# Instructions for Form 8264

(Rev. March 2004)

# **Application for Registration of a Tax Shelter**

Section references are to the Internal Revenue Code unless otherwise noted.



# A Change To Note

Keeping Lists. Material advisors (defined on page 3) are required to prepare and maintain a list of persons to whom (or for whose benefit) the advisor makes a tax statement with respect to a transaction that is a potentially abusive tax shelter. See Requirement to Keep Lists on page 3, for more details. Also, see Regulations section 301.6112-1.

## **Photographs of Missing** Children

The Internal Revenue Service is a proud partner with the National Center for Missing and Exploited Children. Photographs of missing children selected by the Center may appear in instructions on pages that would otherwise be blank. You can help bring these children home by looking at the photographs and calling 1-800-THE-LOST (1-800-843-5678) if you recognize a child.

# **General Instructions**

### Purpose of Form

Organizers of certain tax shelters, including confidential corporate tax shelters in which interests were offered after February 28, 2000, are required to file Form 8264 to register the tax shelters with the IRS. Organizers of tax shelters under section 6111(c) must complete Parts I, II, and III of Form 8264. Organizers of a confidential corporate tax shelter must complete Parts I and IV of Form 8264. If a confidential corporate tax shelter also meets the definition of a tax shelter under section 6111(c), the organizer must complete all parts of the form. Organizers filing a properly completed Form 8264 will receive a tax shelter registration number from the IRS. They must furnish the tax shelter registration number to investors in the tax shelter. Investors must report the tax shelter registration number on their tax returns using Form 8271, Investor Reporting of Tax Shelter Registration Number.

For purposes of the registration requirement for tax shelters under AUTION section 6111(c) and confidential

corporate tax shelters, the term organizer includes any person who participates in the organization, management, or sale of the tax shelter. See Who Is Required To Register a Tax Shelter? below. For purposes of this form, "promoter" as defined under section 6111 and the

regulations will be referred to as "organizer."

### What Is a Tax Shelter?

### **Tax Shelters Under Section** 6111(c)

An investment that meets the following two requirements is considered a tax shelter under section 6111(c) for registration purposes, regardless of whether it is marketed or customarily designated as a tax shelter.

- 1. The investment is one with respect to which a person could reasonably infer from representations made or to be made in connection with the offering for sale of an interest in the investment that the tax shelter ratio (defined on page 5) may be greater than 2 to 1 for any investor at the close of any of the first 5 years ending after the date on which the investment is offered for sale; and
- 2. The investment is one that is required to be registered under a Federal or state law regulating securities, or that is sold under an exemption from registration requiring the filing of a notice with a Federal or state agency regulating the offering or sale of securities, or that is a substantial investment (defined on page

### **Confidential Corporate Tax** Shelters

An investment that meets each of the following three requirements is considered a "confidential corporate tax shelter" under section 6111(d).

- 1. A significant purpose of the structure of the investment is the avoidance or evasion of Federal income tax for a direct or indirect corporate participant. Avoidance or evasion of tax is considered a significant purpose if the investment consists of either of the following:
- Listed transactions. This category includes transactions (defined on page 5) that are the same as or substantially similar to one of the types of transactions that the IRS has determined to be a tax avoidance transaction identified by notice, regulation, or other form of published guidance as a listed transaction. See Regulations section 301.6111-2(b)(2). There may be subsequent guidance identifying additional tax avoidance transactions. For existing guidance see Notice 2003-76, 2003-49 I.R.B. 1181.
- Other tax-structured transactions. Generally, this includes transactions (a) that are structured to produce Federal income tax benefits as an important part of the intended results of the transaction

and (b) that the organizer or other persons responsible for registration reasonably expect to be presented to more than one potential participant in the same or substantially similar form. See **Exception for confidential corporate** tax shelters on page 2.

- 2. The investment is offered to any potential participant under conditions of confidentiality. Generally, an offer is considered confidential if:
- An offeree's disclosure of the structure or tax aspects of the transaction is limited in any way by express or implied understanding or agreement (whether or not legally binding) with or for the benefit of the organizer or
- The organizer knows or has reason to know that the offeree's use or disclosure of information relating to the structure or tax aspect of the transaction is limited for the benefit of any person other than the offeree.
- **3.** Fees in excess of \$100,000 (in the aggregate) may be received by organizers of the tax shelter and any person related to such person under sections 267 and 707. For this purpose, substantially similar transactions are treated as part of the same tax shelter and the fees from the transaction must be combined. The fees include all consideration such persons may receive, including contingent fees, equity interests, and fees for other transactions received as consideration for promoting the tax shelter.

See Regulations sections 301.6111-2(b), (c), and (d) for details.



An investment may be a tax shelter under section 6111(c), a confidential corporate tax shelter,

# Who Is Required To Register a Tax Shelter?

Generally, tax shelters under section 6111(c) and confidential corporate tax shelters (under section 6111(d)) must be registered by a tax shelter organizer. If a principal organizer, defined on page 4, does not register the shelter by the day interests in the shelter are first offered for sale, any of the following persons may be treated as a tax shelter organizer.

- · A person who participated in the organization of the shelter.
- A person who participates in the management of the shelter when it is not properly registered.
- A person who participates in the sale of the shelter at a time when that person

knows, or has reason to know, that the shelter has not been properly registered.

**Note:** If all organizers of a confidential corporate tax shelter are foreign persons, any person who discusses participation in the transaction may be required to register the tax shelter (see Regulations section 301.6111-2(g)(2) for details).

A group of persons who may be treated as tax shelter organizers may enter into a written agreement designating one person to be responsible for registering the tax shelter. This designated organizer must have participated in the organization of the tax shelter and may not be a resident of a foreign country. Those who sign the agreement, other than the designated organizer, will not be subject to a penalty unless they know or have reason to know that the designated organizer has failed to register the tax shelter as required. In that case, a person, other than the designated organizer, will be subject to a penalty if he or she does not register the tax shelter as soon as practicable. For more detailed information concerning designation agreements and their consequences, see A-34 through A-39 of Temporary Regulations section 301.6111-1T.

If a tax shelter is not registered on time and there is no designation agreement, each person required to register the tax shelter will be subject to a penalty unless he or she has reasonable cause for failure to file a registration statement. For information about the applicable penalty and the circumstances in which a person required to register has reasonable cause for failure to register, see **Penalties** on page 4, and Temporary Regulations section 301.6707-1T, relating to penalties for failure to furnish information regarding tax shelters.

# **Exemptions From** Registration

Exemptions for tax shelters under section 6111(c). The following investments are not subject to tax shelter registration under section 6111(c). These exceptions do not apply to confidential corporate tax shelters.

- 1. Sales of residences primarily to persons who are expected to use the residences as their principal place of residence.
- 2. Sales or leases of tangible personal property (other than master sound recordings, motion picture or television films, videotapes, lithograph plates, or other property relating to a literary, musical, or artistic composition) by the manufacturer of the property (or a member of an affiliated group, within the meaning of section 1502, including the manufacturer) primarily to persons who are expected to use the property in their principal active trade or business.
- 3. Sales or leases of tangible personal property (other than collectibles, master sound recordings, motion picture or television films, videotapes, lithograph

plates, or other property that includes or relates to a literary, musical, or artistic composition) by a person in the ordinary course of that person's trade or business will be exempt if the purchaser or lessee is reasonably expected to use the property either for a personal use or in the purchaser's or lessee's principal active trade or business.

**4.** Performance of services in connection with the recipient's principal active trade or business or for the recipient's personal use.

See A-24 and A-24A of Temporary Regulations section 301.6111-1T for additional information on investments exempt from registration as a section 6111(c) tax shelter.

**Exception for confidential corporate** tax shelters. Generally, if the organizer of a confidential corporate tax shelter reasonably determines that there is no reasonable basis under Federal tax law for denial of any significant portion of the expected income tax benefits from the transaction, tax avoidance or evasion of taxes is not considered a significant purpose of the structure of the transaction and registration is not required. This exception does not apply to transactions that are the same as or substantially similar to listed transactions. See Regulations sections 301.6111-2(b)(3) and (4) for details.

Registration is not required if the IRS makes a determination by published guidance that the transaction is not subject to the registration requirements.

The taxpayer may request the IRS make a determination by individual ruling that a specific transaction is not subject to the registration requirements. See **Request for Ruling** beginning on page 3.

# Suspension of Registration Requirements for Projected Income Investments

**Note:** These rules apply only to section 6111(c) tax shelters.

The registration requirements may be suspended for a tax shelter if investors are told in a written statement made in good faith and based on reasonable economic and business assumptions that their investment is expected to produce net income and not to provide net tax benefits (a projected income investment). A tax shelter does not qualify for suspension if there is a projection (whether oral or written) of a net loss or other tax benefit (determined on a cumulative basis) in any of its first 5 years or if the tax shelter invests beyond an incidental amount in any interest in a collectible (as defined in section 408(m)(2)), a master sound recording, motion picture or television film, videotape, lithograph plate, copyright, or a literary, musical, or artistic composition.

