

Form 5471 Attribution Rules: New Categories of Filers and Rev Proc 2019-40 Safe Harbors

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September 27, 2022

Anthony V. Diosdi
Partner
Diosdi Ching & Liu, LLP
adiosdi@sftaxcounsel.com

Alison N. Dougherty, CPA
Managing Member
Googolplex Tax Services, LLC
adougherty@googolplextax.com

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SF TAX COUNSEL

DIOSDI CHING & LIU, LLP

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Anthony V. Diosdi, Diosdi Ching & Liu, LLP

adiosdi@sftaxcounsel.com

INTRODUCTION

A foreign corporation is a controlled foreign corporation (“CFC”) if more than 50% of the total combined voting power of all classes of such corporation entitled to vote, or of the total value of the stock of such corporation, is owned within the meaning of Internal Revenue Code Section 958(a) or Internal Revenue Code Section 958(b). Prior to the enactment of the 2017 Tax Cuts and Jobs Act, for purposes of subpart F income, a “U.S. Shareholder” only included a U.S. person who owns or is considered as owning 10% or more of the total combined voting power of all classes of stock entitled to vote of the foreign corporation, with attribution rules applying. The Tax Cuts and Jobs Act expanded the definition of a “U.S. Shareholder” to include U.S. persons who own 10% or more of the total value of shares of all classes of stock of the foreign corporation.

DEFINING CFC'S US SHAREHOLDERS

To prevent avoidance of the stock ownership rules by dividing ownership among related persons, Internal Revenue Code Section 958 provides detailed ownership and attribution rules. Under Internal Revenue Code Section 958(a), stock owned directly or indirectly by or for a foreign corporation, foreign partnership, foreign trust, or foreign estate is considered as being owned proportionately by its shareholders, partners or beneficiaries. Internal Revenue Code Section 958(b) provides for Section 318(a) of the Internal Revenue Code to apply for the purposes of treating a U.S. person as a U.S. Shareholder for purposes of the ten percent test for classifying a foreign corporation as a CFC. Thus, under Section 318(a)(2), stock owned directly or indirectly by a foreign trust is treated as owned by its beneficiaries in proportion to the actuarial interests of such beneficiaries.

DEFINING CFC'S US SHAREHOLDERS

The Tax Cuts and Jobs Act repealed Internal Revenue Code Section 958(b)(4). As a result of the repeal of Section 958(b)(4), stock of a foreign corporation owned by a foreign person can be attributed to a U.S. person under Section 318(a)(3) of the Internal Revenue Code for purposes of determining whether such U.S. person is a U.S. shareholder of the foreign corporation and whether a foreign corporation should be characterized as a CFC. Internal Revenue Code Section 958(b) now provides for “downward attribution” from a foreign person to a U.S. person in circumstances in which pre-Tax Cuts Jobs Act rules did not previously do so.

DEFINING CFC'S US SHAREHOLDERS

The new constructive attribution rules may also cause a foreign corporation to be a “deferred foreign income corporation” or Specified Foreign Corporation (“SFC”) under Section 965 of the Internal Revenue Code based on other assets of its shareholders and related parties. An SFC is a foreign corporation that is either a CFC or has at least one U.S. shareholder that is a corporation. In other words, the term SFC includes not only CFCs, but also entities which have at least one U.S. shareholder, but are not CFCs because U.S. shareholders do not own more than 50% by vote or value. For example, an individual shareholder foreign or a U.S. citizen, may own 50 percent of a U.S. Subchapter C corporation stock and 10 percent of a foreign corporation’s stock. Section 318(a)(3)(C) will treat the C corporation as constructively owning any stock owned by a 50 percent or greater shareholder. Consequently, under Section 318, the domestic C corporation constructively owns 10 percent of the foreign corporation’s stock. Since the foreign corporation has a constructive 10 percent corporate U.S. shareholder, it will be characterized as a SFC. This will result in Section 965 of the Internal Revenue Code to apply to its individual U.S. shareholders. The result is the same if the U.S. C corporation stock is 50 percent owned by the U.S. person’s foreign grandparent. This will result in the individual shareholder’s 10 percent of the foreign corporation being constructively owned by the grandparent under Section 318(a)(1)(A) of the Internal Revenue Code and the foreign stock will also be constructively owned by the U.S. C corporation.

REV PROC 2019-40

Rev. Proc. 2019-40 states that the IRS will respect a non-CFC determination of a foreign corporation made by a U.S. person if: 1) the U.S. person does not have actual knowledge, statement received, or reliable publicly available information sufficient to determine that the foreign corporation is a CFC; and 2) if the U.S. person inquires of the foreign top-tier entity in which it holds an interest as to whether that entity is a CFC, whether that entity owns, directly or indirectly, an interest in any foreign corporation, and whether that entity owns, directly or indirectly, an interest in any domestic entity. Rev. Proc. 2019-40 clarifies that the U.S. person is not required to inquire of the foreign shareholder whether it owns interests in U.S. domestic corporations or partnerships.

REV PROC 2019-40

Rev. Proc. 2019-40 provides relief in the context of determining a U.S. shareholder's Subpart F or GILTI inclusion. The relief comes in the form of a safe harbor to U.S. shareholders of a CFC for which there exists no 958(a) U.S. shareholder which is related to the CFC within the meaning of Section 954(d)(3). In that case, a U.S. shareholder may use alternative information in determining its Subpart F or GILTI inclusions to the extent that the true information is not readily available—readily available means, as of the due date of the U.S. shareholder's return, information of the CFC that is 1) publicly available; 2) with respect to an interest acquired prior to October 2, 2019, available to the U.S. shareholder by using reasonable efforts and subject to a legal or contractual right to obtain by the U.S. shareholder; or 3) with respect to an interest acquired after October 1, 2019, information which the CFC is not prohibited from providing to the U.S. shareholder under the laws of the subject jurisdiction.

CATEGORY OF FILERS

Filing Requirements

Form 5471 and appropriate accompanying schedules must be completed and filed by certain persons.

Key Terms

U.S. person: A U.S. person is generally a citizen or resident of the United States, a domestic partnership, a domestic corporation, or a domestic trust or estate. A tax-exempt U.S. entity may have a Form 5471 filing obligation.

U.S. Shareholder: A U.S. shareholder is a U.S. person who owns (directly, indirectly, or constructively, within the meaning of Section 958(a) and Section 958(b)), 10% or more of either the total combined voting power of all classes of voting stock of a foreign corporation or the value of all the outstanding shares of a foreign corporation.

Controlled foreign corporation (CFC): A CFC is a foreign corporation with U.S. shareholders that own (directly, indirectly, or constructively, within the meaning of Section 958(a) and 958(b)) on any day of its taxable year, more than 50% of either 1) the total combined voting power of all classes of its voting stock, or 2) the total value of its stock.

Section 965 Specified Foreign Corporation (SFC): A CFC, or any foreign corporation with one or more 10% domestic corporation shareholders. Passive foreign investment companies or (“PFICs”) are not included in this definition.

CATEGORY OF FILERS

Category 1 Filer

A Category 1 filer is a U.S. shareholder of a SFC at any time during any taxable year of the SFC who owned that stock on the last day in that year on which it was an SFC. A foreign corporation is an SFC if it is either a CFC or a foreign corporation with at least one corporate U.S. shareholder.

Category 2 Filer

A Category 2 filer is a U.S. citizen or resident who is an officer or director of a foreign corporation in which there has been a change in substantial U.S. ownership - even if the change relates to stock owned by a U.S. person who is not an officer or director. A substantial change in U.S. ownership is when any U.S. person (not necessarily the U.S. citizen or resident who is the officer or director) acquires stock that causes him or her to own a 10% block, or acquires an additional 10% block, of stock in that corporation. More precisely, if any U.S. person acquires stock, which, when added to any stock previously owned, causes him or her to own stock meeting the 10% stock ownership requirement, the U.S. officers and directors of that foreign corporation must report. A disposition of shares in a foreign corporation by a U.S. person does not create filing obligations under Category 2 for U.S. officers and directors. Stock ownership is a vote or value test.

CATEGORY OF FILERS

Category 3 Filer

A U.S. person is a Category 3 filer with respect to a foreign corporation for a year if the U.S. person does any of the following during the U.S. person's year:

1. Acquires stock in the corporation, which, when added to any stock owned on the acquisition date, meets the Category 2 filer 10% stock ownership requirement.
2. Acquires additional stock that meets the 10% stock ownership requirement.
3. Becomes a U.S. person while meeting the 10% stock ownership requirement.
4. Disposes of sufficient stock in the corporation to reduce his or her interest to less than 10% stock ownership requirement.
5. Meets the 10% stock ownership requirement with respect to the corporation at a time when the corporation is reorganized.

Stock ownership is a vote or value test. Constructive ownership includes certain family members, such as brothers or sisters, spouse, ancestors, and lineal descendants.

CATEGORY OF FILERS

Category 4 Filer

A U.S. person is a Category 4 filer with respect to a foreign corporation for a taxable year if the U.S. person controls the foreign corporation. A U.S. person is considered to control a foreign corporation if at any time during the person's taxable year, such person owns: 1) stock possessing more than 50% of the total combined voting power of all classes of stock entitled to vote; or 2) more than 50% of the total value of shares of all stock of the foreign corporation.

For Category 4 purposes, U.S. persons include those individuals who make a Section 6013(g) or (h) election to be treated as resident aliens of the United States for income tax purposes.

The constructive ownership rules of Section 318 are applied, with few modifications, to determine if the U.S. person "controls" the foreign corporation.

CATEGORY OF FILERS

Category 5 Filer

A Person is a Category 5 filer if the person: 1) is a U.S. shareholder of a CFC at any time during the CFC's taxable year; and 2) owns stock of the foreign corporation on the last day in the year in which that corporation is a CFC. For category 5 purposes, constructive ownership is determined under Section 318 as modified by Section 958(b). Pursuant to Section 958(b), there is no attribution from a nonresident alien relative.

NEW CATEGORY OF FILERS

New Categories

Categories 1 and 5 have been expanded to 1a, 1b, 1c, 5a, 5b, and 5c in order to separate those filers who are under some relief and may not need to file the same schedules.

1a- Category 1 filer who is not defined in 1b or 1c. This means a greater than 50% owner of the SFC.

1b- Unrelated Section 958(a) U.S. shareholder. This means an unrelated person would not control (more than 50% vote or value) the SFC or be controlled by the same person which controls the SFC.

1c- Related constructive U.S. shareholder- This means an entity controlled by (more than 50% vote or value) the same person which controls the SFC and files only due to this downward attribution.

5a- Category 5 filer who is not defined in 5b or 5c - This means a greater than 50% owner of the CFC.

5b- Unrelated Section 958(a) U.S. shareholder- This means an unrelated person would not control (more than 50% vote or value) the CFC or be controlled by the same person which controls the CFC.

5c- Related constructive U.S. shareholder- This Means an entity controlled by (more than 50% vote or value) the same person which controls the CFC and files only due to this downward attribution.

These new categories will distinguish those 5471 filers who only need to file a Form 5471 due to downward attribution caused by the repeal of Section 958(b)(4) and will therefore not be required to attach certain schedules to their Form 5471s.

PENALTIES

The IRS may assess civil and/or criminal penalties for failure with the international information return filing requirements of Sections 6038 and 6046. The penalty for failure to file, or for delinquent, incomplete or materially incorrect filing is a reduction of foreign tax credits by ten percent, and a \$10,000 penalty per informational return, plus an additional \$10,000 for each month the failure continues, beginning 90 days after the IRS notifies the taxpayer of the failure, up to a maximum of \$60,000 per return.

A 40% percent may also be imposed under Section 6662(j) for undisclosed foreign financial asset understatement of tax liability. Reasonable cause may result in abatement of the penalties.

