

**IRS Proposes Foreign Partnership Reporting Rules**

**Brian Wainwright**

The Taxpayer Relief Act of 1997 (P.L. 105-34, the "Act") revised the U.S. federal tax information reporting requirements relating to foreign partnerships. The Act clarified that a foreign partnership is generally not required to file a U.S. federal tax information return unless the foreign partnership has gross income either from U.S. sources or effectively connected with the conduct of a U.S. trade or business. Internal Revenue Code sections 6038, 6038B and 6046A, as revised by the Act, essentially shift the burden of U.S. tax reporting from foreign partnerships to their U.S. partners. On September 9, 1998, the Internal Revenue Service ("IRS") proposed regulations (Income Tax Regulations sections 1.6038-3, 1.6038B-2 and 1.6046A-1) implementing the revised reporting requirements imposed by the Act. In addition, in the October 9, 1998 Internal Revenue Bulletin, the IRS published drafts of revised Form 8865 and its instructions which will ultimately be used to comply with the revised reporting obligations.

**General Definitions**

For purposes of the revised reporting requirements, a person is deemed to be in control of a partnership (a "controlling partner") if the person owns, directly or indirectly, more than a 50-percent interest in the partnership.<sup>1</sup> A 50-percent interest in a partnership is an interest equal to 50 percent of the capital interest, 50 percent of the profits interest or an interest to which 50 percent of partnership losses or deductions are allocated.<sup>2</sup> A 10-percent interest in a partnership is an interest equal

to 10 percent of the capital interest, 10 percent of the profits interest, or an interest to which 10 percent of partnership losses or deductions are allocated.<sup>3</sup> For purposes of these determinations, the constructive ownership rules of Internal Revenue Code section 267(c) (other than section 267(c)(3)) apply taking into account the fact that by their terms these rules deal with the constructive ownership of corporate stock not partnership interests;<sup>4</sup> the applicable constructive ownership rules generally provide for family and proportional entity attribution. Since reporting requirements for a particular taxable year depend on partners' interests for that year,<sup>5</sup> special income and loss allocations (e.g., minimum gain

chargebacks, qualified income offsets and loss allocation limitation rules) can cause a particular partner's reporting obligations to change from year to year.

**Reporting with Respect to Certain Foreign Partnerships**

*Controlling U.S. Partners*

Every U.S. person who controls a foreign partnership is required under Internal Revenue Code section 6038 to file Form 8865 for that partnership.<sup>6</sup> The proposed regulations require a controlling partner to provide the following information:

- The name, address and employer identification number, if any, of the foreign partnership,
- The nature of the partnership's business and the principal place where conducted,

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<sup>1</sup> Prop.Income Tax Regs. § 1.6038-3(b)(1).  
<sup>2</sup> Prop.Income Tax Regs. § 1.6038-3(b)(2).  
<sup>3</sup> Prop.Income Tax Regs. § 1.6038-3(b)(3).  
<sup>4</sup> Prop.Income Tax Regs. § 1.6038-3(b)(4).  
<sup>5</sup> Prop.Income Tax Regs. § 1.6038-3(b)(5).  
<sup>6</sup> Prop.Income Tax Regs. § 1.6038-3(a)(1).

- The date of organization and country under the laws of which the partnership was organized,
- A balance sheet showing assets, liabilities and capital of the partnership as of the end of the partnership's annual accounting period,
- A summary of the outstanding ownership interests in the partnership,
- A summary showing the total amount of transactions between the partnership and the controlling partner and any other partnership or corporation controlled by that partner or by any U.S. person owning at the time of the transaction at least a 10-percent interest in the controlled partnership,
- The amount of the foreign taxes of the partnership paid or accrued,
- A statement of the partners' distributive share of income, gain, losses, deductions and credits and
- A statement of income, gains, losses, deductions and credits allocated to each U.S. person holding at least a 10-percent interest in the foreign partnership.<sup>7</sup>

