – The UBO and foreign parent are the same

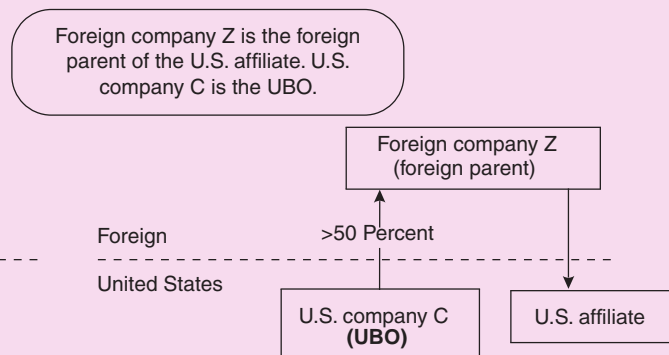


Examples 2A and 2B – The foreign parent is NOT the UBO

A. The UBO is a foreign person or entity



B. The UBO is a U.S. person or entity



FOREIGN PARENT AND UBO INDUSTRY CODES

Note: "ISI codes" are International Surveys Industry codes, as given in the *Guide to Industry Classifications for International Surveys, 2012*.

- | | |
|--|--|
| <ul style="list-style-type: none"> 01 Government and government-owned or -sponsored enterprise, or quasi-government organization or agency 02 Pension fund — Government run 03 Pension fund — Privately run 04 Estate, trust, or nonprofit organization 05 Individual Private business enterprise, investment organization, or group engaged in: 06 Insurance (ISI codes 5242, 5243, 5249) 07 Agriculture, forestry, fishing and hunting (ISI codes 1110–1140) 08 Mining (ISI codes 2111–2127) 09 Construction (ISI codes 2360–2380) 10 Transportation and warehousing (ISI codes 4810–4939) 11 Utilities (ISI codes 2211–2213) 12 Wholesale and retail trade (ISI codes 4231–4540) 13 Banking, including bank holding companies (ISI codes 5221 and 5229) 14 Holding companies, excluding bank holding companies (ISI codes 5512 and 5513) 15 Other finance (ISI codes 5223, 5224, 5231, 5238, that part of ISI code 5252 that is not estates and trusts, and ISI code 5331) 16 Real estate (ISI code 5310) | <ul style="list-style-type: none"> 17 Information (ISI codes 5111–5191) 18 Professional, scientific, and technical services (ISI codes 5411–5419) 19 Other services (ISI codes 1150, 2132, 2133, 5321, 5329, and 5611–8130) Manufacturing, including fabricating, assembling, and processing of goods: 20 Food (ISI codes 3111–3119) 21 Beverages and tobacco products (ISI codes 3121 and 3122) 22 Pharmaceuticals and medicine (ISI code 3254) 23 Other chemicals (ISI codes 3251–3259, except 3254) 24 Nonmetallic mineral products (ISI codes 3271–3279) 25 Primary and fabricated metal products (ISI codes 3311–3329) 26 Computer and electronic products (ISI codes 3341–3346) 27 Machinery (ISI codes 3331–3339) 28 Electrical equipment, appliances and components (ISI codes 3351–3359) 29 Motor vehicles and parts (ISI codes 3361–3363) 30 Other transportation equipment (ISI codes 3364–3369) 31 Other manufacturing (ISI codes 3130–3231, 3261, 3262, 3370–3399) 32 Petroleum manufacturing, including integrated petroleum and petroleum refining without extraction (ISI codes 3242–3244) |
|--|--|

Part II

OWNERSHIP — Enter percent of ownership, in this U.S. affiliate, to a tenth of one percent, based on voting interest (or an equivalent interest if an unincorporated affiliate). “Voting interest” is defined in instruction 16.a(1) on page 13.

Foreign parent — A foreign parent is the FIRST person or entity outside the U.S. in a chain of ownership that has a 10 percent or more **voting** interest (direct or indirect) in this U.S. affiliate. The country of foreign parent is the country of incorporation or organization if the parent is a business enterprise, or of residence if the parent is an individual. For individuals, see instruction 16.b on page 13.

Name of each direct owner

Country of foreign parent	Voting interest		BEA USE ONLY
	Close FY 2012 (1)	Close FY 2011 (2)	

Ownership held directly by foreign parent(s) of this affiliate—see example 1 below.

Enter name and country of each foreign parent with direct ownership—if more than 2, continue on separate sheet.

16		1017	1 _____ . ____ %	2 _____ . ____ %	3 _____
17		1018	1 _____ . ____ %	2 _____ . ____ %	3 _____

Ownership held directly by all U.S. affiliates of the foreign parent(s) — see example 2 below.

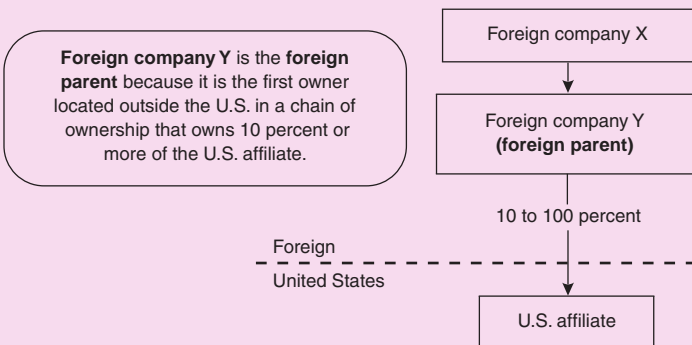
Enter name of each U.S. affiliate that owns this affiliate and the country of the foreign parent — if more than 2, continue on separate sheet.

18		1063	1 _____ . ____ %	2 _____ . ____ %	3 _____
19		1064	1 _____ . ____ %	2 _____ . ____ %	3 _____
20	Direct ownership held by all other persons or entities (do not list names)	1061	1 _____ . ____ %	2 _____ . ____ %	3 _____

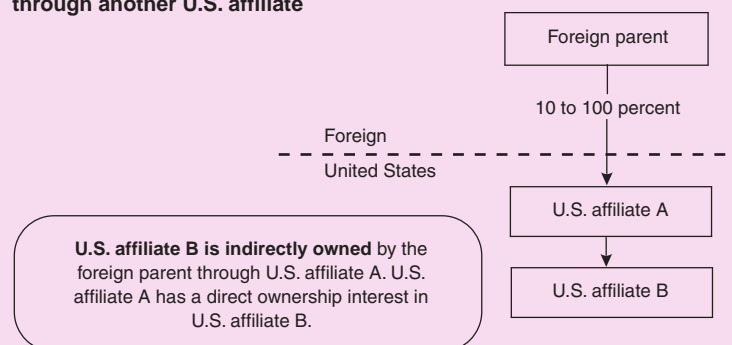
TOTAL — Sum of items **16** through **20** **100.0%** **100.0%**

EXAMPLES OF DIRECT AND INDIRECT FOREIGN OWNERSHIP

Example 1 – Ownership held directly by a foreign parent



Example 2 – Ownership held directly by a foreign parent through another U.S. affiliate



Part II – Continued

21 Enter the name and industry code of the foreign parent. If there is more than one foreign parent, list each and its industry code on a separate sheet.