Under Section 6501(c)(8), the general three (3) year statute of limitations is extended where there is a failure to file the Form 5471 so that the IRS generally has three (3) years from when the Form 5471 is filed to assess additional tax and/or penalties. The Streamlined Filing Compliance Procedures and the Offshore Voluntary Disclosure Programs are available to remedy compliance deficiencies.

ANTHONY V. DIOSDI

Anthony advises clients on U.S. international tax matters, including tax planning with respect to their structures, operations, and transactions. In particular, Anthony advises clients on tax matters related to income tax deferral, maximization of tax treaty benefits, and subpart F planning. More recently, Anthony has focused on assisting clients navigate U.S. tax reform, including Global Intangible Low-Taxed income and Foreign-Derived Intangible Income and the new limitations on foreign tax credits. Anthony has a tax litigation background and also handles complex disputes involving cross-border income and FBAR violations.



SF TAX COUNSEL

DIOSDI CHING & LIU, LLP

505 Montgomery St., 11th Floor
San Francisco, CA 94111
(415) 318-3990

adiosdi@sftaxcounsel.com

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Alison N. Dougherty, J.D., LL.M., CPA

Managing Member
Googolplex Tax Services, LLC

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Form 5471 Attribution Rules: New Categories of Filers and Rev. Proc. 2019-40 Safe Harbors – Outline and Agenda

- I. Form 5471 Attribution rules: an overview
 - A. Safe harbor rules under Rev. Proc. 2019-40
 - B. Defining CFCs, U.S. shareholders, and U.S. persons
- II. I.R.C. Section 958
 - A. Direct and indirect stock ownership
 - B. Unrelated and related shareholders
- III. Category of filers
- IV. Attribution examples
- V. Applicable penalties
- VI. New Schedule R

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Form 5471 Category of Filers

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Form 5471 Tax Year Reporting:

- Except for Schedule O (Category 2 and 3 filers) report information for the tax year of the foreign corporation that ends with or within the U.S. filer's tax year.
- For Schedule O (Category 2 and 3 filers), report acquisitions, dispositions, organizations, or reorganizations that occurred during the U.S. filer's tax year.
- Category 1 – U.S. shareholder of a foreign corporation that is an I.R.C. § 965 specified foreign corporation (SFC) at any time during any tax year of the foreign corporation and who owned the stock on the last day of the year when it was an SFC.
- Category 4 – A U.S. person who had control of a foreign corporation during the annual accounting period of the foreign corporation.
- Category 5 – A U.S. shareholder who owns stock of a foreign corporation that is a CFC at any time during any tax year of the foreign corporation and who owned the stock on the last day of the year when it was a CFC.

Form 5471 Attribution Rules: Category of Filers—Category 1

Form 5471 Category 1 Filer: U.S. shareholder of a foreign corporation that is an I.R.C. § 965 specified foreign corporation (SFC) at any time during any tax year of the foreign corporation and who owned the stock on the last day of the year when it was an SFC

U.S. shareholder – U.S. person that owns directly, indirectly, or constructively within the meaning of I.R.C. § 958(a) or (b) 10% or more of vote or value (after 12/31/2017) of an SFC's stock

Specified foreign corporation (SFC) =

1. A controlled foreign corporation (CFC), or
2. Any foreign corporation with at least one 10% U.S. C corporation shareholder

Reminder of general rule: CFC = A foreign corporation with more than 50% owned by U.S. shareholders that each own at least 10% of the vote or value of the foreign corporation's stock

* Different ownership % threshold applies to determine CFC status for a foreign captive insurance company

Form 5471 Attribution Rules: Category of Filers—Category 1

Form 5471 Category 1 Filer: U.S. shareholder of an I.R.C. § 965 specified foreign corporation (SFC)

1. Category 1a – File as 1a if do not qualify for 1b or 1c
2. Category 1b – Unrelated I.R.C. § 958(a) U.S. shareholder
3. Category 1c – Related constructive U.S. shareholder

Form 5471 Attribution Rules: Category of Filers—Category 1

Form 5471 Category 1 Filer: U.S. shareholder of an I.R.C. § 965 specified foreign corporation (SFC)

Category 1b – Unrelated I.R.C. § 958(a) U.S. shareholder

- Foreign controlled foreign corporation
 - CFC or SFC only based on application of I.R.C. § 318(a)(3)(A), (B), or (C) for attribution to corporations, partnerships, trusts, and estates
- Owned by U.S. shareholder directly or indirectly through other foreign entity
- U.S. shareholder is not related to the foreign corporation
 - IRC § 954(d)(3) related party rule

Form 5471 Attribution Rules: Category of Filers—Category 1

Form 5471 Category 1 Filer: U.S. shareholder of an I.R.C. § 965 specified foreign corporation (SFC)

Category 1c – Related constructive U.S. shareholder

- Foreign controlled foreign corporation
- Not owned by U.S. shareholder directly or indirectly through other foreign entity
- U.S. shareholder is related to the foreign corporation per I.R.C. § 954(d)(3) principles

Form 5471 Attribution Rules: Category of Filers—Category 1

Form 5471 Category 1 Filer: U.S. shareholder of an I.R.C. § 965 specified foreign corporation (SFC)

Category 1b and 1c - Foreign controlled foreign corporation

- CFC or SFC only because IRC § 318(a)(3) constructive ownership rules are applied:
 - IRC § 318(a)(3)(A) – Attribution to partnerships and estates
 - Partnership or estate owns corporation stock that the partner or beneficiary owns directly or indirectly
 - IRC § 318(a)(3)(B) – Attribution to trusts
 - Trust owns corporation stock that beneficiary owns directly or indirectly unless remote contingent interest (i.e., actuarial value of trust interest \leq 5% of trust property)
 - IRC § 318(a)(3)(C) – Attribution to corporations
 - Corporation owns stock of another corporation that the shareholder owns directly or indirectly if shareholder owns \geq 50% of value of the first corporation
- Would not be a CFC or an SFC if these rules are not applied.

Form 5471 Attribution Rules: Category of Filers—Category 1

Form 5471 Category 1 Filer: U.S. shareholder of an I.R.C. § 965 specified foreign corporation (SFC)

Category 1b and 1c – Related party principles per IRC § 954(d)(3)

A person is related to a CFC if the person is:

1. Individual, corporation, partnership, trust, or estate that controls or is controlled by the foreign corporation
2. Corporation, partnership, trust, or estate that is controlled by the same persons which control the foreign corporation

* Control means > 50% direct or indirect ownership of vote or value of a corporation's stock or > 50% of value of the beneficial interests in a partnership, trust, or estate.

Form 5471 Attribution Rules: Category of Filers—Category 2

Form 5471 Category 2 Filer: A U.S. citizen or resident individual who is an officer or director of a foreign corporation in a year when **ANY** U.S. person has acquired (in one or more transactions):

- 10% or more of the vote or value of the foreign corporation's stock, or
- An additional 10% or more of the vote or value of the foreign corporation's stock.

Form 5471 Attribution Rules: Category of Filers—Category 3

Form 5471 Category 3 Filer – A U.S. person who acquires stock in a foreign corporation:

- 1. Increases to 10% or above 10%** – Acquires 10% or more of the stock in the foreign corporation based on vote or value
- 2. Increases by 10% or more** – Acquires an additional 10% or more of stock
- 3. Owns any % of a foreign captive insurance company**
(25% or more of the foreign corporation owned by U.S. shareholders)
- 4. Becomes a U.S. person** – while owning 10% or more of the foreign corporation
- 5. Decreases to less than 10%** – Disposes of stock in the foreign corporation

Form 5471 Attribution Rules: Category of Filers—Category 4

Form 5471 Category 4 Filer: A U.S. person who had control of a foreign corporation during the annual accounting period of the foreign corporation:

- Control = ownership of more than 50% of the vote or value of the foreign corporation's stock
- Control includes indirect ownership of a lower tier corporation

- For Category 4, a U.S. person includes nonresidents filing MFJ on Fed 1040:
 - A nonresident individual with IRC § 6013(g) election in effect
 - A nonresident individual with IRC § 6013(h) election in effect

Form 5471 Attribution Rules: Category of Filers—Category 5

Form 5471 Category 5 Filer: A U.S. shareholder who owns stock of a foreign corporation that is a CFC at any time during any tax year of the foreign corporation and who owned the stock on the last day of the year when it was a CFC.

1. U.S. shareholder owns directly, indirectly, or constructively per IRC §§ 958(a) and (b) 10% or more of the total combined vote or value (after 12/31/2017) of a CFC 's stock
 2. U.S. shareholder owns directly or indirectly through other foreign entity per IRC § 958(a) any stock of a CFC that is a foreign captive insurance company (25% owned by U.S. shareholders)
- Reminder: Controlled foreign corporation (CFC) =
 - Foreign corporation owned more than 50% by U.S. shareholders that each own at least 10% of the vote or value of the stock
 - Foreign corporation that is a foreign captive insurance company owned 25% or more by any U.S. shareholders (without IRC § 953(c)(3)(C) election in effect)

Form 5471 Attribution Rules: Category of Filers—Category 5

Form 5471 Category 5 Filer: U.S. shareholder of a controlled foreign corporation (CFC)

1. Category 5a – File as 5a if do not qualify for 5b or 5c
2. Category 5b – Unrelated I.R.C. § 958(a) U.S. shareholder
3. Category 5c – Related constructive U.S. shareholder

Form 5471 Attribution Rules: Category of Filers—Category 1

Form 5471 Category 5 Filer: U.S. shareholder of a CFC

Category 5b – Unrelated I.R.C. § 958(a) U.S. shareholder

- Foreign controlled foreign corporation
 - CFC or SFC only based on application of I.R.C. § 318(a)(3)(A), (B), or (C) for attribution to corporations, partnerships, trusts, and estates
- Owned by U.S. shareholder directly or indirectly through other foreign entity
- U.S. shareholder is not related to the foreign corporation
 - IRC § 954(d)(3) related party rule

Form 5471 Attribution Rules: Category of Filers—Category 5

Form 5471 Category 5 Filer: U.S. shareholder of a CFC

Category 5c – Related constructive U.S. shareholder

- Foreign controlled foreign corporation
- Not owned by U.S. shareholder directly or indirectly through other foreign entity
- U.S. shareholder is related to the foreign corporation per I.R.C. § 954(d)(3) principles

Form 5471 Attribution Rules: Category of Filers—Category 5

Form 5471 Category 5 Filer: U.S. shareholder of a CFC

Category 5b and 5c - Foreign controlled foreign corporation

- CFC only because IRC § 318(a)(3) constructive ownership rules are applied:
 - IRC § 318(a)(3)(A) – Attribution to partnerships and estates
 - Partnership or estate owns corporation stock that the partner or beneficiary owns directly or indirectly
 - IRC § 318(a)(3)(B) – Attribution to trusts
 - Trust owns corporation stock that beneficiary owns directly or indirectly unless remote contingent interest (i.e., actuarial value of trust interest \leq 5% of trust property)
 - IRC § 318(a)(3)(C) – Attribution to corporations
 - Corporation owns stock of another corporation that the shareholder owns directly or indirectly if shareholder owns \geq 50% of value of the first corporation
- Would not be a CFC if these rules are not applied.

Form 5471 Attribution Rules: Category of Filers—Category 5

Form 5471 Category 5 Filer: U.S. shareholder of a CFC

Category 5b and 5c – Related party principles per IRC § 954(d)(3)

A person is related to a CFC if the person is:

1. Individual, corporation, partnership, trust, or estate that controls or is controlled by the foreign corporation
2. Corporation, partnership, trust, or estate that is controlled by the same persons which control the foreign corporation

* Control means > 50% direct or indirect ownership of vote or value of a corporation's stock or > 50% of value of the beneficial interests in a partnership, trust, or estate

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Form 5471

Attribution Rules by Filer Category

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- What is attribution?
 - For purposes of determining whether a U.S. person would need to file a Form 5471, it is necessary to take into account the U.S. person's direct, indirect, and constructive ownership in a foreign corporation.
 - Attribution means that a person is considered to own an interest that the person does not own directly but which is considered to be owned due to a relationship with another person.
 - Different attribution rules apply for different Form 5471 filer categories.

