



BE-12 Identification Number

\*Do not enter Social Security Number as Identification Number

## 2022 BENCHMARK SURVEY OF FOREIGN DIRECT INVESTMENT IN THE UNITED STATES MANDATORY — CONFIDENTIAL FORM BE-12A

**Due date:** May 31, 2023

**Electronic filing:** [www.bea.gov/efile](http://www.bea.gov/efile)

**Mail reports to:** U.S. Department of Commerce  
Bureau of Economic Analysis  
Direct Investment Division, BE-49(A)  
4600 Silver Hill Rd  
Washington, DC 20233

**Deliver reports to:** U.S. Department of Commerce  
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Direct Investment Division, BE-49(A)  
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Telephone: (301) 278-9247  
Copies of blank forms: [www.bea.gov/fdi](http://www.bea.gov/fdi)

### Name and address of U.S. business enterprise

1002	Name of U.S. affiliate 0	
1010	c/o (care of) 0	
1003	Street or P.O. Box 0	
1004	City 0	0998 State
1005	ZIP Code 0	Foreign Postal Code

Include your BE-12 Identification Number with all requests.

#### Response required

A response is required from persons subject to the reporting requirements of the BE-12 for 2022 whether or not they are contacted by BEA.

#### Who must file BE-12A:

Those majority-owned U.S. affiliates with any of the following items exceeding \$300 million (positive or negative):

- Total assets
- Sales or gross operating revenues
- Net income

If you do not meet the filing criteria above, another BE-12 survey may be applicable. See instruction I.A.1 on page 27 to determine which form to file. For more information on filing requirements, see instructions I.A.2. on page 28.

Certain private funds may be exempt from filing. See item (f) of the BE-12 Claim for Not Filing for more information.

#### Mandatory and Confidential

This survey is being conducted under the International Investment and Trade in Services Survey Act (P.L. 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended). The filing of reports is mandatory, and the Act provides that your report to this Bureau is confidential. Whoever fails to report may be subject to penalties. See page 26 for more details.

#### CONTACT INFORMATION

Provide information of person to consult about this report:

1000	Name 0		
1029	Street 1 0		
1030	Street 2 0		
1031	City 0	State	Zip
1001	Telephone Number 0	Extension	
0999	Fax Number 0		
1028	E-mail Address 0		

#### CERTIFICATION

The undersigned official certifies that this report has been prepared in accordance with the applicable instructions, is complete, and is substantially accurate including estimates that may have been provided.

Signature of Authorized Official	Date 0
Name 0	
Title 0	
Telephone Number 0	Extension 0
Fax Number 0	

**NOTE:** BEA uses a Secure Messaging System to correspond with you via encrypted message to discuss questions relating to this form. We may use your e-mail address for survey-related announcements and to inform you about secure messages. When communicating with BEA by e-mail, please do not include any confidential business or personal information.

# Part I – Identification of U.S. Affiliate

## IMPORTANT

Review the instructions starting on page 26 before completing this form. **Insurance and real estate companies** – see special instructions starting on page 34.

- **Accounting principles** — If feasible, use U.S. Generally Accepted Accounting Principles to complete Form BE-12 unless you are requested to do otherwise by a specific instruction. References in the instructions to Financial Accounting Standards Board Accounting Standards Codification Topics are referred to as “FASB ASC.”
- **U.S. affiliate’s 2022 fiscal year** — The affiliate’s financial reporting year that had an ending date in calendar year 2022.
- **Consolidated reporting** — A U.S. affiliate must file on a fully consolidated **domestic U.S.** basis, including in the consolidation ALL U.S. business enterprises proceeding down each ownership chain whose voting securities are more than 50 percent owned by the U.S. business enterprise above. Consolidation rules are found in instruction IV.2 starting on page 29.
- **Rounding** — Report currency amounts in U.S. dollars rounded to thousands (omitting 000). Do not enter amounts in the shaded portions of each item.  
 Example — If amount is \$1,334,891.00 report as: ..... 

\$ Bil.	Mil.	Thous.	Dols.
	1	335	000

### 1 Which financial reporting standards will you use to complete this BE-12 report?

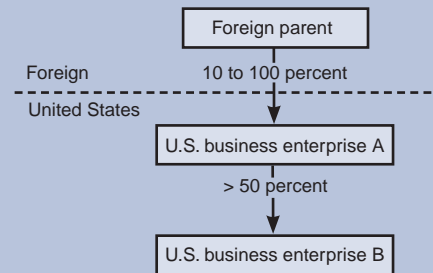
NOTE — The BE-12 report should be completed using U.S. Generally Accepted Accounting Principles (U.S. GAAP). If using U.S. GAAP to complete this report is highly burdensome, or otherwise not feasible, you may use other financial reporting standards, preferably with adjustments to correct for any material differences between U.S. GAAP and the reporting standards used.

- <sup>1399</sup> 1  U.S. Generally Accepted Accounting Principles
- 2  International Financial Reporting Standards (as promulgated by, or adapted from, the International Accounting Standards Board)  
**NOTE** — Do not prepare your BE-12 report using the proportionate consolidation method.
- 3  Other reporting standards — Specify the reporting standards used

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

- <sup>1400</sup> 1  Yes If “Yes” — Do not complete this report unless exception 2.c. described in the consolidation rules applies. This exception states that a U.S. affiliate in which a direct ownership interest and an indirect ownership interest are held by different foreign persons should not be fully consolidated into another U.S. affiliate, but must complete and file its own Form BE-12 report. See diagram on page 30 for an illustration of this exception.
- If this exception does not apply, forward the BE-12 notification to file to the U.S. business enterprise owning your company more than 50 percent, and notify BEA of the action taken by filing BE-12 Claim for Not Filing with item (e) completed on page 3 of that form. The BE-12 Claim for Not Filing can be accessed through eFile or downloaded from BEA’s Web site at: [www.bea.gov/fdi](http://www.bea.gov/fdi)
- 2  No If “No” — Complete this report in accordance with the consolidation rules starting on page 29.

#### CONSOLIDATION OF U.S. AFFILIATES



U.S. business enterprise B should be consolidated on the BE-12 report for U.S. business enterprise A because U.S. business enterprise B is more than 50 percent owned by U.S. business enterprise A.

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

Primary	Other
1006 1 <input style="width: 150px; height: 20px;" type="text" value="—"/>	2 <input style="width: 150px; height: 20px;" type="text" value="—"/>

### 4 Does this U.S. affiliate have a Legal Entity Identifier (LEI)?

- <sup>1034</sup> 1  Yes If “Yes” — Enter the 20-digit LEI of the U.S. affiliate
- <sup>1035</sup> 1
- 2  No

## Part I – Identification of U.S. Affiliate – Continued

**5 Is the U.S. affiliate a publicly traded company?** (Answer “No” if the U.S. affiliate is not a publicly traded company, even if a foreign parent or ultimate beneficial owner (UBO) is.)

<sup>1036</sup> 1  Yes If “Yes” —

What stock exchange is the U.S. affiliate listed on? ..... <sup>1037</sup>

What is the U.S. affiliate's ticker symbol? ..... <sup>1038</sup>

<sup>1</sup> 2  No

**6 Reporting period** — Reporting period instructions are found in instruction 6 on page 30. If there was a **change in fiscal year**, review instruction 6.b. on page 30.

This U.S. affiliate's fiscal year ended in **calendar year 2022** on ..... <sup>1007</sup>

**Example** — If the fiscal year ended on March 31, report for the 12-month period that ended March 31, 2022.

**NOTE** — Affiliates with a fiscal year that ended within the first week of January 2023 are considered to have a 2022 fiscal year and should report December 31, 2022 as their 2022 fiscal year end.

**7 Did the U.S. business enterprise become a U.S. affiliate during its fiscal year that ended in calendar year 2022?**

<sup>1008</sup> 1  Yes If “Yes” — Enter the date the U.S. business enterprise became a U.S. affiliate and see instruction 7 on page 30 to determine how to report for the first time ..... <sup>1009</sup>

	Day	Year
1		

<sup>1</sup> 2  No

**NOTE** — For a U.S. business enterprise that became a U.S. affiliate during its fiscal year that ended in calendar year 2022, leave the close FY 2021 data columns blank. A U.S. business enterprise existing before fiscal year 2022 that became a U.S. affiliate in fiscal year 2022 should file a report covering a full 12 months of operations. All U.S. business enterprises that become a new affiliate are required to file a Form BE-13. More information and copies of survey forms can be found at [www.bea.gov/be13](http://www.bea.gov/be13).

**8 Form of organization of U.S. affiliate — Mark (X) one**

<sup>1011</sup> 1  Incorporated in U.S.

Reporting rules for unincorporated affiliates are found in instruction 8 starting on page 31.

<sup>1</sup> 2  U.S. partnership — Reporting rules for partnerships are found in instruction 8.b. on page 31.

<sup>1</sup> 3  U.S. branch of foreign person

<sup>1</sup> 4  Limited Liability Company (LLC) — Reporting rules for LLCs are found in instruction 8.c. on page 31.

<sup>1</sup> 5  Real property not in 1–4 above — Reporting rules for real estate are found in instruction V.C. on page 34.

<sup>1</sup> 6  Business enterprise incorporated abroad, but whose head office is located in the United States and whose business activity is conducted in, or from, the United States

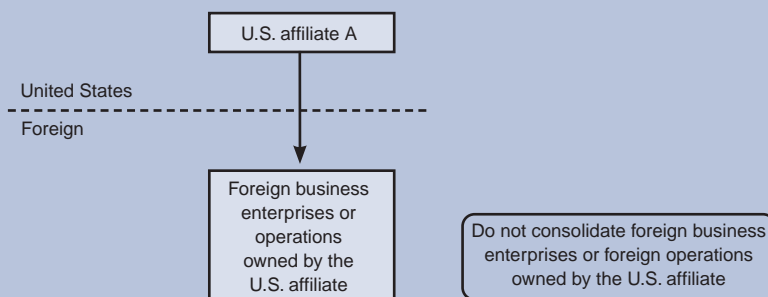
<sup>1</sup> 7  Other — Specify

**9 Does this U.S. affiliate own any foreign business enterprises or operations (see the diagram below)?**

<sup>1014</sup> 1  Yes If “Yes” — DO NOT consolidate foreign business enterprises or operations. Foreign operations in which you own an interest of 20 percent or more are to be deconsolidated and reported using the equity method of accounting. If your ownership interest is less than 20 percent, foreign operations are to be reported in accordance with FASB ASC 321. Reporting rules for foreign operations are found in the instruction IV.2.a. on page 30.

**NOTE** — DO NOT eliminate intercompany accounts (e.g., receivables or liabilities) for holdings reported using the equity method.

<sup>1</sup> 2  No



## Part I – Identification of U.S. Affiliate – Continued

**10 U.S. business enterprises fully consolidated in this report** — U.S. business enterprises that are more than 50 percent owned should be fully consolidated in this report, except as noted in the consolidation rules starting on page 29. **Banks – see instruction I.2.C. on page 28 for aggregated reporting rules.**

Enter the number of U.S. business enterprises consolidated in this report in the box below. Hereinafter they are considered to be one U.S. affiliate. If the report is for a single U.S. business enterprise, enter “1” in the box below. **Exclude from the consolidation all foreign business enterprises or operations owned by this U.S. affiliate.**

1012

If the number is greater than one, complete the Supplement A on page 23.

**11 U.S. affiliates NOT fully consolidated** — See instruction 11 on page 31.

Number of U.S. affiliates, in which this U.S. affiliate has an ownership interest, that are NOT fully consolidated in this report.

1013

If number is not zero, complete the Supplement B on page 24.

The U.S. affiliate named on page 1 must include data for unconsolidated U.S. affiliates on an equity basis, if the ownership is at least 20 percent. If less than 20 percent, report the ownership interest in accordance with FASB ASC 321. The U.S. affiliate named on page 1 also must notify any unconsolidated U.S. affiliates of their obligation to file a BE-12 in their own names. See page 27 to determine the appropriate form for these affiliates to file.

**12 Did this U.S. affiliate acquire or establish any U.S. business enterprises or segments during the reporting period that are now either contained in this report on a fully consolidated basis, merged into this U.S. affiliate, or reflected as an equity investment?**

1015  Yes  No

**13 Did this U.S. affiliate sell, transfer ownership of, or liquidate any U.S. subsidiaries, operating divisions, segments, etc., during its fiscal year that ended in calendar year 2022?**

1016  Yes  No

**OWNERSHIP** — Enter percent of ownership in this U.S. affiliate, to a tenth of one percent, based on voting and equity interest if an incorporated affiliate (or an equivalent interest if an unincorporated affiliate). “Voting interest” and “equity interest” are defined in instructions 14–17 on page 32.

**Foreign parent** — A foreign parent is the FIRST person or entity outside the U.S. in a chain of ownership that has a 10 percent or more voting interest (direct or indirect) in this U.S. affiliate.

**14 Ownership held directly by foreign parent(s) of this affiliate** — Enter name of each foreign parent with direct ownership. If more than 4, continue on a separate sheet. See example 1 on page 21.

a.

b.

c.

d.

	Voting interest		Equity interest (If different from voting interest)	
	Close FY 2022 (1)	Close FY 2021 (2)	Close FY 2022 (3)	Close FY 2021 (4)
1017	1	2	3	4
	_____ . ____%	_____ . ____%	_____ . ____%	_____ . ____%
1018	1	2	3	4
	_____ . ____%	_____ . ____%	_____ . ____%	_____ . ____%
1019	1	2	3	4
	_____ . ____%	_____ . ____%	_____ . ____%	_____ . ____%
1020	1	2	3	4
	_____ . ____%	_____ . ____%	_____ . ____%	_____ . ____%
1060	1	2	3	4
	_____ . ____%	_____ . ____%	_____ . ____%	_____ . ____%
1061	1	2	3	4
	_____ . ____%	_____ . ____%	_____ . ____%	_____ . ____%
1062	1	2	3	4
	_____ . ____%	_____ . ____%	_____ . ____%	_____ . ____%
	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

**15 Ownership held directly by all U.S. affiliates of the foreign parent(s)** — The foreign parents of these other U.S. affiliates are indirect foreign parents of this U.S. affiliate. If you put an entry in column 1 or 2, complete items **19 – 23** on the following page. See example 2 on page 21

**16 Ownership held directly by all other U.S. persons or entities**

**17 Ownership held directly by all other foreign persons or entities**

**18 TOTAL of ownership interests** — Sum of items **14** through **17**

## Part I – Identification of U.S. Affiliate – Continued

### FOREIGN PARENT OWNERSHIP — continued

Use only if you need to enter more owners in item **14** on the previous page

<b>Ownership held directly by foreign parent(s) of this affiliate</b> — Enter name of each foreign parent with direct ownership.		Reporting Period			
		Voting interest		Equity interest (If different from voting interest)	
		Close FY 2022 (1)	Close FY 2021 (2)	Close FY 2022 (3)	Close FY 2021 (4)
	1021	1 _____ . ____%	2 _____ . ____%	3 _____ . ____%	4 _____ . ____%
	1022	1 _____ . ____%	2 _____ . ____%	3 _____ . ____%	4 _____ . ____%
	1023	1 _____ . ____%	2 _____ . ____%	3 _____ . ____%	4 _____ . ____%
	1024	1 _____ . ____%	2 _____ . ____%	3 _____ . ____%	4 _____ . ____%
	1025	1 _____ . ____%	2 _____ . ____%	3 _____ . ____%	4 _____ . ____%
	1026	1 _____ . ____%	2 _____ . ____%	3 _____ . ____%	4 _____ . ____%

### U.S. AFFILIATE OWNERSHIP — continued

Use only if you need to enter more owners after item **22** on the following page

Enter name of each U.S. affiliate holding a direct ownership interest in this U.S. affiliate.  (1)	Percent of direct voting interest in this U.S. affiliate held by the U.S. affiliate listed in column 1.		<b>For the U.S. affiliate listed in column 1, enter name of the U.S. entity (U.S. affiliate) in its ownership chain that is directly owned by a foreign parent.</b> If the U.S. affiliate listed in column 1 is directly owned by a foreign parent, also list that U.S. affiliate here.  (4)
	Close FY 2022 (2)	Close FY 2021 (3)	
	1067	1 _____ . ____%	2 _____ . ____%
	1068	1 _____ . ____%	2 _____ . ____%
	1069	1 _____ . ____%	2 _____ . ____%
	1070	1 _____ . ____%	2 _____ . ____%

## Part I – Identification of U.S. Affiliate – Continued

NOTE: IF THERE IS AN ENTRY IN COLUMN 1 OR 2 OF ITEM 15 COMPLETE ITEMS 19 THROUGH 23.