The suspension ends if the tax shelter subsequently reduces the cumulative tax

liability of an investor during the 5-year period. In that case, the tax shelter must be registered within 30 days after the end of the tax shelter's year in which the reduction is generated and before a Schedule K-1 or similar form is sent to the investor. Once the tax shelter is registered, registration numbers must be provided to investors.

For more detailed information concerning the suspension of the registration requirements as a section 6111(c) tax shelter for projected income investments, see A-57A through A-57J of Temporary Regulations section 301.6111-1T.

### When To File

In general, file Form 8264 no later than the day on which an interest in the tax shelter is first offered for sale.

Special rules for confidential corporate tax shelters. If a transaction becomes subject to the registration requirements as a confidential corporate tax shelter after its first offering of sale (e.g., because of a change in the law or factual circumstances), it must be registered by the date of its next offering for sale. If a transaction becomes a listed transaction after its first offering, it was not previously required to be registered, and interests were offered for sale within the previous 6 years, the confidential corporate tax shelter must be registered within 60 days of the published guidance identifying it as a listed transaction. See Regulations section 301.6111-2(e)(ii) for details.

### Where To File

File Form 8264 with the Internal Revenue Service Center, Ogden, UT 84201.

# Furnishing a Tax Shelter Registration Number

In general, any person who sells (or otherwise transfers) an interest in a tax shelter must furnish that tax shelter's registration number to each investor. For purposes of furnishing tax shelter registration numbers, the term **investors** includes both original purchasers of tax shelter interests and persons who acquire their interests from prior purchasers.

The registration number must be furnished to the investor at the time of sale or transfer of the interest. If the seller or transferor has not received the registration number at this time, a written statement must be given to the investor stating that the number has been applied for and will be furnished when available. It then must be given to the investor within 20 days after the seller or transferor receives it.

For information about furnishing the number, the required content of the written statement, and the required legend stating that the tax shelter has not been approved, etc., by the Internal Revenue Service, see A-51 through A-54 of Temporary Regulations section 301.6111-1T.

The registration number must be included on any return on which an investor claims any deduction, loss, credit, or other tax benefit, or reports any income relating to the tax shelter.

### Requirement to Keep Lists

Generally, each material advisor (defined below) must prepare and maintain a list of certain persons to whom (or for whose benefit) the material advisor makes or provides a tax statement with respect to a transaction that is a potentially abusive tax shelter. A separate list must be maintained for each transaction or group of substantially similar transactions. The lists must be maintained for 7 years and, upon written request, must be furnished to the IRS within 20 days. See Regulations section 301.6112-1 for more information.

**Material advisor.** A material advisor is **(a)** any person required to register the transaction under section 6111 or **(b)** any person who receives or expects to receive a minimum fee (defined below) with respect to the transaction and makes a tax statement (defined below) to or for the benefit of any of the following:

- 1. A taxpayer who is required to disclose the transaction because it is a listed transaction under Regulations sections 1.6011-4, 20.6011-4, 25.6011-4, 31.6011-4, 53.6011-4, 54.6011-4, or 56.6011-4 or who would have been required to disclose the transaction if it had become a listed transaction within the statute of limitation period;
- 2. A taxpayer whom the potential material advisor (at the time the transaction is entered into) knows is or reasonably expects to be required to disclose the transaction because it is or is reasonably expected to become a reportable transaction under Regulations section 1.6011-4(b)(3) through (7);
- **3.** A person who is required to register the transaction under section 6111;
- **4.** A person who purchases (or otherwise acquires) an interest in a section 6111 tax shelter; or
- **5.** A transferee of an interest in a transaction if the potential material advisor knows or reasonably expects that **(a)** the interest will be sold or transferred to a subsequent participant and **(b)** it is either a listed transaction or a reportable transaction under Regulations section 1.6011-4(b)(3) through (7) if the relevant thresholds are met.

**Note:** A material advisor does not include a person who makes a tax statement solely in the person's capacity as an employee, shareholder, partner, or agent of another person. However, a person that forms or avails of an entity with the purpose of avoiding the rules of section 6111 or 6112 or the penalties under section 6707 or 6708 will be treated as a material advisor.

**Minimum fee.** The minimum fee is \$250,000 for a transaction if each person to whom or for whom a tax statement is made is a corporation (other than an S

corporation). The minimum fee is \$50,000 if the tax statement is made to a partnership or trust (unless all owners or beneficiaries are corporations in which case the fee is \$250,000). The minimum fee for all other transactions is \$50,000. In the case of listed transactions, the minimum fee is reduced from \$250,000 to \$25,000 and from \$50,000 to \$10,000. The minimum fee threshold must be met independently by each transaction (fees from other transactions are not aggregated) and includes all fees for a tax strategy or for services for advice or for the implementation of a transaction that is a potentially abusive tax shelter. See Regulations section 301.6112-1(c)(3) for more details.

Tax statement. A tax statement is any statement, either written or oral, that relates to a tax aspect of a transaction that causes the transaction to be a reportable transaction as defined in Regulations section 1.6011-4(b) or a tax shelter as described in section 6111.

Potentially abusive tax shelter. For purposes of the requirement to keep lists, potentially abusive tax shelters include any transaction that is required to be registered under section 6111 or any transaction that has a potential for tax avoidance or evasion. Transactions that have a potential for tax avoidance or evasion include:

- Any listed transaction,
- Any transaction that a potential material advisor (at the time the transaction is entered into) knows is or reasonably expects will become a reportable transaction under Regulations section 1.6011-4(b)(3) through (7), and
- Any transaction with respect to which an interest has been transferred and the transferror knows or reasonably expects that (a) the interest will be sold or transferred to a subsequent participant and (b) it is either a listed transaction or a reportable transaction under Regulations section 1.6011-4(b)(3) through (7) if the relevant thresholds are met.

Persons required to be on lists. The term person includes an individual, trust, estate, partnership, association, company, corporation, or affiliated group of corporations that join in filing a consolidated return. A material advisor is required to list.

- Each person described in items 1 through 4 in the definition of material advisor (above) to whom (or for whose benefit) the material advisor made a statement with respect to a transaction that is a potentially abusive tax shelter.
- Any subsequent investor in a transaction that must be disclosed under Regulations section 1.6011-4(b) if the material advisor knows the identity of that person.
- Each person that purchases an interest in a transaction that the material advisor is required to register.

**Contents of the list.** Each list must contain the following information.

- The name, registration number (if any), and identifying number (if any) of the transaction
- The name, address, and identifying number of each person required to be on the list.
- The number of units acquired by each person (if known by the material advisor).
- The date each person entered into the transaction (if known by the material advisor).
- The amount invested by each person in the transaction (if known by the material advisor).
- A detailed description of the transaction that describes both the tax structure and its expected tax treatment.
- A summary or schedule of the tax treatment that each person is intended or expected to derive from participation in the transaction (if known by the material advisor).
- For each person required to be on the list, the name of the person from whom the interest was acquired (if other than the material advisor).
- Copies of any additional written materials, including tax analyses or opinions related to the transaction that are material to an understanding of the purported tax treatment or tax structure of the transaction, that have been shown or provided to any person who acquired or may acquire an interest in the transaction (or to their representatives, tax advisors, or agents) by the material advisor or any related party or agent of the material advisor.

# **Request for Ruling**

A tax shelter organizer, or other person responsible for registration or maintaining a list, may request a ruling from the IRS to determine whether a transaction must be registered as a confidential corporate tax shelter or is subject to the list keeping requirements. The request for ruling must be submitted to the IRS on or before the date registration is otherwise required. Send the request to Internal Revenue Service, Attn: CC:PA:LPD:DRU, P.O. Box 7604, Ben Franklin Station, Washington, DC 20044. However, if a private delivery service is used, send the request to Internal Revenue Service, Attn: CC:PA:LPD:DRU, Room 5336, 1111 Constitution Avenue, NW, Washington, DC 20224. See Rev. Proc. 2004-1, 2004-1 I.R.B. 1 or subsequent IRS guidance for more details. If the request fully discloses all relevant facts relating to the transaction, the potential obligation to register the transaction or to maintain the list is suspended during the period the ruling is pending. If the IRS determines that the transaction is a confidential corporate tax shelter subject to registration, the due date for registration is extended for sixty days from the date of the ruling or the date of the withdrawal of the ruling request. The requirement to make lists available for inspection is suspended for sixty days from the date of the ruling or the date of the withdrawal of the ruling request. However, if the

transaction is found to be subject to the list keeping requirements, then the pending of the ruling request shall not affect the persons required to be on the list (even those who acquired interest during the pending of the ruling request). See Regulations sections 301.6111-2(b)(5) and 301.6112-1(i) for details.