The draft Form 8865 and instructions make it clear that the statement of partners' distributive share is a classification of amounts allocated to all partners;<sup>8</sup> amounts allocated to specific partners are required only for 10-percent or greater U.S. partners.<sup>9</sup>

If there is more than one U.S. controlling partner for the same foreign partnership for the same annual accounting period, only one of the U.S. controlling partners need file Form 8865 as long as the Form 8865 actually filed contains all the information that would have been included had multiple Forms 8865 been filed; however, a U.S. partner in control by virtue of being allocated losses and deductions can be the filing partner only if no U.S. partner has a greater than 50 percent interest in capital or profits.<sup>10</sup> The U.S. controlling partners not filing Form 8865 must nonetheless include a statement (a "Substitute Statement") with their federal income tax returns:

- indicating that the Form 8865 filing requirement has or will be satisfied,
- identifying the person required to file Form 8865 and

- identifying the IRS Service Center where the Form 8865 is required to be filed.<sup>11</sup>

#### *10-Percent U.S. Partners*

Each U.S. person holding a 10-percent or greater interest in a foreign partnership controlled by U.S. persons holding at least a 10-percent interest must also file Form 8865; however, no Form 8865 is required if there is a U.S. controlling partner of the foreign partnership.<sup>12</sup> The draft instructions to Form 8865 indicate that a 10-percent U.S. partner need provide only the following information:

- The name, address and employer identification number, if any, of the foreign partnership,
- The nature of the partnership's business and the principal place where conducted,
- The date of organization and country under the laws of which the partnership was organized and
- A summary showing the total amount of transactions between the partnership and the 10-percent U.S. partner and any other partnership or corporation controlled by that partner.

#### *General Provisions*

A separate Form 8865 is required for each controlled foreign partnership.<sup>13</sup> A U.S. controlling or 10-percent partner files Form 8865 with the partner's federal income tax return for the taxable year with or within which the annual accounting period of the foreign partnership covered by Form 8865 ends.<sup>14</sup> The draft instructions to Form 8865 require a copy of the form to

<sup>7</sup> *Prop. Income Tax Regs.* § 1.6038-3(f).

<sup>8</sup> *Form 8865 (Oct. 10, 1998 draft), Schedules C-1, C-2.*

<sup>9</sup> *Form 8865 (Oct. 10, 1998 draft), Schedules G-1, G-2.*

<sup>10</sup> *Prop. Income Tax Regs.* § 1.6038-3(c)(1).

<sup>11</sup> *Prop. Income Tax Regs.* §§ 1.6038-3(c)(1), 1.6038-3(c)(3).

<sup>12</sup> *Prop. Income Tax Regs.* § 1.6038-3(a)(2).

<sup>13</sup> *Prop. Income Tax Regs.* § 1.6038-3(a)(3).

<sup>14</sup> *Prop. Income Tax Regs.* §§ 1.6038-3(e), 1.6038-3(h).

filed with the Internal Revenue Service Center in Philadelphia. Form 8865 is to be completed in English with all amounts shown in U.S. dollars and an indication of any exchange rates used.<sup>15</sup> A U.S. person otherwise required to file Form 8865 need not file if:

- The U.S. person does not directly own any interest in the foreign partnership,
- The U.S. person is otherwise required to file solely by reason of the attribution rules,
- The U.S. person from whom ownership is attributed files all the required information and
- The excused U.S. person files a Substitute Statement.<sup>16</sup>

#### *Penalties*

Two sets of penalties apply to U.S. controlling and 10-percent partners failing properly to file Form 8865. First, a \$10,000 penalty applies for each annual accounting period for each foreign partnership for which a failure occurs.<sup>17</sup> If the failure to file Form 8865 continues for more than 90 days after notice from the IRS to the U.S. person of the failure to file, an additional \$10,000 penalty is imposed for each succeeding 30-day period (or portion thereof) during which the failure continues;<sup>18</sup> this additional penalty is limited to a maximum of \$50,000 for any one annual accounting period for any one foreign partnership.<sup>19</sup>