		Percent of direct voting interest in this U.S. affiliate held by the U.S. affiliate listed in column 1.		For the U.S. affiliate listed in column 1, enter name of the U.S. entity (U.S. affiliate) in its ownership chain that is directly owned by a foreign parent. If the U.S. affiliate listed in column 1 is directly owned by a foreign parent, also list that U.S. affiliate here.	BEA USE ONLY
		Close FY 2022 (2)	Close FY 2021 (3)		
<p><b>Enter name of each U.S. affiliate holding a direct ownership interest in this U.S. affiliate.</b> If more than 4, continue on a separate sheet. See example 2 on page 21. (1)</p>					
<b>19</b>	1063	1 _____ . ____%	2 _____ . ____%		3
<b>20</b>	1064	1 _____ . ____%	2 _____ . ____%		3
<b>21</b>	1065	1 _____ . ____%	2 _____ . ____%		3
<b>22</b>	1066	1 _____ . ____%	2 _____ . ____%		3
<b>23</b>	1071	1 _____ . ____%	2 _____ . ____%	BEA USE ONLY	3

## PART II - Financial and Operating Data of U.S. Affiliate

### Section A — INDUSTRY CLASSIFICATION, TOTAL SALES, AND EMPLOYEES OF FULLY CONSOLIDATED U.S. AFFILIATE

**24 Major activities of fully consolidated U.S. affiliate** — For an inactive affiliate, select the activities based on its last active period; for “start-ups,” select the intended activities.

Check all boxes that describe a major activity of the fully consolidated U.S. affiliate

- 1072 1  Producer of goods  
 2  Seller of goods the U.S. affiliate does not produce  
 3  Producer or distributor of information  
 4  Provider of services  
 5  Real estate  
 6  Other Specify \_\_\_\_\_

**25 What is (are) the major product(s) and/or service(s) resulting from this (these) activities?** If a product, also state what is done to it, i.e., whether it is mined, manufactured, sold at wholesale, transported, packaged, etc. (For example, “manufactured widgets.”)

1163 0 \_\_\_\_\_

BEA USE ONLY

1200	1	2	3	4	5
1201	1	2	3	4	5
1202	1	2	3	4	5
1203	1	2	3	4	5

## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### INDUSTRY CLASSIFICATION, TOTAL SALES, AND EMPLOYEES OF FULLY CONSOLIDATED U.S. AFFILIATE

Enter the 4-digit International Surveys Industry (ISI) code(s) and the sales and employment associated with each code in items **26** through **35**.

**Book publishers, printers, and real estate investment trusts** — See instructions 26 – 39 on page 32.

**Holding company** (ISI code 5512) is often an invalid industry classification for a conglomerate. A conglomerate must determine its industry code based on the activities of the fully consolidated domestic U.S. business enterprise.

**Column 1 – ISI Code** — See the Summary of Industry Classifications on page 25. For a full explanation of each code, see the *Guide to Industry Classifications for International Surveys, 2022* located at [www.bea.gov/naics\\_2022](http://www.bea.gov/naics_2022). For an inactive affiliate, base the industry classification(s) on its last active period; for “start-ups” with no sales, show the intended activities.

**Column 2 – Sales**

**INCLUDE**

- Total sales or gross operating revenues, excluding sales taxes, returns, allowances, and discounts.
- Fees and commissions.
- Revenues generated during the year from the operations of a discontinued business segment.
- ONLY finance and insurance companies and units should report dividends and interest. Companies involved with repos and reverse repos see instructions 26–39 on page 32.
- Total income of holding companies (ISI code 5512) as reported in item **44**.

**EXCLUDE**

- Investment gains and losses reported in item **42**.
- Sales or consumption taxes levied directly on the consumer.
- Excise taxes levied directly on manufacturers, wholesalers, and retailers.
- Gains or losses from DISPOSALS of discontinued operations and gains and losses from derivative instruments (report as certain gains (losses) in item **42**).
- Dividends and interest earned by non-finance and non-insurance companies and units (report as other income in item **43**).

**Column (3) – Number of employees** — INCLUDE all full-time and part-time employees on the payroll at the end of FY 2022 associated with each ISI code. EXCLUDE contract workers and other workers not carried on the payroll of this U.S. affiliate. If employment at the end of FY 2022 was unusually high or low because of temporary factors (e.g., a strike), give the number of employees that reflects normal operations. If the business enterprise’s activity involves large seasonal variations, give the average number of employees for FY 2022. If precise figures are not available, provide your best estimate.

**NOTE:** For most U.S. affiliates, the employment distribution in column 3 is not proportional to the sales distribution in column 2. Therefore, do not distribute employment by industry in proportion to sales by industry.

	ISI code (1)	Sales (2)			Number of employees associated with each ISI code in column 1 (3)
		\$ Bil.	Mil.	Thous. Dols.	
<b>26</b> Enter code of industry with largest sales.....	1164	2		000	3
<b>27</b> Enter code of industry with 2nd largest sales.....	1165	2		000	3
<b>28</b> Enter code of industry with 3rd largest sales.....	1166	2		000	3
<b>29</b> Enter code of industry with 4th largest sales.....	1167	2		000	3
<b>30</b> Enter code of industry with 5th largest sales.....	1168	2		000	3
<b>31</b> Enter code of industry with 6th largest sales.....	1169	2		000	3
<b>32</b> Enter code of industry with 7th largest sales.....	1170	2		000	3
<b>33</b> Enter code of industry with 8th largest sales.....	1171	2		000	3
<b>34</b> Enter code of industry with 9th largest sales.....	1176	2		000	3
<b>35</b> Enter code of industry with 10th largest sales.....	1177	2		000	3
<b>36</b> Number of employees of administrative offices and other auxiliary units that service more than one industry — INCLUDE employees at corporate headquarters, central administrative, and regional offices, and operating units that provide administration and management or support services (such as accounting, data processing, legal, research and development and testing, and warehousing) to more than one industry. EXCLUDE employees that provide administration and management or support services for only one industry. Instead, report such employees in column 3 of items <b>26</b> through <b>35</b> .....	1178				3
<b>37</b> Sales and employees accounted for — Sum of items <b>26</b> through <b>36</b> .....	1172	2		000	3
<b>38</b> Sales and employees not accounted for above — Items <b>26</b> through <b>35</b> must all have entries if amounts are entered in this item.....	1173	2		000	3
<b>39</b> TOTAL SALES OR GROSS OPERATING REVENUES (excluding sales taxes) AND EMPLOYEES — Sum of items <b>37</b> and <b>38</b> , columns 2 and 3.....	1174	2		000	3

## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section B — INCOME STATEMENT

		\$ Bil.	Mil.	Thous.	Dols.
<b>INCOME</b>					
<b>40</b> Total sales or gross operating revenues, excluding sales taxes — Must equal item <b>39</b> column 2.....	2149	1			000
<b>41</b> Income from equity investments in unconsolidated U.S. affiliates and all foreign entities — INCLUDE here the equity in earnings, during the reporting period, for all U.S. and foreign investments that are unconsolidated and reported in item <b>74</b> . INCLUDE dividends received for investments that are owned less than 20 percent and not subject to FASB ASC 321. EXCLUDE fair value gains and losses for investments that would otherwise be accounted for under the equity method. Report such fair value gains (losses) in item <b>42</b> .....	2150	1			000
<b>a. Income from equity investments in unconsolidated U.S. business enterprises</b> .....	2150	2			000
<b>b. Income from equity investments in all foreign business enterprises</b> .....	2150	3			000
<b>42</b> Certain gains (losses) — READ INSTRUCTIONS CAREFULLY as this item is based on economic accounting concepts and may, in some cases, deviate from accounting principles. Report gross amount before income tax effect. Include tax effect in item <b>46</b> . Report gains (losses) resulting from:		1			
<b>a. Extraordinary, unusual, or infrequently occurring items</b> that are material. INCLUDE losses from accidental damage or disasters, after estimated insurance reimbursement. INCLUDE other material items, including write-ups, writedowns, and writeoffs of tangible and intangible assets; gains (losses) from the sale or other dispositions of capital assets. EXCLUDE legal judgments (report legal judgments against the U.S. affiliate in item <b>45</b> ; report legal settlements in favor of the U.S. affiliate in item <b>43</b> );					
<b>b. Restructuring.</b> INCLUDE restructuring costs that reflect writedowns or writeoffs of assets or liabilities. EXCLUDE actual payments, or charges to establish reserves for future actual payments, such as for severance pay, and fees to accountants, lawyers, consultants, or other contractors. Report them in item <b>45</b> ;					
<b>c. Sales or disposition of land, other property, plant, and equipment, or other assets, and FASB ASC 360 impairment losses.</b> EXCLUDE gains (losses) from the sale of inventory assets in the ordinary course of trade or business. Real estate companies, see special instructions IV.42. on page 32;					
<b>d. Sales or other disposition of financial assets, including investment securities; gains (losses) related to fair value accounting; FASB ASC 321 holding gains (losses) on securities classified as trading securities; FASB ASC 321 impairment losses; and gains and losses derived from derivative instruments;</b>					
<b>e. Goodwill impairment</b> as defined by FASB ASC 350;					
<b>f. DISPOSALS of discontinued operations.</b> EXCLUDE income (loss) from the operations of a discontinued segment. Report such income (loss) as part of your income from operations in items <b>26</b> through <b>39</b> ;					
<b>g. Remeasurement</b> of the U.S. affiliate's foreign-currency-denominated assets and liabilities due to changes in foreign exchange rates during the reporting period;					
<b>h. The cumulative effect of a change in accounting principle; and</b>					
<b>i. The cumulative effect of a change in the estimate of stock compensation forfeitures</b> under FASB ASC 718 .....	2151				000
<b>43</b> Other income — Legal settlements in favor of the U.S. affiliate, dividends and interest earned by non-finance and non-insurance companies and units, non-operating, and other income not included above. — Specify major items		1			
	2152				000
<b>44</b> Total income — Sum of items <b>40</b> through <b>43</b> .....	2153	1			000
<b>COSTS AND EXPENSES</b>					
<b>45</b> Cost of goods sold or services rendered, and selling, general, and administrative expenses — Operating expenses that relate to sales or gross operating revenues, item <b>40</b> , and selling, general, and administrative expenses. INCLUDE production royalty payments to governments, their subdivisions and agencies, and to other persons. INCLUDE legal judgments against the U.S. affiliate. EXCLUDE goodwill impairment as defined by FASB ASC 350. Report such impairment losses in item <b>42</b> . For guidance on restructuring costs, see item <b>42b</b> .....	2154	1			000
<b>46</b> Income taxes — Provision for U.S. Federal, state, and local income taxes. INCLUDE the income tax effect of certain gains (losses) reported in item <b>42</b> . EXCLUDE production royalty payments.....	2156	1			000
<b>47</b> Other costs and expenses not included above. Include noncontrolling interests in profits and losses (FASB ASC 810). — Specify major items		1			
	2157				000
<b>48</b> Total costs and expenses — Sum of items <b>45</b> through <b>47</b> .....	2158	1			000
<b>NET INCOME</b>					
<b>49</b> Net income (loss) after provision for U.S. Federal, state, and local income taxes — Item <b>44</b> minus item <b>48</b> .....	2159	1			000



## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section C — DISTRIBUTION OF SALES OR GROSS OPERATING REVENUES

Distribute sales or gross operating revenues among three categories — sales of goods, sales of services, and investment income. For the purpose of this distribution, “goods” are normally outputs that are tangible and “services” are normally outputs that are intangible. When a sale consists of both goods and services and cannot be unbundled (i.e., the goods and services are not separately billed), classify the sales as goods or services based on whichever accounts for a majority of the value.

**NOTE — Before completing this section, please see the instructions for items 51 through 53 on page 32.**  
Insurance companies also see V.A. on page 34 for special instructions.

**Utilities and oil & gas producers and distributors** — To the extent feasible, revenues are to be allocated between sales of goods and sales of services. Revenues earned from the sale of a product (e.g., electricity, natural gas, oil, water, etc.) are to be reported as sales of goods. Revenues earned from the distribution or transmission of a product (e.g., fees received for the use of transmission lines, pipelines, etc.) are to be reported as sales of services.

		BEA USE ONLY				
		2404				
			1			
			\$ Bil.	Mil.	Thous.	Dols.
<b>50</b>	<b>Total sales or gross operating revenues, excluding sales taxes —</b> Equals sum of items <b>51</b> through <b>53</b> .....	2243	1			000
<b>51</b>	<b>Sales of goods</b> .....	2244	1			000
<b>52</b>	<b>Investment income included in gross operating revenues.</b> Include ALL interest and dividends generated by finance and insurance subsidiaries or units.....	2245	1			000
<b>53</b>	<b>Sales of services, total</b> — Sum of items <b>54</b> through <b>58</b> .....	2246	1			000
<b>54</b>	<b>To other U.S. affiliates of the same affiliated foreign group.</b> See illustration of affiliated foreign group on page 13 .....	2247	1			000
<b>55</b>	<b>To unaffiliated U.S. persons or entities</b> .....	2248	1			000
<b>56</b>	<b>To the affiliated foreign group</b> .....	2249	1			000
<b>57</b>	<b>To foreign affiliates owned by this U.S. affiliate.</b> See item <b>9</b> for a diagram that illustrates foreign affiliates owned by this U.S. affiliate.....	2250	1			000
<b>58</b>	<b>To all other foreign persons or entities</b> .....	2251	1			000

### CROSS-BORDER SERVICES TRANSACTIONS

**59** Did this U.S. affiliate receive payments or credits from, or make payments or issue credits to, persons or entities located outside of the United States for any of the items listed below?

- Royalties, license fees, and other fees for the use or sale of intangible property.
- Services including but not limited to: accounting, advertising, computer, construction and related services, consulting, database, financial, insurance, legal, management, operational leasing, public relations, and research and development services.

<sup>1186</sup> 1  Yes 2  No

### Section D — OTHER FINANCIAL AND OPERATING DATA

			\$ Bil.	Mil.	Thous.	Dols.
<b>60</b>	<b>Receipts related to intellectual property rights.</b> Receipts for license fees, royalties, and other fees received by this affiliate for the use, reproduction, and/or distribution of intellectual property. Do not report outright sales of the intellectual property itself. ....	2260	1			000
<b>61</b>	<b>Advertising.</b> Report advertising revenue including sales and placement in print, broadcast or digital media, including mobile, desktop, digital TV, or any other Internet-connected device.....	2261	1			000
<b>62</b>	<b>Interest income from all sources (including foreign parents and affiliates), after deduction of taxes withheld by the payer.</b> Do not net against interest expense (item <b>63</b> ) .....	2400	1			000
<b>63</b>	<b>Interest expenses plus interest capitalized, paid or due to all payees (including to foreign parents and affiliates), before deduction of U.S. tax withheld by the affiliate.</b> Do not net against interest income (item <b>62</b> ) ....	2401	1			000
<b>64</b>	<b>Other taxes and non-tax payments (EXCLUDING income and payroll taxes)</b> — Amount paid or accrued for the year, net of refunds or credits, to U.S. Federal, state, and local governments, their subdivisions and agencies for — • Sales, consumption, and excise taxes <b>collected by the affiliate on goods and services sold</b> • Premium taxes paid by insurance companies • Property and other taxes on the value of assets and capital • Any remaining taxes (other than income and payroll taxes) • Non-tax liabilities (other than for purchases of goods and services) such as — - Import and export duties - Production royalties for natural resources - License fees, fines, penalties, and similar items <b>NOTE:</b> The amount reported in this item <b>SHOULD NOT EQUAL</b> the amount reported in item <b>46</b> .....	2402	1			000
<b>65</b>	<b>Employee compensation</b> — Base compensation on payroll records. Employee compensation must cover compensation charged as an expense on the income statement, charged to inventories, or capitalized during the reporting period. <b>INCLUDE</b> wages and salaries and employee benefit plans. <b>EXCLUDE</b> compensation related to activities of a prior period, such as compensation capitalized or charged to inventories in prior periods. <b>EXCLUDE</b> compensation of contract workers and other workers not carried on the payroll of this U.S. affiliate. See instruction 65 on page 33 .....	2253	1			000

## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section E — INSURANCE INDUSTRY ACTIVITIES

Insurance related activities are covered by industry codes 5243 (insurance carriers, except direct life insurance carriers) and 5249 (direct life insurance carriers).

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**66a** Of the total sales and gross operating revenues reported in item **39**, column 2, were any of the sales or revenues generated by insurance related activities?

- 1180 1  Yes — Answer items **66b** and **66c**  
 1 2  No — Skip to item **67**

**66b** **Premiums earned** — Report premiums, gross of commissions, included in revenue during the reporting year. Calculate as direct premiums written (including renewals) net of cancellations, plus reinsurance premiums assumed, minus reinsurance premiums ceded, plus unearned premiums at the beginning of the year, minus unearned premiums at the end of the year. EXCLUDE all annuity premiums. Also EXCLUDE premiums and policy fees related to universal and adjustable life, variable and interest-sensitive life, and variable-universal life policies..... 1181

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

**66c** **Losses incurred** — Report losses incurred for the insurance products covered by item **66b**. EXCLUDE loss adjustment expenses and losses that related to annuities. Also EXCLUDE losses related to universal and adjustable life, variable and interest-sensitive life, and variable-universal life policies.

For property and casualty insurance, calculate as net losses paid during the reporting year, minus net unpaid losses at the beginning of the year, plus net unpaid losses at the end of the year. In the calculation of net losses, INCLUDE losses on reinsurance assumed from other companies and EXCLUDE losses on reinsurance ceded to other companies. Unpaid losses include both case reserves and losses incurred but not reported.

For life insurance, losses reflect policy claims on reinsurance assumed or on primary insurance sold, minus losses recovered from reinsurance ceded, adjusted for changes in claims due, unpaid, and in course of settlement..... 1182

1			000
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### Section F — DIGITAL ECONOMY ACTIVITIES

Sales or gross operating revenues reported in this section should be included in the total for sales of services reported in **53**.