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- Different attribution rules apply for different Form 5471 filer categories:
 - Form 5471 Category 2 and 3 filers - U.S. Treas. Reg. § 1.6046-1(i).
 - Form 5471 Category 4 filer – U.S. Treas. Reg. §§ 1.6038-2(c) and (l).
 - Form 5471 Category 1 and 5 filers – IRC § 958(a) and (b), and U.S. Treas. Reg. § 1.958-2.
 - Form 5471 Category 1b, 1c, 5b, and 5c filers – See Rev. Proc. 2019-40.

Form 5471 Attribution Rules: Category 2 and 3 Filers

- U.S. Treas. Reg. § 1.6046-1(i) – Constructive ownership for Form 5471 Category 2 and 3 filers
 - **Attribution from foreign entities** – Stock owned directly or indirectly by or for a foreign corporation or foreign partnership is considered as owned proportionately by its shareholders or partners.
 - **Attribution from family members** – An individual owns stock in a corporation that is owned directly or indirectly by or for brothers and sisters (by whole or half-blood), spouse, ancestors, and lineal descendants
 - No reattribution or double attribution to attribute stock owned constructively by a family member based on this rule from that person to another person
 - Reg. § 1.6046-1(i) does not provide specific rules for attribution from U.S. entities, to entities, or to or from nongrantor trusts and estates

Form 5471 Attribution Rules: Category 4 Filers

- U.S. Treas. Reg. § 1.6038-2(c) – IRC § 318(a) attribution rules apply to determine control of domestic and foreign corporations with exceptions:
 - Family attribution –
 - General rule - Individual owns stock owned directly or indirectly by or for spouse, children, grandchildren, and parents
 - No reattribution or double attribution to attribute stock owned constructively by a family member based on this rule from that person to another person
 - Category 4 filers – No attribution from siblings or grandparents like Category 2 and 3 filers
 - Attribution to corporations –
 - General rule – Corporation owns stock of another corporation that the shareholder owns directly or indirectly if shareholder owns $\geq 50\%$ of value of the first corporation
 - Exception – Corporation is not considered to own the stock of another corporation owned by the first corporation's 50% or greater shareholder when the effect is to consider a U.S. person as owning the stock of a foreign person
 - Attribution from corporations
 - General rule – 50% or greater shareholder of a corporation owns proportionately the stock that the first corporation owns in another corporation
 - Exception – 10% or greater shareholder of a corporation owns proportionately the stock that the first corporation owns in another corporation
 - Attribution to partnerships, estates, and trusts –
 - General rule – Partnerships, estates, and trusts own the stock of a corporation that the partner or beneficiary owns (unless beneficiary's trust interest is remote contingent, i.e., actuarial value of trust interest is $\leq 5\%$ of trust property).
 - Exception – Stock owned by or for a partnership or beneficiary is not considered as owned by the partnership, estate, or trust when the effect is to consider a U.S. person as owning stock of a foreign person
 - Attribution from partnerships, estates, and trusts –
 - General rule – Partner or beneficiary owns proportionately stock of a corporation owned by partnership, estate, or trust

Form 5471 Attribution Rules: Category 4 Filers

- U.S. Treas. Reg. § 1.6038-2(l) – Category 4 filing exception
 - U.S. person is not required to file Form 5471 as a Category 4 filer if:
 - U.S. person does not own a direct or indirect interest in the foreign corporation; and
 - U.S. person would only be required to file Form 5471 as a Category 4 filer by reason of attribution of constructive stock ownership from a nonresident individual.

 - What this means:
 - U.S. person must file Form 5471 as a Category 4 filer if they own a direct or indirect interest in the foreign corporation and they are considered to control the foreign corporation (i.e., own more than 50%) due to attribution from a nonresident individual.

Form 5471 Attribution Rules: Category 5 Filers

- Form 5471 Category 5 Filer – Ownership and attribution rules to determine CFC status under IRC § 958(a) and (b) and U.S. Treas. Reg. § 1.958-2.

- IRC § 958(a) – Direct and indirect stock ownership of a foreign corporation
 - Direct ownership of stock in the foreign corporation
 - Indirect ownership through other foreign entities
 - Shareholders, partners, or beneficiaries own stock proportionately that is owned directly or indirectly by or for a foreign corporation, foreign partnership, foreign trust, or foreign estate
 - A foreign trust is any trust that (1) is not subject to the primary jurisdiction of a U.S. court, **OR** (2) a U.S. person does not have authority to control decisions with respect to the trust

Form 5471 Attribution Rules: Category 5 Filers

- Form 5471 Category 5 Filer – Ownership and attribution rules to determine CFC status under IRC § 958(a) and (b).
- IRC § 958(b) – Constructive stock ownership of a foreign corporation
 - IRC § 318(a) rules apply with some modifications

Form 5471 Attribution Rules: Category 5 Filers

- Family attribution – IRC § 958(b)(1)
 - General rule— An individual owns the stock of a corporation owned directly or directly by the spouse, children, grandchildren, and parents
 - Modification – U.S. citizen or resident individual is not considered to own the stock of a nonresident individual family member
 - No attribution from siblings or grandparents for CFC status and Form 5471 Category 5 filer

Form 5471 Attribution Rules: Category 5 Filers

- Attribution from entities, trusts, and estates— IRC § 958(b)(2) and (3)
 - General rule IRC § 318(a)(2) – Shareholder (**>=50%**), partner, beneficiary owns proportionately stock of a corporation that a corporation, partnership, trust, or estate owns directly or indirectly
 - Modification – Corporation, partnership, trust or estate that owns directly or indirectly **more than 50%** of voting stock of a corporation is considered to own 100% of voting stock
 - Modification – **10% or greater** shareholder of a corporation owns proportionately the stock that the first corporation owns in another corporation

Form 5471 Attribution Rules: Category 5 Filers

- Attribution to entities, trusts, and estates— Same general rules of IRC § 318(a)(3) apply for Category 4 and 5 filers
 - Attribution to corporations –
 - Corporation owns stock of another corporation that the shareholder owns directly or indirectly if shareholder owns $\geq 50\%$ of value of the first corporation
 - Attribution to partnerships, estates, and trusts –
 - Partnerships, estates, and trusts own the stock of a corporation that the partner or beneficiary owns (unless trust beneficiary interest is remote contingent, i.e., trust interest value $\leq 5\%$ of trust property)

Form 5471 Attribution Rules: Category 4 and 5 Filers

- IRC § 318(a)(5) Reattribution limitations
- IRC § 318(a)(5)(B) Family attribution - Stock constructively owned by an individual by reason of family attribution is not reattributed to make another person the constructive owner of such stock
- IRC § 318(a)(5)(C) Entities, trusts, and estates – Stock constructively owned by a corporation, partnership, trust, or estate by reason of the attribution to these persons is not considered as owned by such persons for purposes of making another person the constructive owner of such stock (i.e., no reattribution from after attribution to)

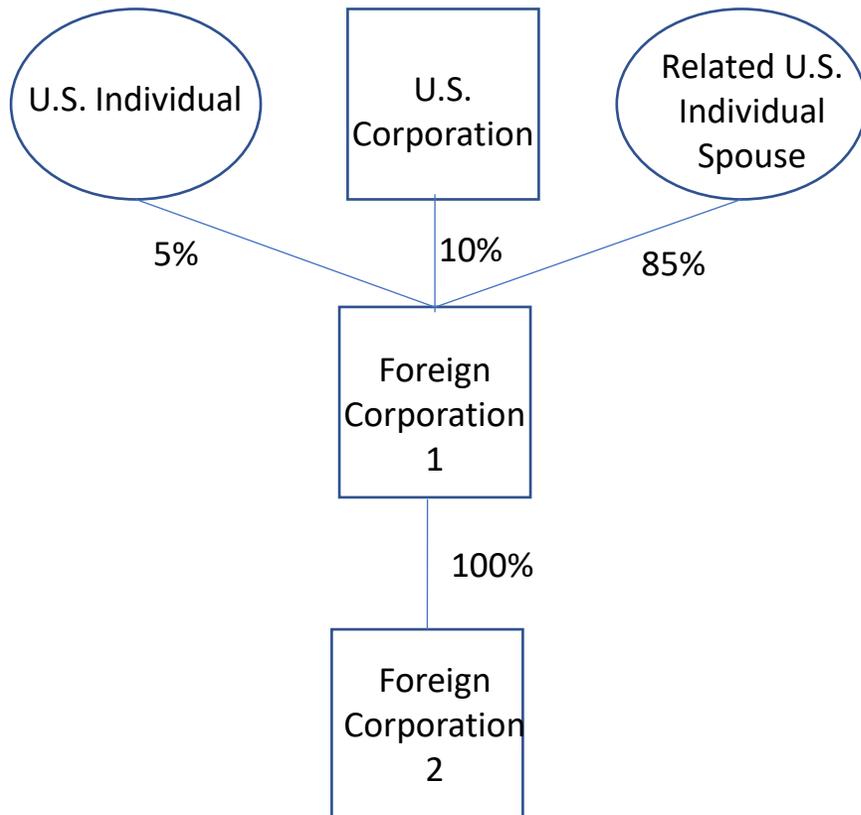
Form 5471 Attribution Rules: Category 5 Filers

- IRC § 958(b)(4) repeal and reinstatement of downward attribution
- Downward attribution means that a foreign corporation could be a CFC due to a U.S. person's constructive ownership of the foreign corporation based on ownership attribution from a foreign person
- Still no constructive ownership attribution from a nonresident individual for individual family member ownership
- Downward attribution now subject to some limitations and reporting exceptions in Rev. Proc. 2019-40

Form 5471 Attribution Rules: New Categories of Filers and Rev. Proc. 2019-40 Safe Harbors

Form 5471 Attribution Examples

Form 5471 Attribution Rules – Examples



FC1 and FC2 are CFCs and therefore also specified foreign corporations (SFCs).

USI, USC, USS are Category 1a filers.

USI, USC, and USS are Category 3 filers in the year of 10% acquisition.

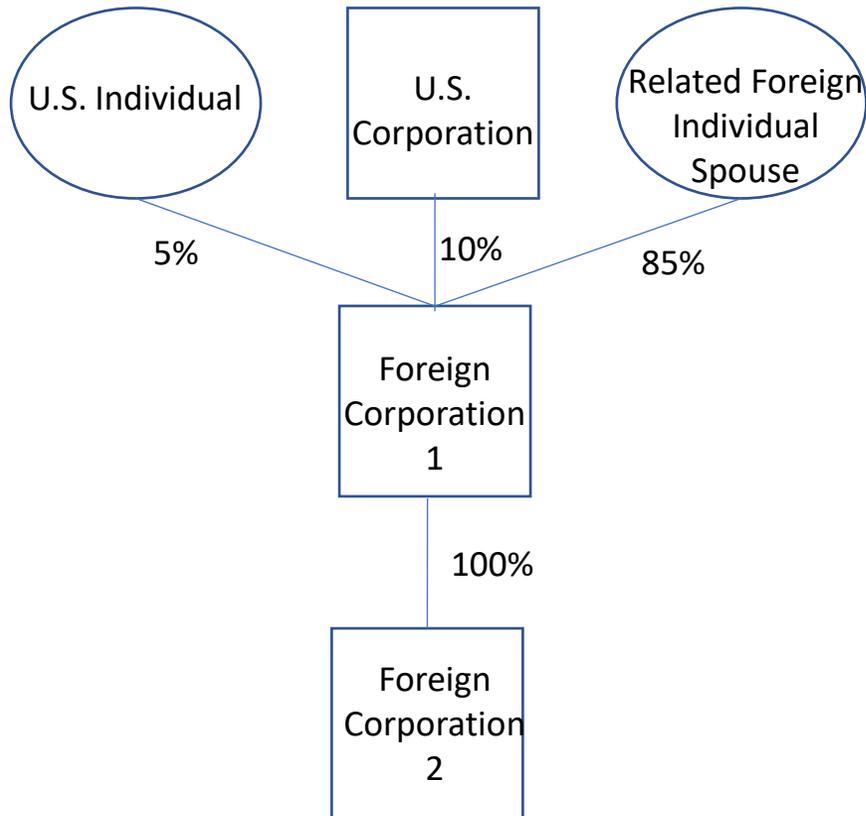
USI and USS are Category 4 filers.