21a Enter name of foreign parent. If the foreign parent is an individual enter "individual."

3011 0

21b Enter the industry code of the foreign parent. from the list of codes on page 5 that best describes the PRIMARY activity of the SINGLE entity named as the foreign parent. DO NOT base the code on the worldwide sales of all consolidated subsidiaries of the foreign parent. If the foreign parent is an individual, enter code "05."

3018 1

22 For each foreign parent, furnish the name, country and industry code of the ultimate beneficial owner (UBO) – see examples on page 5. If there is more than one foreign parent, list each on a separate sheet and give the name of its UBO, and the UBO's country and industry codes.

The 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 or entity. **Note:** Stockholders of a closely or privately held corporation are normally considered to be an associated group and may be a UBO.

22a Is the foreign parent also the UBO? If the foreign parent is owned or controlled more than 50 percent by another person or entity, then the foreign parent is NOT the UBO.

3019 1

Yes (example 1 on page 5) – Skip to **22d**.

No (examples 2A and 2B on page 5) – Continue with **22b**.

22b Enter the name of the UBO of the foreign parent. If the UBO is an individual enter "individual." Identifying the UBO as "bearer shares" is not an acceptable response.

3021 0

22c Enter country in which the UBO is incorporated or organized, if a business enterprise, or is resident, if and individual or government. For individuals, see instruction 16.b. on page 13.

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3022 1

22d Enter the industry code of the UBO from the list of codes on page 5. NOTE – Select the industry code that best reflects the consolidated worldwide sales of the UBO, including all of its majority-owned subsidiaries. If the UBO is an individual, enter code "05."

3023 1

DO NOT use code "14" unless you receive permission from BEA.

Report all amounts in thousands of U.S. dollars

23 Dividends or earnings distributed – Enter amount of (a) dividends declared, excluding stock and liquidating dividends, on common and preferred stock (if incorporated) or (b) earnings distributed (if unincorporated). Report amounts before deduction of withholding taxes.....2215

\$ Bil. Mil. Thous. Dols.

1 000

24 Employee compensation – Employee compensation is defined in instruction for item 24 on page 132253

1 000

25 Expenditures for land and other property, plant, and equipment – INCLUDE all purchases by, or transfers (at net book value) to, the U.S. affiliate of land, mineral and timber rights, and other property, plant and equipment. Also INCLUDE capitalized and expensed exploration and development expenditures. EXCLUDE expenditures made in prior years that are reclassified in the current year. Also EXCLUDE land and other property, plant, and equipment obtained through the acquisition of, or merger with, another company during the year. DO NOT net out sales and other dispositions of property, plant, and equipment from the expenditures reported in this item.2390

1 000

26 Gross book value (at historical cost) of all land and other property, plant, and equipment, at the close of FY 2012.....2397

1 000

27 Research and development (R&D) expenditures for R&D performed BY the U.S. affiliate – R&D is defined in instruction for item 27 on page 132403

1 000

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Summary of Industry Classifications—For a full explanation of each code see www.bea.gov/naics2012

Agriculture, Forestry, Fishing, and Hunting

1110 Crop production
 1120 Animal production and aquaculture
 1130 Forestry and logging
 1140 Fishing, hunting, and trapping
 1150 Support activities for agriculture and forestry

Mining

2111 Oil and gas extraction
 2121 Coal
 2123 Nonmetallic minerals
 2124 Iron ores
 2125 Gold and silver ores
 2126 Copper, nickel, lead, and zinc ores
 2127 Other metal ores
 2132 Support activities for oil and gas operations
 2133 Support activities for mining, except for oil and gas operations

Utilities

2211 Electric power generation, transmission, and distribution
 2212 Natural gas distribution
 2213 Water, sewage, and other systems

Construction

2360 Construction of buildings
 2370 Heavy and civil engineering construction
 2380 Specialty trade contractors

Manufacturing

3111 Animal foods
 3112 Grain and oilseed milling
 3113 Sugar and confectionery products
 3114 Fruit and vegetable preserving and specialty foods
 3115 Dairy products
 3116 Meat products
 3117 Seafood product preparation and packaging
 3118 Bakeries and tortillas
 3119 Other food products
 3121 Beverages
 3122 Tobacco
 3130 Textile mills
 3140 Textile product mills
 3150 Apparel
 3160 Leather and allied products
 3210 Wood products
 3221 Pulp, paper, and paperboard mills
 3222 Converted paper products
 3231 Printing and related support activities
 3242 Integrated petroleum refining and extraction
 3243 Petroleum refining without extraction
 3244 Asphalt and other petroleum and coal products
 3251 Basic chemicals
 3252 Resins, synthetic rubbers, and artificial and synthetic fibers and filaments
 3253 Pesticides, fertilizers, and other agricultural chemicals
 3254 Pharmaceuticals and medicines
 3255 Paints, coatings, and adhesives
 3256 Soap, cleaning compounds, and toilet preparations
 3259 Other chemical products and preparations
 3261 Plastics products
 3262 Rubber products
 3271 Clay products and refractories
 3272 Glass and glass products
 3273 Cement and concrete products
 3274 Lime and gypsum products
 3279 Other nonmetallic mineral products
 3311 Iron and steel mills and ferroalloys
 3312 Steel products from purchased steel
 3313 Alumina and aluminum production and processing
 3314 Nonferrous metal (except aluminum) production and processing
 3315 Foundries
 3321 Forging and stamping
 3322 Cutlery and handtools
 3323 Architectural and structural metals
 3324 Boilers, tanks, and shipping containers
 3325 Hardware
 3326 Spring and wire products
 3327 Machine shops; turned products; and screws, nuts, and bolts
 3328 Coating, engraving, heat treating, and allied activities
 3329 Other fabricated metal products
 3331 Agriculture, construction, and mining machinery
 3332 Industrial machinery
 3333 Commercial and service industry machinery

3334 Ventilation, heating, air-conditioning, and commercial refrigeration equipment
 3335 Metalworking machinery
 3336 Engines, turbines, and power transmission equipment
 3339 Other general purpose machinery
 3341 Computer and peripheral equipment
 3342 Communications equipment
 3343 Audio and video equipment
 3344 Semiconductors and other electronic components
 3345 Navigational, measuring, electromedical, and control instruments
 3346 Manufacturing and reproducing magnetic and optical media
 3351 Electric lighting equipment
 3352 Household appliances
 3353 Electrical equipment
 3359 Other electrical equipment and components
 3361 Motor vehicles
 3362 Motor vehicle bodies and trailers
 3363 Motor vehicle parts
 3364 Aerospace products and parts
 3365 Railroad rolling stock
 3366 Ship and boat building
 3369 Other transportation equipment
 3370 Furniture and related products
 3391 Medical equipment and supplies
 3399 Other miscellaneous manufacturing