### **Penalties**

If a tax shelter organizer is required to register a tax shelter under section 6111(c) and fails to do so when required, or files false or incomplete information, a penalty may be charged equal to the greater of \$500 or 1% of the aggregate amount invested in the shelter. No penalty will be charged if the organizer has reasonable cause for failing to comply with the registration requirements.

If a confidential corporate tax shelter organizer required to register fails to do so when required, or files false or incomplete information, a penalty may be charged equal to the greater of \$10,000 or 50% of the fees paid to all organizers before the date the shelter is registered. In the case of an intentional disregard of the requirement to register a confidential corporate tax shelter, the penalty is increased to 75% of the fees. No penalty will be charged if the organizer has reasonable cause for failing to comply with the registration requirements.

Any person who is required to furnish a tax shelter registration number to investors in the tax shelter and who fails to do so will be charged a penalty of \$100 for each failure.

A person required to keep a list may be charged a penalty for each investor who is required to be on the list but is omitted. The penalty is \$50 for each omission, limited to a maximum of \$100,000 per year per shelter. No penalty will be charged if the omission was due to reasonable cause and not due to willful neglect.

An additional civil penalty is imposed against any person who directly or indirectly organizes, participates in the sale of, or promotes an abusive tax shelter. The penalty also applies to persons who cause other parties to make or furnish false or fraudulent statements or gross valuation overstatements that promote the abusive tax shelter. The penalty is equal to the lesser of \$1,000 or 100% of the gross income derived (or to be derived) by that person from that activity.

Penalties are also imposed against persons who knowingly aid and abet in the understatement of the tax liability of another person. The penalty is \$1,000 (\$10,000 for corporate tax returns and documents).

Criminal penalties for failure to file on time and for filing a false or fraudulent return are provided by sections 7203, 7206, and 7207.

### **Preparing the Form**

A registration number may not be issued if an incomplete application is filed. You must make an entry on Form 8264 whenever an item is applicable. If you need more space, attach a statement or use the **Explanation of Items** in Part V of the form. You may incorporate information contained in other documents. If you do, attach copies of the documents and specify the page number of the incorporated material. When dollar amounts are called for, use whole dollar amounts.

**Note:** If an item does not apply or you do not know the requested information, leave the item blank and explain in Part V of the form why it does not apply or why you do not know the requested information.

### Amended Forms 8264

If a single Form 8264 is filed with respect to an aggregated confidential corporate tax shelter, an amended Form 8264 must be filed to reflect material changes and to include any additional or revised written materials presented in connection with an offer to participate in the shelter (see Regulations section 301.6111-2(e)(2) for details). Otherwise, amendments may be made to Form 8264 in certain cases. If there is any material change in facts occurring after the initial registration, you may, but are not required to, file an amended form. The following are examples of a material change in facts.

- 1. A change in the identifying information relating to the tax shelter or tax shelter organizer.
- The acquisition or construction of a principal asset not reported on the initial application for registration.
- 3. A change in the method of financing a minimum investment unit.
- 4. A change in the principal business
- 5. A change in any tax shelter ratio reported on the initial application for registration that increases or decreases the reciprocal of the tax shelter ratio by 50% or more. The reciprocal of the ratio is the fraction in which the amount of the applicable investment base is the numerator and the amount of the applicable deductions and credits is the denominator. For example, if the tax shelter ratio changes from 2 to 1 to 4 to 1, the reciprocal of the tax shelter ratio decreases from 1/2 to 1/4, a 50% decrease. Similarly, if the tax shelter ratio changes from 6 to 1 to 4 to 1, the reciprocal of the tax shelter ratio increases from 1/6 to 1/4, a 50% increase. Both examples would be a material change in facts.
- 6. A tax shelter transaction is the same or substantially similar to a listed transaction that was identified by the IRS after the initial application was filed (see **Listed transactions** on page 1).

To amend Form 8264, enter in the space provided above Part I the tax shelter registration number previously issued to the tax shelter. If the tax shelter

has not yet received the registration number, enter "Applied for" in the space. Complete the top portion of Part I above Item 1a, but only show in the remainder of Parts I through Part IV the information that has changed since the tax shelter was registered. In addition, you should include any other information that you did not know at the time the tax shelter was registered but have since learned. Complete the signature area on page 2. For further information, see A-45A of Temporary Regulations section 301.6111-1T.

**Note:** The filing of an amended application will not affect the determination whether the initial application would be subject to any applicable penalty. In addition, if the initial application was timely filed and contained complete and accurate information, the penalty under section 6707 will not be imposed as a result of the information in an amended application.

### **Definitions**

**Principal organizer.** A person principally responsible for organizing a tax shelter is any person who discovers, creates, investigates, or initiates the investment, devises the business or financial plans for the investment, or carries out those plans through negotiations or transactions with others.

Participation in the organization of a tax shelter. Participation in the organization of a tax shelter includes the performance of any act (directly or through an agent) related to the establishment of the tax shelter.

Participation in the management of a tax shelter. Participation in the management of a tax shelter includes managing the assets of the tax shelter or directing or having supervisory authority for its business activities.

Participation in the sale of a tax shelter. Participation in the sale of a tax shelter includes any marketing activities (directly or through an agent) with respect to an investment.

For more detailed information concerning the terms defined above, see A-25 through A-33 of Temporary Regulations section 301.6111-1T.

**Substantial investment.** A substantial investment is one in which the total amount that may be offered for sale to all investors exceeds \$250,000 and at least five investors are expected. The total amount offered for sale is the total amount to be received from the sale of interests in the investment. It includes all cash, fair market value of property contributed, and indebtedness received in exchange for interests. For the purpose of determining whether five or more investors are expected in an investment involving real property (and related personal property) used as a farm for farming purposes, interests in the investment expected to be held by a husband and wife, their children and

parents, and the spouses of their children will be treated as held by one investor.

Aggregation of similar plans or arrangements. Generally, for purposes of determining whether investments are parts of a substantial investment, investments offered by the same person or related persons that involve similar business assets and similar plans or arrangements are aggregated. However, investments exempt from registration (see paragraphs 3 and 4 under Exemptions for tax shelters under section 6111(c) on page 2) because they are sold or leased to or involve rendition of services to persons who are reasonably expected to use the property or services for either personal use or in their principal active trade or business are not aggregated with similar investments by persons who are expected to use the property or services for other purposes. See A-22 and A-24A of Temporary Regulations section 301.6111-1T.

Tax shelter ratio. The tax shelter ratio with respect to any year for any investor is the ratio that the aggregate amount of deductions and 350% of the credits that are represented or that will be represented as potentially allowable to an investor under subtitle A of the Internal Revenue Code, for all periods up to (and including) the close of the year, bears to the investment base for the investor as of the close of the year. Use the Tax Shelter Ratio Computation on page 2 of Form 8264 to compute tax shelter ratios.

For purposes of computing the tax shelter ratio for a year, general partners in a limited partnership will not be treated as investors in the partnership if the general partners' aggregate interest in each item of partnership income, gain, loss, deduction, and credit for the year is not expected to exceed 2%. For purposes other than the computation of the tax shelter ratio, however, general partners will be treated as investors.

The term **year** means the tax year of a tax shelter, or if the tax shelter has no tax year, the calendar year.

Potentially allowable deduction or credit. A deduction or credit is considered to be represented as being potentially allowable to an investor if any oral or written statement is made in connection with the offering for sale of an interest in an investment indicating that a tax deduction or credit is available or may be used to reduce Federal taxable income or Federal income tax. Representations may be made, for example, as advertisements, written offering materials, prospectuses, or tax opinions, and include general representations that tax benefits are available. For example, an advertisement stating that "purchase of a restaurant includes trade fixtures (5-year write-off)" is considered an explicit representation of tax benefits. In addition, if any explicit representation is made regarding any tax benefit, all deductions or credits typically associated with the investment will be

treated as having been represented as potentially allowable. See A-8 through A-12 of Temporary Regulations section 301.6111-1T and the instructions for **Part III** for additional information about potentially allowable deductions or credits.

Investment base. The investment base for any year is the cumulative amount of money and the adjusted basis of other property (reduced by any liability to which the other property is subject) that is unconditionally required to be contributed or paid directly to the tax shelter by the investor before the close of the year. Amounts which reduce the investment base are listed in the instructions on page 7 for line 24 of Part III.

**Transaction.** A transaction includes all of the factual elements relevant to the expected tax treatment of any investment, entity, plan, or arrangement, and includes any series of steps carried out as part of a plan. See Regulations sections 301.6111-2(a)(3) and 301.6112-1(b) for details.

# **Specific Instructions**

**Note:** Organizers of tax shelters under section 6111(c) must complete Parts I, II, and III and organizers of a confidential corporate tax shelter must complete Parts I and IV. If a confidential corporate tax shelter also meets the definition of a tax shelter under section 6111(c), the organizer must complete all parts of the form.