**Estimates** — If actual data are not available, or only partial data are available, provide estimates and label as such. Data provided in this section may be reasonable estimates based upon the informed judgment of persons in the responding organization, sampling techniques, prorations based on related data, etc.

**67** **Cloud computing service revenue** — Service revenue earned from the provision of cloud computing services to customers, which customers can access from a shared pool of configurable computing resources in a flexible and on-demand way, without active management by the customer. Cloud computing services cover a range of resources, such as access to processing, storage, and networks; platforms for customers to deploy their own applications; and readymade software. .... 2262

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

**68** **Digital intermediation service revenue** — Service revenue earned from operating a digital intermediary platform, which is an online interface that facilitates, for a fee, the direct interaction between multiple buyers and multiple sellers. The platform does not take economic ownership of the goods nor does it provide the services that are being sold via the platform. Report fees and commissions only, not the value of the goods or services sold on the platform.... 2263

1			000
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**Digitally delivered** services are those that are delivered remotely over information and communications technology networks — i.e. over voice or data networks, including the Internet, or in an electronically downloadable format.

**Digitally ordered** pertains to the sale of a good or service conducted over computer networks by methods specifically designed for the purpose of receiving or placing orders, negotiating terms of sales or price. This covers orders placed over an electronic data interchange, the Internet, mobile device, or any other online system.

	Check the appropriate percent range (check one)						The information provided is based on (check one)		
	0%	1–24%	25–49%	50–74%	75–89%	90–99%	100%	Accounting records	Recall/ general knowledge of operations
<b>69</b> Percentage of sales of services reported in <b>53</b> that were <b>digitally delivered</b> ? .. 2264	1 1 <input type="checkbox"/>	1 2 <input type="checkbox"/>	1 3 <input type="checkbox"/>	1 4 <input type="checkbox"/>	1 5 <input type="checkbox"/>	1 6 <input type="checkbox"/>	1 7 <input type="checkbox"/>	2 1 <input type="checkbox"/>	2 2 <input type="checkbox"/>
<b>70</b> Percentage of sales of services reported in <b>53</b> that were <b>digitally ordered</b> ? 2265	1 1 <input type="checkbox"/>	1 2 <input type="checkbox"/>	1 3 <input type="checkbox"/>	1 4 <input type="checkbox"/>	1 5 <input type="checkbox"/>	1 6 <input type="checkbox"/>	1 7 <input type="checkbox"/>	2 1 <input type="checkbox"/>	2 2 <input type="checkbox"/>
<b>71</b> Percentage of sales of goods reported in <b>51</b> that were <b>digitally ordered</b> ?..... 2266	1 1 <input type="checkbox"/>	1 2 <input type="checkbox"/>	1 3 <input type="checkbox"/>	1 4 <input type="checkbox"/>	1 5 <input type="checkbox"/>	1 6 <input type="checkbox"/>	1 7 <input type="checkbox"/>	2 1 <input type="checkbox"/>	2 2 <input type="checkbox"/>

## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section F — BALANCE SHEET

NOTE — Insurance companies see V.A. on page 34 for special instructions.

#### ASSETS

	Close FY 2022				Close FY 2021 (Unrestated)			
	(1)				(2)			
	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.
<b>72 Cash and cash equivalents</b> — INCLUDE deposits in financial institutions and other cash items and short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. EXCLUDE overdrafts as negative cash, instead report overdrafts in <b>78</b> .....	1			2	1			2
	2101			000				000
<b>73 Inventories</b> — Land development companies, EXCLUDE land held for resale (INCLUDE in item <b>76</b> ); finance and insurance companies, EXCLUDE inventories of marketable securities (INCLUDE in item <b>76</b> ).....	1			2	1			2
	2104			000				000
<b>74 Equity investment in unconsolidated U.S. and foreign business enterprises</b> — INCLUDE all ownership in unconsolidated business enterprises using the equity method. INCLUDE ALL foreign affiliates using the equity method (even if majority owned). The total should equal the sum of a. and b. below.	1			2	1			2
	2106			000				000
<b>a. Equity investment in unconsolidated U.S. business enterprises</b> .....	1			2	1			2
	2006			000				000
<b>b. Equity investment in all foreign business enterprises</b> .....	1			2	1			2
	2007			000				000
<b>75 Property, plant, and equipment, net</b> — INCLUDE land, timber, mineral rights, structures, machinery, equipment, special tools, deposit containers, construction in progress, and capitalized tangible and intangible exploration and development costs of the affiliate, net of accumulated depreciation, depletion, and amortization. INCLUDE items on finance leases from others, per FASB ASC 842, and property you own that you lease to others under operating leases. EXCLUDE all other types of intangible assets, and land held for resale. (An unincorporated affiliate should include items owned by its foreign parent but which are in the affiliate's possession in the United States whether or not carried on the affiliate's own books or records.).....	1			2	1			2
	2107			000				000
<b>76 Other assets</b> — INCLUDE all other assets not included above.....	1			2	1			2
	2110			000				000
<b>77 Total assets</b> — Sum of items <b>72</b> through <b>76</b> .....	1			2	1			2
	2109			000				000

#### LIABILITIES

<b>78 TOTAL LIABILITIES</b> .....	1			2	1			2
	2114			000				000

**79** Has fair value accounting been applied to, or elected for, any asset or liability items included in the amounts reported on the balance sheet above?

- 2112 1  Yes — Report the total amount of the fair value assets and liabilities in the space provided below.
- 1 2  No — Skip to item **80**

Of the property, plant, and equipment reported in item **75**, what amount was reported using fair value accounting?.....

Of the total assets reported in item **77**, what amount was reported using fair value accounting?.....

Of the total liabilities reported in item **78**, what amount was reported using fair value accounting?.....

	Close FY 2022				Close FY 2021 (Unrestated)			
	(1)				(2)			
	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.
	1			2	1			2
	2115			000				000
	1			2	1			2
	2123			000				000
	1			2	1			2
	2597			000				000

#### BANKING INDUSTRY ACTIVITIES

**80** Of the total sales and gross operating revenues reported in item **39**, column 2, were any of the sales or revenues generated by depository or non-depository banking activities (industry codes 5221 or 5229)?

- 2113 1  Yes — Report the U.S. affiliate's values for the following
- 1 2  No — Skip to item **81**

	Total				Banking activities				All other			
	(1)				in industry codes				(column 1 less			
	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.
<b>Assets:</b> Total of all assets reported in the balance sheet above (column 1 total equals item <b>77</b> column 1).....	1			2	3			3	1			2
	2124			000				000				000
<b>Liabilities:</b> Total of all liabilities reported in the balance sheet above (column 1 total equals item <b>78</b> column 1).....	1			2	3			3	1			2
	2125			000				000				000
<b>Interest income:</b> Column 1 total equals item <b>62</b> .....	1			2	3			3	1			2
	2126			000				000				000
<b>Interest expense:</b> Column 1 total equals item <b>63</b> .....	1			2	3			3	1			2
	2127			000				000				000

## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section F — BALANCE SHEET — Continued

		Close FY 2022 (1)				Close FY 2021 (Unrestated) (2)			
		\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.
<b>81</b>	<b>Capital stock and additional paid-in capital</b> — Common and preferred, voting and non-voting capital stock and additional paid-in capital.....	1			000	2			000
<b>82</b>	<b>Retained earnings (deficit)</b> .....	1			000	2			000
<b>83</b>	<b>Treasury stock</b> .....	1		( )	000	2		( )	000
	<b>Accumulated other comprehensive income (loss)</b>	Close FY 2022 (1)				Close FY 2021 (Unrestated) (2)			
		\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.
<b>84a</b>	<b>Translation adjustment</b> .....	1			000	2			000
<b>84b</b>	<b>All other components</b> .....	1			000	2			000
<b>84c</b>	<b>Total accumulated other comprehensive income (loss)</b> — Equals sum of <b>84a</b> and <b>84b</b> .....	1			000	2			000
<b>85</b>	<b>Other</b> — INCLUDE noncontrolling interest per FASB ASC 810. Specify major items  	1			000	2			000
<b>86</b>	<b>Total owners' equity</b> — Sum of items <b>81</b> , <b>82</b> , <b>83</b> , <b>84c</b> and <b>85</b> for incorporated U.S. affiliates and those unincorporated U.S. affiliates for which this breakdown is available. For those unincorporated U.S. affiliates that cannot provide a breakdown for items <b>81</b> through <b>85</b> , report total owners' equity in this item. For both incorporated and unincorporated U.S. affiliates, total owners' equity must equal item <b>77</b> (total assets) minus item <b>78</b> (total liabilities).....	1			000	2			000

### Section G — CHANGE IN RETAINED EARNINGS (DEFICIT) — If retained earnings (deficit) is not shown as a separate account, show change in total owners' equity.

	\$ Bil.	Mil.	Thous.	Dols.
<b>87</b> <b>Balance, close FY ended in 2021, before restatement due to a change in the entity (e.g., due to mergers, acquisitions, divestitures, etc.) or due to a change in accounting methods or principles, if any</b> — Enter amount from item <b>82</b> , column 2; if retained earnings (deficit) is not shown as a separate account, enter amount from item <b>86</b> , column 2.....	1			000
<b>88</b> <b>Increase (decrease) due to restatement of FY 2021 closing balance.</b> — Specify reason(s) for change  	1			000
<b>89</b> <b>FY 2021 closing balance as restated</b> — Item <b>87</b> plus item <b>88</b> .....	1			000
<b>90</b> <b>Net income (loss)</b> — Enter amount from item <b>49</b> .....	1			000
<b>91</b> <b>Dividends or earnings distributed</b> — Incorporated affiliates — enter amount of dividends declared, inclusive of taxes withheld, out of current- or prior-period income, on common and preferred stock, excluding stock dividends. Unincorporated affiliates — enter amount of current- or prior-period net income distributed to owners.....	1			000
<b>92</b> <b>Other increases (decreases) in retained earnings (deficit), including stock or liquidating dividends, or in total owners' equity if retained earnings (deficit) is not shown as a separate account, including capital contributions (return of capital).</b> — Specify  	1			000
<b>93</b> <b>FY 2022 closing balance</b> — Sum of items <b>89</b> , <b>90</b> , and <b>92</b> minus item <b>91</b> ; also must equal item <b>82</b> , column 1, if retained earnings (deficit) is shown as a separate account, or item <b>86</b> , column 1, if retained earnings (deficit) is not shown as a separate account.....	1			000

## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section H — LAND AND OTHER PROPERTY, PLANT, AND EQUIPMENT

INCLUDE all land and other property, plant, and equipment carried anywhere on the U.S. affiliate's balance sheet, whether or not with the intent of holding and actively using the asset in the operating activity of the business. Land refers to any part of the earth's surface, including land being leased from others under finance leases. Other property, plant, and equipment includes: timber, mineral and like rights owned; all structures, machinery, equipment, special tools, and other depreciable property; construction in progress; capitalized tangible and intangible exploration and development costs; and the capitalized value of timber, mineral, and like rights leased by the affiliate from others under finance leases. On the balance sheet these items may be carried in property, plant, and equipment (item **75**) or in other assets (item **76**).

EXCLUDE items that the affiliate has sold on a finance lease basis.

#### CHANGE FROM FY 2021 CLOSING BALANCES TO FY 2022 CLOSING BALANCES

		\$ Bil.	Mil.	Thous.	Dols.
<b>94</b> Net book value of all land and other property, plant, and equipment at close of FY 2021 wherever carried on the balance sheet, before restatement due to a change in entity.....	2386	1			000

#### CHANGES DURING FY 2022

**95** Give amount by which the net book value in item **94** would be restated due to:

*If a decrease, put amount in parentheses.*

• <b>Change in entity</b> (i.e., due to the acquisition of, or merger with, another company, or the divestiture of a subsidiary, change in fiscal year, etc.).....	2387	1			000
• <b>Change in accounting methods or principles</b> .....	2385	1			000

**Is change in accounting methods due in whole or in part to early implementation of FASB ASU No.2021-02, Leases (Topic 842)?**

2385    <sup>2</sup>  <sup>1</sup> Yes, in whole.                      <sup>2</sup>  <sup>2</sup> Yes, in part.                      <sup>2</sup>  <sup>3</sup> No.

**EXPENDITURES** — INCLUDE all purchases by, or transfers to, the U.S. affiliate of land and other property, plant, and equipment. EXCLUDE all changes caused by a change in the entity or by a change in accounting methods or principles during FY 2022 (INCLUDE such changes in item **95**).

**Expenditures by the U.S. affiliate for, or transfers into the U.S. affiliate of,**

<b>96</b> Land — Report expenditures for land except land held for resale. Report land held for sale in item <b>101</b> .....	2388	1			000
<b>97</b> Mineral rights, including timber — Report capitalized expenditures to acquire mineral and timber rights. EXCLUDE capitalized expenditures for the exploration and development of natural resources. INCLUDE those in item <b>98</b> .....	2389	1			000
<b>98</b> Property, plant, and equipment other than land and mineral rights (EXCLUDE changes due to mergers and acquisitions. Report them in item <b>95</b> .) .....	2390	1			000
<b>99</b> Annual depreciation .....	2392	1			000
<b>100</b> Annual depletion.....	2393	1			000
<b>101</b> Net book value of sales, retirements, impairments, or transfers out of assets defined for inclusion in this section, and other decreases (increases) — INCLUDE expenditures for land held for sale. EXCLUDE amounts relating to the divestiture of U.S. affiliates. Report such amounts in item <b>95</b> .....	2394	1			000

#### BALANCES AT CLOSE OF FY 2022

<b>102</b> Net book value of land and other property, plant, and equipment at close of FY 2022 — Sum of items <b>94</b> through <b>98</b> , minus sum of items <b>99</b> through <b>101</b> .....	2395	1			000
<b>103</b> Accumulated depreciation and depletion .....	2396	1			000
<b>104</b> Gross book value of all land and other property, plant, and equipment at close of FY 2022, wherever carried on the balance sheet — Sum of items <b>102</b> and <b>103</b> .....	2397	1			000

#### ADDENDA

<b>105</b> Gross book value of land owned — The portion of item <b>104</b> that is the gross book value of land owned. INCLUDE undeveloped and agricultural land, and also the value of land you own that is located under developed properties such as office buildings, apartment buildings, retail buildings, etc. If your accounting and reporting systems do not separately account for land and building components when buildings sit upon land that you own, provide your best estimate of the gross book value of the land owned .....	2356	1			000
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2399

## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section I — RESEARCH AND DEVELOPMENT

**Research and development (R&D) expenditures** – INCLUDE all costs incurred in performing R&D, including depreciation, amortization, wages and salaries, taxes, materials and supplies, overhead — whether or not allocated to others — and all other indirect costs.

See instructions 106–111 on page 33 for more details of what to include.

**NOTE** — Items **106** through **111** pertain to R&D **performed** by the U.S. affiliate, including R&D performed by the U.S. affiliate for others under contract.

		\$ Bil.	Mil.	Thous.	Dols.
<b>106</b> R&D performed BY the U.S. affiliate, total — Sum of items <b>107</b> through <b>111</b> . EXCLUDE the cost of R&D funded by the U.S. affiliate but performed by others. Report such R&D costs in item <b>112</b> .....	2403	1			000
<b>Funded (or reimbursed) by:</b>					
<b>107</b> U.S. affiliate itself .....	2405	1			000
<b>108</b> Federal Government (i.e., federally financed R&D).....	2406	1			000
<b>109</b> Affiliated foreign group. See the example below for an illustration of affiliated foreign group.....	2411	1			000
<b>110</b> Foreign affiliates owned by this U.S. affiliate. See item <b>9</b> for a diagram that illustrates foreign affiliates owned by this U.S. affiliate .....	2412	1			000
<b>111</b> Others under contract.....	2407	1			000
<b>112</b> R&D performed FOR the U.S. affiliate by others on a contractual basis.....	2408	1			000
<b>113</b> R&D employees — Report the number of employees engaged in R&D in the United States (including the District of Columbia, Puerto Rico, and all territories and possessions of the United States) during the fiscal year that ended in calendar year 2022.					Number of R&D Employees
R&D employees are scientists, engineers, and other professional and technical employees, including managers, engaged in scientific or engineering R&D work, at a level that requires knowledge of physical, social, or life sciences, engineering, mathematics, statistics, or computer science at least equivalent to that acquired through completion of a four-year college course with a major in one of these fields (i.e., training may be either formal or by experience)....	2409	1			
		1			

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2410

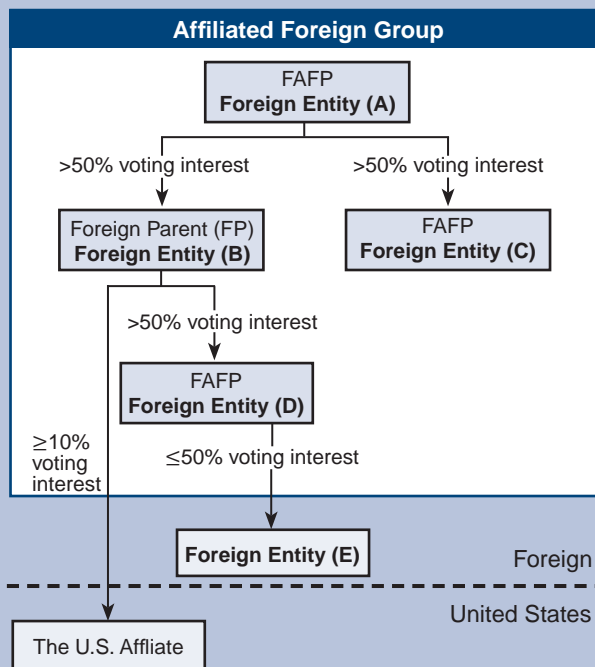
### Identifying the Affiliated Foreign Group

The affiliated foreign group (AFG) consists of

- The *foreign parent (FP)*, which is the first **Foreign Entity (B)** outside the United States, proceeding up a chain of ownership, that has 10 percent or more voting interest in the U.S. affiliate, and
- Every *foreign affiliate of the foreign parent (FAFP)*, which includes
  - Any **Foreign Entity (A)**, proceeding up the foreign parent's ownership chain, that has more than 50 percent direct voting interest in the entity below it, up to and including that entity in which no other foreign entity has more than 50 percent direct voting interest, and
  - Any **Foreign Entity (C)** and **Foreign Entity (D)**, in which the FP or any FAFP has more than 50 percent direct voting interest.