Wholesale Trade, Durable Goods

4231 Motor vehicles and motor vehicle parts and supplies
 4232 Furniture and home furnishing
 4233 Lumber and other construction materials
 4234 Professional and commercial equipment and supplies
 4235 Metal and mineral (except petroleum)
 4236 Household appliances and electrical and electronic goods
 4237 Hardware, and plumbing and heating equipment and supplies
 4238 Machinery, equipment, and supplies
 4239 Miscellaneous durable goods

Wholesale Trade, Non-Durable Goods

4241 Paper and paper product
 4242 Drugs and druggists' sundries
 4243 Apparel, piece goods, and notions
 4244 Grocery and related product
 4245 Farm product raw material
 4246 Chemical and allied products
 4247 Petroleum and petroleum products
 4248 Beer, wine, and distilled alcoholic beverage
 4249 Miscellaneous nondurable goods

Wholesale Trade, Electronic Markets and Agents And Brokers

4251 Wholesale electronic markets and agents and brokers

Retail Trade

4410 Motor vehicle and parts dealers
 4420 Furniture and home furnishings
 4431 Electronics and appliance
 4440 Building material and garden equipment and supplies dealers
 4450 Food and beverage
 4461 Health and personal care
 4471 Gasoline stations
 4480 Clothing and clothing accessories
 4510 Sporting goods, hobby, book, and music
 4520 General merchandise
 4530 Miscellaneous store retailers
 4540 Non-store retailers

Transportation and Warehousing

4810 Air transportation
 4821 Rail transportation
 4833 Petroleum tanker operations
 4839 Other water transportation
 4840 Truck transportation
 4850 Transit and ground passenger transportation
 4863 Pipeline transportation of crude oil, refined petroleum products, and natural gas
 4868 Other pipeline transportation
 4870 Scenic and sightseeing transportation
 4880 Support activities for transportation
 4920 Couriers and messengers
 4932 Petroleum storage for hire
 4939 Other warehousing and storage

Information

5111 Newspaper, periodical, book, and directory publishers
 5112 Software publishers
 5121 Motion picture and video industries
 5122 Sound recording industries
 5151 Radio and television broadcasting

5152 Cable and other subscription programming
 5171 Wired telecommunications carriers
 5172 Wireless telecommunications carriers, except satellite
 5174 Satellite telecommunications
 5179 Other telecommunications
 5182 Data processing, hosting, and related services
 5191 Other information services

Finance and Insurance

5221 Depository credit intermediation (Banking)
 5223 Activities related to credit intermediation
 5224 Nondepository credit intermediation
 5229 Nondepository branches and agencies
 5231 Securities and commodity contracts intermediation and brokerage
 5238 Other financial investment activities and exchanges
 5242 Agencies, brokerages, and other insurance related activities
 5243 Insurance carriers, except life insurance carriers
 5249 Life insurance carriers
 5252 Funds, trusts, and other finance vehicles

Real Estate and Rental and Leasing

5310 Real estate
 5321 Automotive equipment rental and leasing
 5329 Other rental and leasing services
 5331 Lessors of nonfinancial intangible assets, except copyrighted works

Professional, Scientific, and Technical Services

5411 Legal services
 5412 Accounting, tax preparation, bookkeeping, and payroll services
 5413 Architectural, engineering, and related services
 5414 Specialized design services
 5415 Computer systems design and related services
 5416 Management, scientific, and technical consulting services
 5417 Scientific research and development services
 5418 Advertising, public relations, and related services
 5419 Other professional, scientific, and technical services

Management of Companies and Enterprises

5512 Holding companies, except bank holding companies
 5513 Corporate, subsidiary, and regional management offices

Administrative and Support, Waste Management, and Remediation Services

5611 Office administrative services
 5612 Facilities support services
 5613 Employment services
 5614 Business support services
 5615 Travel arrangement and reservation services
 5616 Investigation and security services
 5617 Services to buildings and dwellings
 5619 Other support services
 5620 Waste management and remediation services

Educational Services

6110 Educational services

Health Care and Social Assistance

6210 Ambulatory health care services
 6220 Hospitals
 6230 Nursing and residential care facilities
 6240 Social assistance services

Arts, Entertainment, and Recreation

7110 Performing arts, spectator sports, and related industries
 7121 Museums, historical sites, and similar institutions
 7130 Amusement, gambling, and recreation industries

Accommodation and Food Services

7210 Accommodation
 7220 Food services and drinking places

Other Services

8110 Repair and maintenance
 8120 Personal and laundry services
 8130 Religious, grantmaking, civic, professional, and similar organizations

Public Administration

9200 Public administration

2012 BENCHMARK SURVEY OF FOREIGN DIRECT INVESTMENT IN THE UNITED STATES BE-12C INSTRUCTIONS

NOTE: Instructions in section IV are cross referenced by number to the items located on pages 2 to 7.

Authority – This survey is being conducted pursuant to the International Investment and Trade in Services Survey Act (P.L. 94-472., 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended, hereinafter “the Act”), and the filing of reports is MANDATORY pursuant to Section 5(b)(2) of the Act (22 U.S.C. 3104).

A response is required from persons (in the broad sense, including companies) subject to the reporting requirements of the BE-12 survey. Also, persons contacted by BEA concerning their being subject to reporting, either by sending them a report form or by written inquiry, must respond pursuant to section 801.3 of 15 CFR, Chapter VIII. This may be accomplished by completing and submitting Form BE-12A, BE-12B, BE-12C, or the BE-12 Claim For Not Filing, whichever is applicable, **by May 31, 2013.**

Penalties – Whoever fails to report shall be subject to a civil penalty of not less than \$2,500, and not more than \$25,000, and to injunctive relief commanding such person to comply, or both. These civil penalties are subject to inflationary adjustments. Those adjustments are found in 15 CFR 6.4. 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 (22 U.S.C. 3105).

Notwithstanding any other provision of the law, no person is required to respond to, nor shall any person be subject to a penalty for failure to comply with, a collection of information subject to the requirements of the Paperwork Reduction Act, unless that collection of information displays a currently valid OMB Control Number. The control number for this survey is at the top of page 1.

Respondent Burden – Public reporting burden for this BE-12C form is estimated to vary from 25 minutes to 3 hours per response, with an average of .85 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Director, Bureau of Economic Analysis (BE-1), U.S. Department of Commerce, Washington, DC 20230; and to the Office of Management and Budget, Paperwork Reduction Project 0608-0042, Washington, DC 20503.

Confidentiality – The Act provides that your report to this Bureau is CONFIDENTIAL and may be used only for analytical or statistical purposes. Without your prior written permission, the information filed in your report CANNOT be presented in a manner that allows it to be individually identified. Your report CANNOT be used for purposes of taxation, investigation, or regulation. Copies retained in your files are immune from legal process.