USI, USC, and USS are Category 5a filers.

What if USC is owned 100% by the related U.S. Individual spouse (USS)?
USC would also be a Category 4 filer.

What if USC is owned 100% by USI?
USC may not be a Category 4 filer.

Form 5471 Attribution Rules – Examples



FC1 and FC2 are specified foreign corporations (SFCs) because USC is a 10% U.S. C corporation shareholder.

Are FC1 and FC2 CFCs?

USC is a Category 1 filer.

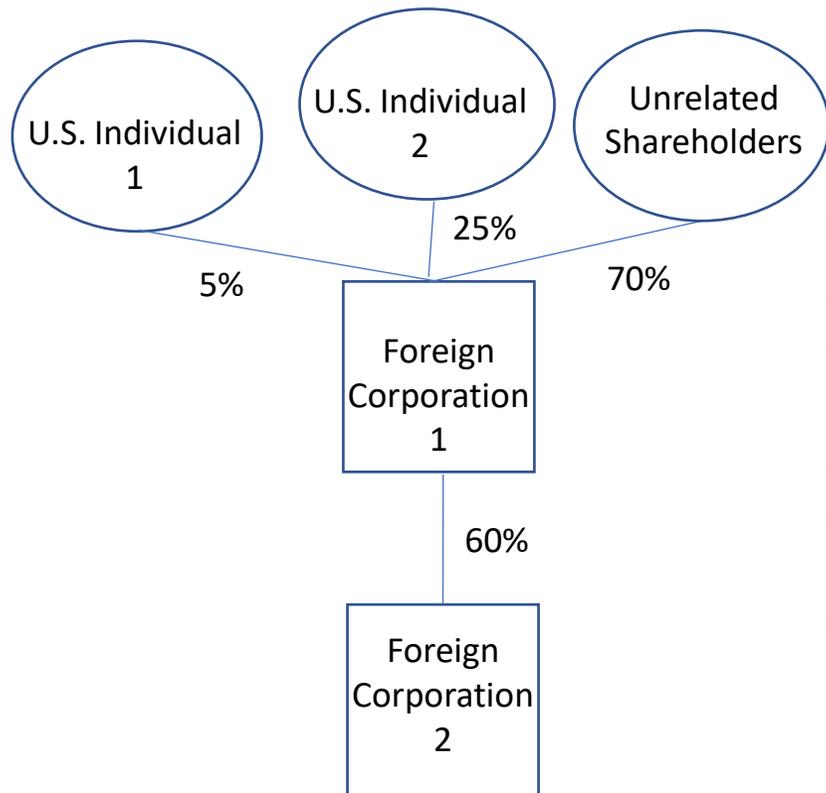
USC is a Category 3 filer in the year of 10% acquisition.

Is USI a Category 3 filer? Technically, Reg. § 1.6046-1(i) provides for family attribution for Category 2 and 3 filers without any specific limitation regarding nonresident individual family members.

USI is a Category 4 filer per Reg. § 1.6038-2(l).

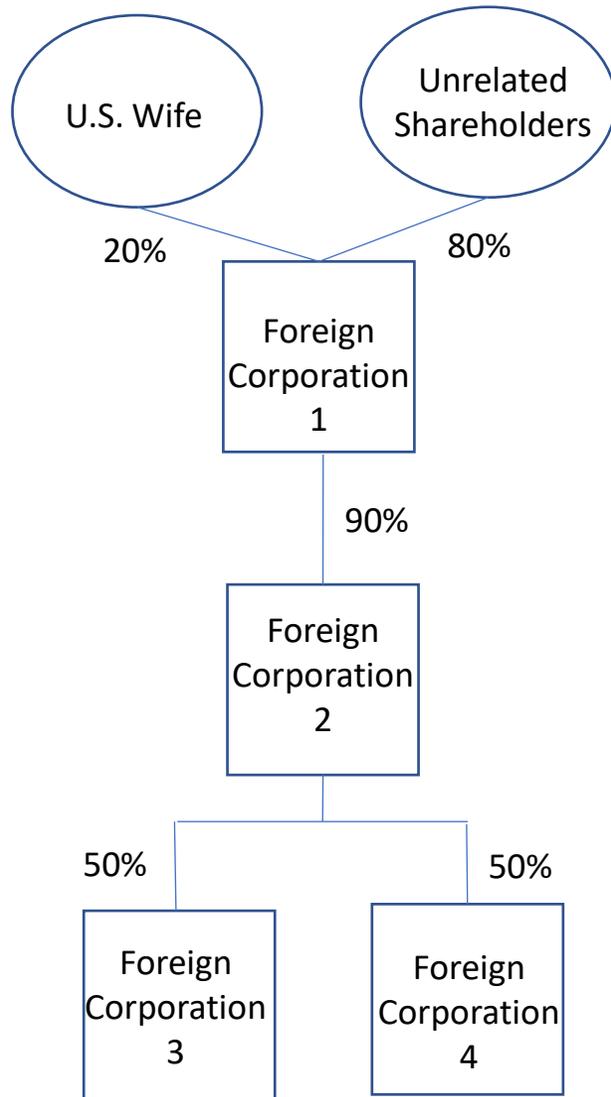
USI and USC are not Category 5 filers.

Form 5471 Attribution Rules – Examples



U.S. Treas. Reg. § 1.958-2(g), Example 1. U.S. individuals 1 and 2 own 5% and 25%, respectively, of Foreign Corporation 1. Foreign Corporation 1 owns 60% of the stock of Foreign Corporation 2. Under IRC § 958(a)(2), USI1 and USI2 own indirectly 3% ($5\% \times 60\%$) and 15% ($25\% \times 60\%$), respectively, of FC2. Under U.S. Treas. Reg. § 1.958-2(c)(2), FC1 is considered to own 100% of the stock of FC2. Under U.S. Treas. Reg. § 1.958-2(c)(1)(iii), USI2 is considered to own 25% ($25\% \times 100\%$) of FC2. USI1 is not considered to own under Reg. § 1.958-2(c)(1)(iii) additional stock of FC2 because USI1 owns less than 10% of FC1.

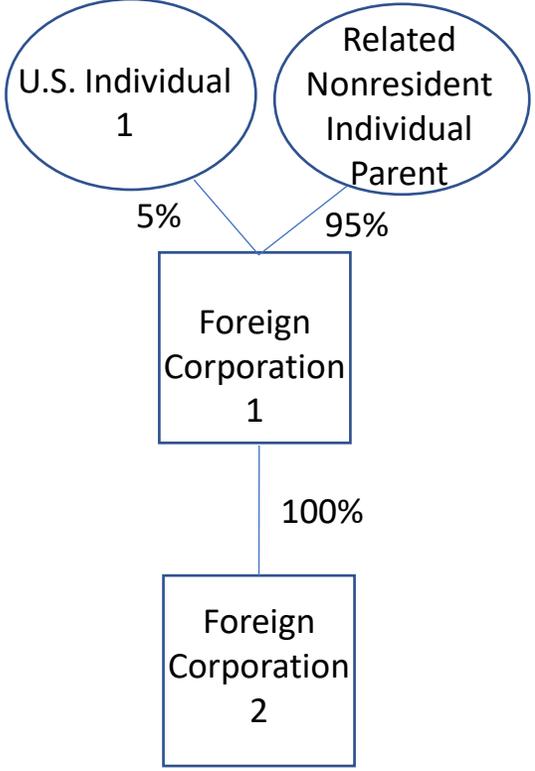
Form 5471 Attribution Rules – Examples



U.S. Treas. Reg. § 1.6046-1(i), Example. Family attribution and reattribution limitation.

Husband (H), Wife (W), and Husband’s Father (HF) are U.S. citizens. W, wife of H, owns 20% of the value of the outstanding stock of Foreign Corporation 1. FC1 owns 90% of the value of the outstanding stock of Foreign Corporation 2. FC2 becomes the owner of 50% of the value of the outstanding stock of each of two newly organized foreign corporations, FC3 and FC4. In applying the “members of family” rule, H is considered to own 20% of the value of the outstanding stock of FC1, and 18% (20% x 90%) of the value of the outstanding stock of FC2, and 9% (20% x 90% x 50%) of FC3 and FC4. However, HF, the father of H, is not considered to own stock of FC1, FC2, FC3, and FC4 since his son, H, is not treated as the owner of such stock for purposes of again applying the “members of family” rule.

Form 5471 Attribution Rules – Examples: Category 4 and 5 Filer



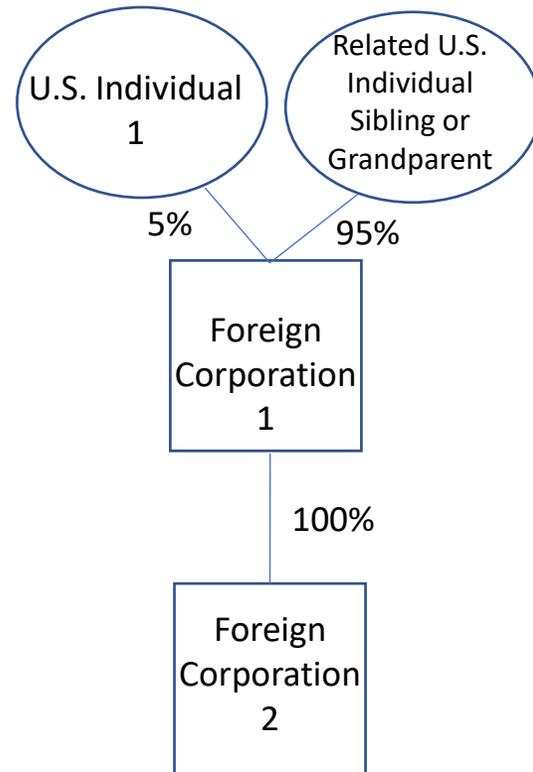
USI1 is a Form 5471 Category 4 filer with respect to both FC1 and FC2. USI1 owns constructively the related nonresident individual family member’s stock in FC1 for Category 4.

USI1 is not a Form 5471 Category 5 filer with respect to either FC1 or FC2. USI1 does not constructively own the related nonresident individual family member’s stock in FC1 for Category 5.

What if the related nonresident individual family member is a sibling or grandparent? USI1 would not be a Category 4 filer.

What if the related family member is a U.S. individual that is a sibling or grandparent? US1 could be a Category 3 filer in the year of acquisition. USI1 would not be a Category 4 or 5 filer.