Secondly, any U.S. controlling or 10-percent partner failing to file Form 8865 will suffer a 10 percent reduction in the amount which can be treated as foreign taxes paid or deemed paid for the partner's taxable year the return for which was required to include Form 8865; this penalty does not, however affect foreign tax credit carryovers to that taxable year arising from other years.<sup>20</sup> If the failure to file Form 8865 continues for more than 90 days after notice from the IRS to the U.S. person of the failure to file, there is an additional foreign tax reduction of 5 percent for each succeeding 3-month period (or portion thereof) during which the failure continues.<sup>21</sup> This additional foreign tax reduction is limited to the greater of \$10,000 or the foreign partnership's income for the annual accounting period with respect to which the failure to file occurs.<sup>22</sup> In addition, the entire foreign tax reduction, including the initial 10 percent reduction, is decreased (but not below zero) by the amount of penalty under the first set of penalties imposed with respect to the same failure to file.<sup>23</sup>

#### *Effective Dates*

The Form 8865 filing requirements for controlling and 10-percent U.S. partners will apply to annual accounting periods of foreign partnerships beginning on or after the date final regulations are promulgated.<sup>24</sup> Thus, for calendar year foreign partnerships and U.S. partners the requirements can apply, at the earliest, to federal income tax returns for the year 2000.

#### **Transfers to Foreign Partnerships**

##### *In General*

A U.S. person making a transfer to a foreign partnership in a contribution described in Internal Revenue Code section 721 is required under Internal Revenue Code section 6038B to file Form 8865 with that person's federal income tax return for the taxable year which includes the date of transfer if:

- The U.S. person holds immediately after the transfer directly or indirectly at least a 10-percent interest in the foreign partnership or
- The value of the property transferred by the U.S. person or any related person to the foreign partnership or a related partnership within the 12-month period ending on the date of transfer exceeds \$100,000.<sup>25</sup>

If the U.S. transferor is also required to file Form 8865 for the period during which the transfer occurs as a controlling or 10-percent partner, then the transfer is to reported on Form 8865 filed for the foreign partnership's

<sup>15</sup> *Prop. Income Tax Regs.* § 1.6038-3(g).

<sup>16</sup> *Prop. Income Tax Regs.* §§ 1.6038-3(c)(1), 1.6038-3(c)(3).

<sup>17</sup> *Prop. Income Tax Regs.* § 1.6038-3(j)(1)(i).

<sup>18</sup> *Prop. Income Tax Regs.* § 1.6038-3(j)(1)(ii).

<sup>19</sup> *Prop. Income Tax Regs.* § 1.6038-3(j)(1)(iii).

<sup>20</sup> *Prop. Income Tax Regs.* § 1.6038-3(j)(2)(i).

<sup>21</sup> *Prop. Income Tax Regs.* § 1.6038-3(j)(2)(ii).

<sup>22</sup> *Prop. Income Tax Regs.* § 1.6038-3(j)(2)(iii).

<sup>23</sup> *Prop. Income Tax Regs.* § 1.6038-3(j)(2)(iv).

<sup>24</sup> *Prop. Income Tax Regs.* § 1.6038-3(k).

<sup>25</sup> *Prop. Income Tax Regs.* § 1.6038B-2(a)(1).

annual accounting period, rather than for the transferor's taxable year.<sup>26</sup> As with the controlling and 10-percent partner rules, a transferor otherwise required to file Form 8865 by virtue of a transfer of property to a foreign partnership need not file the form if:

- The U.S. person does not directly own any interest in the foreign partnership,
- The U.S. person is otherwise required to file solely by reason of the attribution rules,
- The U.S. person from whom ownership is attributed files all the required information and
- The excused U.S. person files a Substitute Statement.<sup>27</sup>

The information required to be provided on Form 8865 includes:

- The name, address and U.S. taxpayer identification number of the U.S. person filing the form,
- The name, U.S. taxpayer identification number (if any) and address of the transferee foreign partnership and the type of entity and country under the laws of which the partnership was created or organized,
- A general description of the transfer, including its date, and of any larger transaction of which the transfer forms a part,
- The names and addresses of the other partners in the foreign partnership, unless the transfer is solely of cash and the transferor holds less than a 10-percent interest in the foreign partnership immediately after the transfer,
- A description of the partnership interest received by the U.S. transferor, including a change in an existing interest,
- A separate description of each item of contributed property which is either intangible property or appreciated property subject to the built-in gain allocation rules of Internal Revenue Code section 704(c) (except to the extent those allocation rules permit aggregation of separate properties) and
- A description of other contributed property aggregated by the following categories: (i) inventory, (ii) other tangible property used in a trade or business, (iii) cash, (iv) stock, notes payable and receivable and other securities and (v) other property.<sup>28</sup>

If a U.S. person was required to report the contribution to a foreign partnership of appreciated property, the U.S. person, if still a partner, must report on another Form 8865 any disposition of that property by the foreign partnership.<sup>29</sup> The information to be reported on Form 8865 includes:

- The date and manner of disposition,
- The gain and depreciation recapture amount, if any, realized by the partnership and
- Any such amounts allocated to the U.S. partner.<sup>30</sup>

If a foreign partnership disposes of the contributed built-in gain property in a nonrecognition transaction, receiving substitute basis property in exchange, the U.S. partner contributing the original property, if still a partner, must report on Form 8865 the disposition of the substitute basis property.<sup>31</sup>

#### *Penalties*

If a U.S. person fails to file an accurate and timely Form 8865 with respect to any transfer of property required to be reported, the U.S. person is subject to a penalty equal to 10 percent of the value of the transferred property (up to a maximum of \$100,000 except for failures due to intentional disregard) and is required to recognize gain on the transfer (reduced by any subsequent gain recognized by the transferor with respect to the transferred property).<sup>32</sup>

#### *Effective Dates*

The reporting rules for contributions to foreign partnerships apply for transfers on or after January 1, 1998; however, for transfers occurring prior to the date the proposed regulations are finalized, Form 8865 will be considered timely if filed with the transferor's

<sup>26</sup> *Prop. Income Tax Regs.* § 1.6038B-2(a)(4).

<sup>27</sup> *Prop. Income Tax Regs.* § 1.6038B-2(b).

<sup>28</sup> *Prop. Income Tax Regs.* § 1.6038B-2(c).

<sup>29</sup> *Prop. Income Tax Regs.* § 1.6038B-2(a)(2)(i).

<sup>30</sup> *Prop. Income Tax Regs.* § 1.6038B-2(d).

<sup>31</sup> *Prop. Income Tax Regs.* § 1.6038B-2(a)(2)(ii).

<sup>32</sup> *Prop. Income Tax Regs.* § 1.6038B-2(h).

federal income tax return for the first taxable year beginning after that date.<sup>33</sup> For transfers after August 5, 1997 (the effective date of the relevant provisions of the Act) and before January 1, 1998, transferors can rely on either Notice 98-17<sup>34</sup> or the final regulations.<sup>35</sup>

### Reports of “Reportable Events”

#### *In General*

If a “reportable event” occurs with respect to the interest of a U.S. person in a foreign partnership, the U.S. person is required under Internal Revenue Code section 6046A to file Form 8865 with the person’s federal income tax return for the taxable year during which the reportable event occurs.<sup>36</sup> As with the filing requirements regarding contributions, if the U.S. person is also required to file as a controlling or 10-percent partner, then the Form 8865 is filed for the foreign partnership’s annual accounting period, rather than the partner’s taxable year.<sup>37</sup> In addition, if the reportable event occurs within 90 days of the end of the U.S. partner’s taxable year, Form 8865 may be filed with the partner’s federal income tax return for the succeeding taxable year.<sup>38</sup>

