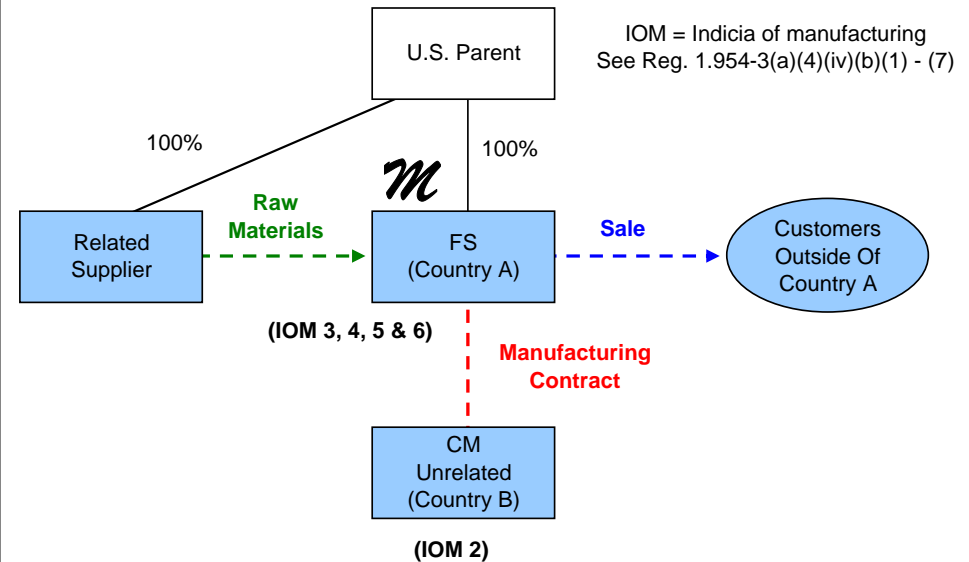


FS activities thru its own employees ("Indicia of Manufacturing")

1. Oversee and direct manufacturing activities or process.	Unstated
2. Physically transform product.	No
3. Select materials, select vendors, or control raw materials, work-in-process, or finished goods.	Yes
4. Manage manufacturing costs or capacities (risk of loss, demand planning, production scheduling, hedging, etc.).	Yes
5. Control manufacturing related logistics.	Yes
6. Control quality.	Yes
7. Develop, or direct the use or development of, product design and other intellectual property related to manufacturing of the product.	N/A



FS, a controlled foreign corporation, purchases raw materials from a related person. The raw materials are manufactured into Product X by CM, an unrelated corporation, pursuant to a contract manufacturing arrangement. CM physically performs the substantial transformation, assembly, or conversion outside of FS's country of organization. Product X is sold by FS for use outside of FS's country of organization. At all times, FS controls the raw materials, work-in-process, and finished goods. FS controls the manufacturing related logistics, manages the manufacturing costs and capacities, and provides quality control with respect to CM's manufacturing process and product. No intellectual property of significant value is required to manufacture Product X. FS does not own any intellectual property underlying Product X, or hold an exclusive or non-exclusive right to manufacture Product X. If the manufacturing activities undertaken with respect to Product X prior to sale had been undertaken by FS through the activities of its employees, FS would have satisfied the manufacturing exception contained in Reg. 1.954-3(a)(4)(ii) or (a)(4)(iii) with respect to Product X. Therefore, Reg. 1.954-3(a)(4)(iv) applies. Because use of intellectual property plays little or no role in the manufacture of Product X, it is not important to the substantial contribution analysis under Reg. 1.954-3(a)(4)(iv). Under the facts and circumstances of the business, FS satisfies the test under Reg. 1.954-3(a)(4)(iv) because it makes a substantial contribution through the activities of its employees to the manufacture of Product X. Therefore, FS is considered to have manufactured Product X under Reg. 1.954-3(a)(4)(i).