Form 5471 Attribution Rules – Examples: Category 4 and 5 Filer



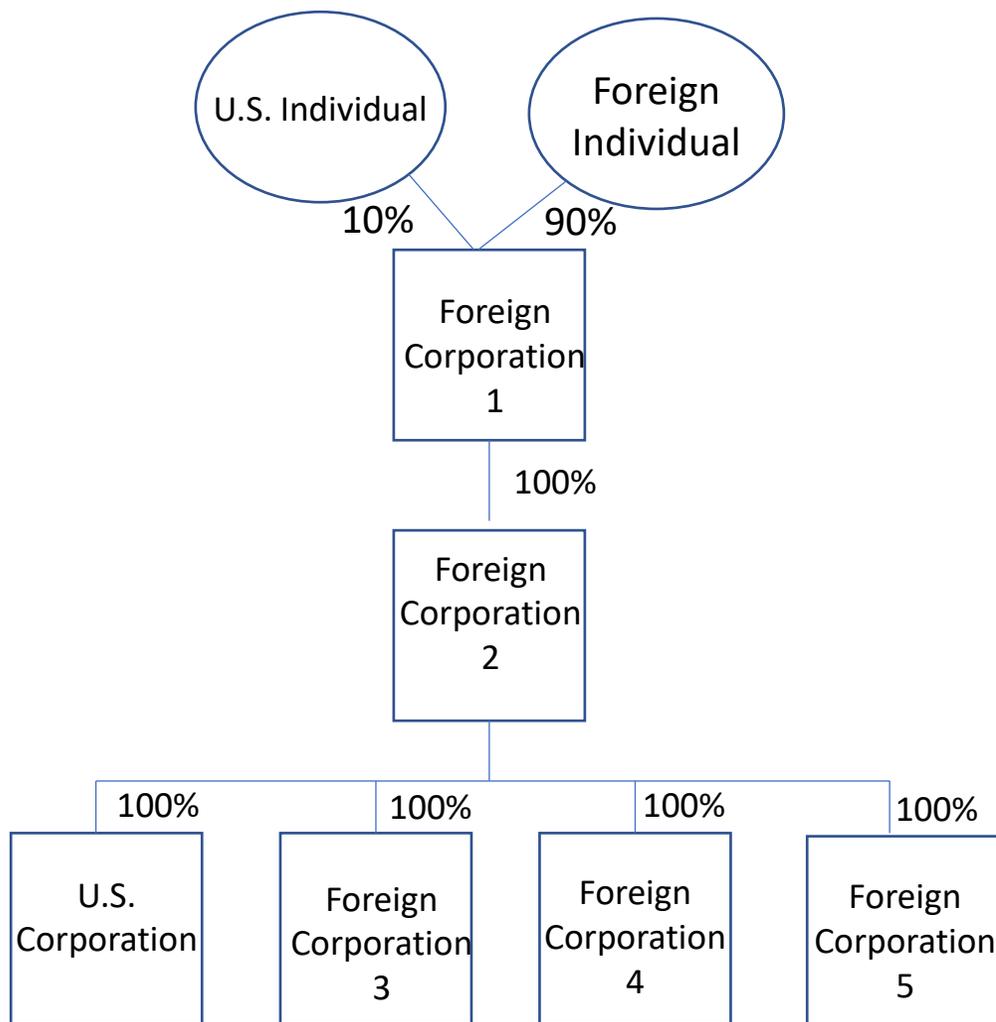
USI1 is not a Form 5471 Category 4 filer with respect to both FC1 and FC2. USI1 does not own constructively the related U.S. individual family member’s stock in FC1 for Category 4.

USI1 could be a Form 5471 Category 3 filer in the year of acquisition. There is family attribution of constructive ownership to USI1 from the related siblings or grandparents for purposes of Category 2 and 3.

USI1 is not a Form 5471 Category 5a filer. FC1 and FC2 are CFCs but there is not family attribution from the siblings or grandparents to USI1.

Is USI1 a Form 5471 Category 1b or 5b filer as an unrelated IRC § 958(a) shareholder? Could USI1 qualify for an exception?

Form 5471 Attribution Rules – Examples



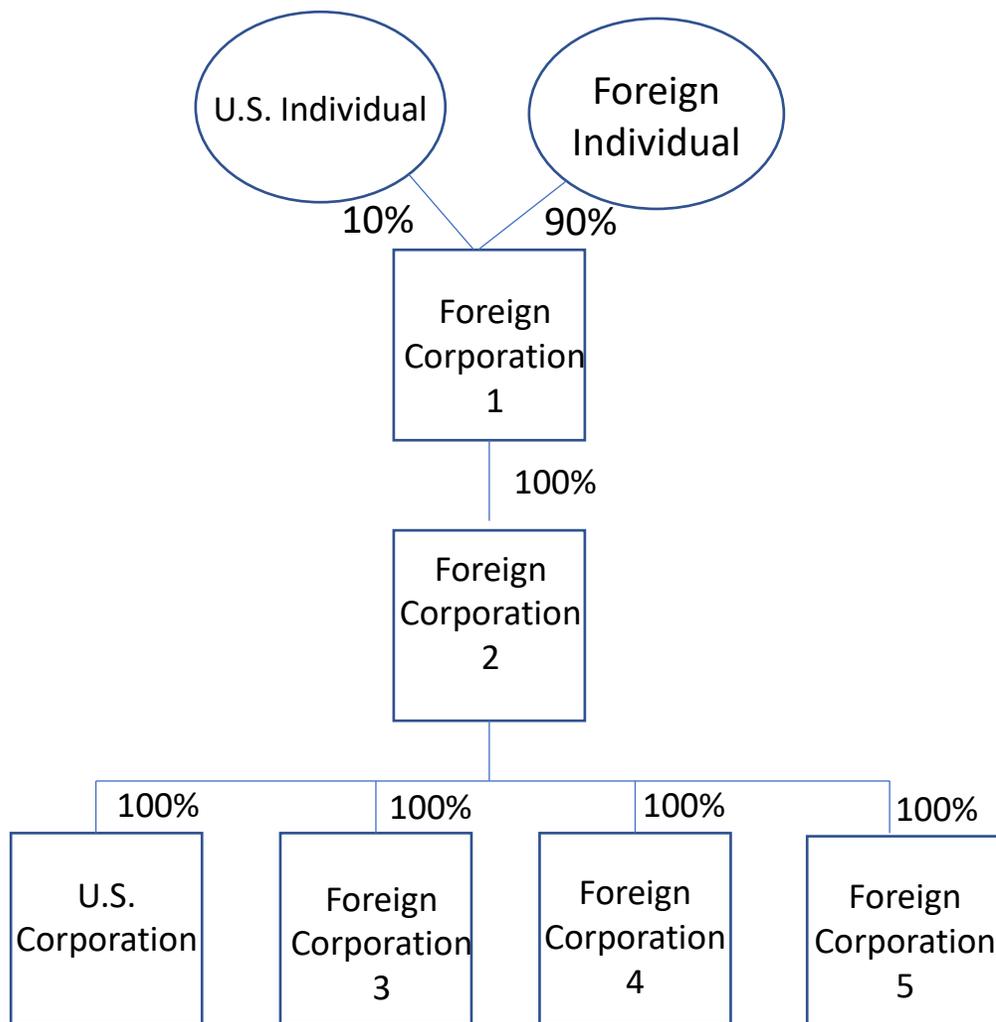
Classic Downward Attribution Structure Form 5471 Category 1 and 5 filer exception

A Category 1 or 5 filer does not have to file Form 5471 if no U.S. shareholder (including such U.S. person) owns, within the meaning of IRC § 958(a), stock in the foreign corporation on the last day in the year of the foreign corporation in which it was an SFC or CFC, and the foreign corporation is an SFC or CFC solely because one or more U.S. persons are considered to own the stock of the foreign corporation owned by a foreign person under IRC § 318(a)(3).

US Individual is an IRC § 958(a) US shareholder who has direct and indirect ownership of the foreign corporations in the structure.

USI and USC do not qualify for this Form 5471 filing exception.

Form 5471 Attribution Rules – Examples



Classic Downward Attribution Structure Form 5471 Category 1 and 5 filer exception

A Category 1 or 5 filer does not have to file Form 5471 if all of the following conditions are met.

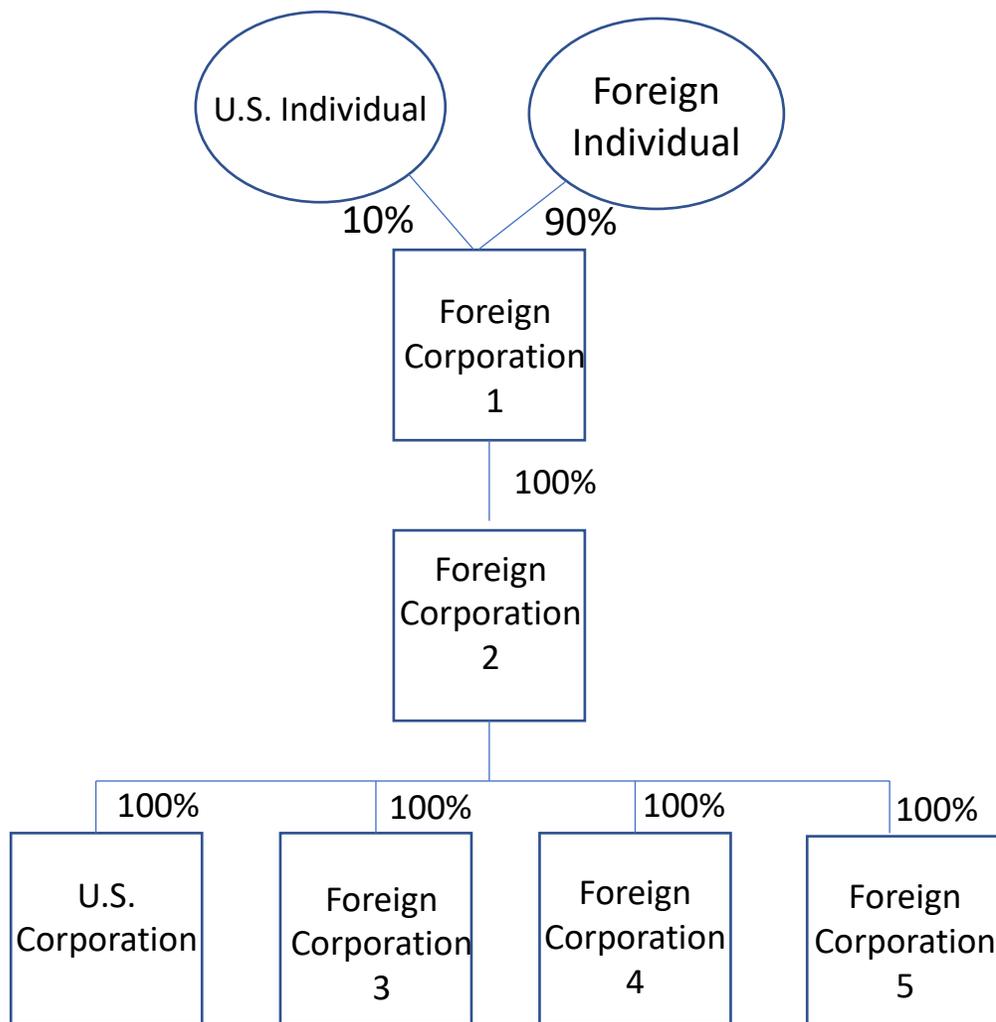
1. The filer is a U.S. shareholder that only owns stock, within the meaning of IRC § 958(b), in the foreign corporation.
2. The filer is not related, using principles of IRC § 954(d)(3), to the foreign corporation.
3. The foreign corporation is a foreign-controlled corporation.

US Individual is an IRC § 958(a) US shareholder who has direct and indirect ownership of the foreign corporations in the structure.

USC is controlled by the same foreign parent corporation FC2 that controls the foreign subsidiary corporations FC3, FC4, and FC5.

USI and USC do not qualify for this Form 5471 filing exception.