A “reportable event” means:

- An acquisition by a U.S. person of at least a 10-percent interest in a foreign partnership,
- A disposition by a U.S. person of at least a 10-percent interest in a foreign partnership or
- A change in a U.S. person’s proportionate interest in a foreign partnership equivalent to at least a 10-percent interest.<sup>39</sup> However, no reporting is required under Internal Revenue Code section 6046A regarding the acquisition of an interest if the acquisition occurs as a result of a contribution of property required to be reported under Internal Revenue Code section 6038B.<sup>40</sup>

The information required to be reported on Form 8865 includes,

- The name, address and U.S. taxpayer identification number of the U.S. person filing the return,
- The name, address and U.S. taxpayer identification number, if any, of the foreign partnership,
- The name of the country under the laws of which the partnership was organized and the date of formation,

- For each reportable event, the date of the event, the type of event (acquisition, disposition or change in partnership interest) and the U.S. person’s percentage interest before and after the event and
- For an acquisition, disposition or change affecting the U.S. person’s interest in partnership capital, profits, losses or deductions, the fair market value of the interest acquired, disposed of or changed.<sup>41</sup>

As with the controlling and 10-percent partner and contribution rules, a transferor otherwise required to file Form 8865 by virtue of an acquisition or disposition of or change in a foreign partnership interest need not file the form if:

- The U.S. person does not directly own any interest in the foreign partnership,
- The U.S. person is otherwise required to file solely by reason of the attribution rules,
- The U.S. person from whom ownership is attributed files all the required information and
- The excused U.S. person files a Substitute Statement.<sup>42</sup>

#### *Effective Dates*

The new reporting rules apply to reportable events occurring on or after January 1, 1998.<sup>43</sup> However, for reportable events occurring before the proposed regulations are finalized, Form 8865 may be filed with the U.S. person’s federal income tax return for the taxable year following the taxable year during which the reportable event occurs.<sup>44</sup>

<sup>33</sup> *Prop. Income Tax Regs.* § 1.6038B-2(j)(1).

<sup>34</sup> 1998-11 I.R.B. 6.

<sup>35</sup> *Prop. Income Tax Regs.* § 1.6038B-2(j)(2).

<sup>36</sup> *Prop. Income Tax Regs.* §§ 1.6046A-1(a), 1.6046A-1(d).

<sup>37</sup> *Prop. Income Tax Regs.* § 1.6046A-1(d)(2)(i).

<sup>38</sup> *Prop. Income Tax Regs.* § 1.6046A-1(d)(2)(ii).

<sup>39</sup> *Prop. Income Tax Regs.* § 1.6046A-1(b)(1)(i).

<sup>40</sup> *Prop. Income Tax Regs.* § 1.6046A-1(b)(1)(ii).

<sup>41</sup> *Prop. Income Tax Regs.* § 1.6046A-1(c).

<sup>42</sup> *Prop. Income Tax Regs.* § 1.6046A-1(e).

<sup>43</sup> *Prop. Income Tax Regs.* § 1.6046A-1(j)(1).

<sup>44</sup> *Prop. Income Tax Regs.* § 1.6046A-1(j)(2).

## IRS Proposes Modification of Revenue Procedure 65-17

William E. Bonano

In the Internal Revenue Bulletin for January 11, 1999, the United States Internal Revenue Service (the “Service” or “IRS”) published Announcement 99-1 containing its proposed modification of Revenue Procedure 65-17.<sup>1</sup>

For a number of years the Service and taxpayer groups have discussed the need to update Revenue Procedure 65-17. That revenue procedure, as amended and modified over the years, generally allows taxpayers to repatriate cash in the amount of a section 482 allocation without additional tax consequences. It accomplishes this result by allowing a controlled taxpayer subject to a section 482 allocation to establish a receivable in the amount of the allocation. The allocated amounts may then be paid to the controlled taxpayer and will be treated as nontaxable payments in satisfaction of the receivable.