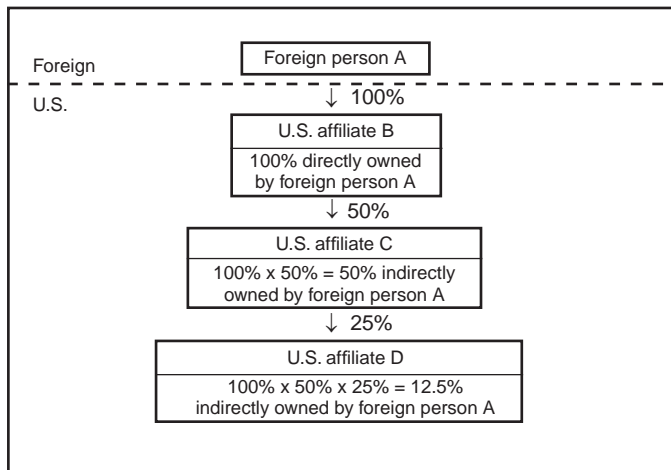
I. REPORTING REQUIREMENTS

A. Who must report – A BE-12 report is required for each U.S. affiliate, i.e., for each U.S. business enterprise in which a foreign person or entity owned or controlled, directly or indirectly, 10 percent or more of the voting securities if an incorporated U.S. business enterprise, or an equivalent interest if an unincorporated U.S. business enterprise, at the end of the business enterprise’s fiscal year that ended in calendar year 2012.

Foreign ownership interest – All direct and indirect lines of ownership held by a foreign person in a given U.S. business enterprise must be summed to determine if the enterprise is a U.S. affiliate of the foreign person for purposes of reporting.

Indirect ownership interest in a U.S. business enterprise is the product of the direct ownership percentage of the foreign parent in the first U.S. business enterprise in the ownership chain multiplied by that first enterprise’s direct ownership percentage in the second U.S. business enterprise multiplied by each succeeding direct ownership percentage of each other intervening U.S. business enterprise in the ownership chain between the foreign parent and the given U.S. business enterprise.

Example: In the diagram below, foreign person A owns 100% of the voting stock of U.S. affiliate B; U.S. affiliate B owns 50% of the voting stock of U.S. affiliate C; and U.S. affiliate C owns 25% of the voting stock of U.S. affiliate D. Therefore, U.S. affiliate B is 100% directly owned by foreign person A; U.S. affiliate C is 50% indirectly owned by foreign person A; and U.S. affiliate D is 12.5% indirectly owned by foreign person A.



A report is required even if the foreign person’s voting interest in the U.S. business enterprise was established or acquired during the reporting period.

Beneficial, not record, ownership is the basis of the reporting criteria. Voting securities, voting stock, and voting interest all have the same general meaning and are used interchangeably throughout these instructions and the report forms.

Airline and ship operators – U.S. stations, ticket offices, and terminal and port facilities of foreign airlines and ship operators that provide services ONLY to the foreign airlines’ and ship operators’ own operation are not required to report. Reports are required when such enterprises produce significant revenues from services provided to unaffiliated persons.

Agencies and representative offices – U.S. representative offices, agents and employees of a foreign person or entity that meet the criteria outlined below are not considered to be U.S. affiliates, and therefore, they should not be reported on Forms BE-12A, BE-12B, or BE-12C. However, a foreign person’s or entity’s disbursements to maintain U.S. sales and representative offices must be reported on Form BE-125, Quarterly Survey of Transactions in Selected Services and Intangible Assets with Foreign Persons. Copies of Form BE-125 are available on the BEA Web site at: www.bea.gov/surveys/iussurv.htm

A U.S. presence of a foreign person or entity (or their representative(s)) is considered a U.S. sales promotion or representative office if:

1. It is engaged only in sales promotion, representational activities, public relations activities, or the gathering of market information, on behalf of the foreign person or entity;
2. It does not produce revenue (other than funds from the foreign person or entity to cover its expenses); and
3. It has minimal assets held either in its own name or in the name of the foreign person or entity.

A U.S. presence of a foreign person or entity (or their representative(s)) that produces revenue for its own account from goods or services it provides to others is considered a U.S. affiliate and is subject to the BE-12 reporting requirements.

I. REPORTING REQUIREMENTS – Continued

1. Which form to file – Review the questions below and the flow chart on this page to determine if your U.S. business is required to file the BE-12 survey. Blank forms can be found at: www.bea.gov/fdi

- a.** Were at least 10 percent of the voting rights in your business enterprise directly or indirectly owned by a foreign person or entity at the end of your fiscal year that ended in calendar year 2012?
- Yes — Continue with question b.
- No — File Form BE-12 Claim for Not Filing by May 31, 2013.

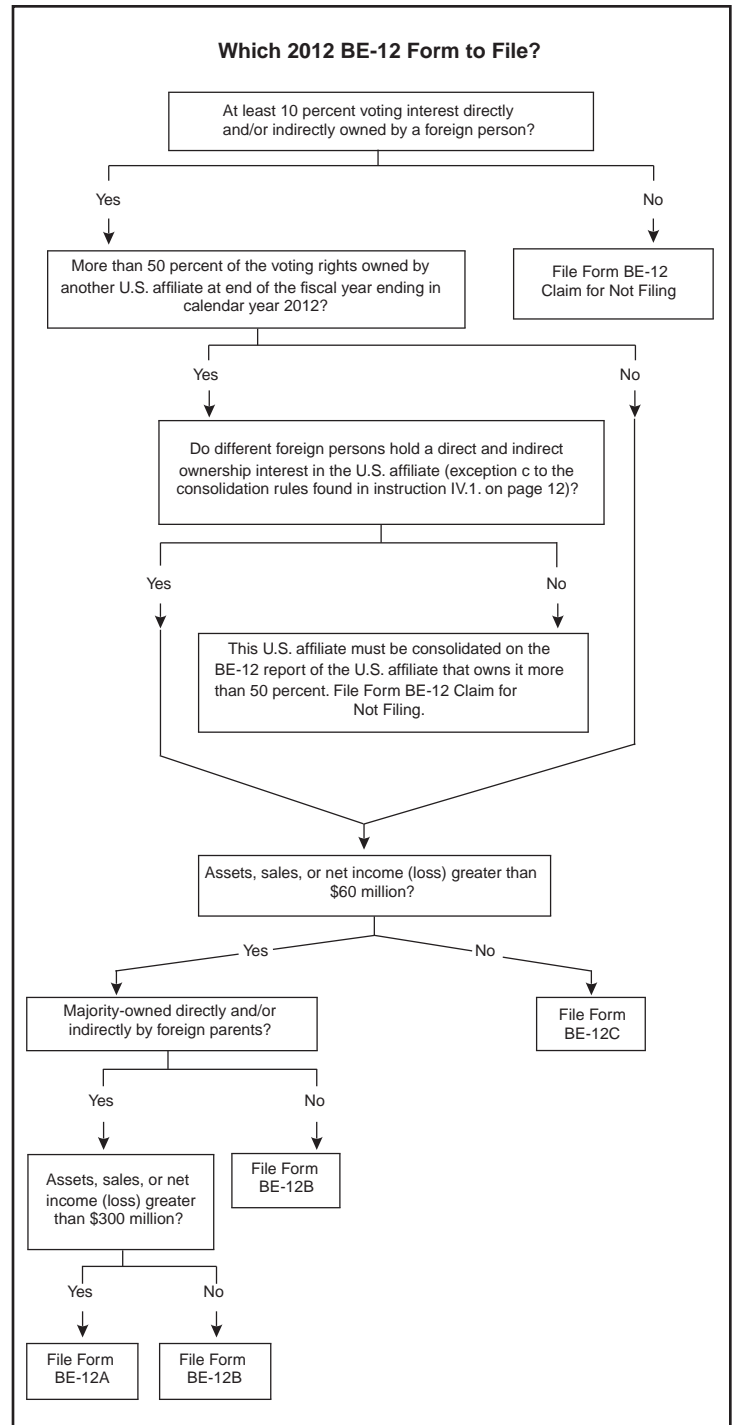
- b.** Were more than 50 percent of the voting rights in this U.S. business enterprise owned by another U.S. affiliate at the end of this U.S. business enterprise's fiscal year that ended in calendar year 2012?
- Yes — Continue with question c.
- No — Skip to question d. NOTE: Your business is hereafter referred to as a "U.S. affiliate."