Form 5471 Attribution Rules – Examples



Classic Downward Attribution Structure Form 5471 Category 1, 3, 4, and 5 filer exception

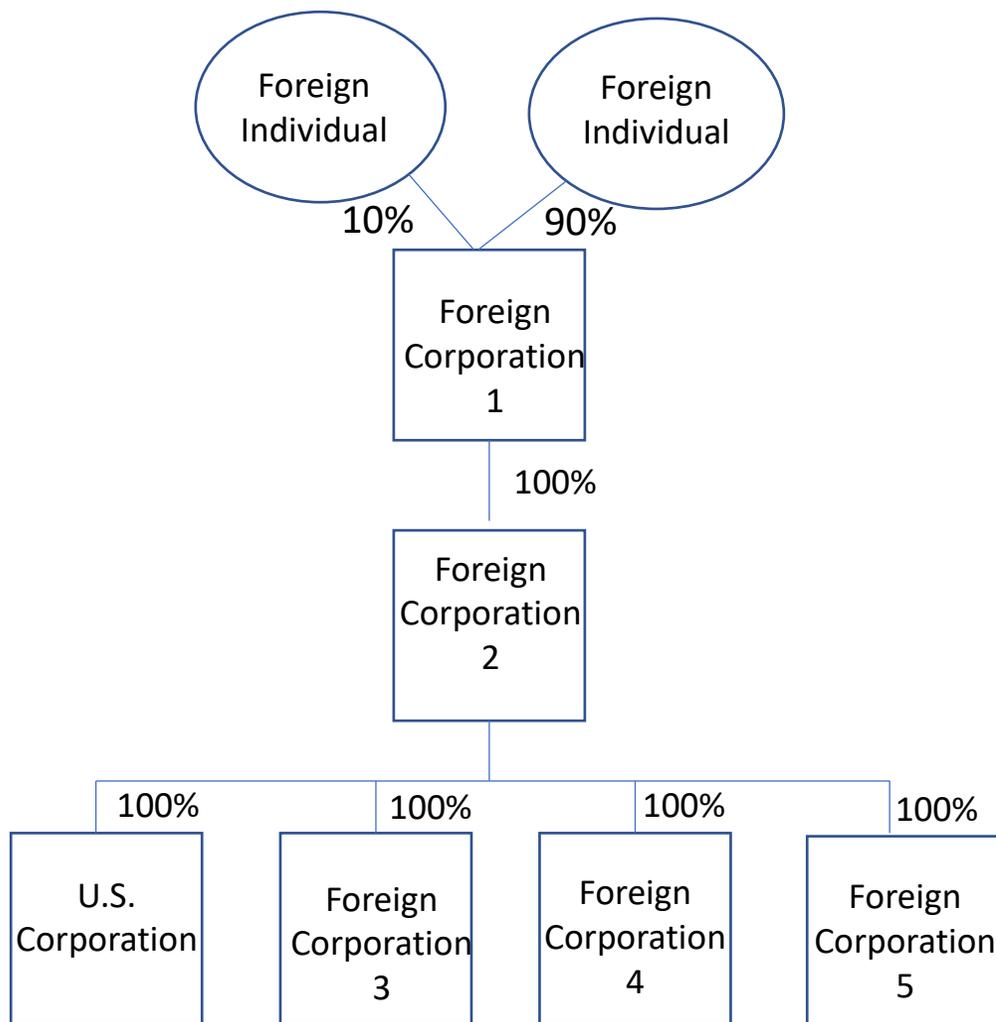
A U.S. person described in Category 1, 3, 4, or 5 (“shareholder”) does not have to file Form 5471 if all of the following conditions are met.

1. The shareholder does not own a direct interest in the foreign corporation.
2. The shareholder is required to furnish the information requested solely because of constructive ownership (as determined under Reg. § 1.958-2, 1.6038-2(c), or 1.6046-1(i)) from another U.S. person.
3. The U.S. person through which the shareholder constructively owns an interest in the foreign corporation files Form 5471 to report all of the required information.

No statement is required to be attached to tax returns for persons claiming the constructive ownership exception.

USI and USC do not qualify for this Form 5471 filing exception.

Form 5471 Attribution Rules – Examples



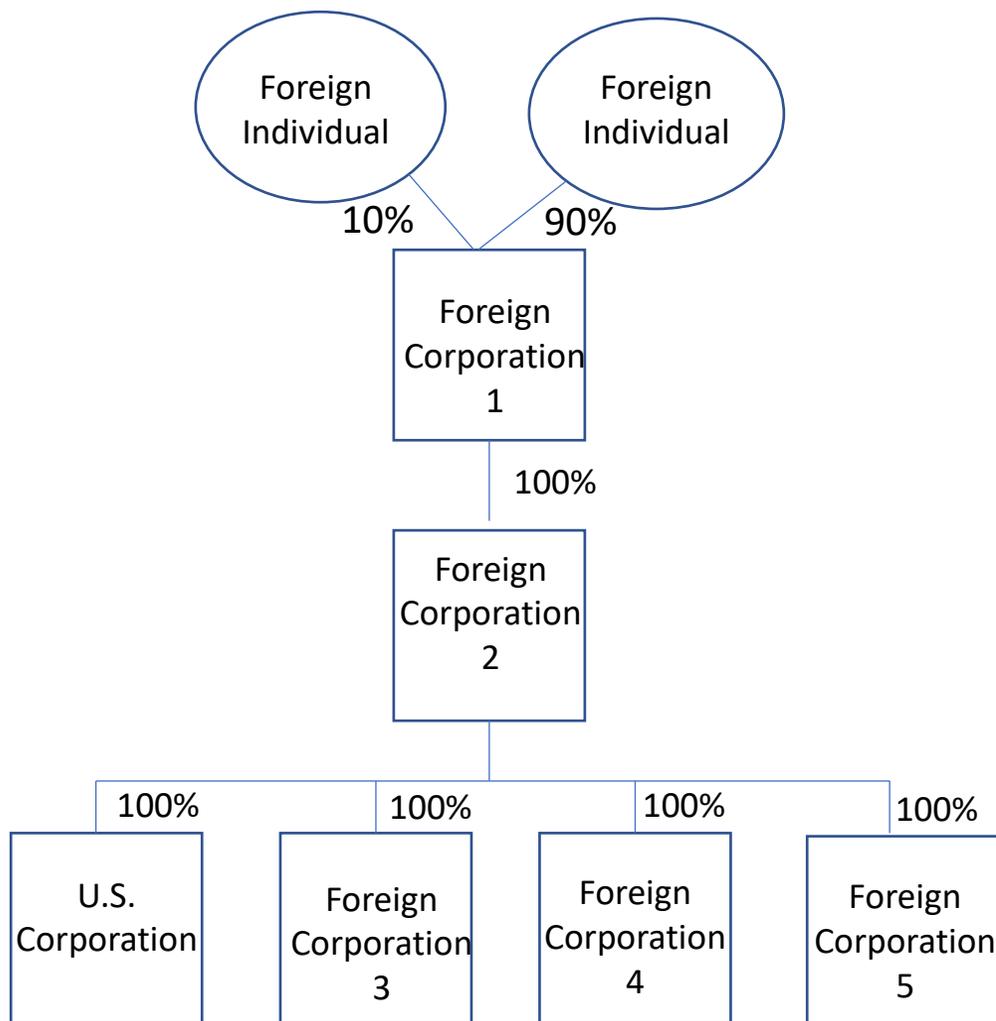
Classic Downward Attribution Structure Form 5471 Category 1 and 5 filer exception

A Category 1 or 5 filer does not have to file Form 5471 if no U.S. shareholder (including such U.S. person) owns, within the meaning of IRC § 958(a), stock in the foreign corporation on the last day in the year of the foreign corporation in which it was an SFC or CFC, and the foreign corporation is an SFC or CFC solely because one or more U.S. persons is considered to own the stock of the foreign corporation owned by a foreign person under IRC § 318(a)(3).

There is not an IRC § 958(a) US shareholder who has direct or indirect ownership of the foreign corporations in the structure.

USC qualifies for this Form 5471 filing exception.

Form 5471 Attribution Rules – Examples



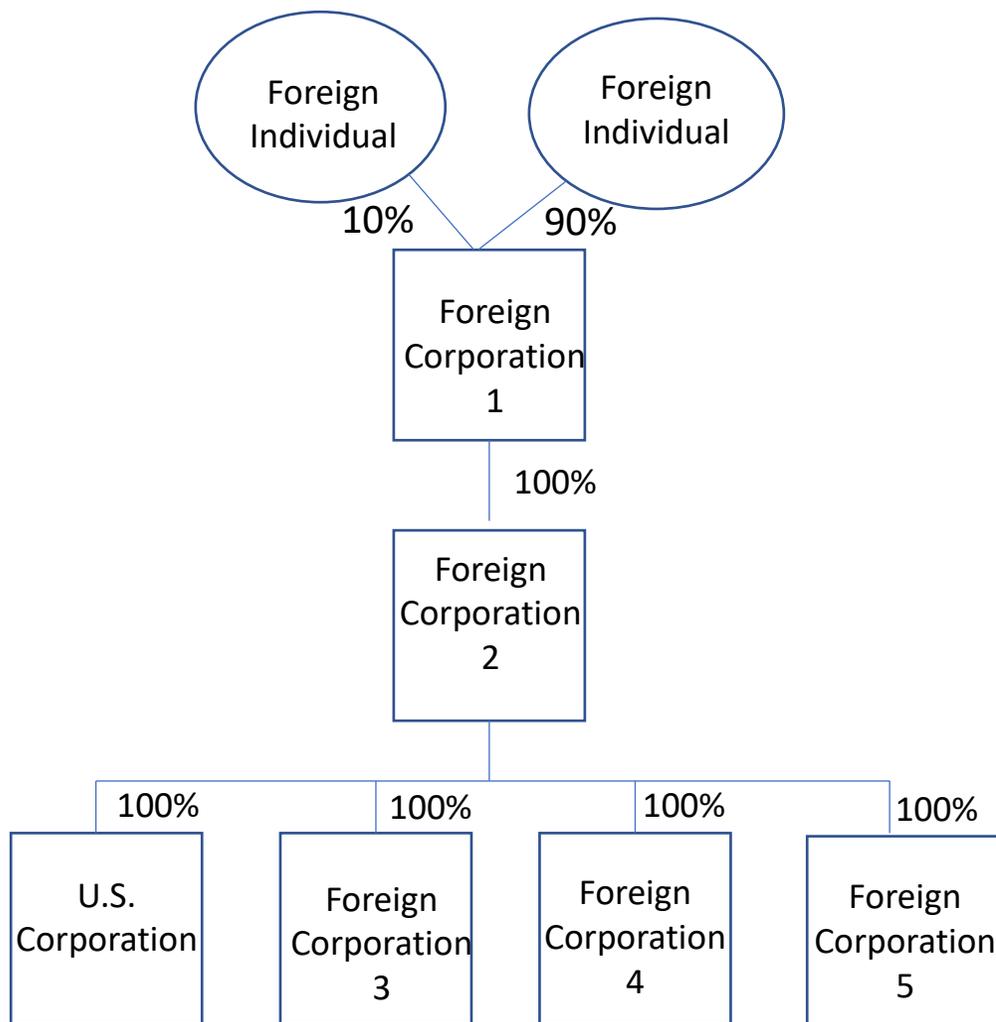
Classic Downward Attribution Structure Form 5471 Category 1 and 5 filer exception

A Category 1 or 5 filer does not have to file Form 5471 if all of the following conditions are met.

1. The filer is a U.S. shareholder that only owns stock, within the meaning of IRC § 958(b), in the foreign corporation.
2. The filer is not related, using principles of IRC § 954(d)(3), to the foreign corporation.
3. The foreign corporation is a foreign-controlled corporation.

USC does not qualify for this Form 5471 filing exception.