### Part I

The tax shelter name will be that of the tax shelter entity if the entity has an employer identification number separate from that of a principal organizer registering the transaction. If the tax shelter consists of Schedule C (Form 1040) or Schedule F (Form 1040) activities and there is no tax shelter entity, provide the name, address, identifying number, and the daytime telephone number of the principal organizer in the left block of Part I. In that case, if you are the principal organizer, the information will be the same in both blocks of Part I.

If you are not a principal organizer, enter the information as it relates to you in the right block. In addition, check the box in the right block and separately provide the name, address, identifying number, and the daytime telephone number of a principal organizer.

Item 1a. Check the box that describes the tax shelter organization or structure. If you check the "Other" box, specify the type of organization or structure in the space provided.

Item 1b. For tax shelters under section 6111(c), indicate by checking the appropriate box whether the tax shelter is subject to registration because similar investments have been aggregated to form a substantial investment. The "Yes" box should be checked whether or not

separate Forms 8264 are filed for the separate investments aggregated to create a substantial investment. For confidential corporate tax shelters, check "Yes" if transactions have been aggregated on the same Form 8264.

Tax shelters under section 6111(c). A separate Form 8264 must be completed for each separate investment, aggregated to create a substantial investment, that differs from the other investments so aggregated with respect to any of the following:

- 1. Principal asset.
- 2. Accounting methods.
- 3. Federal or state agencies with which the investment is registered or with which an exemption notice is filed.
- 4. Methods of financing the purchase of a minimum investment unit.
  - 5. Tax shelter ratio.

**Do not** file separate Forms 8264 for aggregated investments if the investments do not differ for any of the above. You should attach a separate statement to each Form 8264 that shows the name, address, identifying number, and telephone number of all such aggregated investments, whether or not separate Forms 8264 are required to be filed.

**Note:** If possible, all separate forms relating to aggregated investments should be filed together.

Confidential corporate tax shelters. Similar to tax shelters under section 6111(c), transactions involving similar assets, plans, and arrangements that are offered to corporate investors by the same person or related persons are aggregated and considered part of the same tax shelter. However, all transactions that are part of the same confidential corporate tax shelter and that are to be carried out by the same corporate participant must be registered on the same Form 8264. See Regulations section 301.6111-2(e)(2) for details.

Items 2a and 2b. Enter in item 2a the six-digit code from the chart beginning on page 9 for the principal business activity of the tax shelter. Where two or more activities are relevant to the operation of the tax shelter, enter in item 2a the code that most specifically describes the operation of the tax shelter; in item 2b, enter the code for the secondary activity. Enter N/A only if no other types of activities or transactions are occurring.

Item 3a. Describe the principal asset of the tax shelter (e.g., a building, a computer, a patent, stock, or livestock) acquired or to be acquired. If the tax shelter has more than one asset, the principal asset is the one with the largest adjusted basis. For purposes of completing this item, treat a building and the underlying land as one asset. Blind pools should also specify the asset to be acquired.

**Item 3b.** Check the appropriate box to indicate whether the principal asset was acquired by the tax shelter from a party

that is related (within the meaning of section 465(b)(3)(C)) to either the tax shelter or a principal organizer. Check "Yes" if **any part** of the principal asset is acquired from a related party (e.g., one piece of equipment out of ten, when the ten pieces of equipment constitute the tax shelter's principal asset).

Item 3c(1). Enter the total cost (actual or projected) of the principal asset of the tax shelter. Use only the costs of acquiring the asset itself. Do not include any costs associated with the use of the asset. If the tax shelter did not purchase the principal asset, enter the tax shelter's basis in the asset.

Item 3c(2). If the principal asset, or any part of it, was acquired by the tax shelter from a related party (i.e., the "Yes" box is checked in item 3b), enter the cost of the principal asset, or the appropriate part of it, when it was first acquired from an unrelated party. If the entire principal asset was acquired by the tax shelter from an unrelated party (i.e., the "No" box is checked in item 3b), leave this item blank

Item 3d. Check the "Yes" box if the principal asset of the tax shelter is or will be located outside the United States and enter its location in the space provided. Check the "No" box if the principal asset is located in the United States and make no entry in the country space.

Item 3e. If the principal asset is acquired by more than one means (e.g., if part is purchased and part is constructed), check all the boxes that apply. If it is acquired in whole or in part by a means other than purchase, construction, or lease, check the "Other" box and specify the means of acquisition in the space provided.

Item 3f(1). Enter the date the principal asset was acquired by the tax shelter, or the expected acquisition date if the asset has not been acquired by the date the tax shelter is registered. If the principal asset was acquired from a party who is related to the tax shelter or a principal organizer (i.e., the "Yes" box in item 3b is checked), enter the date the asset was first acquired from an unrelated party.

Item 3f(2). Enter the date the principal asset was placed in service by the tax shelter, or the expected date if the asset has not been placed in service by the date the tax shelter is registered, if applicable.

Item 4. Enter the accounting method used by the tax shelter. Check only one box. Check "Hybrid" only if the accounting method is a combination of the cash and accrual methods. If you check "Other," enter a description in the space provided.

**Note:** In general, tax shelters cannot use the cash method.

**Item 5a.** Check the appropriate box to show whether the tax shelter is required to register with Federal or state agencies regulating securities.

**Item 5b.** Check the appropriate box to show, in the case of a tax shelter exempt from registration with Federal or state

agencies regulating securities, whether the filing of a notice of such exemption is required.

**Note:** If a tax shelter is not exempt from registration, check the "No" box.

Item 5c. If you checked the "Yes" box in either item 5a or 5b, complete items 5c(1) and 5c(2) as applicable. In item 5c(1) check the appropriate boxes for Federal agencies regulating securities. In item 5c(2) enter the states in which the tax shelter is registered with agencies regulating securities, or with which a notice of exemption from securities registration is filed. If the tax shelter is required to register or file an exemption notice in more than five states, enter the five such states in which the highest aggregate amounts are expected to be realized.

Item 6. If you (or any person related to you as defined in section 465(b)(3)(C)) were a principal organizer or participated in the organization of other tax shelters that were registered, but you were not the filer of Form 8264 for such other shelters, enter in the space provided the tax shelter registration numbers of up to the five most recently registered of those tax shelters. For example, assume that individuals P and M (a person related to P) participate in the organization of Tax Shelter I, and individuals P and D participate in the organization of Tax Shelter II. Also assume that M files a Form 8264 for Tax Shelter I, and D files a Form 8264 for Tax Shelter II. If P were subsequently a participant in the organization of Tax Shelter III and P filed the Form 8264 for Tax Shelter III, P would be required to enter the registration numbers for Tax Shelter I and Tax Shelter II in item 6 of the Form 8264 filed for Tax Shelter III.

Item 8. Use Part V or provide an attached statement if more space is needed. For confidential corporate tax shelters, also attach any written materials that are presented to potential participants in connection with the offering of sales of interests in the tax shelter, including any analyses or opinions relating to the intended tax benefits of the shelter.

### Part II

Item 9a. The entries in this item summarize the methods of financing that the tax shelter makes available to investors to purchase a minimum investment unit. For purposes of Item 9a, a minimum investment unit is the minimum investment that may be purchased by an investor in the tax shelter and may consist of single, multiple, or fractional units as represented in any offering material. For example, if a prospectus states that subscriptions in a limited partnership will be offered in units of \$5,000 each with a minimum subscription of five units per subscriber, the minimum investment unit is \$25,000. If there is no minimum investment unit represented, the minimum investment unit is the cost of a typical investment purchased by an individual investor.

**Note:** If the tax shelter is a limited partnership, complete items 9a through 11e by providing information concerning the minimum investment unit of a limited partner.

- 1. Cash. If applicable, check this box and enter in the space provided the minimum amount of cash that is unconditionally required to be contributed or paid by the purchaser of a minimum investment unit during the first 5 years of the tax shelter.
- 2. Property contributions. If applicable, check this box and enter in the space provided the adjusted basis of any property expected to be contributed by the purchaser of a minimum investment unit during the first 5 years of the tax shelter.
- 3. Recourse debt. If recourse debt that is available to the purchaser of a minimum investment unit will reduce the investment base, check this box and enter in the space provided the maximum amount of such debt.
- 4. Nonrecourse debt. If nonrecourse debt that is available to the purchaser of a minimum investment unit will reduce the investment base, check this box and enter in the space provided the maximum amount of such debt.
- **5. Other.** If applicable, check this box and enter in the space provided the maximum amount of any financing that the purchaser of a minimum investment unit can obtain under any other financing method. Also, describe such other financing method in the space provided.

Item 9a(6). Add items 9a(1) through 9a(5). This should be the total acquisition cost for a minimum investment unit. If it is not, provide an explanation. For example, if the cost of a minimum investment unit is \$50,000, with the purchaser putting \$5,000 cash down and financing the remaining \$45,000 with a nonrecourse loan repayable over 5 years, \$5,000 is entered in item 9a(1), \$45,000 is entered in item 9a(4), and \$50,000 is the total shown in item 9a(6).