The AFG does not include:

- Any **Foreign Entity (E)** proceeding down the FP's or FAFP's ownership chain in which neither the FP nor any FAFP has more than 50 percent direct voting interest, or
- Any **U.S. entity**.



## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section J — U.S. TRADE IN GOODS BY U.S. AFFILIATE ON A SHIPPED BASIS

Report the value of goods exported and imported by the U.S. affiliate during the fiscal year that ended in calendar year 2022.

- **Report on a SHIPPED basis, rather than a CHARGED basis.** The shipped basis tracks the physical movement of goods. However, U.S. affiliates normally keep their accounting records on a “charged basis,” which may not reflect the physical movement of goods. The “charged” basis may be used if there is no material difference between it and the “shipped” basis. However, if there is a material difference, the “shipped” basis must be used or adjustments must be made to the “charged” basis data to approximate a “shipped” basis. Additional instructions regarding shipped basis are available on page 33.
- **Timing** — Only include goods actually shipped during FY 2022 regardless of when the goods were charged or consigned.
- **f.a.s. valuation** — Value goods f.a.s. (free alongside ship) at the port of exit.
  - INCLUDE costs incurred up to the point of loading the goods aboard the export carrier at the port of exit, including the selling price at the interior point of shipment (or cost if not sold), packaging cost, and inland freight and insurance.
  - EXCLUDE all subsequent costs such as loading costs, U.S. and foreign import duties, and freight and insurance from the port of exit to the port of entry.

INCLUDE:

- **Capital goods** (e.g., manufacturing equipment used to produce goods for sale).
- **Consigned goods** — Include when shipped or received even though they are not normally recorded as sales or purchases, or entered into intercompany accounts when initially consigned.
- **Electricity, water, and natural gas** — Report ONLY the value of the product (electricity, water, and natural gas). DO NOT report the service value (transmission and distribution).
- **General use computer software** — Include packaged general use computer software at full transaction value (including both the value of the media on which the software is recorded and the value of the information contained on the media).
- **Goods shipped by an independent carrier or a freight forwarder** to or from the United States at the expense of a U.S. affiliate are, respectively, imports or exports of the U.S. affiliate.

EXCLUDE:

- **Services**
- **In-transit goods** — These are goods that are en route from one foreign country to another via the United States (such as from Canada to Mexico via the United States), and goods en route from one part of the United States to another part via a foreign country (such as from Alaska to Washington State via Canada).
- **Ships, planes, railroad rolling stock, and trucks** that were temporarily outside the United States transporting people or merchandise.
- **Customized software** designed to meet the needs of a specific user. This type of software is considered a service and should not be reported as trade in goods.
- **Software transmitted electronically** rather than physically shipped.
- **Negotiated licensing fees** for software to use on networks.

	TOTAL Sum of columns 2 through 4 (1)				Shipped to (by) affiliated foreign group(s). (See illustration of affiliated foreign group on page 13.) (2)				Shipped to (by) foreign affiliates owned by this U.S. affiliate. (See illustration of foreign affiliates owned by this U.S. affiliate on page 3) (3)				Shipped to (by) all other foreign persons (4)			
	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.
<b>114 Exports of U.S. affiliate to foreign persons</b> — Shipped by U.S. affiliate to foreign persons (valued f.a.s. U.S. port)..... 2502				000				000				000				000
<b>115 Imports of U.S. affiliate from foreign persons</b> — Sum of items <b>116</b> through <b>119</b> Shipped to U.S. affiliate by foreign persons (valued f.a.s. foreign port) ..... 2515				000				000				000				000
<b>IMPORTS BY INTENDED USE:</b>																
<b>116 Capital equipment and other goods charged by U.S. affiliate to its fixed asset accounts</b> ... 2529				000				000				000				000
<b>117 Goods intended for further processing, assembly, or manufacture by this affiliate before resale to others</b> ..... 2530				000				000				000				000
<b>118 Goods for resale without further processing, assembly, or manufacture by this affiliate</b> ..... 2528				000				000				000				000
<b>119 Other</b> — Specify major items  ..... 2531				000				000				000				000

**Part II – Financial and Operating Data of U.S. Affiliate – Continued**

**EXPORTS OF GOODS BY U.S. AFFILIATE TO FOREIGN PERSONS BY COUNTRY OF ULTIMATE DESTINATION**

Report exports of goods by the U.S. affiliate to each country of ultimate destination. The country of ultimate destination is the country where the goods are to be consumed, further processed, or manufactured, as known to the shipper at the time of exportation. If the shipper does not know the country of ultimate destination, credit the shipment to the last country to which the shipper knows that the goods will be shipped in the same form as exported.

EXPORTS — Shipped by U.S. affiliate to foreign persons (valued f.a.s. U.S. port)												
BEA USE ONLY	TOTAL <i>Equals item 114, column 1.</i> (1)				Shipped to affiliated foreign group(s). <i>Equals item 114, column 2.</i> (2)				Shipped to foreign affiliates owned by this U.S. affiliate and all other foreign persons. <i>Equals item 114, columns 3 plus 4.</i> (3)			
	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.	\$ Bil.	Mil.	Thous.	Dols.
<b>120</b> TOTAL must equal sum of items <b>121</b> through <b>142</b> . Also must equal amounts reported in item <b>114</b> ..... 2600	1	2		000	3			000	4			000
<b>TO COUNTRY OF ULTIMATE DESTINATION —</b> Enter amounts for all individual countries to which exports were \$500 thousand or more.												
<b>121</b> Australia ..... 2601	1	2	601	000	3			000	4			000
<b>122</b> Brazil ..... 2602	1	2	202	000	3			000	4			000
<b>123</b> Canada ..... 2603	1	2	100	000	3			000	4			000
<b>124</b> China ..... 2604	1	2	650	000	3			000	4			000
<b>125</b> France ..... 2605	1	2	307	000	3			000	4			000
<b>126</b> Germany ..... 2606	1	2	308	000	3			000	4			000
<b>127</b> Hong Kong ..... 2607	1	2	611	000	3			000	4			000
<b>128</b> Italy ..... 2608	1	2	314	000	3			000	4			000
<b>129</b> Japan ..... 2609	1	2	614	000	3			000	4			000
<b>130</b> Mexico ..... 2610	1	2	213	000	3			000	4			000
<b>131</b> Netherlands ..... 2611	1	2	319	000	3			000	4			000
<b>132</b> Singapore ..... 2612	1	2	625	000	3			000	4			000
<b>133</b> South Korea ..... 2613	1	2	626	000	3			000	4			000
<b>134</b> Switzerland ..... 2614	1	2	325	000	3			000	4			000
<b>135</b> United Kingdom ..... 2615	1	2	327	000	3			000	4			000

**Other individual countries to which exports were \$500 thousand or more —** Specify (Use supplemental sheets if necessary, to account for all such countries.)

<b>136</b> ..... 2616	1	2		000	3			000	4			000
<b>137</b> ..... 2617	1	2		000	3			000	4			000
<b>138</b> ..... 2618	1	2		000	3			000	4			000
<b>139</b> ..... 2619	1	2		000	3			000	4			000
<b>140</b> ..... 2620	1	2		000	3			000	4			000
<b>141</b> ..... 2621	1	2		000	3			000	4			000
<b>142</b> Exports to all other countries not listed or written in above for which exports to each were LESS than \$500 thousand ..... 2698	1	2	709	000	3			000	4			000





## Part II – Financial and Operating Data of U.S. Affiliate – Continued

### Section K — SCHEDULE OF EMPLOYMENT AND PROPERTY, PLANT, AND EQUIPMENT, BY LOCATION

Include those U.S. business enterprises that are fully consolidated into the reporting U.S. affiliate.

**Location** of employees or of an asset is the U.S. state, territory, or possession in which the person is permanently employed, or in which the land or other property, plant, and equipment is physically located and to which property taxes, if any, on such assets are paid. Do not include employees of foreign business enterprises or operations, whether incorporated or unincorporated.

**Column 4** — INCLUDE all employees on the payrolls of operating manufacturing plants in the state. INCLUDE administrative office and other auxiliary employees located at an operating plant and who serve only that plant. EXCLUDE administrative office and other auxiliary employees who serve more than one plant.

**Column 5** — INCLUDE land and other property, plant, and equipment, whether carried as investments, in fixed asset accounts, or in other balance sheet accounts. INCLUDE land held for resale, held for investment purposes, and all other land owned. INCLUDE property you own that you lease to others under operating leases. INCLUDE land and other property, plant, and equipment on finance leases from others, but EXCLUDE property on finance leases to others.

**Item 220 — U.S. offshore oil and gas sites** — Report employment on offshore oil and gas sites located within U.S. claimed territorial waters but NOT located within the territorial waters of a specific state. Employment on offshore oil and gas sites located within the territorial waters of a specific state should be reported in that state. For offshore oil and gas sites located outside U.S. claimed territorial waters, see item 222c below.

**Item 222 — Foreign** — Except as noted below, do not include employees located outside of the United States in item 222 or elsewhere in Section K.

- a. Employees normally located in the United States who are on a temporary duty assignment outside of the country for one year or less should be reported in the U.S. state, territory, or possession where they are normally located.
- b. Employees normally located in the United States who are on a duty assignment outside of the country for more than one year and carried on the payroll of the domestic U.S. affiliate should be reported in item 222. Exclude these employees from the BE-12 report if they are carried on a foreign payroll.
- c. Use item 222 to report employment at oil and gas sites that (1) are owned by the U.S. affiliate; (2) are located outside of U.S. claimed territorial waters; (3) are not incorporated in a foreign country; (4) are not organized as a branch; and (5) do not otherwise have a physical presence in a foreign country as evidenced by plant and equipment or employees located in a foreign country.
- d. Real estate located outside the United States that is owned by the U.S. affiliate and carried on its books but which generates no revenues for, or reimbursements to, the U.S. affiliate should be reported in item 222. Real estate located outside the United States that generates revenues for, or reimbursements to, the U.S. affiliate, or that facilitates the foreign operations of the U.S. affiliate is a foreign subsidiary and should not be consolidated on this BE-12 report.
- e. Machinery and similar equipment located outside the United States at a foreign operating location or subsidiary that are owned by the foreign operating location or subsidiary should not be consolidated on this BE-12 report. However, if such machinery or similar equipment are owned by the U.S. affiliate and loaned or leased (under an operating lease) to the foreign operating location or subsidiary, then it should be included in item 222 "foreign."
- f. Use the category "foreign" to report communication channels that physically exist (i.e., are tangible) that are (1) located outside of the United States, (2) owned by the U.S. affiliate, and (3) carried directly on the U.S. affiliate's books (i.e., not carried on the books of a foreign affiliate owned by the U.S. affiliate). Report satellites in item 223.

**Item 223 — Other property, plant, and equipment** — Use this line to report (1) items that frequently switch locations such as aircraft, railroad rolling stock, ships of U.S. registry, and vehicles engaged in interstate transportation, (2) items such as pipelines, fiber optic cable, power lines, etc., located in more than one state that cannot be allocated among specific states, (3) satellites, underwater cable, and other communication channels that are not located in a specific state, (4) property leased to others, except land or buildings, under operating leases, and (5) items owned by an unincorporated U.S. affiliate's foreign parent but which are in the U.S. affiliate's possession in the United States.

Part II – Financial and Operating Data of U.S. Affiliate – Continued

Section K — SCHEDULE OF EMPLOYMENT AND PROPERTY, PLANT, AND EQUIPMENT, BY LOCATION

← PLEASE REVIEW THE INSTRUCTIONS ON PAGE 17.

LOCATION	State code	Number of employees at the end of FY 2022	The portion of employees in column (3) that are manufacturing employees	Gross book value (historical cost) of all land and other property, plant, and equipment wherever carried on balance sheet, FY 2022 closing balance.				
		Total equals item 39, column 3. (3)	(4)	Total equals item 104. (5)				
	(2)	Number	Number	\$	Bil.	Mil.	Thous.	Dols.
<b>166</b> TOTAL – Sum of items <b>167</b> through <b>223</b> .....	2700	3	4	5				000
<b>167</b> Alabama .....	2701 <b>01</b>	3	4	5				000
<b>168</b> Alaska .....	2702 <b>02</b>	3	4	5				000
<b>169</b> Arizona .....	2703 <b>04</b>	3	4	5				000
<b>170</b> Arkansas .....	2704 <b>05</b>	3	4	5				000
<b>171</b> California .....	2705 <b>06</b>	3	4	5				000
<b>172</b> Colorado .....	2706 <b>08</b>	3	4	5				000
<b>173</b> Connecticut.....	2707 <b>09</b>	3	4	5				000
<b>174</b> Delaware .....	2708 <b>10</b>	3	4	5				000
<b>175</b> Florida .....	2709 <b>12</b>	3	4	5				000
<b>176</b> Georgia.....	2710 <b>13</b>	3	4	5				000
<b>177</b> Hawaii .....	2711 <b>15</b>	3	4	5				000
<b>178</b> Idaho.....	2712 <b>16</b>	3	4	5				000
<b>179</b> Illinois.....	2713 <b>17</b>	3	4	5				000
<b>180</b> Indiana.....	2714 <b>18</b>	3	4	5				000
<b>181</b> Iowa .....	2715 <b>19</b>	3	4	5				000
<b>182</b> Kansas.....	2716 <b>20</b>	3	4	5				000
<b>183</b> Kentucky.....	2717 <b>21</b>	3	4	5				000
<b>184</b> Louisiana .....	2718 <b>22</b>	3	4	5				000
<b>185</b> Maine.....	2719 <b>23</b>	3	4	5				000
<b>186</b> Maryland.....	2720 <b>24</b>	3	4	5				000
<b>187</b> Massachusetts.....	2721 <b>25</b>	3	4	5				000
<b>188</b> Michigan .....	2722 <b>26</b>	3	4	5				000
<b>189</b> Minnesota .....	2723 <b>27</b>	3	4	5				000
<b>190</b> Mississippi .....	2724 <b>28</b>	3	4	5				000
<b>191</b> Missouri .....	2725 <b>29</b>	3	4	5				000
<b>192</b> Montana.....	2726 <b>30</b>	3	4	5				000
<b>193</b> Nebraska .....	2727 <b>31</b>	3	4	5				000
<b>194</b> Nevada .....	2728 <b>32</b>	3	4	5				000
<b>195</b> New Hampshire.....	2729 <b>33</b>	3	4	5				000
<b>196</b> New Jersey .....	2730 <b>34</b>	3	4	5				000
<b>197</b> New Mexico .....	2731 <b>35</b>	3	4	5				000

Continue on the next page

**Part II – Financial and Operating Data of U.S. Affiliate – Continued**

**Section K — SCHEDULE OF EMPLOYMENT AND PROPERTY, PLANT, AND EQUIPMENT, BY LOCATION**  
**PLEASE REVIEW THE INSTRUCTIONS ON PAGE 17.**

LOCATION	State code	(2)	Number of employees at the end of FY 2022	The portion of employees in column (3) that are manufacturing employees	Gross book value (historical cost) of all land and other property, plant, and equipment wherever carried on balance sheet, FY 2022 closing balance.				
			(3)	(4)	(5)				
			Number	Number	\$	Bil.	Mil.	Thous.	Dols.
<b>198</b> New York.....	2732	<b>36</b>	3	4	5				000
<b>199</b> North Carolina.....	2733	<b>37</b>	3	4	5				000
<b>200</b> North Dakota.....	2734	<b>38</b>	3	4	5				000
<b>201</b> Ohio.....	2735	<b>39</b>	3	4	5				000
<b>202</b> Oklahoma.....	2736	<b>40</b>	3	4	5				000
<b>203</b> Oregon.....	2737	<b>41</b>	3	4	5				000
<b>204</b> Pennsylvania.....	2738	<b>42</b>	3	4	5				000
<b>205</b> Rhode Island.....	2739	<b>44</b>	3	4	5				000
<b>206</b> South Carolina.....	2740	<b>45</b>	3	4	5				000
<b>207</b> South Dakota.....	2741	<b>46</b>	3	4	5				000
<b>208</b> Tennessee.....	2742	<b>47</b>	3	4	5				000
<b>209</b> Texas.....	2743	<b>48</b>	3	4	5				000
<b>210</b> Utah.....	2744	<b>49</b>	3	4	5				000
<b>211</b> Vermont.....	2745	<b>50</b>	3	4	5				000
<b>212</b> Virginia.....	2746	<b>51</b>	3	4	5				000
<b>213</b> Washington.....	2747	<b>53</b>	3	4	5				000
<b>214</b> West Virginia.....	2748	<b>54</b>	3	4	5				000
<b>215</b> Wisconsin.....	2749	<b>55</b>	3	4	5				000
<b>216</b> Wyoming.....	2750	<b>56</b>	3	4	5				000
<b>217</b> District of Columbia.....	2751	<b>11</b>	3	4	5				000
<b>218</b> Puerto Rico.....	2752	<b>43</b>	3	4	5				000
<b>219</b> Virgin Islands.....	2753	<b>52</b>	3	4	5				000
<b>220</b> U.S. offshore oil and gas sites – See instruction 220 on page 17.....	2756	<b>65</b>	3	4	5				000
<b>221</b> Other U.S. areas – includes Guam, American Samoa, and all other territories and possessions not separately listed.....	2754	<b>60</b>	3	4	5				000
<b>222</b> Foreign – See instruction 222 on page 17.....	2758	<b>70</b>	3	4	5				000
<b>223</b> Other property, plant and equipment – See instruction 223 on page 17.....	2759	<b>71</b>			5				000

## Part III – Identification of Foreign Parent and Ultimate Beneficial Owner

Name of U.S. business enterprise shown on page 1 of this BE-12A

**Instructions for Part III** – Prepare a separate Part III to report each ownership interest held by a foreign parent, at anytime during the fiscal year that ended in calendar year 2022, in the U.S. affiliate named on page 1 of this BE-12. If a foreign parent held **both** direct **and** indirect ownership interests in this U.S. affiliate, prepare one Part III to report the direct interest and a separate Part III to report the indirect interest. A Part III must also be prepared for foreign parent ownership interests disposed of during the year.