Form 5471 Attribution Rules – Examples



Classic Downward Attribution Structure Form 5471 Category 1, 3, 4, and 5 filer exception

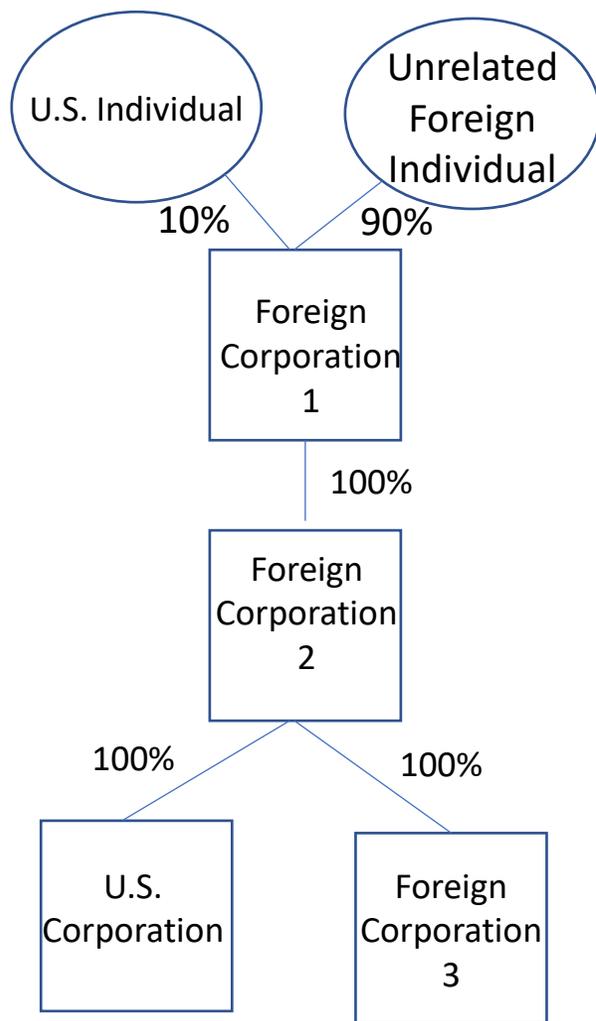
A U.S. person described in Category 1, 3, 4, or 5 (“shareholder”) does not have to file Form 5471 if all of the following conditions are met.

1. The shareholder does not own a direct interest in the foreign corporation.
2. The shareholder is required to furnish the information requested solely because of constructive ownership (as determined under Reg. § 1.958-2, 1.6038-2(c), or 1.6046-1(i)) from another U.S. person.
3. The U.S. person through which the shareholder constructively owns an interest in the foreign corporation files Form 5471 to report all of the required information.

No statement is required to be attached to tax returns for persons claiming the constructive ownership exception.

USC does not qualify for this Form 5471 filing exception.

Form 5471 Attribution Rules – Examples



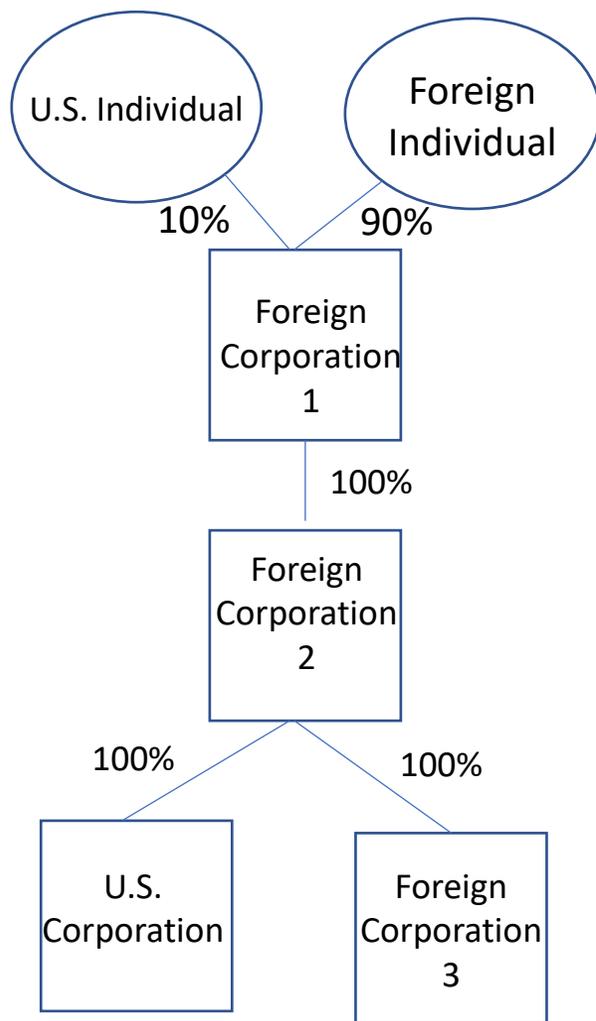
Rev. Proc. 2019-40 Example 1: Definition of unrelated IRC § 958(a) U.S. shareholder, related constructive U.S. shareholder, and foreign-controlled foreign corporation.

1. US Individual is an unrelated IRC § 958(a) U.S. shareholder. Because USI owns (within the meaning of IRC § 958(a)) 10% of the stock of FC3, USI is a § 958(a) U.S. shareholder with respect to FC3 within the meaning of § 3.09 of Rev. Proc. 2019-40. Because USI is not a related person with respect to FC3 within the meaning of § 3.06 of Rev. Proc. 2019-40, USI is an unrelated IRC § 958(a) shareholder with respect to FC3 within the meaning of § 3.12 of Rev. Proc. 2019-40.

2. US Corporation is a related constructive U.S. shareholder. Foreign Corporation 2 owns 50% or more in value of the stock of USC. USC is considered to own pursuant to IRC §§ 958(b) and 318(a)(3)(C), 100% of the stock of FC3 owned by FC2. USC does not own any stock of FC3 within the meaning of IRC § 958(a). USC is a constructive shareholder of FC3. USC is a related constructive U.S. shareholder with respect to FC3.

3. FC3 is a foreign-controlled CFC. Because more than 50% of the single class of stock of FC3 is considered as owned under IRC § 958(b) by USC, a U.S. shareholder with respect to FC3, FC3 is a CFC. If, however, IRC § 318(a)(3)(C) did not apply to treat USC as owning the FC3 stock owned by FC2, FC3 would not be a CFC, because the only stock of FC3 owned (within the meaning of § 958(a)) or considered owned under IRC § 958(b) by U.S. shareholders would be the 10% of the FC3 stock owned (within the meaning of IRC § 958(a)) by USI. Accordingly, FC3 is a foreign controlled CFC within the meaning of § 3.03 of Rev. Proc. 2019-40.

Form 5471 Attribution Rules – Examples



Rev. Proc. 2019-40 Example 1: Definition of unrelated IRC § 958(a) U.S. shareholder, related constructive U.S. shareholder, and foreign-controlled foreign corporation.

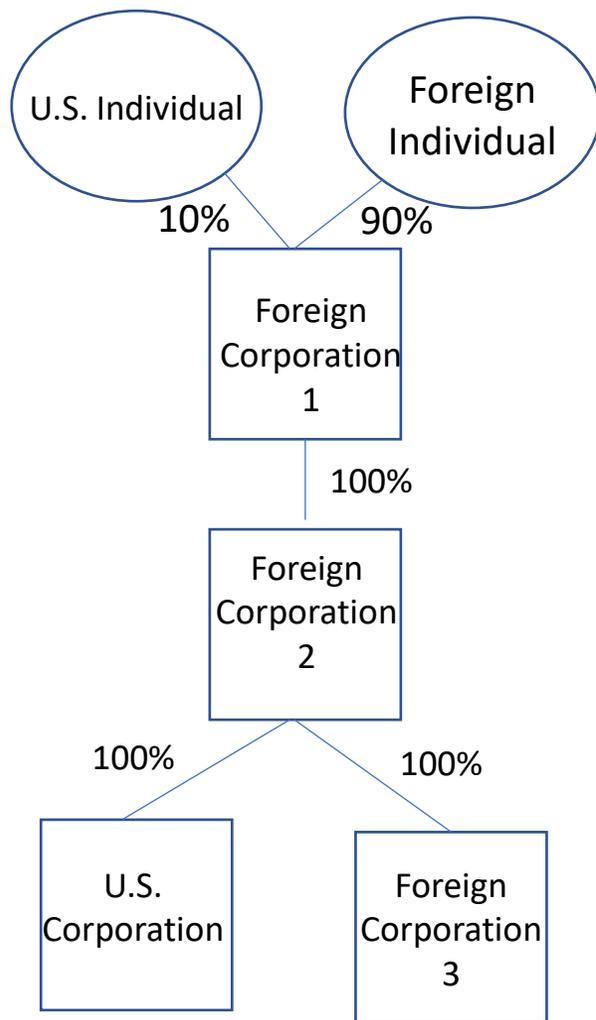
Form 5471 category 1b and 5b filer limited reporting for unrelated IRC § 958(a) U.S. shareholder – USI.

A U.S. shareholder who is a Category 1 filer and who is an unrelated IRC § 958(a) U.S. shareholder with respect to a foreign-controlled corporation may complete Form 5471 for that foreign-controlled corporation and complete only the information required of a Category 1b filer. A U.S. shareholder who is a Category 5 filer and who is an unrelated IRC § 958(a) U.S. shareholder with respect to a foreign-controlled corporation may complete Form 5471 for that foreign-controlled corporation and complete only the information required of a Category 5b filer.

Form 5471 Category 1b filer – Completes page 1, Schedules E, E-1, P

Form 5471 Category 5b filer – Completes page 1, Schedules E, E-1, I, I-1, P, Q

Form 5471 Attribution Rules – Examples



Rev. Proc. 2019-40 Example 1: Definition of unrelated IRC § 958(a) U.S. shareholder, related constructive U.S. shareholder, and foreign-controlled foreign corporation.

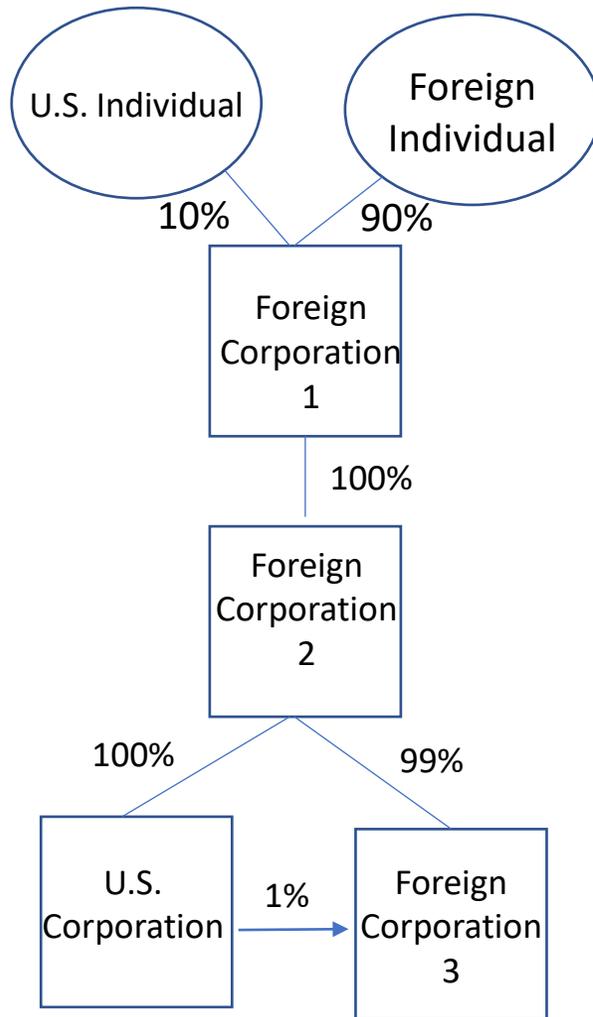
Form 5471 category 1c and 5c filer limited reporting for related constructive U.S. shareholder – USC.

A U.S. shareholder who is a Category 1 filer and who is a related constructive U.S. shareholder with respect to a foreign-controlled corporation may complete Form 5471 for that foreign-controlled corporation and complete only the information required of a Category 1c filer. A U.S. shareholder who is a Category 5 filer and who is a related constructive U.S. shareholder with respect to a foreign-controlled corporation may complete Form 5471 for that foreign-controlled corporation and complete only the information required of a Category 5c filer.