Significantly, Revenue Procedure 65-17 also allows taxpayers to avoid withholding liability under Internal Revenue Code section 1442 as a consequence of a section 482 allocation. Typically, the IRS asserts such withholding liability when it makes an allocation from a foreign parent to its domestic subsidiary.

Announcement 99-1 provides that the account receivable treatment discussed above will apply only if the taxpayer subject to the section 482 allocation is not also subject to a penalty under Internal Revenue Code sections 6662(e)(1)(B) or 6662(h).<sup>2</sup> The Announcement also provides that relief will not be granted if any part of the allocation is due to fraud.<sup>3</sup>

The requirement that taxpayers must not be subject to section 6662 to qualify for relief is a significant change from prior practice. Under Revenue Procedure 65-17, as initially promulgated, relief is permitted as long as the pricing transaction does not have “the avoidance of federal income tax” as one of its “principal purposes.” The “background” discussion in Announcement 99-1 states that the “factual nature” of the “tax avoidance” inquiry under Revenue Procedure 65-17 caused significant “difficulty” for both taxpayers and the Service. The background discussion further states that a change to the

section 6662 requirement “focuses the inquiry on the objective adequacy of the taxpayer’s documentation.”

It is unlikely that taxpayers will blithely accept the Service’s characterization of this new approach as an “objective analysis.” For example, the question of whether a taxpayer’s documentation is adequate under the penalty regulations is far from an “objective inquiry.” There are significant questions concerning both quantitative and qualitative requirements under those regulations. Indeed, it is doubtful that any taxpayer could ever be in literal compliance with every requirement of the penalty regulations. Thus, the IRS could no doubt find fault with almost any taxpayer’s documentation, belying the “objective adequacy” characterization.

Another significant change from past practice is that the proposed revenue procedure eliminates dividend offset treatment. The “background” portion of the Announcement states that the dividend offset treatment is “inconsistent with the current policy under sections 482 and 6662(e) that taxpayers should strive up front to price their related party transactions in compliance with the arm’s-length standard.” That statement presupposes that taxpayers who have made dividend distributions are less likely to have made an “up front” effort to comply with the arm’s-length standard. Clearly, significant doubt exists as to the validity of that premise.

Finally, Announcement 99-1 clarifies that a foreign tax credit will be allowed for any foreign tax that is withheld with respect to a payment made in satisfaction of a repatriation receivable. The announcement provides, however, that taxpayers must exhaust all practical remedies, including invocation of competent authority procedures, if available, in order to qualify for the credit, citing Income Tax Regulations section 1.901-2(e)(5).

Announcement 99-1 provides that the proposed changes to Revenue Procedure 65-17 will become effective for taxable years beginning after the date of publication of the final revenue procedure.

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<sup>1</sup> 1965-1 C.B. 833.

<sup>2</sup> *Ann. 99-1*, § 3.

<sup>3</sup> *Id.*

## U.S. Withholding Tax Regulations Update

Brian Wainwright

On October 14, 1997, the U.S. Internal Revenue Service (the “IRS”) promulgated final regulations (the “Regulations”) concerning withholding of U.S. income tax on certain U.S. source income payments to foreign persons. *T.D. 8734, 62 F.R. 53387.*

As originally adopted the Regulations were to have applied to payments made after December 31, 1998. However, in Notice 98-16, 1998-15 I.R.B. 12 (Apr. 13, 1998), the IRS announced that it would amend the Regulations to provide that they would be effective for payments made after December 31, 1999. The formal amendment delaying the Regulations’ effective date until 2000 was published in the Federal Register for December 31, 1998. *T.D. 8804, 63 F.R. 72183.*

Notice 98-16 also provided information regarding the IRS’ plan to develop model “qualified intermediary agreements.” Revenue Procedure 98-27, 1998-15 I.R.B. 15 (Apr. 13, 1998), set forth the procedure for entering into a withholding agreement with the IRS to be treated as a “qualified intermediary” under the Regulations.