Use this Part III to report the foreign parent with the largest voting interest **at year-end**. Use copies of this Part III to report all additional direct and indirect voting interests, if any, held by foreign parents in this U.S. affiliate. Additional Part III pages may be downloaded from [www.bea.gov/fdi](http://www.bea.gov/fdi).

### Section A – IDENTIFICATION OF FOREIGN PARENT AND ULTIMATE BENEFICIAL OWNER (UBO)

BEA USE ONLY  
Control number

\_\_\_\_\_ - \_\_\_\_\_

**224** Number of Parts III filed by the U.S. affiliate – If there is only one, enter “1.” ..... 3010 1

**225** Enter name of foreign parent being reported in this Part III. If the foreign parent is an individual enter “individual.”

0 \_\_\_\_\_

3011

**226** For the foreign parent named in item 225, this Part III is being used to report – Mark (X) one. A direct foreign parent ownership interest in the U.S. affiliate should match the percentage reported on page 4. An indirect foreign parent ownership interest in the U.S. affiliate must be calculated based on the percentages reported on page 5.

A **direct** ownership interest in the U.S. affiliate. See [example 1](#) on page 21 for an illustration of a direct ownership interest.

An **indirect** ownership interest in the U.S. affiliate. See [example 2](#) on page 21 for an illustration of an indirect ownership interest, and diagram on page 26 for an illustration of how to calculate percentage of indirect foreign parent ownership.

**227** If item 226 is marked direct–  
Give percent of –

	Close FY 2022 (1)	Close FY 2021 (2)
a. Voting interest owned ..... 3014	1 _____. %	2 _____. %
b. Equity interest owned ..... 3015	1 _____. %	2 _____. %

“Voting interest” and “equity interest” are defined in instruction 14–17 on page 32. If the U.S. affiliate is a partnership or Limited Liability Company also see instructions 8.b. and 8.c. on page 31.

**NOTE** – Ownership percentages reported in item 227 must match those reported in item 14 for the foreign parent listed in item 225.

**228** Country in which foreign parent named in item 225 –

BEA USE ONLY

a. is incorporated or organized, if a business enterprise, or is a resident, if an individual. See instruction V.G. on page 35 ..... 3016

0 \_\_\_\_\_

1

3016

b. is located, if a business enterprise and the country is different from that in item 228a ..... 3017

0 \_\_\_\_\_

1

3017

c. What is the city of incorporation of the foreign parent named in 225? If the foreign parent is an individual or government entity, enter N/A. .... 3024

0 \_\_\_\_\_

**229** Enter the industry code of the foreign parent named in item 225, from the list of codes on page 21 that best describes the PRIMARY activity of the SINGLE entity named as the foreign parent. DO NOT base the code on the worldwide sales of all consolidated subsidiaries of the foreign parent. .... 3018

1

## Part III – Identification of Foreign Parent and Ultimate Beneficial Owner – Continued

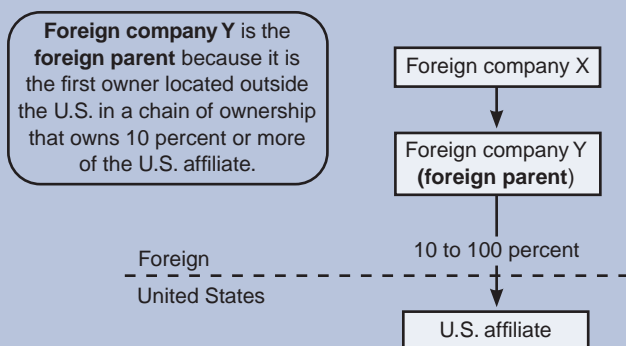
### FOREIGN PARENT AND UBO INDUSTRY CODES

Note: "ISI codes" are International Surveys Industry codes, as given in the *Guide to Industry Classifications for International Surveys, 2022*.

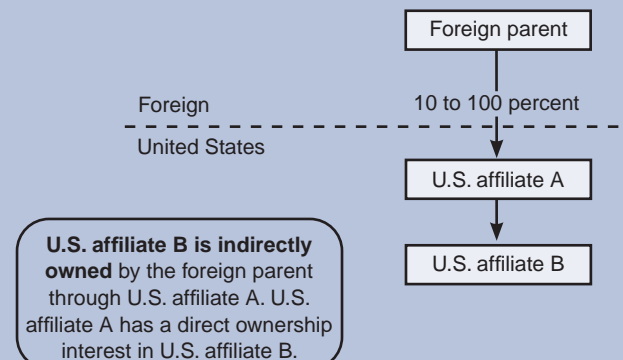
- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li><b>01</b> Government and government-owned or -sponsored enterprise, or quasi-government organization or agency</li> <li><b>02</b> Pension fund — Government run</li> <li><b>03</b> Pension fund — Privately run</li> <li><b>04</b> Estate, trust, or nonprofit organization</li> <li><b>05</b> Individual</li> <li><b>Private business enterprise, investment organization, or group engaged in:</b></li> <li><b>06</b> Insurance (ISI codes 5242, 5243, 5249)</li> <li><b>07</b> Agriculture, forestry, fishing and hunting (ISI codes 1110–1140)</li> <li><b>08</b> Mining (ISI codes 2111–2127)</li> <li><b>09</b> Construction (ISI codes 2360–2380)</li> <li><b>10</b> Transportation and warehousing (ISI codes 4810–4939)</li> <li><b>11</b> Utilities (ISI codes 2211–2213)</li> <li><b>12</b> Wholesale and retail trade (ISI codes 4231–4596)</li> <li><b>13</b> Banking, including bank holding companies (ISI codes 5221 and 5229)</li> <li><b>14</b> Holding companies, excluding bank holding companies (ISI codes 5512 and 5513)</li> <li><b>15</b> Other finance (ISI codes 5223, 5224, 5231, 5238, that part of ISI code 5252 that is not estates and trusts, and ISI code 5331)</li> <li><b>16</b> Real estate (ISI code 5310)</li> </ul> | <ul style="list-style-type: none"> <li><b>17</b> Information (ISI codes 5121–5192)</li> <li><b>18</b> Professional, scientific, and technical services (ISI codes 5411–5419)</li> <li><b>19</b> Other services (ISI codes 1150, 2132, 2133, 5321, 5329, and 5611–8130)</li> <li><b>Manufacturing, including fabricating, assembling, and processing of goods:</b></li> <li><b>20</b> Food (ISI codes 3111–3119)</li> <li><b>21</b> Beverages and tobacco products (ISI codes 3121 and 3122)</li> <li><b>22</b> Pharmaceuticals and medicine (ISI code 3254)</li> <li><b>23</b> Other chemicals (ISI codes 3251–3259, except 3254)</li> <li><b>24</b> Nonmetallic mineral products (ISI codes 3271–3279)</li> <li><b>25</b> Primary and fabricated metal products (ISI codes 3311–3329)</li> <li><b>26</b> Computer and electronic products (ISI codes 3341–3346)</li> <li><b>27</b> Machinery (ISI codes 3331–3339)</li> <li><b>28</b> Electrical equipment, appliances and components (ISI codes 3351–3359)</li> <li><b>29</b> Motor vehicles and parts (ISI codes 3361–3363)</li> <li><b>30</b> Other transportation equipment (ISI codes 3364–3369)</li> <li><b>31</b> Other manufacturing (ISI codes 3130–3231, 3261, 3262, 3370–3399)</li> <li><b>32</b> Petroleum manufacturing, including integrated petroleum and petroleum refining without extraction (ISI codes 3242–3244)</li> </ul> |
|--|--|

### EXAMPLES OF DIRECT AND INDIRECT FOREIGN OWNERSHIP

#### Example 1. Ownership held directly by a foreign parent



#### Example 2. Ownership held directly by all U.S. affiliates of the foreign parent(s)



## Part III – Identification of Foreign Parent and Ultimate Beneficial Owner – Continued

### Section A – IDENTIFICATION OF FOREIGN PARENT AND ULTIMATE BENEFICIAL OWNER (UBO) – Continued

Furnish the name, country, and industry code of the UBO. The UBO is that person or entity, proceeding up the ownership chain beginning with and including the foreign parent, that is not more than 50 percent owned or controlled by another person or entity. See instruction II.P. on page 29 for the complete definition of UBO.

**NOTE:** See the diagrams at the bottom of this page for examples of the UBO.

**230** Is the foreign parent named in item **225** also the UBO? If the foreign parent is owned or controlled MORE THAN 50 percent by another person or entity, then the foreign parent is NOT the UBO.

- 3019 1  Yes – (example 1 below) – Skip to **233**  
 1 2  No – (examples 2A and 2B below) – Continue with item **231**

**231** Enter the name of the UBO of the foreign parent. If the UBO is an individual, or an associated group of individuals, enter "individual." See instruction II.D. on page 28 for the definition of associated group. Identifying the UBO as "bearer shares" is not an acceptable response.

3021 0

**a.** What is the city of incorporation of the UBO named in **231**? If the UBO is an individual or government entity, enter N/A.

3025 0

**232** Enter country in which the UBO is incorporated or organized, if a business enterprise, or is resident, if an individual or government. For individuals, see instruction V.G. on page 35.

3022 0

BEA USE ONLY

3022 1

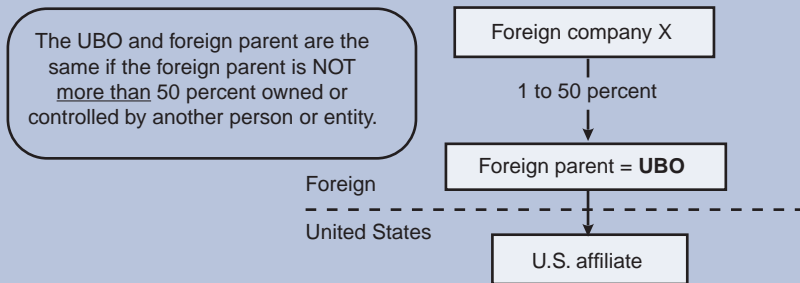
**233** Enter the industry code of the UBO from the list of codes on page 21. Select the industry code that best reflects the consolidated worldwide sales of the UBO, including all of its majority-owned subsidiaries.

3023 1

DO NOT use code "14" for UBO.

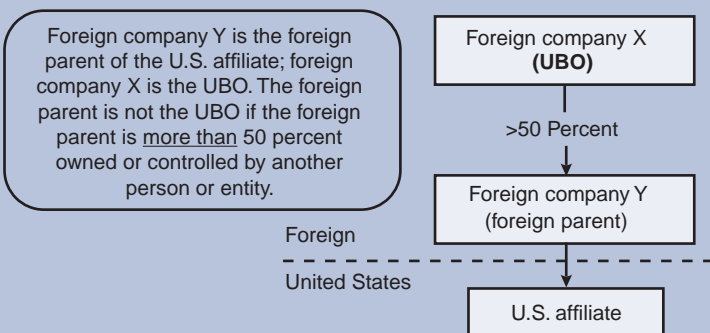
### EXAMPLES OF THE ULTIMATE BENEFICIAL OWNER (UBO)

#### Example 1 – The UBO and foreign parent are the same

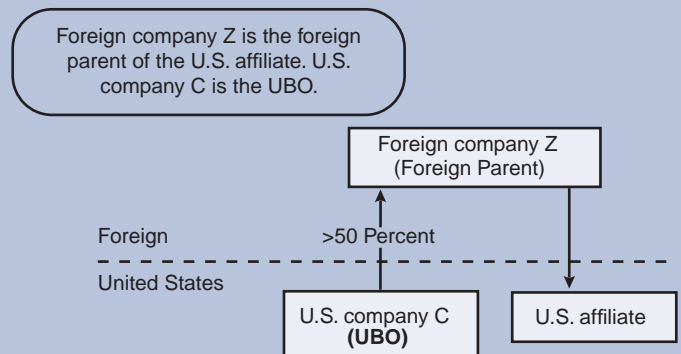


#### Examples 2A and 2B – The foreign parent is NOT the UBO

##### A. The UBO is a foreign person or entity



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



(REV. 9/2022)  
**LIST OF ALL U.S. BUSINESS ENTERPRISES FULLY CONSOLIDATED INTO THE REPORTING U.S. AFFILIATE**  
 NOTE – If you filed a Supplement A or a computer printout of Supplement A with your 2021 BE-15 report, in lieu of completing a new Supplement A you may substitute a copy of that Supplement A or computer printout that has been updated to show any additions, deletions, or other changes.

Name of U.S. affiliate as shown on page 1

Supplement A must be completed by a reporting affiliate that consolidates financial and operating data of any other U.S. business enterprises. The number of U.S. business enterprises listed below plus the reporting U.S. business enterprise must agree with item **10** on page 4.

Primary Employer Identification Number as shown in item **3** on page 2. 5110 **1** -

	If the affiliate has changed since last report, please select the reason. If it is new, please select the corresponding "new" transaction type	If affiliate is new since last report, please enter the date the U.S. business enterprise was acquired or established	Name of each U.S. business enterprise consolidated (as represented in item <b>10</b> on page 4) (1)	Employer Identification Number used to file income and payroll taxes (2)	Name of U.S. business enterprise which holds the direct ownership interest in the U.S. business enterprise listed in column 1 (3)	Percent of direct voting ownership that the entity named in column 3 holds in the entity named in column 1. – Enter percent to nearest tenth. (4)
5111		7		3 -	4	5 . %
5112		7		3 -	4	5 . %
5113		7		3 -	4	5 . %
5114		7		3 -	4	5 . %
5115		7		3 -	4	5 . %
5116		7		3 -	4	5 . %
5117		7		3 -	4	5 . %
5118		7		3 -	4	5 . %
5119		7		3 -	4	5 . %
5120		7		3 -	4	5 . %
5121		7		3 -	4	5 . %
5122		7		3 -	4	5 . %
5123		7		3 -	4	5 . %
5124		7		3 -	4	5 . %
5125		7		3 -	4	5 . %
5126		7		3 -	4	5 . %
5127		7		3 -	4	5 . %
5128		7		3 -	4	5 . %
5129		7		3 -	4	5 . %
5130		7		3 -	4	5 . %
5131		7		3 -	4	5 . %
5132		7		3 -	4	5 . %



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

NOTE –If you filed a Supplement B or a computer printout of Supplement B with your 2021 BE-15 report, in lieu of completing a new Supplement B, you may substitute a copy of that Supplement B or computer printout that has been updated to show any additions, deletions, or other changes.

Name of U.S. affiliate as shown on page 1

Supplement B must be completed by a reporting affiliate which files a BE-12 and has a direct ownership interest in a U.S. affiliate(s) which is (are) not fully consolidated. The number of U.S. affiliates listed below must agree with item **11** on page 4.