Item 9b. Enter in the boxes corresponding to the types of financing specified in items 9a(3) through 9a(5) the maximum period of time (in whole years) over which such borrowed amounts may be repaid.

Item 9c. If applicable, check the appropriate box to indicate whether any of the investor's financing is expected to be collateralized by one or more letters of credit or whether any of the tax shelter's financing is expected to be collateralized by letters of credit executed by the investors.

Item 9d. If applicable, check the box marked "Unrelated party" and enter the maximum percentage of the financing included in item 9a that may be borrowed by an investor from a party who is not the tax shelter, a participating person, or a related person (as defined in section

465(b)(3)(C)), but which reduces the investment base because it will be arranged by the tax shelter, a participating person, or a related person.

If applicable, check the box marked "Related party" and enter the maximum percentage of the financing included in item 9a that is expected to be borrowed by an investor from the tax shelter, a participating person, or a related person, and which reduces the investment base.

Item 9e. If no foreign-connected financing is available, check the box. See the instructions for line 24(3) of the Tax Shelter Ratio Computation for the definition of foreign-connected financing. If any of the financing included in item 9a is foreign-connected financing, enter the maximum dollar amount of such financing and the foreign country, foreign possession, or U.S. possession in which the lender is located. If foreign-connected financing is available from more than one foreign country, foreign possession, or U.S. possession, enter in the right-hand space the country, foreign possession, or U.S. possession from which the greatest dollar amount of such financing is available and the portion (in dollars) of the amount entered in the left-hand space that is available from such country or

Items 10a and 10b. Enter the dollar amount of gross deductions under subtitle A of the Code represented as potentially allowable over the first 5 years to the purchaser of a minimum investment unit in the tax shelter. In addition, from the list below, enter in 10b the codes for the two largest deductions, in dollar terms, represented as being potentially allowable to an investor in the tax shelter.

- 01 Amortization
- 02 Charitable contributions
- 03 Demolition expenses
- 04 Depletion—oil and gas
- 05 Depletion—other
- 06 Depreciation
- 07 Feed expenses
- 08 Consulting fees
- 09 Loan placement fees
- 10 Management fees
- 11 Marketing fees
- 12 Fees—other
- 13 Financing charges
- 14 Guaranteed payments
- 15 Intangible drilling costs
- 16 Interest expense
- 17 Legal expenses
- 18 Mining development costs
- 19 Ordinary loss from sale of an asset
- 20 Rehabilitation expenses
- 21 Rental expenses
- 22 Research and experimental expenditures
- 23 Royalties—oil, gas, and mineral
- 24 Royalties—other
- 25 Soil and water conservation expenditures
- 99 Other

Items 10c and 10d. Enter in 10c the dollar amount of total credits under subtitle A of the Code represented as potentially allowable over the first 5 years to the purchaser of a minimum investment unit in the tax shelter. Also, from the list below, enter in 10d the codes for the two

largest credits, in dollar terms, represented as being potentially allowable to an investor in the tax shelter.

- 01 Energy credit (section 48(a))
- O2 Credit for increasing research activities (section 41)
- 07 Orphan drug credit (section 45C)
- 08 Rehabilitation credit (section 47)
- 09 Low-income housing credit (section 42)
- Nonconventional source fuel credit (section 29)
- 99 Other

**Items 11a–11e.** Enter the highest tax shelter ratio for any investor as of the close of each of the first 5 years of the tax shelter. For this purpose, general partners in a limited partnership will not be treated as investors in the partnership if the aggregate interest of all general partners in each item of partnership income, gain, loss, deduction, and credit for such vear is not expected to exceed 2%. If the general partner is treated as an investor and the tax shelter ratio for the general partner as of the close of any of the first 5 years of the tax shelter exceeds the highest tax shelter ratio for any limited partner for such year, the tax shelter organizer also must attach a statement to Form 8264 providing the information requested in items 9a through 11e for the minimum investment unit of a general

Use the **Tax Shelter Ratio Computation** on page 2 of Form 8264 to figure the tax shelter ratio for any investor for each of the first 5 years of the tax shelter. See the instructions for **Part III** on this page. Figure the tax shelter ratio to two decimal places, rounded off. For example, if line 28, column (a) of the worksheet is 6.654, enter 6.65 in item 11a on page 1 of the form; if line 28, column

Item 12. Enter the maximum aggregate amount to be received from the sale of investment units in the tax shelter, as represented in any offering material. If there is no maximum aggregate amount, enter the aggregate amount reasonably expected to be received from the sale of investment units.

(b) is 14.735, enter 14.74 in item 11b.

Item 13a. Enter the maximum number of investors that potentially can participate in the tax shelter, as represented in any offering material. If there is no maximum number of investors, enter the number of investors reasonably expected to participate in the tax shelter. If investors are required to purchase multiple units, or are permitted to purchase fractional units, attach an explanation, including the numbers of investors expected in all three categories (i.e., single, multiple, and fractional units).

Item 13b. Enter the maximum number of investment units in the tax shelter that potentially can be sold, as represented in any offering material. If there is no maximum number represented, enter the number reasonably expected to be sold.

### Part III

Gross deductions and total credits. For purposes of the tax shelter ratio, the deductions and credits to be taken into account are gross deductions and total credits potentially allowable for the investment. They are not offset or reduced by any income derived or to be derived from the investment, any potential tax liability resulting from the investment, any potential recapture of deductions or credits, or any deductions or credits that may not be currently allowable because of the passive activity limitations.

Interest. Interest on a debt obligation incurred to acquire a tax shelter interest is taken into account if the deduction for such interest is explicitly represented as being allowable. Also, interest on any debt obligation, the proceeds of which reduce the investment base, is taken into account regardless of whether a deduction for such interest is specifically represented as being allowable. See the instructions for line 24 of this worksheet for information on debts that reduce the investment base.

Aggregated investments. In the case of aggregated investments for which multiple Forms 8264 must be completed (see the instructions for item 1b), compute for each separate Form 8264 the highest tax shelter ratio for an investor in the investments to which such Form 8264 relates. Enter this ratio in the appropriate space for item 11 of each of the separate Forms 8264.

**Line 14.** Enter the amount of gross deductions represented as being potentially allowable to the investor for the particular year.

**Line 21.** Enter the amount of cash to be contributed by the investor.

**Line 22.** Enter the adjusted basis of property (reduced by any liability to which the property is subject) to be contributed by the investor.

**Line 24.** Enter the sum of the following five items:

1. Any amount (whether recourse or nonrecourse) borrowed by the investor from a participating person, or from any person related (as defined in section 465(b)(3)(C)) to a participating person, unless the amount is unconditionally required to be repaid by the investor before the close of the year for which the determination is being made. A participating person is one who participated in the organization, sale, or management of the investment or who has an interest (other than an interest as a creditor) in the investment. An amount is unconditionally required to be repaid only if any offering material in which the amount is described and any agreement relating to the amount so provides.

Amounts that are not considered as unconditionally required to be repaid, and therefore reduce the investment base, include:

 An amount that is to be repaid only from the earnings of the investment.

- An amount that will be, or is expected to be, reloaned to the investor during the 5-year period ending after the date the investment is offered for sale.
- 2. Any amount (whether recourse or nonrecourse) borrowed from any person if the loan is arranged by a participating or related person, unless the amount is unconditionally required to be repaid by the investor before the close of the year for which the determination is being made. Any borrowing that is represented, either orally or in writing, as being available from a specific source will be treated as arranged by the participating or related person, whether or not a commitment to provide the financing is made, if such person provides information to the lender relating to the investment or otherwise informs the lender about the investment. However, in the case of an amount borrowed on a recourse basis, the fact that a lender who is actively and regularly engaged in the business of lending money obtained information relating to the investment, from a participating or related person, solely in response to a lender's request made in connection with such borrowing, will not, by itself, result in a determination that the loan is arranged by a participating or related person.
- 3. Any amount borrowed, directly or indirectly, from a lender located outside the United States ("foreign-connected financing") of which the participating or related person knows or has reason to know.
- 4. Amounts that are to be held for the benefit of investors in cash, cash equivalents, or marketable securities.
- 5. Any distributions of cash or property that will be made without regard to the income of the tax shelter, but only to the extent such distributions exceed the amount to be held as of the close of the year in cash, cash equivalents, or marketable securities.

### Part IV

**Line 29.** Enter the aggregate amount of fees that may be received by organizers of the tax shelter and any person related to such person under sections 267 and

707. For this purpose, the fees from all substantially similar transactions are considered part of the same tax shelter and must be aggregated. The fees include all consideration such persons may receive, including contingent fees, equity interests, and fees for other transactions received as consideration for promoting the tax shelter.