- c.** Do different foreign persons hold a direct and an indirect ownership interest in this U.S. business enterprise (exception c to the consolidation rules)? (The consolidation rules are found in instruction IV.1. starting on page 12.)
- Yes — Continue with question d. NOTE: Your business is hereafter referred to as a "U.S. affiliate."
- No — This U.S. business enterprise must be consolidated on the BE-12 report of the U.S. affiliate that owns it more than 50 percent. File the BE-12 Claim for Not Filing with page 1 and item (e) on page 3 completed by May 31, 2013, forward this survey packet to the U.S. affiliate that owns this affiliate more than 50 percent, and have them consolidate your data into their report.

- d.** Did **any one** of the items – Total assets, Sales or gross operating revenues, or Net income (loss) – for the U.S. affiliate (not just the foreign parent's share) exceed \$60 million at the end of, or for, its fiscal year that ended in calendar year 2012?
- Yes — Continue with question e.
- No – File Form BE-12C by May 31, 2013.

- e.** Was the U.S. affiliate **majority-owned** by its foreign parent(s) at the end of its fiscal year that ended in calendar year 2012? (A U.S. affiliate is "majority-owned" if the combined direct and indirect ownership interests of **all** foreign parents of the U.S. affiliate exceed 50 percent.)
- Yes — Continue with question f.
- No — File Form BE-12B by May 31, 2013.

- f.** Did **any one** of the items – Total assets, Sales or gross operating revenues, or Net income (loss) – for the U.S. affiliate (not just the foreign parent's share) exceed \$300 million at the end of, or for, its fiscal year that ended in calendar year 2012?
- Yes — File Form BE-12A by May 31, 2013.
- No — File Form BE-12B by May 31, 2013.



I. REPORTING REQUIREMENTS – Continued

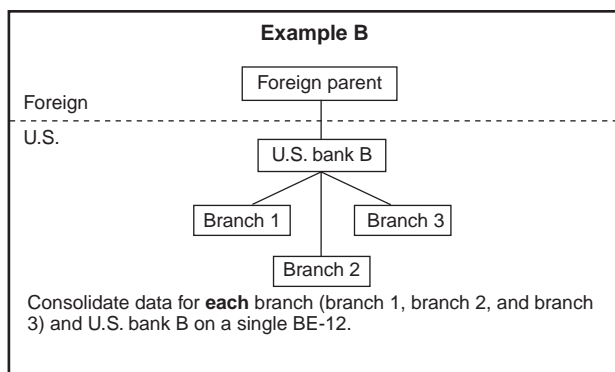
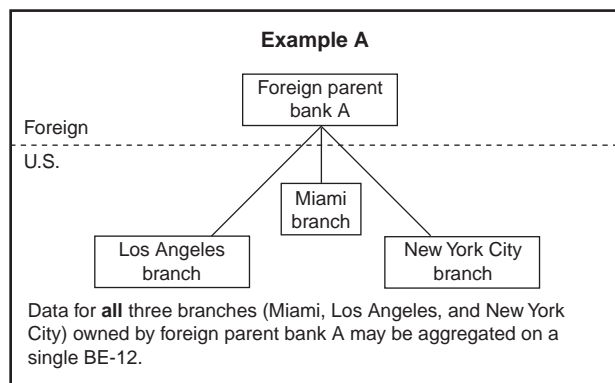
2. Who must file Form BE-12C – 2012 Benchmark Survey of Foreign Direct Investment in the United States?

Form BE-12C must be filed for a U.S. affiliate where none of the three items — total assets, sales or gross operating revenues, or net income—exceeded \$60 million (positive or negative).

B. Aggregation of real estate investments – Aggregate all real estate investments of a foreign person for the purpose of applying the reporting criteria. Use a single report form to report the aggregate holdings, unless BEA has granted permission to do otherwise. Those holdings not aggregated must be reported separately. Real estate is discussed more fully in instruction V.B. on page 14.

C. Aggregated reporting for banks – All U.S. branches and agencies (including International Banking Facilities) directly owned by a foreign bank may be aggregated on a single BE-12. See example A.

Note that subsequent filings of Form BE-15 annual reports and Form BE-605 quarterly reports with BEA, if required, must be on the same aggregated basis. If all U.S. branches and agencies directly owned by a foreign bank are not aggregated on a single report, then each branch or agency must file a separate BE-12.



II. 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, association, associated group, estate, trust, corporation, or other organization (whether or not organized under the laws of any state), and any government (including a foreign government, the U.S. Government, a state or local government, and any agency, corporation, financial institution, or other entity or instrumentality thereof, including a government sponsored agency).

D. 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. The following are deemed to be associated groups:

1. Members of the same family.
2. A business enterprise and one or more of its officers or directors.
3. Members of a syndicate or joint venture.
4. A corporation and its domestic subsidiaries.

E. Foreign person means any person resident outside the United States or subject to the jurisdiction of a country other than the United States.

F. Direct investment means the ownership or control, directly or indirectly, by one person of 10 percent or more of the voting securities of an incorporated business enterprise or an equivalent interest in an unincorporated business enterprise.

G. Foreign direct investment in the United States means the ownership or control, directly or indirectly, by one foreign person of 10 percent 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.

H. Business enterprise means any organization, association, branch, or venture which exists for profit making purposes or to otherwise secure economic advantage, and any ownership of any real estate.

I. Branch means the operations or activities conducted by a person in a different location in its own name rather than through an incorporated entity.

J. 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 percent or more of its voting securities for an incorporated business enterprise or an equivalent interest for an unincorporated business enterprise, including a branch.

K. U.S. affiliate means an affiliate located in the United States in which a foreign person has a direct investment.

1. **Majority-owned U.S. affiliate** means a U.S. affiliate in which the combined direct and indirect voting interest of all foreign parents of the U.S. affiliate exceeds 50 percent.
2. **Minority-owned U.S. affiliate** means a U.S. affiliate in which the combined direct and indirect voting interest of all foreign parents of the U.S. affiliate is 50 percent or less.