Finally, Notice 99-8, 1999-5 I.R.B. 26 (Feb. 1, 1999), announced changes the IRS would be making to the Regulations affecting a withholding agent’s or payor’s information systems and the type of beneficial owner or payee documentation that a withholding agent or payor must obtain before January 1, 2000. Notice 99-8 also contains a proposed model qualified intermediary withholding agreement. The IRS states that the model

agreement will be modified to reflect the “know-your-customer” rules in a particular country to create a model qualified intermediary agreement for that country. Other modifications may be made prior to issuance of a country-specific model agreement “if the IRS concludes that they are necessary to implement [qualified intermediary] withholding agreements in that country, will not result in a competitive advantage for qualified intermediaries in that country, and do not violate principles that are fundamental to sound tax administration.”

In Announcement 98-15, 1998-10 I.R.B. 36 (Mar. 9, 1998), the IRS released and requested comment on new, February 1998 draft forms implementing the Regulations—Form W-8 (Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding), Form W-8A (Foreign Person’s Claim of Income Effectively Connected with the Conduct of a Trade or Business in the United States), Form W-8B (Certification for United States Tax Withholding for Foreign Governments and Other Foreign Organizations) and W-8C (Certificate of Intermediary for United States Tax Withholding). In Announcement 98-15 the IRS stated that these new withholding certificates would ultimately replace existing IRS Forms W-8, 1001, 4224, 8709 and 1078. In Announcement 98-51, 1998-24, I.R.B. 7 (Jun. 15, 1998), the IRS not only released June 2, 1998 drafts of the new forms but included draft instructions. The IRS subsequently finalized the new forms in October 1998 as Form W-8BEN (Certificate of Foreign Status of Beneficial Owner for United States Withholding Tax), Form W-8ECI (Certificate of Foreign Person’s Claim for Exemption from Withholding on Income Effectively Connected With the Conduct of a Trade or Business in the United States), Form W-8EXP (Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding) and Form W-8IMY (Certificate of Foreign Intermediary, Foreign Partnership, or Certain U.S. Branches for United States Tax Withholding).

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## Materials Available On-Line

You can use the links below to download or view (with Acrobat Reader 3.0 or an Acrobat 3.0-enabled web browser) the listed materials. Alternatively, those materials can be obtained via ftp in the indicated directory at ftp.pms.tax.com (file names and sizes are indicated in the list below).

### Foreign Partnerships

[Notice of Proposed Rulemaking, 26 C.F.R. 1.6038-3, 63 F.R. 48144 \(September 9, 1998\)](#)  
[part/preg6038-9809.pdf, 37K]

[Notice of Proposed Rulemaking, 26 C.F.R. 1.6038B-2, 63 F.R. 48148 \(September 9, 1998\)](#)  
[part/preg6038B-9809.pdf, 50K]

[Notice of Proposed Rulemaking, 26 C.F.R. 1.6046A-1, 63 F.R. 48154 \(September 9, 1998\)](#)  
[part/preg6046A-9809.pdf, 32K]

[IRS Form 8865, Information Return of U.S. Persons with Respect to Certain Foreign Partnerships, 1998-43 I.R.B. 11 \(October 9, 1998 draft\)](#)  
[part/f8865-9810.pdf, 474K].

[Instructions to IRS Form 8865, 1998-43 I.R.B. 20 \(October 9, 1998 draft\)](#) [part/i8865-9810.pdf, 1,351K]

### Announcement 99-1

[Announcement 99-1, 1999-2, I.R.B. 41 \(January 11, 1999\)](#) [irb/an991.pdf, 38K]

### Withholding Regulations

[T.D. 8734, 62 F.R. 53387 \(October 14, 1997\)](#)  
[intl/wh1441/td8734.pdf, 710K]

[T.D. 8804, 63 F.R. 72183 \(December 31, 1998\)](#)  
[intl/wh1441/td8804.pdf, 63K]