BEA USE ONLY	If the affiliate has changed since last report, please select the reason. If it is new, please select the corresponding "new" transaction type	If affiliate is new since last report, please enter the date the U.S. business enterprise was acquired or established	Name of each U.S. affiliate in which a direct interest is held but that is not listed in Supplement A  (1)	Address <i>Provide number, street, city, state, and ZIP Code</i>  (2)	Employer Identification Number used to file income and payroll taxes  (3)	Percent of direct voting ownership interest that the fully consolidated U.S. business enterprise named on page 1, holds in the entity named in column 1. – Enter percent to nearest tenth.  (4)
1 6211	7	4	2	3	5 –	6 . %
1 6212	7	4	2	3	5 –	6 . %
1 6213	7	4	2	3	5 –	6 . %
1 6214	7	4	2	3	5 –	6 . %
1 6215	7	4	2	3	5 –	6 . %
1 6216	7	4	2	3	5 –	6 . %
1 6217	7	4	2	3	5 –	6 . %
1 6218	7	4	2	3	5 –	6 . %
1 6219	7	4	2	3	5 –	6 . %
1 6220	7	4	2	3	5 –	6 . %
1 6221	7	4	2	3	5 –	6 . %

## Summary of Industry Classifications – For a full explanation of each code see [www.bea.gov/naics\\_2022](http://www.bea.gov/naics_2022)

### Agriculture, Forestry, Fishing, and Hunting

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

### Mining

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

### Utilities

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

### Construction

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

### Manufacturing

3111 Animal food manufacturing  
 3112 Grain and oilseed milling  
 3113 Sugar and confectionery products  
 3114 Fruit and vegetable preserving and specialty foods  
 3115 Dairy products  
 3116 Meat products  
 3117 Seafood product preparation and packaging  
 3118 Bakeries and tortilla manufacturing  
 3119 Other food products  
 3121 Beverages  
 3122 Tobacco  
 3130 Textile mills  
 3140 Textile product mills  
 3150 Apparel  
 3160 Leather and allied products  
 3210 Wood products  
 3221 Pulp, paper, and paperboard mills  
 3222 Converted paper products  
 3231 Printing and related support activities  
 3242 Integrated petroleum refining and extraction  
 3243 Petroleum refining without extraction  
 3244 Asphalt and other petroleum and coal products  
 3251 Basic chemicals  
 3252 Resins, synthetic rubbers, and artificial and synthetic fibers and filaments  
 3253 Pesticides, fertilizers, and other agricultural chemicals  
 3254 Pharmaceuticals and medicines  
 3255 Paints, coatings, and adhesives  
 3256 Soap, cleaning compounds, and toilet preparations  
 3259 Other chemical products and preparations  
 3261 Plastics products  
 3262 Rubber products  
 3271 Clay products and refractories  
 3272 Glass and glass products  
 3273 Cement and concrete products  
 3274 Lime and gypsum products  
 3279 Other nonmetallic mineral products  
 3311 Iron and steel mills  
 3312 Steel products from purchased steel  
 3313 Alumina and aluminum production and processing  
 3314 Nonferrous metal (except aluminum) production and processing  
 3315 Foundries  
 3321 Forging and stamping  
 3322 Cutlery and hand tools  
 3323 Architectural and structural metals  
 3324 Boilers, tanks, and shipping containers  
 3325 Hardware  
 3326 Spring and wire products  
 3327 Machine shop products, turned products, and screws, nuts, and bolts  
 3328 Coating, engraving, heat treating, and allied activities  
 3329 Other fabricated metal products  
 3331 Agriculture, construction, and mining machinery  
 3332 Industrial machinery  
 3333 Commercial and service industry machinery  
 3334 Ventilation, heating, air-conditioning, and commercial refrigeration equipment  
 3335 Metalworking machinery

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

### Wholesale Trade, Durable Goods

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

### Wholesale Trade, Nondurable Goods

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

### Wholesale Trade, Electronic Markets and Agents And Brokers

4251 Wholesale trade agents and brokers

### Retail Trade

4410 Motor vehicle and parts dealers  
 4440 Building material and garden equipment and supplies dealers  
 4450 Food and beverage retailers  
 4491 Furniture and home furnishings retailers  
 4492 Electronics and appliance retailers  
 4550 General merchandise retailers  
 4561 Health and personal care retailers  
 4571 Gasoline stations  
 4572 Fuel dealers  
 4580 Clothing, clothing accessories, shoe, and jewelry retailers  
 4591 Sporting goods, hobby, and musical instrument retailers  
 4592 Book retailers and news dealers  
 4596 Miscellaneous retailers

### Transportation and Warehousing

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

### Information

5121 Motion picture and video industries  
 5122 Sound recording industries  
 5131 Newspaper, periodical, book, and directory publishers  
 5132 Software publishers  
 5161 Radio and television broadcasting stations  
 5162 Media streaming distribution services, social networks, and other media networks and content providers  
 5171 Wired and wireless telecommunications (except satellite)  
 5174 Satellite telecommunications  
 5178 All other telecommunications  
 5182 Computing infrastructure providers, data processing, web hosting, and related services  
 5192 Web search portals, libraries, archives, and other information services

### Finance and Insurance

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

### Real Estate and Rental and Leasing

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

### Professional, Scientific, and Technical Services

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

### Management of Companies and Enterprises

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

### Administrative and Support, Waste Management, and Remediation Services

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

### Educational Services

6110 Educational services

### Health Care and Social Assistance

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

### Arts, Entertainment, and Recreation

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

### Accommodation and Food Services

7210 Accommodation  
 7220 Food services and drinking places

### Other Services

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

### Public Administration

9200 Public administration

## 2022 BENCHMARK SURVEY OF FOREIGN DIRECT INVESTMENT IN THE UNITED STATES BE-12A INSTRUCTIONS

**NOTE:** Instructions in section IV are cross referenced by number to the items located on pages 2 to 16.

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

A response is required from persons (in the broad sense, including companies) subject to the reporting requirement of the BE-12 survey whether or not contacted by BEA. Also, persons contacted by BEA, either by being sent a report form or by other written inquiry, concerning being subject to reporting must respond pursuant to section 801.3 of 15 CFR, Chapter VIII. This may be accomplished by completing and submitting Form BE-12A, BE-12B, BE-12C, or BE-12 Claim For Not Filing, whichever is applicable, by **May 31, 2023**.

**Penalties** – Whoever fails to report shall be subject to a civil penalty and to injunctive relief commanding such person to comply, or both. Whoever willfully fails to report shall be fined and, if an individual, may be imprisoned for not more than one year, or both. Any officer, director, employee, or agent of any corporation who knowingly participates in such violations, upon conviction, may be punished by a like fine, imprisonment or both (22 U.S.C. 3105). The civil penalties are subject to inflationary adjustments. Those adjustments are found in 15 C.F.R. 6.4.

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

**Respondent Burden** – Public reporting burden for this BE-12A form is estimated to vary from 7.5 to 678 hours per response, with an average of 99 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Director, Bureau of Economic Analysis (BE-1), U.S. Department of Commerce, 4600 Silver Hill Road, Washington, DC 20233; and to the Office of Management and Budget, Paperwork Reduction Project 0608-0042, Washington, DC 20503.

**Confidentiality** – The Act provides that your report to this Bureau is CONFIDENTIAL and may be used only for analytical or statistical purposes. Without your prior written permission, the information filed in your report CANNOT be presented in a manner that allows it to be individually identified. Your report CANNOT be used for purposes of taxation, investigation, or regulation. Copies retained in your files are immune from legal process. Per the Cybersecurity Enhancement Act of 2015, your data are protected from cybersecurity risks through security monitoring of the BEA information systems.

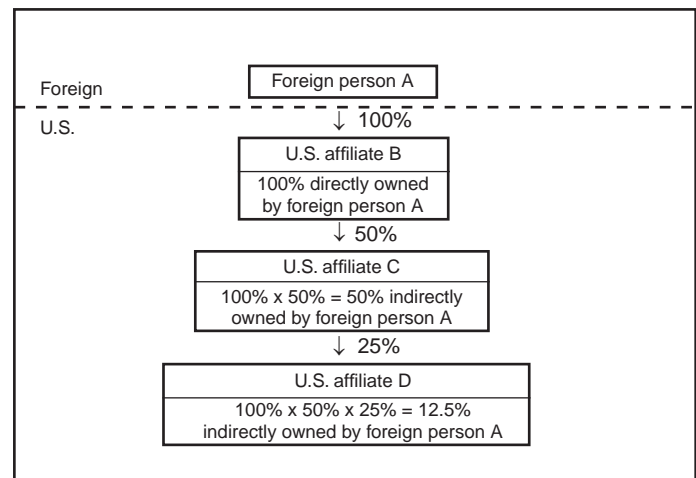
### I. REPORTING REQUIREMENTS

**A. Who must report** – A BE-12 report is required for each U.S. affiliate, i.e., for each U.S. business enterprise in which a foreign person or entity owned or controlled, directly or indirectly, 10 percent or more of the voting securities if an incorporated U.S. business enterprise, or an equivalent interest if an unincorporated U.S. business enterprise, at the end of the business enterprise’s fiscal year that ended in calendar year 2022. Certain private funds may be exempt from filing; see item (f) of the BE-12 Claim for Not Filing for more information.

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

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

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



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

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

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

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

**I. REPORTING REQUIREMENTS – Continued**

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

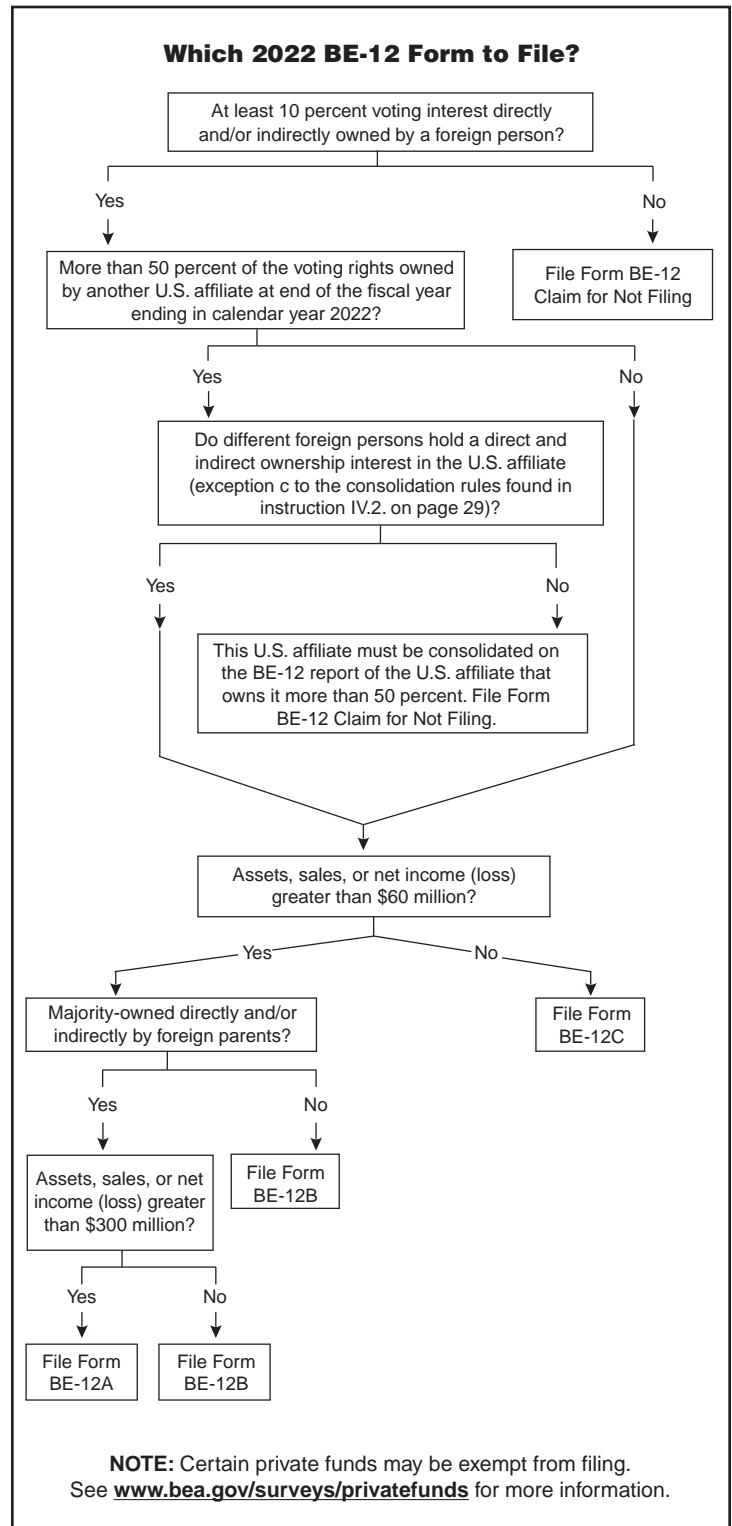
1. It is engaged only in sales promotion, representational activities, public relations activities, or the gathering of market information, on behalf of the foreign person or entity;
2. It does not produce revenue (other than funds from the foreign person or entity to cover its expenses).
3. It has minimal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

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

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

- a. Were at least 10 percent of the voting rights in your business enterprise directly or indirectly owned by a foreign person or entity at the end of your fiscal year that ended in calendar year 2022?
  - Yes — Continue with question b.
  - No — File Form BE-12 Claim for Not Filing by May 31, 2023.
- b. Were more than 50 percent of the voting rights in this U.S. business enterprise owned by another U.S. affiliate at the end of this U.S. business enterprise's fiscal year that ended in calendar year 2022?
  - Yes — Continue with question c.
  - No — Skip to question d. NOTE: Your business is hereafter referred to as a "U.S. affiliate."
- c. Do different foreign persons hold a direct and an indirect ownership interest in this U.S. affiliate (exception c to the consolidation rules)? (The consolidation rules are found in instruction IV.2. starting on page 29.)
  - Yes — Continue with question d. NOTE: Your business is hereafter referred to as a "U.S. affiliate."
  - No – This U.S. affiliate must be consolidated on the BE-12 report of the U.S. affiliate that owns it more than 50 percent. File the BE-12 Claim for Not Filing with page 1 and item (e) on page 3 completed by May 31, 2023. Notify the U.S. affiliate that owns this affiliate more than 50 percent, and have them consolidate your data into their report.
- d. Did **any one** of the items – Total assets, Sales or gross operating revenues, or Net income (loss) – for the U.S. affiliate (not just the foreign parent's share) exceed \$60 million at the end of, or for, its fiscal year that ended in calendar year 2022?
  - Yes — Continue with question e.
  - No – File Form BE-12C by May 31, 2023.
- e. Was the U.S. affiliate majority-owned by its foreign parent(s) at the end of its fiscal year that ended in calendar year 2022? (A U.S. affiliate is "majority-owned" if the combined direct and indirect ownership interests of all foreign parents of the U.S. affiliate exceed 50 percent.)
  - Yes — Continue with question f.
  - No — File Form BE-12B by May 31, 2023.

- f. Did **any one** of the items – Total assets, Sales or gross operating revenues, or Net income (loss) – for the U.S. affiliate (not just the foreign parent's share) exceed \$300 million at the end of, or for, its fiscal year that ended in calendar year 2022?
  - Yes — File Form BE-12A by May 31, 2023.
  - No — File Form BE-12B by May 31, 2023.



## I. REPORTING REQUIREMENTS – Continued

### 2. Who must file Form BE-12A – 2022 Benchmark Survey of Foreign Direct Investment in the United States?

A Form BE-12A must be completed and filed by May 31, 2023, by each U.S. business enterprise that was a U.S. affiliate of a foreign person at the end of its fiscal year that ended in calendar year 2022, if:

- a.** The ownership or control (both direct and indirect) by **all** foreign parents in the **voting securities** of an incorporated U.S. business enterprise (or an equivalent interest of an unincorporated U.S. business enterprise) at the end of the fiscal year that ended in calendar year 2022, was **more than 50 percent** (i.e., the voting securities, or equivalent interest were **majority owned** by foreign parents), **and**
- b.** On a fully consolidated, or, in the case of real estate investments, an aggregated basis, any one of the following three items – Total assets (do not net out liabilities), **or** Sales or gross operating revenues, excluding sales taxes, **or** Net income after provision for U.S. income taxes – for the U.S. affiliate (not just the foreign parent's share) exceeded \$300 million (positive or negative) at the end of, or for, its fiscal year that ended in calendar year 2022.

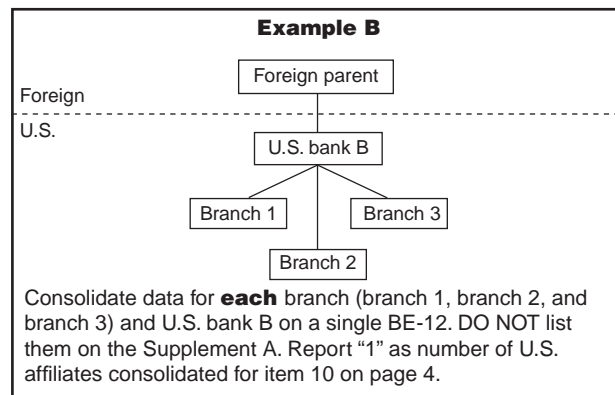
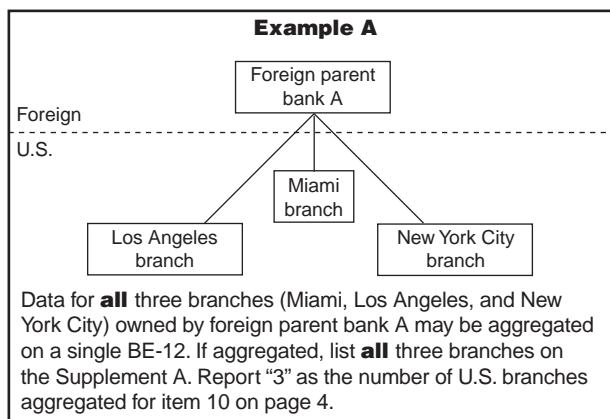
**B. Aggregation of real estate investments** – Aggregate all real estate investments of a foreign person for the purpose of applying the reporting criteria. Use a single report form to report the aggregate holdings, unless BEA has granted permission to do otherwise. Those holdings not aggregated must be reported separately. Real estate is discussed more fully in instruction V.C. on page 34.