L. Foreign parent is a foreign person that directly or indirectly holds a voting interest of 10 percent or more in the U.S. affiliate. It is the first person outside the United States in a foreign chain of ownership, which has direct investment in a U.S. business enterprise, including a branch.

M. U.S. corporation means a business enterprise incorporated in the United States.

N. Intermediary means any agent, nominee, manager, custodian, trust, or any person acting in a similar capacity.

O. 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. Note: Stockholders of a closely or privately held corporation are normally considered to be an associated group and may be a UBO.

III. GENERAL INSTRUCTIONS

A. Required information not available – Make all reasonable efforts to obtain the information required for reporting. Answer every item except where specifically exempt. Indicate when only partial information is available.

III. GENERAL INSTRUCTIONS – Continued

B. Estimates – If actual figures are not available, provide estimates and label them as such. When items cannot be fully subdivided as required, provide totals and an estimated breakdown of the totals. Information necessary to complete some of the items on Form BE-12C may not be available from a company's customary accounting records. Precise answers for these items may present the respondent with a substantial burden beyond what is intended by BEA. Therefore, the answers may be reasonable estimates based upon the informed judgement of persons in the responding organization, sampling techniques, prorations based on related data, etc. However, the estimating procedures used should be consistently applied on all BEA surveys.

C. Space on form insufficient – When space on a form is insufficient to permit a full answer to any item, provide the required information on supplementary sheets, appropriately labeled and referenced to the item number on the form.

IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM

NOTE: Instructions in section IV. are cross referenced by number to the items located on pages 2 to 7.

1 Consolidation Rules

Consolidated reporting by the U.S. affiliate – A U.S. affiliate must file on a fully consolidated **domestic** U.S. basis, including in the full consolidation all U.S. business enterprises proceeding down each ownership chain whose voting securities are more than 50 percent owned by the U.S. business enterprise above. The fully consolidated entity is considered one U.S. affiliate.

A foreign person holding real estate investments that are reportable on the BE-12 must aggregate all such holdings. See Instruction V.B. on page 14 for details.

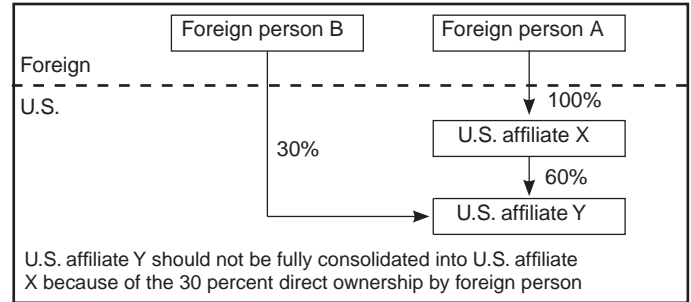
Do not prepare your BE-12 report using the proportionate consolidation method. Except as noted in IV.1.b. and c. below, consolidate all majority-owned U.S. business enterprises into your BE-12 report.

Unless the exceptions discussed below apply, any deviation from these consolidation rules must be approved in writing by BEA. If you file deconsolidated reports, you must file the same type of reports that would have been required if a consolidated report was filed.

Report majority-owned subsidiaries, if not consolidated, on the BE-12C using the equity method of accounting. DO NOT eliminate intercompany accounts (e.g., receivables or liabilities) for affiliates not consolidated.

Exceptions to consolidated reporting – Note: If a U.S. business enterprises is not consolidated into another U.S. affiliate's BE-12 report, then it **must** be listed on the Supplement B of the other U.S. affiliate's BE-12 report unless the report is a BE-12C which does not have a Supplement B, and each U.S. affiliate not consolidated **must** file its own Form BE-12.

- a. **DO NOT CONSOLIDATE FOREIGN SUBSIDIARIES, BRANCHES, OPERATIONS, OR INVESTMENTS NO MATTER WHAT THE PERCENTAGE OWNERSHIP.** Include foreign holdings owned 20 percent or more using the equity method. DO NOT report employment, land, and other property, plant, and equipment and DO NOT eliminate intercompany accounts for holdings reported using the equity method.
- b. **Special consolidation rules apply to U.S. affiliates that are limited partnerships or that have an ownership interest in a U.S. limited partnership.** These rules can be found on our web site at: www.bea.gov/itdpartner12
- c. A U.S. affiliate in which a direct ownership interest and an indirect ownership interest are held by **different** foreign persons should not be fully consolidated into another U.S. affiliate, but must complete and file its own BE-12 report. (See diagram.)



If this exception applies, reflect the indirect ownership interest, even if more than 50 percent, on the owning U.S. affiliate's BE-12 report on an equity basis. For example, using the situation shown in the diagram above, U.S. affiliate X must treat its 60 percent ownership interest in U.S. affiliate Y as an equity investment.

3 Reporting period – The report covers the U.S. affiliate's 2012 fiscal year. The affiliate's 2012 fiscal year is defined as the affiliate's financial reporting year that had an ending date in calendar year 2012.

Special Circumstances:

a. **U.S. affiliates without a financial reporting year** – If a U.S. affiliate does not have a financial reporting year, its fiscal year is deemed to be the same as calendar year 2012.

b. Change in fiscal year

(1) **New fiscal year ends in calendar year 2012** – A U.S. affiliate that changed the ending date of its financial reporting year should file a 2012 BE-12 report that covers the 12 month period prior to the new fiscal year end date. The following example illustrates the reporting requirements.

Example 1: U.S. affiliate A had a June 30, 2011 fiscal year end date but changed its 2012 fiscal year end date to March 31. Affiliate A should file a 2012 BE-12 report covering the 12 month period from April 1, 2011 to March 31, 2012.

(2) **No fiscal year ending in calendar year 2012** – If a change in fiscal year results in a U.S. affiliate not having a fiscal year that ended in calendar year 2012, the affiliate **should file a 2012 BE-12 report that covers 12 months.** The following example illustrates the reporting requirements.

Example 2: U.S. affiliate B had a December 31, 2011 fiscal year end date but changed its next fiscal year end date to March 31. Instead of having a short fiscal year ending in 2012, affiliate B decides to have a 15 month fiscal year running from January 1, 2012 to March 31, 2013. Affiliate B should file a 2012 BE-12 report covering a 12 month period ending in calendar year 2012, such as the period from April 1, 2011 to March 31, 2012.

4 Reporting for a U.S. business that became a U.S. affiliate during fiscal year 2012 –

- a. A U.S. business enterprise that was newly established in fiscal year 2012 should file a report for the period starting with the establishment date up to and ending on the last day of its fiscal year that ended in calendar year 2012. DO NOT estimate amounts for a full year of operations if the first fiscal year is less than 12 months.
- b. A U.S. business enterprise existing before fiscal year 2012 that became a U.S. affiliate in fiscal year 2012 should file a report covering a full 12 months of operations.