Line 30a. A transaction is a listed transaction if the transaction is the same as or substantially similar to one of the types of transactions that the IRS has determined to be a tax avoidance transaction and identified by notice, regulation, or other form of published guidance as a listed transaction. See Regulations section 301.6111-2(b)(2). Also see Notice 2003-76, 2003-49 I.R.B. 1181.

# Who Must Sign

**Tax shelter organizer.** Form 8264 must be signed by the tax shelter organizer.

**Paid preparer's information.** If someone prepares Form 8264 and does not charge for it, that person should not sign the form.

Generally, anyone who is paid to prepare Form 8264 must sign it and fill in the other blanks in the **Paid Preparer's Use Only** area of the form.

The preparer required to sign Form 8264 **must** complete the required preparer information and:

- Sign it in the space provided for the preparer's signature.
- Give the organizer a copy of Form 8264 in addition to the copy to be filed with the IRS.

The preparer should enter the daytime telephone number where he or she may be reached.

Privacy Act and Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws. Routine uses of this information include providing it to

the Department of Justice for use in civil and criminal litigation, and to cities, states, and the District of Columbia for the administration of their tax laws. We may also disclose this information to other countries under a tax treaty, or to Federal and state agencies to enforce Federal nontax criminal laws and to combat terrorism. The authority to disclose information to combat terrorism expired on December 31, 2003. Legislation is pending that would reinstate this authority. We may also provide this information to any investor in the determination of the investor's tax liability. If you do not file this information, or provide incomplete or fraudulent information, you may be subject to penalties and/or criminal prosecution.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping	33 hr.,	14 min.
Learning about the law or the		
form	3 hr.,	34 min.
Preparing, copying,		
assembling, and sending the		
form to the IRS	4 hr.,	16 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Products Coordinating Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. **Do not** send the form to this address. Instead, see **Where To File** on page 2.

### **Codes for Principal Business** Activity

This list of principal business activities and their associated codes is designed to classify an enterprise by the type of activity in which it is

engaged to facilitate the administration of the Internal Revenue Code. These principal business activity codes are based on the North American Industry Classification System.

Enter in item 2a the six-digit code from the chart below for the principal business activity of the tax

shelter. Where two or more activities are relevant to the operation of the tax shelter, enter in item 2a the code that most specifically describes the operation of the tax shelter; in item 2b, enter the code for the secondary activity.

#### Agriculture, Forestry, Fishing and Hunting **Crop Production**

111100 Oilseed & Grain Farming 111210 Vegetable & Melon Farming (including potatoes & yams) 111300 Fruit & Tree Nut Farming Greenhouse, Nursery, & Floriculture Production 111400 Other Crop Farming 111900 (including tobacco, cotton, sugarcane, hay, peanut, sugar beet & all other crop

farming) **Animal Production** Beef Cattle Ranching & 112111 Farming 112112 Cattle Feedlots 112120 Dairy Cattle & Milk Production 112210 Hog & Pig Farming 112300 Poultry & Egg Production Sheep & Goat Farming 112400 Animal Aquaculture (including 112510 shellfish & finfish farms & hatcheries) 112900 Other Animal Production Forestry and Logging

Forest Nurseries & Gathering 113210 of Forest Products 113310 Logging

Timber Tract Operations

#### Fishing, Hunting and Trapping 114110 Fishing

Hunting & Trapping 114210 **Support Activities for Agriculture** and Forestry

Support Activities for Crop Production (including cotton 115110 ginning, soil preparation, planting, & cultivating) Support Activities for Animal 115210 Production

Support Activities For Forestry 115310

### Mining

113110

211110 Oil & Gas Extraction 212110 Coal Mining Metal Ore Mining 212200 212310 Stone Mining & Quarrying 212320 Sand, Gravel, Clay, & Ceramic & Refractory Minerals Mining & Quarrying 212390 Other Nonmetallic Mineral Mining & Quarrying 213110 Support Activities for Mining

#### **Utilities**

Electric Power Generation, 221100 Transmission & Distribution 221210 Natural Gas Distribution 221300 Water, Sewage & Other Systems

### Construction

#### Construction of Buildings

Residential Building 236110 Construction 236200 Nonresidential Building Construction

#### Heavy and Civil Engineering Construction

237100 Utility System Construction Land Subdivision 237210 Highway, Street, & Bridge Construction 237310 Other Heavy & Civil 237990

Engineering Construction

Code

### **Specialty Trade Contractors**

Foundation, Structure, & Building Exterior Contractors 238100 (including framing carpentry, masonry, glass, roofing, & siding) 238210 **Electrical Contractors** Plumbing, Heating, & Air-Conditioning Contractors 238220 238290 Other Building Equipment Contractors 238300 **Building Finishing** Building Finishing Contractors (including drywall, insulation, painting, wallcovering, flooring, tile, & finish carpentry) Other Specialty Trade 238900 Contractors (including site preparation)

### Manufacturing

### Food Manufacturing

311110 Animal Food Mfg Grain & Oilseed Milling 311200 Sugar & Confectionery Product Mfg 311300 Fruit & Vegetable Preserving & Specialty Food Mfg 311400 311500 Dairy Product Mfg Animal Slaughtering and 311610 Processing Seafood Product Preparation 311710 & Packaging Bakeries & Tortilla Mfg 311800 Other Food Mfg (including coffee, tea, flavorings & 311900

### seasonings) **Beverage and Tobacco Product**

Manufacturing 312110 Soft Drink & Ice Mfg 312120 **Breweries** 312130 Wineries 312140 Distilleries 312200 Tobacco Manufacturing

#### **Textile Mills and Textile Product** Mills 313000 Textile Mills

314000 Textile Product Mills **Apparel Manufacturing** Apparel Knitting Mills 315100 315210 Cut & Sew Apparel Contractors Men's & Boys' Cut & Sew Apparel Mfg 315220 Women's & Girls' Cut & Sew Apparel Mfg 315230 315290 Other Cut & Sew Apparel Mfg Apparel Accessories & Other 315990 Apparel Mfg

#### Leather and Allied Product Manufacturing Leather & Hide Tanning & 316110

Finishing 316210 Footwear Mfg (including rubber & plastics) 316990 Other Leather & Allied Product Mfg Wood Product Manufacturing

Sawmills & Wood 321110 Preservation 321210 Veneer, Plywood, & Engineered Wood Product Mfg 321900 Other Wood Product Mfg Paper Manufacturing Pulp, Paper, & Paperboard 322100

322200

Converted Paper Product Mfg

#### Code

#### **Printing and Related Support** Activities

323100 Printing & Related Support Activities

#### Petroleum and Coal Products Manufacturing

324110 Petroleum Refineries (including integrated) Asphalt Paving, Roofing, & Saturated Materials Mfg 324120 Other Petroleum & Coal 324190

#### Products Mfg **Chemical Manufacturing**

325100 Basic Chemical Mfg Resin, Synthetic Rubber, & Artificial & Synthetic Fibers & Filaments Mfg 325200

Pesticide, Fertilizer, & Other Agricultural Chemical Mfg 325300 325410 Pharmaceutical & Medicine Mfa 325500 Paint, Coating, & Adhesive

Mfg 325600 Soap, Cleaning Compound, & Toilet Preparation Mfg 325900 Other Chemical Product &

#### Preparation Mfg **Plastics and Rubber Products** Manufacturing

326100 Plastics Product Mfg 326200 Rubber Product Mfg

#### Nonmetallic Mineral Product Manufacturing

327100 Clay Product & Refractory Mfg

327210 Glass & Glass Product Mfg 327300 Cement & Concrete Product Mfg

327400 Lime & Gypsum Product Mfg 327900 Other Nonmetallic Mineral Product Mfg

#### Primary Metal Manufacturing

331110 Iron & Steel Mills & Ferroalloy Mfg

Steel Product Mfg from 331200 Purchased Steel Alumina & Aluminum 331310 Production & Processing Nonferrous Metal (except

331400 Aluminum) Production & Processing

#### 331500 Foundries

#### **Fabricated Metal Product** Manufacturing

332110 Forging & Stamping Cutlery & Handtool Mfg 332210 Architectural & Structural 332300 Metals Mfg 332400 Boiler, Tank, & Shipping Container Mfg

332510 Hardware Mfg

332610 Spring & Wire Product Mfg Machine Shops; Turned 332700 Product; & Screw, Nut, & Bolt

Coating, Engraving, Heat Treating, & Allied Activities 332810 332900 Other Fabricated Metal Product Mfg

### **Machinery Manufacturing**

Agriculture, Construction, & 333100 Mining Machinery Mfg 333200 Industrial Machinery Mfg Commercial & Service 333310 Industry Machinery Mfg 333410 Ventilation, Heating, Air-Conditioning, & Commercial Refrigeration Equipment Mfg 333510 Metalworking Machinery Mfg Code