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

U.S. branches and agencies, directly owned by the foreign parent, that are aggregated on this report should be counted separately and listed separately on the Supplement A to this form. See Example A below.

U.S. branches and agencies, owned by a U.S. bank affiliate, should be consolidated on this report but not counted separately and not listed separately on the Supplement A to this form. See Example B in the next column.

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



## II. DEFINITIONS

- A. United States**, when used in a geographic sense, means the several states, the District of Columbia, the Commonwealth of Puerto Rico, and all territories and possessions of the United States.
- B. Foreign**, when used in a geographic sense, means that which is situated outside the United States or which belongs to or is characteristic of a country other than the United States.
- C. Person**, means any individual, branch, partnership, association, associated group, estate, trust, corporation, or other organization (whether or not organized under the laws of any state), and any government (including a foreign government, the U.S. Government, a state or local government, and any agency, corporation, financial institution, or other entity or instrumentality thereof, including a government sponsored agency).
- D. Associated group** means two or more persons who, by the appearance of their actions, by agreement, or by an understanding, exercise their voting privileges in a concerted manner to influence the management of a business enterprise. The following are deemed to be associated groups:
1. Members of the same family.
  2. A business enterprise and one or more of its officers or directors.
  3. Members of a syndicate or joint venture.
  4. A corporation and its domestic subsidiaries.
- E. Foreign person** means any person resident outside the United States or subject to the jurisdiction of a country other than the United States.
- F. Direct investment** means the ownership or control, directly or indirectly, by one person of 10 percent or more of the voting securities of an incorporated business enterprise or an equivalent interest in an unincorporated business enterprise.
- G. Foreign direct investment in the United States** means the ownership or control, directly or indirectly, by one foreign person of 10 percent or more of the voting securities of an incorporated U.S. business enterprise or an equivalent interest in an unincorporated U.S. business enterprise, including a branch.
- H. Business enterprise** means any organization, association, branch, or venture which exists for profit making purposes or to otherwise secure economic advantage, and any ownership of any real estate.
- I. Branch** means the operations or activities conducted by a person in a different location in its own name rather than through an incorporated entity.
- J. Affiliate** means a business enterprise located in one country which is directly or indirectly owned or controlled by a person of another country to the extent of 10 percent or more of its voting securities for an incorporated business enterprise or an equivalent interest for an unincorporated business enterprise, including a branch.

## II. DEFINITIONS – Continued

- K. U.S. affiliate** means an affiliate located in the United States in which a foreign person has a direct investment.
- 1. Majority-owned U.S. affiliate** means a U.S. affiliate in which the combined direct and indirect voting interest of all foreign parents of the U.S. affiliate exceeds 50 percent.
- 2. Minority-owned U.S. affiliate** means a U.S. affiliate in which the combined direct and indirect voting interest of all foreign parents of the U.S. affiliate is 50 percent or less.
- L. Foreign parent** is a foreign person that directly or indirectly holds a voting interest of 10 percent or more in the U.S. affiliate. It is the first person outside the United States in a foreign chain of ownership.
- M. Affiliated foreign group** means (i) the foreign parent, (ii) any foreign person, proceeding up the foreign parent's ownership chain, which owns more than 50 percent of the person below it up to and including that person which is not owned more than 50 percent by another foreign person, and (iii) any foreign person, proceeding down the ownership chain(s) of each of these members, which is owned more than 50 percent by the person above it.
- N. U.S. corporation** means a business enterprise incorporated in the United States.
- O. Intermediary** means any agent, nominee, manager, custodian, trust, or any person acting in a similar capacity.
- P. Ultimate beneficial owner (UBO)** is that person, proceeding up the ownership chain beginning with and including the foreign parent, in which no other entity has more than 50 percent direct voting interest. Note: Stockholders of a closely or privately held corporation are normally considered to be an associated group and may be a UBO.
- Q. Banking** covers business enterprises engaged in deposit banking or closely related functions, including commercial banks, Edge Act corporations engaged in international or foreign banking, foreign branches and agencies of U.S. banks whether or not they accept deposits abroad, U.S. branches and agencies of foreign banks whether or not they accept domestic deposits, savings and loans, savings banks, bank holding companies, and financial holding companies under the Gramm-Leach-Bliley Act.
- R. Lease** is an arrangement conveying the right to use property, plant, or equipment (i.e., land and/or depreciable assets), usually for a stated period of time.
- 1. Finance lease** – A long-term lease under which a sale of the asset is recognized at the inception of the lease. These may be shown as lease contracts or accounts receivable on the lessor's books. The asset would not be considered as owned by the lessor.
- 2. Operating lease** – Generally, a lease with a term which is less than the useful life of the asset and a transfer of ownership is not contemplated.
- S. Private fund** refers to the same class of financial entities defined by the Securities and Exchange Commission as private funds on form PF: "any issuer that would be an investment company as defined in section 3 of the Investment Company Act of 1940 but for section 3(c)(1) or 3(c)(7) of ...[that] Act."

## III. GENERAL INSTRUCTIONS

- A. Changes in the reporting entity** – DO NOT restate close fiscal year 2021 balances for changes in the consolidated reporting entity that occurred during fiscal year 2022. The close fiscal year 2021 balances should represent the reporting entity as it existed at the close of fiscal year 2021.

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

- C. Estimates** – If actual figures are not available, provide estimates and label them as such. When items cannot be fully subdivided as required, provide totals and an estimated breakdown of the totals.

Certain sections of the Form BE-12A require data that may not normally be maintained in a company's customary accounting records. Precise answers for these items may present the respondent with a substantial burden beyond what is intended by BEA. This may be especially true for:

- Items 26 thru 35 – Number of employees in each industry of sales;
- Section C, Items 51 thru 58 – Distribution of sales or gross operating revenues, by whether the sales were goods, investment income, or services, and the distribution of sales of services by transactor;
- Items 114 thru 165 – U.S. trade in goods by U.S. affiliate on a shipped basis, and
- Items 167 thru 223 – Data disaggregated by state.

Therefore, the answers in these sections may be reasonable estimates based upon the informed judgment of persons in the responding organization, sampling techniques, prorations based on related data, etc. However, the estimating procedures used should be consistently applied on all BEA surveys.

- D. Specify** – When "specify" is stated for certain items, provide the type and, if applicable, dollar amount of the major items included in the data provided.
- E. Space on form insufficient** – When space on a form is insufficient to permit a full answer to any item, provide the required information on supplementary sheets, appropriately labeled and referenced to the item number on the form.

## IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM

**NOTE:** Instructions in section IV are cross referenced by number to the items located on pages 2 to 16.

### 2 Consolidation Rules

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

A foreign person holding real estate investments that are reportable on the BE-12 must aggregate all such holdings. See Instruction I.B. on page 28 and V.C. on page 34 for details.

Do not prepare your BE-12 report using the proportionate consolidation method. Except as noted in IV.b. and c. on page 30, consolidate all majority-owned U.S. business enterprises into your BE-12 report.

**Unless the exceptions discussed below apply, any deviation from these consolidation rules must be approved in writing each year by BEA.** If you file deconsolidated reports, you must file the same type of reports (i.e., BE-12A or BE-12B) that would have been required if a consolidated report was filed. Report majority-owned subsidiaries, if not consolidated, on Form BE-12A, using the equity method of accounting. DO NOT eliminate intercompany accounts (e.g., receivables or liabilities) for affiliates not consolidated.

#### IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM – Continued

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

**a. DO NOT CONSOLIDATE FOREIGN SUBSIDIARIES, BRANCHES, OPERATIONS, OR INVESTMENTS NO MATTER WHAT THE PERCENTAGE OWNERSHIP.**

Include foreign holdings owned 20 percent or more using either the equity method of accounting. DO NOT report employment, land, and other property, plant, and equipment and DO NOT eliminate intercompany accounts (e.g., receivables or liabilities) for holdings reported using the equity method.

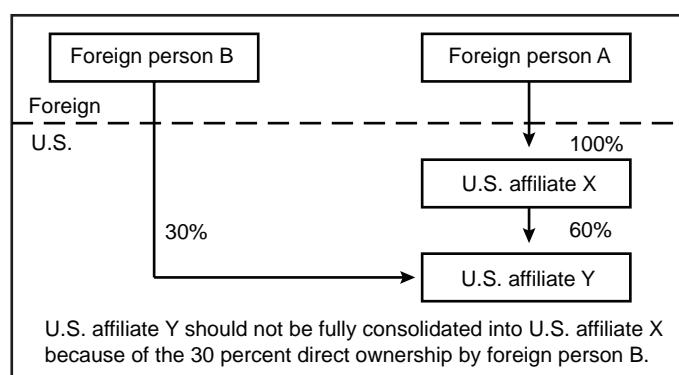
DO NOT list any foreign holdings of the U.S. affiliate on the Supplement B. Oil and gas sites owned by U.S. affiliates and located outside of U.S. claimed territorial waters are to be treated as foreign subsidiaries of the U.S. affiliates if they meet one of the following criteria: (1) they are incorporated in a foreign country; (2) they are set up as a branch; or (3) they have a physical presence in a foreign country as evidenced by property, plant and equipment or employees located in that country.

Real estate located outside the United States that is owned by the U.S. affiliate and generates revenues for, or reimbursements to, the U.S. affiliate, or that facilitates the foreign operations of the U.S. affiliate is a foreign subsidiary and should not be consolidated on this BE-12 report.

**b. Special consolidation rules apply to U.S. affiliates that are limited partnerships or that have an ownership interest in a U.S. limited partnership.**

These rules can be found on our web site at: [www.bea.gov/itdpartner12](http://www.bea.gov/itdpartner12). Also see instruction 8.b. on page 31 for additional information about partnerships.

**c. A U.S. affiliate in which a direct ownership interest and an indirect ownership interest are held by different foreign persons should not be fully consolidated into another U.S. affiliate, but must complete and file its own Form BE-12 report. (See diagram below.)**



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

**6 Reporting period** — The report covers the U.S. affiliate's 2022 fiscal year. The affiliate's 2022 fiscal year is defined as the affiliate's financial reporting year that had an ending date in calendar year 2022.

**Special circumstances:**

**a. U.S. affiliates without a financial reporting year** — If a U.S. affiliate does not have a financial reporting year, its fiscal year is deemed to be the same as calendar year 2022.

**b. Change in fiscal year**

**(1) New fiscal year ends in calendar year 2022** – A U.S. affiliate that changed the ending date of its financial reporting year should file a 2022 BE-12 report that covers the 12 month period prior to the new fiscal year end date. The following example illustrates the reporting requirements.

**Example 1:** U.S. affiliate A had a June 30, 2021 fiscal year end date but changed its 2022 fiscal year end date to March 31. Affiliate A should file a 2022 BE-12 report covering the 12 month period from April 1, 2021 to March 31, 2022.

The ending balance sheet amounts reported in column 1 of items 72 through 86 must be the correct balances as of March 31, 2022. The beginning balance sheet amounts reported in column 2 must be the unrestated ending balances as of June 30, 2021. To reconcile the beginning and ending retained earnings balances (or, if retained earnings is not shown as a separate account, the beginning and ending owners' equity balances) affiliate A must include an adjusting entry in item 88. To reconcile the beginning and ending net property, plant and equipment balances, affiliate A must include an adjusting entry in item 95.

**(2) No fiscal year ending in calendar year 2022** – If a change in fiscal year results in a U.S. affiliate not having a fiscal year that ended in calendar year 2022, the affiliate should file a 2022 BE-12 report that covers 12 months. The following example illustrates the reporting requirements.

**Example 2:** U.S. affiliate B had a December 31, 2021 fiscal year end date but changed its next fiscal year end date to March 31. Instead of having a short fiscal year ending in 2022, affiliate B decides to have a 15 month fiscal year running from January 1, 2022 to March 31, 2023. Affiliate B should file a 2022 BE-12 report covering a 12 month period ending in calendar year 2022, such as the period from April 1, 2021 to March 31, 2022.

In this example, the ending balance sheet amounts reported in column 1 of items 72 through 86 must be the correct balances as of March 31, 2022. The beginning balance sheet amounts reported in column 2 must be the unrestated ending balances as of December 31, 2021. To reconcile the beginning and ending retained earnings balances (or, if retained earnings is not shown as a separate account, the beginning and ending owners' equity balances) affiliate B must include an adjusting entry in item 88. To reconcile the beginning and ending net property, plant and equipment balances, affiliate B must include an adjusting entry in item 95.

For 2023, assuming no further changes in the fiscal year end date occur, affiliate B should file a BE-15 report covering the 12 month period from April 1, 2022 to March 31, 2023.

**7 Reporting for a U.S. business that became a U.S. affiliate during fiscal year 2022** —

**a. A U.S. business enterprise that was newly established** in fiscal year 2022 should file a report for the period starting with the establishment date up to and ending on the last day of its fiscal year that ended in calendar year 2022. DO NOT estimate amounts for a full year of operations if the first fiscal year is less than 12 months.

**b. A U.S. business enterprise existing before fiscal year 2022 that became a U.S. affiliate in fiscal year 2022** should file a report covering a full 12 months of operations.

#### IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM – Continued

### 8 Form of organization of U.S. affiliate – Reporting by unincorporated U.S. affiliates

#### a. Directly owned vs. indirectly owned

**(1) Directly owned** – Each unincorporated U.S. affiliate, including a branch, that is directly owned 10 percent or more by a foreign person should file a separate BE-12 report. Do not combine two or more directly owned U.S. affiliates on a single BE-12 report. The only exceptions are for U.S. affiliates that are real estate investments or banks. See Instruction I.2.B. on page 28 and Instruction V.C. on page 34 for details on real estate. See instruction I.2.C. on page 28 for details on banks.

**(2) Indirectly owned** – Except as noted in the exceptions to the consolidation rules starting on page 36, an indirectly owned unincorporated U.S. business enterprise that is owned more than 50 percent (voting interest) by another U.S. affiliate should be fully consolidated on the report with the U.S. affiliate that holds the voting interest greater than 50 percent. An indirectly owned unincorporated U.S. business enterprise owned 50 percent (voting interest) or less by another U.S. affiliate should file a separate BE-12 report if no other U.S. affiliate owns a voting interest of more than 50 percent.

**b. Partnerships** – Most partnerships are either general partnerships or limited partnerships. A general partnership usually consists of at least two general partners who together control the partnership. A limited partnership usually consists of at least one general partner and one limited partner. The general partner usually controls a limited partnership. The limited partner has a financial interest but does not usually have any voting rights (control) in a limited partnership.

Partners without voting rights (control) cannot have direct investment in a partnership. Therefore, limited partners do not usually have direct investment. The existence of direct investment in a partnership is determined by the percentage of control exercised by the partner(s). The percentage of control exercised by a partner may differ from its financial interest in the partnership.

#### (1) General partnerships

**Determination of voting interest** – “Voting interest” is defined in instructions 14–17 on page 32. The determination of the percentage of voting interest of a general partner is based on who controls the partnership. The percentage of voting interest is not based on the percentage of ownership in the partnership’s equity. The general partners are presumed to control a general partnership. Unless a clause to the contrary is contained in the partnership agreement, a general partnership is presumed to be controlled equally by each of the general partners. For example, if a partnership has two general partners, and nothing to the contrary is stated in the partnership agreement, each general partner is presumed to have a 50 percent voting interest. If there are three general partners, each general partner is presumed to have a one-third voting interest, etc.

**Managing partners** – If one general partner is designated as the managing partner, responsible for the day-to-day operations of the partnership, this does not necessarily transfer control of the partnership to the managing partner. If the managing partner must obtain approval for annual operating budgets and for decisions relating to significant management issues from the other general partners, then the managing partner does not have a 100 percent voting interest in the partnership.

#### (2) Limited partnerships

**(a) Determination of voting interest** – “Voting interest” is defined in instructions 14-17 starting on

page 32. The determination of the percentage of voting interest in a limited partnership is based on who controls the partnership. The percentage of voting interest is not based on the percentage of ownership in the partnership’s equity. In most cases, the general partner is presumed to control a limited partnership, and therefore, have a 100 percent voting interest in the limited partnership. If there is more than one general partner, the partnership is presumed to be controlled equally by each of the general partners, unless a clause to the contrary is contained in the partnership agreement. For example, if a limited partnership has two general partners, and nothing to the contrary is stated in the partnership agreement, then each general partner is presumed to have a 50 percent voting interest in the limited partnership.

Limited partners do not normally exercise any control over a limited partnership. Therefore unless a clause to the contrary is contained in the partnership agreement, limited partners are presumed to have zero voting interest in a limited partnership. If a limited partnership has one or more limited partners who are foreign persons, the foreign limited partners are presumed to have no voting interest, and, therefore, no direct investment in the limited partnership.