Form 5471 Category 1c filer – Completes page 1, Schedules B Pt. II, E, G, G-1

Form 5471 Category 5c filer – Completes page 1, Schedules B Pt. II, E, G, G-1, I-1

Form 5471 Attribution Rules – Examples



Rev. Proc. 2019-40 Example 2: Definition of related IRC § 958(a) U.S. shareholder.

The analysis is the same as in Example 1 except that because USC owns (within the meaning of IRC § 958(a)) 1% of the single class of stock of FC3, it is a § 958(a) U.S. shareholder with respect to FC3 within the meaning of § 3.09 of Rev. Proc. 2019-40 and not a constructive U.S. shareholder within the meaning of § 3.02 of the revenue procedure. Because USC is a related person with respect to FC3 within the meaning of § 3.06 of Rev. Proc. 2019-40, USC is a related § 958(a) U.S. shareholder with respect to FC3 within the meaning of § 3.07 of the revenue procedure.

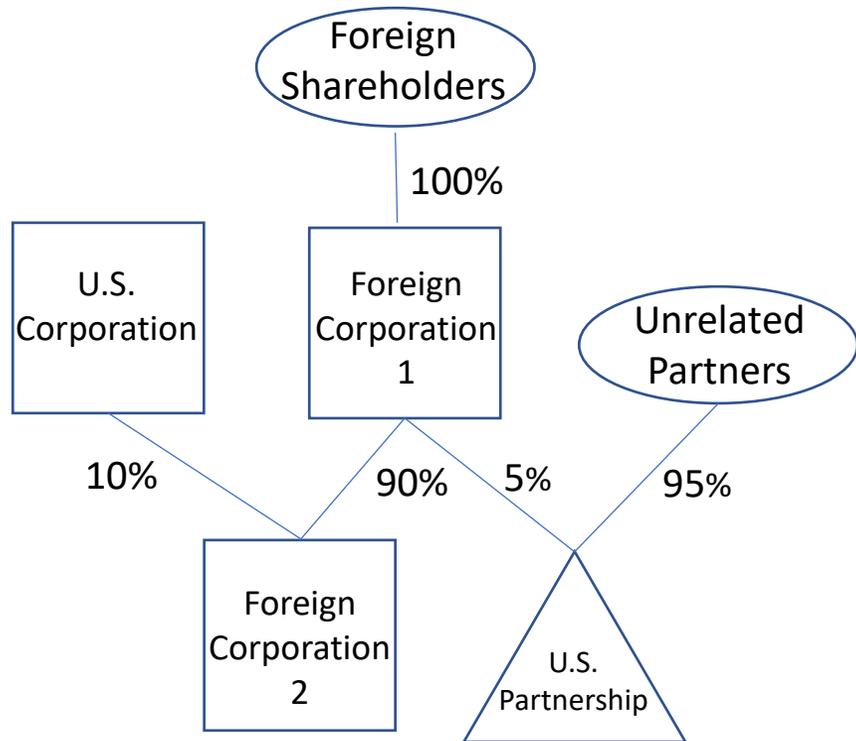
Form 5471 Attribution Rules – Examples

Rev. Proc. 2019-40 Example 3: Definition of unrelated constructive U.S. shareholder.

1. USC is an unrelated IRC § 958(a) U.S. shareholder. Because USC owns (within the meaning of § 958(a)) 10% of the stock of FC2, USC is a § 958(a) U.S. shareholder with respect to FC2 within the meaning of § 3.09 of Rev. Proc. 2019-40. Because USC is not a related person with respect to FC2 within the meaning of § 3.06 of the revenue procedure, USC is an unrelated § 958(a) U.S. shareholder with respect to FC2 within the meaning of § 3.12 of Rev. Proc. 2019-40.

2. USP is an unrelated constructive U.S. shareholder. Because FC is a partner in USP, USP is considered to own, pursuant to IRC § 958(b) and § 318(a)(3)(A), the 90% of the single class of stock of FC2 owned by FC1. Accordingly, USP is a U.S. shareholder with respect to FC2. Because USP does not own (within the meaning of § 958(a)) any stock of FC2, USP is not a § 958(a) U.S. shareholder with respect to FC2 within the meaning of § 3.09 of Rev. Proc. 2019-40. Accordingly, USP is a constructive U.S. shareholder with respect to FC2 within the meaning of § 3.02 of the revenue procedure. Because USP is not a related person with respect to FC2 within the meaning of § 3.06 of Rev. Proc. 2019-40, relying on U.S. Treas. Reg. § 1.954-1(f)(2)(iv), as proposed to be revised at 84 FR 22751, USP is an unrelated constructive U.S. shareholder with respect to FC2 within the meaning of § 3.11 of the revenue procedure.

3. FC2 is a foreign-controlled CFC. Because more than 50% of the single class of stock of FC2 is considered owned under IRC § 958(b) by USP, a U.S. shareholder with respect to FC2, FC2 is a CFC. If, however, IRC § 318(a)(3)(A) did not apply to treat USP as owning the FC2 stock owned by FC1, FC2 would not be a CFC, because the only stock of FC2 owned (within the meaning of § 958(a)) or considered owned under § 958(b) by U.S. shareholders would be the 10% of the FC2 stock owned by USC. Accordingly, FC2 is a foreign-controlled CFC within the meaning of § 3.03 of this revenue procedure.



Form 5471 Attribution Rules: New Categories of Filers and Rev. Proc. 2019-40 Safe Harbors

Form 5471 Schedule R

Form 5471 Schedule R Distributions from a Foreign Corporation

SCHEDULE R (Form 5471)
(December 2020)
Department of the Treasury
Internal Revenue Service

Distributions From a Foreign Corporation
▶ Attach to Form 5471.
▶ Go to www.irs.gov/Form5471 for instructions and the latest information.

OMB No. 1545-0123

Name of person filing Form 5471 _____ Identifying number _____

Name of foreign corporation _____ EIN (if any) _____ Reference ID number (see instructions) _____

| | (a) Description of distribution | (b) Date of distribution | (c) Amount of distribution in foreign corporation's functional currency | (d) Amount of E&P distribution in foreign corporation's functional currency |
|----|---------------------------------|--------------------------|---|---|
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For Paperwork Reduction Act Notice, see instructions. Cat. No. 73415F Schedule R (Form 5471) (12-2020)

- Information required by IRC §§ 245A, 959, and 986(c)
- Name and U.S. taxpayer ID number of U.S. filer
- Name of foreign corporation
- Foreign corporation's U.S. taxpayer ID number or reference ID number
- Description of distribution from foreign corporation
 - Cash or noncash
 - For noncash distribution, attach a statement with FMV and tax basis
 - Taxable or nontaxable
 - Taxable cash dividend eligible for § 245A DRD
 - Nontaxable cash PTEP distribution
- Date of distribution in format MM-DD-YYYY
- Amount of distribution in functional currency
- Amount of distribution from current and accumulated earnings and profits (CEP & AEP) in functional currency
- Correlation with other Form 5471 schedules
 - Schedule I, line 6 FX gain or loss recognized under IRC § 986(c)
 - Schedule J, line 9, column (f)
 - Schedule P, Part I, line 8

Form 5471 Attribution Rules: New Categories of Filers and Rev. Proc. 2019-40 Safe Harbors

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Alison N. Dougherty, J.D., LL.M., CPA

Managing Member, Googolplex Tax Services, LLC

Alison N. Dougherty provides U.S. tax reporting, compliance, consulting, planning, and structuring solutions to U.S. and foreign corporations, partnerships, LLCs, individuals, and trusts. Alison specializes in U.S. international tax reporting and compliance with the preparation and review of the U.S. federal Forms 5471, 926, 8992, 8993, 5472, 8865, 8858, 8621, 8804, 8805, Schedules K-2 and K-3, 1116, 1118, 1042, 1042-T, 1042-S, 8832, 8833, 2555, 3520, 3520-A, 5713, 1120-F, 1040-NR, 8288, 8288-A, 8288-B, 8233, 8840, 8843, 8854, 8938, and FBAR. She has extensive experience working with U.S. businesses and individuals with outbound activities in foreign countries. She has also worked with foreign companies and nonresident individuals with inbound activities in the United States. She has significant experience with U.S. nonresident withholding tax, foreign partnership withholding tax, and FIRPTA withholding tax. She has managed U.S. tax compliance and advisory client engagements for U.S. C corporations, S corporations, partnerships, LLCs, U.S. individuals, U.S. trusts, foreign corporations, foreign partnerships, foreign LLCs, nonresident individuals, and foreign trusts.

Alison is a CPA and a tax attorney with more than 15 years of combined experience in public accounting, the practice of law, and corporate industry. Alison was previously a tax partner in a large regional public accounting firm in the Washington, DC area. She has served clients in various industries including technology, U.S. government contracting, commercial services, telecommunications, real estate, investment partnerships, commodities, high net worth individuals, and family offices. She has also served as a technical resource to other CPAs, accountants, tax professionals, public accounting firms, attorneys, and law firms.

Alison is focused on simplifying and making the U.S. international tax reporting process efficient and cost-effective for U.S. taxpayers and tax professionals. Her business goals include developing proprietary U.S. international tax reporting software applications to provide leading-edge technology driven solutions.

Education:

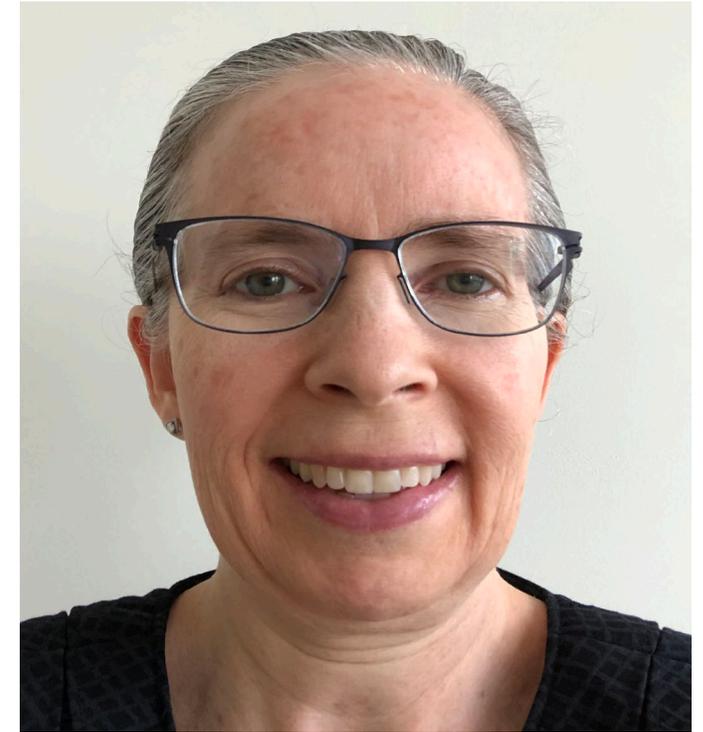
AICPA U.S. International Tax Certificate, January 1, 2021

Master of Laws (LL.M.) in Securities and Financial Regulation, conferred with academic distinction, Georgetown University Law Center, May 23, 2004

Master of Laws (LL.M.) in Taxation, University of Denver College of Law, August 11, 2000

Juris Doctor, University of Denver College of Law, August 13, 1999

Bachelor of Arts in Foreign Language (French), Virginia Commonwealth University, May 20, 1995



Email: adougherty@googolplextax.com

[Linkedin.com/in/alison-n-dougherty-j-d-ll-m-cpa-255b3a1](https://www.linkedin.com/in/alison-n-dougherty-j-d-ll-m-cpa-255b3a1)