333610 Engine, Turbine & Power Transmission Equipment Mfg Other General Purpose 333900 Machinery Mfg

#### Computer and Electronic Product Manufacturing

334110 Computer & Peripheral Equipment Mfg 334200 Communications Equipment

Mfg Audio & Video Equipment 334310

Mfg Semiconductor & Other 334410

Electronic Component Mfg Navigational, Measuring, Electromedical, & Control 334500 Instruments Mfg

Manufacturing &
Reproducing Magnetic &
Optical Media 334610

# Electrical Equipment, Appliance, and Component Manufacturing

Electric Lighting Equipment 335100 Mfg 335200 Household Appliance Mfg 335310 Electrical Equipment Mfg Other Electrical Equipment & Component Mfg 335900

#### **Transportation Equipment** Manufacturing

Motor Vehicle Mfg 336100 336210 Motor Vehicle Body & Trailer Mfg

Motor Vehicle Parts Mfg 336300 336410 Aerospace Product & Parts Mfa

336510 Railroad Rolling Stock Mfg 336610 Ship & Boat Building

336990 Other Transportation Equipment Mfg

#### **Furniture and Related Product** Manufacturing

Furniture & Related Product 337000 Manufacturing

### Miscellaneous Manufacturing

Medical Equipment & 339110 Supplies Mfg 339900 Other Miscellaneous Manufacturing

#### Wholesale Trade

423100

#### Merchant Wholesalers, Durable Goods Motor Vehicle & Motor

Vehicle Parts & Supplies 423200 Furniture & Home Furnishings 423300 Lumber & Other Construction Materials Professional & Commercial Equipment & Supplies 423400

Metal & Mineral (except 423500 Petroleum) Electrical & Electronic Goods 423600

Hardware, & Plumbing & Heating Equipment & 423700 Supplies

Machinery, Equipment, & 423800 Supplies 423910

Sporting & Recreational Goods & Supplies 423920 Toy & Hobby Goods &

Supplies 423930 Recyclable Materials 423940

Jewelry, Watch, Precious Stone, & Precious Metals 423990 Other Miscellaneous Durable Goods

#### Merchant Wholesalers, Nondurable Goods

Paper & Paper Products 424100 424210 Drugs & Druggists' Sundries

Codes for Principal Business A	Activity (continued)		
Code	Code	Code	Code
424300 Apparel, Piece Goods, &	Clothing and Clothing Accessories	Pipeline Transportation	522292 Real Estate Credit (including
Notions 424400 Grocery & Related Products	Stores 448110 Men's Clothing Stores	486000 Pipeline Transportation	mortgage bankers & originators)
424500 Farm Product Raw Materials	448120 Women's Clothing Stores	Scenic & Sightseeing Transportation 487000 Scenic & Sightseeing	522293 International Trade Financing
424600 Chemical & Allied Products	448130 Children's & Infants' Clothing Stores	Transportation	522294 Secondary Market Financing 522298 All Other Nondepository
424700 Petroleum & Petroleum Products	448140 Family Clothing Stores	Support Activities for Transportation 488100 Support Activities for Air	Credit Intermediation
424800 Beer, Wine, & Distilled	448150 Clothing Accessories Stores	Transportation	Activities Related to Credit Intermediation
Alcoholic Beverages 424910 Farm Supplies	448190 Other Clothing Stores 448210 Shoe Stores	488210 Support Activities for Rail Transportation	522300 Activities Related to Credit
424920 Book, Periodical, &	448310 Jewelry Stores	488300 Support Activities for Water	Intermediation (including loan brokers, check clearing, &
Newspapers 424930 Flower, Nursery Stock, &	448320 Luggage & Leather Goods Stores	Transportation 488410 Motor Vehicle Towing	money transmitting)
Florists' Supplies	Sporting Goods, Hobby, Book, and	488490 Other Support Activities for	Securities, Commodity Contracts, and Other Financial Investments and
424940 Tobacco & Tobacco Products 424950 Paint, Varnish, & Supplies	Music Stores 451110 Sporting Goods Stores	Road Transportation 488510 Freight Transportation	Related Activities
424990 Other Miscellaneous	451120 Hobby, Toy, & Game Stores	Arrangement	523110 Investment Banking & Securities Dealing
Nondurable Goods Wholesale Electronic Markets and	451130 Sewing, Needlework, & Piece Goods Stores	488990 Other Support Activities for Transportation	523120 Securities Brokerage
Agents and Brokers	451140 Musical Instrument &	Couriers and Messengers	523130 Commodity Contracts Dealing
425110 Business to Business Electronic Markets	Supplies Stores 451211 Book Stores	492110 Couriers 492210 Local Messengers & Local	523140 Commodity Contracts
425120 Wholesale Trade Agents &	451211 Book Stores 451212 News Dealers & Newsstands	Delivery	Brokerage 523210 Securities & Commodity
Brokers	451220 Prerecorded Tape, Compact Disc, & Record Stores	Warehousing and Storage 493100 Warehousing & Storage	Exchanges
Retail Trade	General Merchandise Stores	(except lessors of	523900 Other Financial Investment Activities (including portfolio
Motor Vehicle and Parts Dealers 441110 New Car Dealers	452110 Department Stores	miniwarehouses & self-storage units)	management & investment advice)
441120 Used Car Dealers	452900 Other General Merchandise Stores		Insurance Carriers and Related
441210 Recreational Vehicle Dealers 441221 Motorcycle Dealers	Miscellaneous Store Retailers	Information Publishing Industries (except	Activities 524140 Direct Life, Health, & Medical
441222 Boat Dealers	453110 Florists 453210 Office Supplies & Stationery	Internet)	Insurance & Reinsurance
441229 All Other Motor Vehicle Dealers	Stores	511110 Newspaper Publishers 511120 Periodical Publishers	Carriers 524150 Direct Insurance &
441300 Automotive Parts,	453220 Gift, Novelty, & Souvenir Stores	511130 Book Publishers	Reinsurance (except Life, Health & Medical) Carriers
Accessories, & Tire Stores	453310 Used Merchandise Stores	511140 Directory & Mailing List Publishers	524210 Insurance Agencies &
Furniture and Home Furnishings Stores	453910 Pet & Pet Supplies Stores 453920 Art Dealers	511190 Other Publishers	Brokerages 524290 Other Insurance Related
442110 Furniture Stores	453930 Manufactured (Mobile) Home	511210 Software Publishers	Activities (including
442210 Floor Covering Stores 442291 Window Treatment Stores	Dealers 453990 All Other Miscellaneous Store	Motion Picture and Sound Recording Industries	third-party administration of insurance and pension funds)
442299 All Other Home Furnishings	Retailers (including tobacco,	512100 Motion Picture & Video Industries (except video	Funds, Trusts, and Other Financial
Stores Electronics and Appliance Stores	candle, & trophy shops)  Nonstore Retailers	rental)	Vehicles 525100 Insurance & Employee
443111 Household Appliance Stores	454110 Electronic Shopping &	512200 Sound Recording Industries  Broadcasting (except Internet)	Benefit Funds
443112 Radio, Television, & Other Electronics Stores	Mail-Order Houses 454210 Vending Machine Operators	515100 Radio & Television	525910 Open-End Investment Funds (Form 1120-RIC)
443120 Computer & Software Stores	454311 Heating Oil Dealers	Broadcasting 515210 Cable & Other Subscription	525920 Trusts, Estates, & Agency Accounts
443130 Camera & Photographic Supplies Stores	454312 Liquefied Petroleum Gas (Bottled Gas) Dealers	Programming	525930 Real Estate Investment
Building Material and Garden	454319 Other Fuel Dealers	Internet Publishing and Broadcasting	Trusts (Form 1120-REIT) 525990 Other Financial Vehicles
Equipment and Supplies Dealers 444110 Home Centers	454390 Other Direct Selling Establishments (including	516110 Internet Publishing &	(including closed-end
444120 Paint & Wallpaper Stores	door-to-door retailing, frozen food plan providers, party	Broadcasting Telecommunications	investment funds) "Offices of Bank Holding Companies"
444130 Hardware Stores 444190 Other Building Material	plan merchandisers, &	517000 Telecommunications	and "Offices of Other Holding Companies" are located under
Dealers	coffee-break service providers)	(including paging, cellular, satellite, cable & other	Management of Companies (Holding
444200 Lawn & Garden Equipment & Supplies Stores	Transportation and	program distribution, resellers, & other	Companies) below.
Food and Beverage Stores	Warehousing	telecommunications)	Real Estate and Rental and
445110 Supermarkets and Other Grocery (except	Air, Rail, and Water Transportation	Internet Service Providers, Web Search Portals, and Data Processing	Leasing Real Estate
Convenience) Stores 445120 Convenience Stores	481000 Air Transportation 482110 Rail Transportation	Services	531110 Lessors of Residential
445210 Convenience Stores 445210 Meat Markets	483000 Water Transportation	518111 Internet Service Providers 518112 Web Search Portals	Buildings & Dwellings
445220 Fish & Seafood Markets	Truck Transportation	518210 Data Processing, Hosting, &	531114 Cooperative Housing 531120 Lessors of Nonresidential
445230 Fruit & Vegetable Markets 445291 Baked Goods Stores	484110 General Freight Trucking, Local	Related Services Other Information Services	Buildings (except Miniwarehouses)
445292 Confectionery & Nut Stores	484120 General Freight Trucking,	519100 Other Information Services	531130 Lessors of Miniwarehouses &
445299 All Other Specialty Food Stores	Long-distance 484200 Specialized Freight Trucking	(including news syndicates & libraries)	Self-Storage Units
445310 Beer, Wine, & Liquor Stores	Transit and Ground Passenger	,	Property
Health and Personal Care Stores	Transportation 485110 Urban Transit Systems	Finance and Insurance Depository Credit Intermediation	531210 Offices of Real Estate Agents & Brokers
446110 Pharmacies & Drug Stores 446120 Cosmetics, Beauty Supplies,	485210 Interurban & Rural Bus	522110 Commercial Banking	531310 Real Estate Property
& Perfume Stores	Transportation 485310 Taxi Service	522120 Savings Institutions 522130 Credit Unions	Managers 531320 Offices of Real Estate
446130 Optical Goods Stores 446190 Other Health & Personal	485320 Limousine Service	522190 Other Depository Credit	Appraisers
Care Stores	485410 School & Employee Bus Transportation	Intermediation	531390 Other Activities Related to Real Estate
Gasoline Stations 447100 Gasoline Stations (including	485510 Charter Bus Industry	Nondepository Credit Intermediation 522210 Credit Card Issuing	Rental and Leasing Services
convenience stores with gas)	485990 Other Transit & Ground Passenger Transportation	522220 Sales Financing	532100 Automotive Equipment Rental & Leasing
		522291 Consumer Lending	532210 Consumer Electronics &
			Appliances Rental