**Managing partners** – See discussion under “General Partnerships” to the left.

#### (b) Consolidation Rules

**Special consolidation rules apply to U.S. affiliates that are limited partnerships or that have an ownership interest in a U.S. limited partnership.** These rules can be found on our web site at: [www.bea.gov/itdpartner12](http://www.bea.gov/itdpartner12).

#### c. Limited Liability Companies (LLCs)

**Determination of voting interest** – “Voting interest” is defined in instruction 14-17 on page 32. The determination of the percentage of voting interest in an LLC is based on who controls the LLC. The percentage of voting interest is not based on the percentage of ownership in the LLC’s equity. LLCs are presumed to be controlled equally by each of its members (owners), unless a clause to the contrary is contained in the articles of organization or in the operating agreement. For example, if an LLC has two members, and nothing to the contrary is contained in the articles of organization or in the operating agreement, then each member is presumed to have a 50 percent voting interest in the LLC; if there are three members, then each member is presumed to have a one-third voting interest in the LLC.

**Managing member** – If one member is designated as the managing member responsible for the day-to-day operations of the LLC, this does not necessarily transfer control of the LLC to the managing member. If the managing member must obtain approval for annual operating budgets and for decisions relating to other significant management issues from the other members, then the managing member does not have a 100 percent voting interest in the LLC.

**11 U.S. affiliates NOT consolidated** – Report investments in U.S. business enterprises that are owned 20 percent or more and not fully consolidated using the equity method of accounting. DO NOT report employment, land, and other property, plant, and equipment and DO NOT eliminate intercompany accounts for holdings reported using the equity method.

You may report immaterial investments using the cost method of accounting if this treatment is consistent with your normal reporting practice. Report investments owned less than 20 percent in accordance with FASB ASC 321 or the cost basis of accounting.

List all U.S. affiliates in which this U.S. affiliate has a voting interest of at least 10 percent and that are not consolidated in this Form BE-12A on the Supplement B.



#### IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM – Continued

##### 14 – 17 — Ownership — Voting interest and equity interest

**a. Voting interest** is the percent of ownership in the voting equity of the U.S. affiliate. Voting equity consists of ownership interests that have a say in the management of the company. Examples of voting equity include capital stock that has voting rights, and a general partner's interest in a partnership. See instruction 8.b.(1) and 8.b.(2) (a), on page 31 for information about determining the voting interest for partnerships. See instruction 8.c. on page 31 for information about determining the voting interest for Limited Liability Companies.

**b. Equity interest** is the percent of ownership in the total equity (voting and nonvoting) of the U.S. affiliate. Nonvoting equity consists of ownership interests that do not have a say in the management of the company. An example of nonvoting equity is preferred stock that has no voting rights.

##### **Voting interest and equity interest are not always equal.**

For example, an owner can have a 100 percent voting interest in a U.S. affiliate but own less than 100 percent of the affiliate's total equity. This situation is illustrated in the following example.

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

##### 26 – 39 Industry classification, total sales, and employees of fully consolidated U.S. affiliate

**Book publishers and printers** – Printing books without publishing is classified in international surveys industry (ISI) code 3231 (printing and related support activities) not ISI code 5111 (newspaper, periodical, book, and directory publishers).

**Real estate investment trusts (REITS)** – Report hybrid or mortgage REITS in ISI code 5252 (Funds, trusts, and other financial vehicles). Report all other REITS in ISI code 5310 (Real estate).

**Repos and reverse repos** – On the sales schedule (items 26–39), interest income and interest expense associated with repos and reverse repos should be offset against one another and reported at the net amount. This net amount should also be reported in item 52 (investment income included in gross operating revenues). However, in items 62 (interest income from all sources) and 63 (interest expense plus interest capitalized), interest income and interest expense associated with repos and reverse repos should be reported at the gross amounts.

On the balance sheet, reverse repos should be reported as assets and included in item 76 (other assets) while repos should be reported as liabilities and included in item 78 (total liabilities).

##### 42 Certain gains (losses) —

##### **Special instructions for real estate companies.**

Real estate companies – Include in item 42:

- (a)** Impairment losses as defined by FASB ASC 360, and
- (b)** Goodwill impairment as defined by FASB ASC 350.

**EXCLUDE** the revenues earned and expenses incurred from the sale of real estate you own. Such revenues should be reported as operating income in item 39 column 2, items 40 and 50, and as sales of goods in item 51. Such expenses, including the net book value of the real estate sold, should be reported as costs of goods sold in item 45. Do not net the expenses against the revenues.

##### 51 Sales of goods – Goods are outputs that are tangible. Report as sales of goods:

- Mass produced media, including exposed film, video tapes, DVDs, audio tapes, and CDs.
- Books. NOTE: Book publishers – To the extent feasible, report as sales of services all revenues associated with the design, editing, and marketing activities necessary for producing and distributing books that you both publish and sell. If you cannot unbundle (i.e., separate) these revenues from the value of the books you sell, then report your sales as sales of goods or services based on a best estimate of the value in each.
- Energy trading activities where you take title to the goods. NOTE: If you act in the capacity of a broker or agent to facilitate the sale of goods and you do not take title to the goods, report your revenue (i.e., commissions) as sales of services in item 53.
- Magazines and periodicals sold in retail stores. NOTE: Report subscription sales as sales of services in item 53.
- Packaged general use computer software.
- Structures sold by businesses in real estate.
- Revenues earned from building structures by businesses in construction.
- Electricity, natural gas, and water. NOTE: Revenues derived from transmitting and/or distributing these goods, as opposed to revenues derived from the sale of the actual product, should, to the extent feasible, be reported as sales of services in item 53.

##### 52 Investment income – Report ALL interest and dividends generated by finance and insurance subsidiaries or units as investment income. NOTE: Report commissions and fees as sales of services in item 53.

##### 53 Sales of services – Services are outputs that are intangible. Report as sales of services:

- Advertising revenue.
- Commissions and fees earned by companies engaged in finance and real estate activities.
- Commissions earned by agents or brokers (i.e., wholesalers) who act on behalf of buyers and sellers in the wholesale distribution of goods.
- Magazines and periodicals sold through subscriptions. NOTE: Report magazines and periodicals sold through retail stores, as sales of goods in item 51.
- Newspapers.
- Pipeline transportation.
- Software downloaded from the Internet, electronic mail, an extranet, Electronic Data Interchange network, or some other online system.
- Computer systems design and related services.
- Negotiated licensing fees for software to be used on networks.
- Electricity transmission and distribution, natural gas distribution, and water distribution.

#### IV. INSTRUCTIONS FOR SPECIFIC SECTIONS OF THE REPORT FORM – Continued

##### **65 Employee compensation**

Employee compensation includes wages and salaries and employee benefit plans.

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

Wages and salaries include direct payments by employers for vacations, sick leave, severance (redundancy) pay, etc. Include employer contributions to benefit funds. Exclude payments made by, or on behalf of, benefit funds rather than by the employer.

Wages and salaries include in-kind payments, valued at their cost, that are **clearly and primarily of benefit to the employees as consumers**. Exclude expenditures that benefit employers as well as employees, such as expenditures for plant facilities, employee training programs, and reimbursement for business expenses.

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

**106–111 Research and development (R&D) performed BY the U.S. affiliate** – Research and development (R&D) comprise creative and systematic work undertaken in order to increase the stock of knowledge and to devise new applications of available knowledge. This includes a) activities aimed at acquiring new knowledge or understanding without specific immediate commercial applications or uses (basic research); b) activities aimed at solving a specific problem or meeting a specific commercial objective (applied research); and c) systematic work, drawing on research and practical experience and resulting in additional knowledge, which is directed to producing new products or processes or to improving existing products or processes (development). R&D includes both direct costs such as salaries of researchers as well as administrative and overhead costs clearly associated with the company's R&D.

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

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

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

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

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

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

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

##### **Does R&D include development of software and Internet applications?**

Research and development activity in software and Internet applications refers only to activities with an element of uncertainty and that are intended to close knowledge gaps and meet scientific and technological needs.

R&D activity in software **INCLUDES**:

- Software development or improvement activities that expand scientific or technological knowledge
- Construction of new theories and algorithms in the field of computer science

R&D activity in software **EXCLUDES**:

- Software development that does not depend on a scientific or technological advance, such as
  - supporting or adapting existing systems
  - adding functionality to existing application programs, and
  - routine debugging of existing systems and software
- Creation of new software based on known methods and applications
- Conversion or translation of existing software and software languages
- Adaptation of a product to a specific client, unless knowledge that significantly improved the base program was added in that process

##### **114–119 U.S. trade in goods by U.S. affiliate on a shipped basis**

"U.S. trade in goods" is the physical movement of goods between the customs area of the United States and the customs area of a foreign country. Goods shipped by, or to, the U.S. affiliate whether or not they were actually charged or consigned by, or to, the U.S. affiliate, are considered to be trade of the U.S. affiliate. To adjust "charged" basis data to a "shipped" basis it may be necessary to look at export and import declarations filed with U.S. customs or shipping and receiving documents to determine the physical movement of goods.

Differences between the "charged" and "shipped" basis may be substantial. A major difference arises when a U.S. affiliate buys goods in foreign country A and sells them in foreign country B. Because the goods did not physically enter or leave the United States, they are not U.S. trade. However, when the U.S. affiliate records the transactions on its books, it would show a purchase charged to it from country A and a sale charged by it to country B. If the U.S. affiliate's trade data in this survey were prepared on the "charged" basis, the purchase and sale would appear incorrectly as a U.S. import and U.S. export, respectively. Other differences arise when the U.S. affiliate charges the sale of its products to a foreign parent, but ships the goods directly from the United States to an unaffiliated foreign person. If the data are on the "shipped" basis, this should be a U.S. export to an unaffiliated foreign person, not to the foreign parent.

## V. SPECIAL INSTRUCTIONS

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

Item on Form BE-12A:

**40 Sales or gross operating revenues, excluding sales taxes** – Include items such as earned premiums, annuity considerations, gross interest and dividend income, and items of a similar nature. Exclude income from unconsolidated affiliates that is to be reported in item 41, and certain gains (losses) that are to be reported in item 42.

**45 Cost of goods sold or services rendered, and selling, general, and administrative expenses** – Include costs relating to sales or gross operating revenues, item 40, such as policy losses incurred, death benefits, matured endowments, other policy benefits, increases in liabilities for future policy benefits, other underwriting expenses, and investment expenses.

**52 Investment income** – Report that portion of sales or gross operating revenues, items 39 column 2, 40 and 50, that is investment income (e.g., interest and dividends). However, report gains (losses) on investments in accordance with the instructions for item 42 on page 7.

**53 Sales of services** – Include premium income and income from actuarial, claims adjustment, and other services, if any.

**77 Total assets** – Include current items such as agents' balances, uncollected premiums, amounts recoverable from reinsurers, and other current notes and accounts receivable (net of allowances for doubtful items) arising from the ordinary course of business.

**78 Total liabilities** – Include current items such as loss liabilities, policy claims, commissions due, other current liabilities arising from the ordinary course of business, and long-term debt.

**86 Total owners' equity** – Include mandatory securities valuation reserves that are appropriations of retained earnings.

**B. Railroad transportation companies** – Railroad transportation companies should include only the net annual balances for interline settlement items (car hire, car repair, freight revenues, switching revenues, and loss and damage settlements) in items 76 and 78.

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

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

**Aggregation of real estate investments** – A foreign person holding real estate investments that are reportable on the BE-12 must aggregate all such holdings for the purpose of applying the reporting criteria (see instruction I.2.B. on page 28 of this form). File a single BE-12 report covering the aggregated holdings. If on an aggregated basis any one of the following three items – total assets (do not net out liabilities), or sales or gross operating revenues, excluding sales taxes, or net income

after provision for U.S. income taxes – exceeds \$300 million (positive or negative), file Form BE-12A. If permission has been received in writing from BEA to file on a non-aggregated basis, you must report each real estate investment on a Form BE-12A if a Form BE-12A would have been required on an aggregated basis. Non-aggregated reports should be filed as a group and you should inform BEA that they are all for one owner.

On page 1, for the name and address of the U.S. business enterprise, BEA is not seeking a legal description of the property, nor necessarily the address of the property itself. Because there may be no operating business enterprise for a real estate investment, what BEA seeks is a consistently identifiable name for the investment (i.e., the U.S. affiliate) together with an address to which report forms can be mailed so that the investment (affiliate) can be reported on a consistent basis for each reporting period and for the various BEA surveys.

Thus, on page 1 of the BE-12 survey forms the "name and address" of the U.S. affiliate might be:

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

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

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

There are items throughout the Form BE-12A that may not apply to certain types of real estate investments, such as the employer identification number, the number of employees, and exports and imports. In such cases, enter zero or leave item blank as appropriate.

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

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

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

### EXAMPLES:

1. If the farm is leased to an operator for a fixed fee, the owner should report the fixed fee in "total sales" and should report the non-operating expenses that he or she may be responsible for, such as real estate taxes, interest on loans, etc., as expenses in the income statement.

## V. SPECIAL INSTRUCTIONS – Continued

2. If the farm is operated by a management firm that oversees the operation of the farm and hires an operator, but the operating income and expenses are assigned to the owner, the income and expenses so assigned should be shown in the requested detail in the income statement, and related items, as appropriate. (The report should not show just one item, i.e., the net of income less the management fee, where the management fee includes all expenses.)

### F. Estates, trusts, and intermediaries

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

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

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

#### For an intermediary:

1. If a U.S. intermediary holds, exercises, administers, or manages a particular foreign direct investment in the United States for the beneficial owner, such intermediary is responsible for reporting the required information for, and in the name of, the U.S. affiliate. Alternatively, the U.S. intermediary can instruct the U.S. affiliate to submit the required information. Upon so doing, the intermediary is released from further liability to report, provided it has informed BEA of the date such instructions were given and provides BEA the name and address of the U.S. affiliate, and has supplied the U.S. affiliate with any information in the possession of, or which can be secured by, the intermediary that is necessary to permit the U.S. affiliate to complete the required reports. When acting in the capacity of an intermediary, the accounts or transactions of the U.S. intermediary with a UBO are considered as accounts or transactions of the U.S. affiliate with the UBO. To the extent such transactions or accounts are unavailable to the U.S. affiliate, BEA may require the intermediary to report them.
2. If a UBO holds a U.S. affiliate through a foreign intermediary, the U.S. affiliate may report the intermediary as its foreign parent but, when requested, must also identify and furnish information concerning the UBO. Accounts or transactions of the U.S. affiliate with the foreign intermediary are considered as accounts or transactions of the U.S. affiliate with the UBO.

### G. Determining place of residence and country of

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

1. Individuals who reside, or expect to reside, outside their country of citizenship for less than one year are considered to be residents of their country of citizenship.
2. Individuals who reside, or expect to reside, outside their country of citizenship for one year or more are considered to be residents of the country in which they are residing, except as provided in paragraphs 3 and 4 below.

3. If an owner or employee of a business enterprise resides outside the country of location of the enterprise for one year or more for the purpose of furthering the business of the enterprise, and the country of the business enterprise is the country of citizenship of the owner or employee, then such owner or employee is considered a resident of the country of citizenship, provided there is the intent to return to the country of citizenship within a reasonable period of time.
4. Individuals and members of their immediate family who are residing outside their country of citizenship as a result of employment by the government of that country – diplomats, consular officials, members of the armed forces, etc. – are considered to be residents of their country of citizenship.

## VI. FILING THE BE-12

- A. Due date** – A completed report, or Claim for Not Filing, covering a reporting company's fiscal year ending in calendar year 2022 is due no later than May 31, 2023 (or by June 30, 2023 for reporting companies that use BEA's eFile system). Go to [www.bea.gov/efile](http://www.bea.gov/efile) for details about using eFile.
- B. Extensions** – For the efficient processing of the survey and timely dissemination of the results, it is important that your report be filed by the due date. Nevertheless, reasonable requests for extension of the filing deadline will be granted. Requests for extensions may be submitted through the eFile system at [www.bea.gov/eFile](http://www.bea.gov/eFile). All requests for extensions must be received **NO LATER THAN** May 31, 2023.
- C. Assistance** – For assistance, telephone (301) 278-9247, or send email to [be12/15@bea.gov](mailto:be12/15@bea.gov). Forms are accessible through eFile or can be obtained from BEA's web site web site at: [www.bea.gov/fdi](http://www.bea.gov/fdi).
- D. Electronic Filing** – Forms that can be transmitted to BEA electronically are available on the BEA website: [www.bea.gov/efile](http://www.bea.gov/efile). If you eFile, please do not submit paper reports.
- E. Annual stockholders' report or other financial statements** – Furnish a copy of your FY 2022 annual stockholders' report or Form 10-K when filing the BE-12 report. If you do not publish an annual stockholders' report or file Form 10-K, provide any financial statements that may be prepared, including the accompanying notes. Information contained in these statements is useful in reviewing your report and may reduce the need for further contact. Section 5(c) of the International Investment and Trade in Services Survey Act, Public Law 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended, provides that this information can be used for analytical and statistical purposes only and that it must be held strictly confidential.
- F. Retention of copies** – Each U.S. affiliate must retain a copy of its report to facilitate the resolution of problems. These copies should be retained by the U.S. affiliate for at least 3 years after the report's original due date.