[Notice 98-16, 1998-15 I.R.B. 12 \(April 13, 1998\)](#)  
[intl/wh1441/n9816.pdf, 23K]

[Revenue Procedure 98-27, 1998-15 I.R.B. 15 \(April 13, 1998\)](#) [intl/wh1441/rp9827.pdf, 48K]

[Notice 99-8, 1999-5 I.R.B. 26 \(February 1, 1999\)](#)  
[intl/wh1441/n998.pdf, 106K]

[Announcement 98-15, 1998-10 I.R.B. 36 \(March 9, 1998\)](#) [intl/wh1441/an9815.pdf, 14K]

[February 1998 draft Form W-8, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding](#)  
[intl/wh1441/fw8-9802.pdf, 94K]

[February 1998 draft Form W-8A, Foreign Person's Claim of Income Effectively Connected with the Conduct of a Trade or Business in the United States](#)  
[intl/wh1441/fw8a-9802.pdf, 66K]

[February 1998 draft Form W-8B, Certification for United States Tax Withholding for Foreign Governments and Other Foreign Organizations](#)  
[intl/wh1441/fw8b-9802.pdf, 139K]

[February 1998 draft Form W-8C, Certificate of Intermediary for United States Tax Withholding](#)  
[intl/wh1441/fw8c-9802.pdf, 143K]

[Announcement 98-51, 1998-24, I.R.B. 7 \(June 15, 1998\)](#)  
[intl/wh1441/an9851.pdf, 13K]

[June 2, 1998 draft Form W-8, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding](#) [intl/wh1441/fw8-9806.pdf, 94K]

[June 2, 1998 draft Instructions to Form W-8](#)  
[intl/wh1441/iw8-9806.pdf, 780K]

[June 2, 1998 draft Form W-8A, Foreign Person's Claim of Income Effectively Connected with the Conduct of a Trade or Business in the United States](#)  
[intl/wh1441/fw8a-9806.pdf, 74K]

[June 2, 1998 draft Instructions to Form W-8A](#)  
[intl/wh1441/iw8a-9806.pdf, 508K]

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[intl/wh1441/fw8b-9806.pdf, 115K]

June 2, 1998 draft Instructions to Form W-8B  
[intl/wh1441/iw8b-9806.pdf, 724K]

June 2, 1998 draft Form W-8C, *Certificate of Foreign  
Intermediary, Foreign Partnership, and Certain  
U.S. Branches for United States Tax Withholding*  
[intl/wh1441/fw8c-9806.pdf, 151K]

June 2, 1998 draft Instructions to Form W-8C  
[intl/wh1441/iw8c-9806.pdf, 869K]

Form W-8BEN, *Certificate of Foreign Status of Beneficial  
Owner for United States Withholding Tax (Rev. October  
1998)* [forms/onscreen/fw8ben.pdf, 48K]

Instructions for Form W-8BEN [forms/iw8ben.pdf,  
57K]

Form W-8ECI, *Certificate of Foreign Person's Claim for  
Exemption from Withholding on Income Effectively  
Connected With the Conduct of a Trade or Business in  
the United States (Rev. October 1998)*  
[forms/onscreen/fw8eci.pdf, 44K]

Instructions for Form W-8ECI [forms/iw8eci.pdf, 32K]

Form W-8EXP, *Certificate of Foreign Government or  
Other Foreign Organization for United States Tax  
Withholding (Rev. October 1998)*  
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Instructions for Form W-8EXP [forms/iw8exp.pdf,  
66K]

Form W-8IMY, *Certificate of Foreign Intermediary,  
Foreign Partnership, or Certain U.S. Branches for  
United States Tax Withholding (Rev. October 1998)*  
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Instructions for Form W-8IMY [forms/iw8imy.pdf,  
51K]

Instructions for the Requester of Forms W-8BEN,  
W-8ECI, W-8EXP, and W-8IMY [forms/iw8.pdf, 48K]