12 Number of employees at close of FY 2012 – Employment is the number of full-time and part-time employees on the payroll at the end of FY 2012, excluding contract workers and other workers not carried on the payroll of the U.S. affiliate. A count taken during, rather than at the end of, FY 2012 may be used provided it is a

IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM—Continued

reasonable estimate for the end of FY 2012 number. If employment at the end of FY 2012, or the count taken at some other time during FY 2012, was unusually high or low because of temporary factors (e.g., a strike), give the number of employees that reflects normal operations. If the business enterprise's activity involves large seasonal variations, give the average number of employees for FY 2012. If given, the average should be the average for FY 2012 of the number of persons on the payroll at the end of each payroll period, month, or quarter. If precise figures are not available, give your best estimate.

16 Ownership

a. Voting interest and equity interest

- (1) **Voting interest** – is the percent of ownership in the voting equity of the U.S. affiliate. Voting equity consists of ownership interests that have a say in the management of the company. Examples of voting equity include capital stock that has voting rights, and a general partner's interest in a partnership.
- (2) **Equity interest** – is the percent of ownership in the total equity (voting and nonvoting) of the U.S. affiliate. Nonvoting equity consists of ownership interests that do not have a say in the management of the company. An example of nonvoting equity is preferred stock that has no voting rights.

Voting interest and equity interest are not always equal. For example, an owner can have a 100 percent voting interest in a U.S. affiliate but own less than 100 percent of the affiliate's total equity. This situation is illustrated in the following example.

Example: U.S. affiliate A has two classes of stock, common and preferred. There are 50 shares of common stock outstanding. Each common share is entitled to one vote and has an ownership interest in 1 percent of the total owners' equity amount. There are 50 shares of preferred stock outstanding. Each preferred share has an ownership interest in 1 percent of the total owners' equity amount but has no voting rights. Foreign parent B owns all 50 shares of the common stock. U.S. investors own all 50 shares of the preferred stock. Because foreign parent B owns all of the voting stock, foreign parent B has a 100 percent voting interest in U.S. affiliate A. However, because all 50 of the nonvoting preferred shares are owned by U.S. investors, foreign parent B has only a 50 percent interest in the owners' equity amount of U.S. affiliate A.

b. Determining place of residence and country of jurisdiction of individuals – An individual is considered a resident of, and subject to the jurisdiction of, the country in which he or she is physically located. The following guidelines apply to individuals who do not reside in their country of citizenship.

- (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 paragraphs (3) and (4) below.
- (3) 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 or employee, then the owner or employee is considered a resident of the country of citizenship, provided there is the intent to return to the country of citizenship within a reasonable period of time.
- (4) Individuals and members of their immediate family 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.

24 Total employee compensation – Base compensation on payroll records. Employee compensation must cover compensation charged as an expense on the income statement, charged to inventories, or capitalized during the reporting period. Exclude employee compensation related to activities of a prior period, such as compensation capitalized or charged to inventories in prior periods. Employee compensation consists of:

Wages and salaries – are the gross earnings of all employees before deduction of employees' payroll withholding taxes, social insurance contributions, group insurance premiums, union dues, etc. Include time and piece rate payments, cost of living adjustments, overtime pay and shift differentials, bonuses, profit sharing amounts, and commissions. Exclude commissions paid to persons who are not employees.

Employee benefit plans – are employer expenditures for all employee benefit plans, including those required by government statute, those resulting from a collective-bargaining contract, or those that are voluntary. Employee benefit plans include Social Security and other retirement plans, life and disability insurance, guaranteed sick pay programs, workers' compensation insurance, medical insurance, family allowances, unemployment insurance, severance pay funds, etc. If plans are financed jointly by the employer and the employee, include only the contributions of the employer.

27 Research and development (R&D) performed BY the U.S. affiliate—R&D is planned, creative work aimed at discovering new knowledge or developing new or significantly improved goods and services. This includes a) activities aimed at acquiring new knowledge or understanding without specific immediate commercial application or use (basic research); b) activities aimed at solving a specific problem or meeting a specific commercial objective (applied research); and c) systematic use of research and practical experience to produce new or significantly improved goods, services, or processes (development).

R&D does **NOT** include expenditures for:

- Costs for routine product testing, quality control, and technical services unless they are an integral part of an R&D project
- Market research
- Efficiency surveys or management studies
- Literary, artistic, or historical projects, such as films, music, or books and other publications
- Prospecting or exploration for natural resources

Basic research is the pursuit of new scientific knowledge or understanding that does not have specific immediate commercial objectives, although it may be in fields of present or potential commercial interest.

Applied research applies the findings of basic research or other existing knowledge toward discovering new scientific knowledge that has specific commercial objectives with respect to new products, services, processes, or methods.

Development is the systematic use of the knowledge or understanding gained from research or practical experience directed toward the production or significant improvement of useful products, services, processes, or methods, including the design and development of prototypes, materials, devices, and systems.

R&D includes the activities described above whether assigned to separate R&D organizational units of the company or carried out by company laboratories and technical groups not a part of an R&D organization.

INCLUDE all costs incurred to support R&D performed by the affiliate. **INCLUDE** wages, salaries, and related costs; materials and supplies consumed; depreciation on R&D property and equipment, cost of computer software used in R&D activities; utilities, such as telephone, electricity, water, and gas; travel costs and professional dues; property taxes and other taxes (except income taxes) incurred on account of the R&D organization or the facilities they use; insurance expenses; maintenance and repair, including maintenance of buildings and grounds; company overhead including: personnel, accounting, procurement and inventory, and salaries of research executives not on the payroll

IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM—Continued

of the R&D organization. EXCLUDE capital expenditures, expenditures for tests and evaluations once a prototype becomes a production model, patent expenses, and income taxes and interest.

V. SPECIAL INSTRUCTIONS

A. Insurance companies – Reporting should be in accordance with U.S. Generally Accepted Accounting Principles not Statutory Accounting Practices (SAP). For example, the BE-12 report should include the following assets even though they are not acceptable under SAP: **1.** non-trusted or free account assets, and **2.** nonadmitted assets such as furniture and equipment, agents' debit balances, and all receivables deemed to be collectible. See additional instructions on page 28 of Form BE-12B.

B. Real Estate – The ownership of real estate is defined to be a business enterprise, and if the real estate is foreign owned, it is a U.S. affiliate of a foreign person. A BE-12 report is required unless the enterprise is otherwise exempt.

Residential real estate held exclusively for personal use and not for profit making purposes is not subject to the reporting requirements. A residence that is an owner's primary residence that is then leased by the owner while outside the United States, but which the owner intends to reoccupy, is considered real estate held for personal use and therefore not subject to the reporting requirements. Ownership of U.S. residential real estate by a corporation whose sole purpose is to hold the real estate for the personal use of the owner(s) of the corporation is considered to be real estate held for personal use and therefore not subject to the reporting requirements.