Codes for Principal Business A	Activity (continued)		
Code	Code	Code	Code
532220 Formal Wear & Costume Rental	551112 Offices of Other Holding Companies	621491 HMO Medical Centers 621492 Kidney Dialysis Centers	721210 RV (Recreational Vehicle) Parks & Recreational Camps
532230 Video Tape & Disc Rental 532290 Other Consumer Goods	Administrative and Support	621493 Freestanding Ambulatory Surgical & Emergency	721310 Rooming & Boarding Houses Food Services and Drinking Places
Rental 532310 General Rental Centers	and Waste Management and Remediation Services	Centers 621498 All Other Outpatient Care	722110 Full-Service Restaurants 722210 Limited-Service Eating
532400 Commercial & Industrial Machinery & Equipment	Administrative and Support Services	Centers Medical and Diagnostic Laboratories	Places
Rental & Leasing	561110 Office Administrative Services	621510 Medical & Diagnostic	722300 Special Food Services (including food service
Lessors of Nonfinancial Intangible Assets (except copyrighted works)	561210 Facilities Support Services 561300 Employment Services	Laboratories Home Health Care Services	contractors & caterers) 722410 Drinking Places (Alcoholic
533110 Lessors of Nonfinancial Intangible Assets (except	561410 Document Preparation	621610 Home Health Care Services	Beverages)
copyrighted works)	Services 561420 Telephone Call Centers	Other Ambulatory Health Care Services	Other Services
Professional, Scientific, and	561430 Business Service Centers (including private mail centers	621900 Other Ambulatory Health Care Services (including	Repair and Maintenance 811110 Automotive Mechanical &
Technical Services Legal Services	& copy shops)	ambulance services & blood & organ banks)	Electrical Repair & Maintenance
541110 Offices of Lawyers	561440 Collection Agencies 561450 Credit Bureaus	Hospitals	811120 Automotive Body, Paint,
541190 Other Legal Services Accounting, Tax Preparation,	561490 Other Business Support Services (including	622000 Hospitals Hospitals	Interior, & Glass Repair 811190 Other Automotive Repair &
Bookkeeping, and Payroll Services 541211 Offices of Certified Public	repossession services, court	622000 Hospitals	Maintenance (including oil change & lubrication shops &
Accountants	reporting, & stenotype services)	Nursing and Residential Care Facilities	car washes) 811210 Electronic & Precision
541213 Tax Preparation Services 541214 Payroll Services	561500 Travel Arrangement & Reservation Services	623000 Nursing & Residential Care Facilities	Equipment Repair & Maintenance
541219 Other Accounting Services Architectural, Engineering, and	561600 Investigation & Security Services	Social Assistance 624100 Individual & Family Services	811310 Commercial & Industrial
Related Services	561710 Exterminating & Pest Control Services	624200 Community Food & Housing,	Machinery & Equipment (except Automotive &
541310 Architectural Services 541320 Landscape Architecture	561720 Janitorial Services	& Emergency & Other Relief Services	Electronic) Repair & Maintenance
Services 541330 Engineering Services	561730 Landscaping Services 561740 Carpet & Upholstery Cleaning	624310 Vocational Rehabilitation Services	811410 Home & Garden Equipment & Appliance Repair &
541340 Drafting Services	Services 561790 Other Services to Buildings &	624410 Child Day Care Services	Maintenance 811420 Reupholstery & Furniture
541350 Building Inspection Services 541360 Geophysical Surveying &	Dwellings	Arts, Entertainment, and	Repair
Mapping Services 541370 Surveying & Mapping (except	561900 Other Support Services (including packaging &	Recreation Performing Arts, Spectator Sports,	811430 Footwear & Leather Goods Repair
Geophysical) Services	labeling services, & convention & trade show	and Related Industries	811490 Other Personal & Household Goods Repair & Maintenance
541380 Testing Laboratories Specialized Design Services	organizers) Waste Management and	711100 Performing Arts Companies 711210 Spectator Sports (including	Personal and Laundry Services
541400 Specialized Design Services (including interior, industrial,	Remediation Services 562000 Waste Management &	sports clubs & racetracks) 711300 Promoters of Performing Arts,	812111 Barber Shops 812112 Beauty Salons
graphic, & fashion design)  Computer Systems Design and	Remediation Services	Sports, & Similar Events 711410 Agents & Managers for	812113 Nail Salons 812190 Other Personal Care
Related Services	Educational Services	Artists, Athletes, Entertainers, & Other Public Figures	Services (including diet & weight reducing centers)
541511 Custom Computer Programming Services	611000 Educational Services (including schools, colleges,	711510 Independent Artists, Writers,	812210 Funeral Homes & Funeral Services
541512 Computer Systems Design Services	& universities)	& Performers  Museums, Historical Sites, and	812220 Cemeteries & Crematories
541513 Computer Facilities Management Services	Health Care and Social	Similar Institutions 712100 Museums, Historical Sites, &	812310 Coin-Operated Laundries & Drycleaners
541519 Other Computer Related Services	Assistance Offices of Physicians and Dentists	Similar Institutions	812320 Drycleaning & Laundry Services (except
Other Professional, Scientific, and	621111 Offices of Physicians (except mental health specialists)	Amusement, Gambling, and Recreation Industries	Coin-Operated)
Technical Services 541600 Management, Scientific, &	621112 Offices of Physicians, Mental	713100 Amusement Parks & Arcades 713200 Gambling Industries	812330 Linen & Uniform Supply 812910 Pet Care (except Veterinary)
Technical Consulting Services	Health Specialists 621210 Offices of Dentists	713900 Other Amusement & Recreation Industries	Services 812920 Photofinishing
541700 Scientific Research & Development Services	Offices of Other Health Practitioners 621310 Offices of Chiropractors	(including golf courses, skiing facilities, marinas, fitness	812930 Parking Lots & Garages 812990 All Other Personal Services
541800 Advertising & Related Services	621320 Offices of Optometrists 621330 Offices of Mental Health	centers, & bowling centers)	Religious, Grantmaking, Civic, Professional, and Similar
541910 Marketing Research & Public Opinion Polling	Practitioners (except Physicians)	Accommodation and Food Services	Organizations 813000 Religious, Grantmaking,
541920 Photographic Services	621340 Offices of Physical, Occupational & Speech	Accommodation	Civic, Professional, & Similiar Organizations (including
541930 Translation & Interpretation Services	Therapists, & Audiologists	721110 Hotels (except Casino Hotels) & Motels	condominium and
541940 Veterinary Services 541990 All Other Professional,	621391 Offices of Podiatrists 621399 Offices of All Other	721120 Casino Hotels 721191 Bed & Breakfast Inns	homeowners associations)
Scientific, & Technical Services	Miscellaneous Health Practitioners	721199 All Other Traveler	
	Outpatient Care Centers	Accommodation	
Management of Companies (Holding Companies)	621410 Family Planning Centers 621420 Outpatient Mental Health &		
551111 Offices of Bank Holding Companies	Substance Abuse Centers		