Aggregation of real estate investments – A foreign person holding real estate investments that are reportable on the BE-12 must aggregate all such holdings for the purpose of applying the reporting criteria. If the aggregate of such holdings exceeds one or more of the exemption levels, then the holdings must be reported even if individually they would be exempt. In such a case, file a single Form BE-12C to report the aggregated holdings. If permission has been received in writing from BEA to file on a non-aggregated basis, the reports should be filed as a group and you should inform BEA that they are all for one owner.

On page 1, name and address of U.S. business enterprise, BEA is not seeking a legal description of the property, nor necessarily the address of the property itself. Because there may be no operating business enterprise for a real estate investment, what BEA seeks is a consistently identifiable name for the investment (i.e., the 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 for each reporting period and for the various BEA surveys.

Thus, on page 1 of the BE-12 survey forms 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, FL XXXXX

If the investment property has a name, such as Sunrise Apartments, the name and address on page 1 of the BE-12 survey forms might be:

Sunrise Apartmetns
c/o ABC Real Estate
120 Major Street
Miami, FL XXXXX

There are items throughout the Form BE-12C that may not be applicable to certain types of real estate investments, such as the employer identification number and the number of employees. In such cases, mark the items "none".

C. Joint ventures and partnerships – If a foreign person has a direct or indirect voting ownership interest of 10 percent or more in a joint venture, partnership, etc., that is formed to own and hold, develop, or operate real estate, the joint venture, partnership, etc., in its entirety, not just the foreign person's share, is a U.S. affiliate and must be reported as follows:

1. If the foreign interest in the U.S. affiliate is directly held by the foreign person then a BE-12 report must be filed by the affiliate (subject to the aggregation rules discussed above).

2. If a voting interest of more than 50 percent in the U.S. affiliate is owned by another U.S. affiliate, the owned affiliate must be fully consolidated in the BE-12 report of the owning affiliate.
3. If a voting interest of 50 percent or less in the U.S. affiliate is owned by another U.S. affiliate, and no U.S. affiliate owns a voting interest of more than 50 percent, then a separate BE-12 report must be filed by the owned affiliate. The BE-12 report(s) of the owning affiliate(s) must show an equity investment in the owned affiliate.

D. Farms – For farms that are not operated by their foreign owners, the income statement and related items should be prepared based on the extent to which the income from the farm accrues to, and the expenses of the farm are borne by, the owner. Generally this means that income, expenses, and gain (loss) assignable to the owner should reflect the extent to which the risk of the operation falls on the owner. For example, even though the operator and other workers on the farm are hired by a management firm, if their wages and salaries are assigned to, and borne by, the farm operation being reported, then the operator and other workers should be reported as employees of that farm operation and the wages and salaries should be treated as an expense.

E. Estates, trusts, and intermediaries

A Foreign Estate is a person and therefore may have direct investment, and the estate, not the beneficiary, is considered to be the owner.

A Trust is a person but it is not a business enterprise. The trust is considered to be the same as an intermediary, and reporting should be as outlined below. For reporting purposes, the beneficiary(ies) of the trust, is (are) considered to be the owner(s) for purposes of determining the existence of direct investment, except in two cases: **(1)** if there is, or may be, a reversionary interest, and **(2)** if a corporation or other organization creates a trust, designating its shareholders or members as beneficiaries. In these two cases, the creator(s) of the trust is (are) deemed to be the owner(s) of the investments of the trust (or succeeding trusts where the presently existing trust had evolved out of a prior trust), for the purposes of determining the existence and reporting of direct investment.

This procedure is adopted in order to fulfill the statistical purposes of this survey and does not imply that control over an enterprise owned or controlled by a trust is, or can be, exercised by the beneficiary(ies) or creator(s).

For An Intermediary:

1. If a U.S. intermediary holds, exercises, administers, or manages a particular foreign direct investment in the United States for the beneficial owner, such intermediary is responsible for reporting the required information for, and in the name of, the U.S. affiliate. Alternatively, the U.S. intermediary can instruct the U.S. affiliate to submit the required information. Upon so doing, the intermediary is released from further liability to report, provided it has informed BEA of the date such instructions were given and provides BEA the name and address of the U.S. affiliate, and has supplied the U.S. affiliate with any information in the possession of, or which can be secured by, the intermediary that is necessary to permit the U.S. affiliate to complete the required reports.

When acting in the capacity of an intermediary, the accounts or transactions of the U.S. intermediary with a UBO are considered as accounts or transactions of the U.S. affiliate with the UBO. To the extent such transactions or accounts are unavailable to the U.S. affiliate, BEA may require the intermediary to report them.

2. If a UBO holds a U.S. affiliate through a foreign intermediary, the U.S. affiliate may report the intermediary as its foreign parent but, when requested, must also identify and furnish information concerning the UBO. Accounts or transactions of the U.S. affiliate with the foreign intermediary are considered as accounts or transactions of the U.S. affiliate with the UBO.

VI. FILING THE BE-12

A. Due date – File a fully completed and certified Form BE-12C no later than May 31, 2013. If the U.S. affiliate is exempt from filing Form BE-12C based on the criteria in instruction I starting on page 9, complete and file the BE-12 Claim for Not Filing by May 31, 2013.

VI. FILING THE BE-12 – Continued

- B. Mailing report forms to a foreign address** – BEA will accommodate foreign owners that wish to have forms sent directly to them. However, the extra time consumed in mailing to and from a foreign place may make meeting filing deadlines difficult. In such cases, consider using BEA's electronic filing option. Go to www.bea.gov/efile for details about this option. To obtain forms online go to: www.bea.gov/fdi
- C. Extensions** – For the efficient processing of the survey and timely dissemination of the results, it is important that your report be filed by the due date. Nevertheless, reasonable requests for extension of the filing deadline will be granted. Requests for extensions of more than 30 days **MUST be in writing** and should explain the basis for the request. You may request an extension via e-mail at be12/15@bea.gov. For extension requests of 30 days or less, you may call BEA at (202) 606-5615. All requests for extensions must be received **NO LATER THAN** the due date of the report.
- D. Assistance** – For assistance, telephone (202) 606-5615 or send e-mail to be12/15@bea.gov. Forms can be obtained from BEA's web site at: www.bea.gov/fdi

- E. Annual stockholders' report or other financial statements** – Furnish a copy of your FY 2012 annual stockholders' report or Form 10-K when filing the BE-12 report. If you do not publish an annual stockholders' report or file Form 10K, provide any financial statements that may be prepared, including the accompanying notes. Information contained in these statements is useful in reviewing your report and may reduce the need for further contact. Section 5(c) of the International Investment and Trade in Services Survey Act, Public Law 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended, provides that this information can be used for analytical and statistical purposes only and that it must be held strictly confidential.
- F. Number of copies** – File a single original copy of the form. If you are not filing electronically, this should be the copy with the address label on page 1, if such a copy has been pre-printed by BEA. (Make corrections directly to the address, if necessary.) You should also retain a file copy of each report for three years to facilitate resolution of any questions that BEA may have concerning your report. (Both copies are protected by law; see the statement on confidentiality on page 9.)