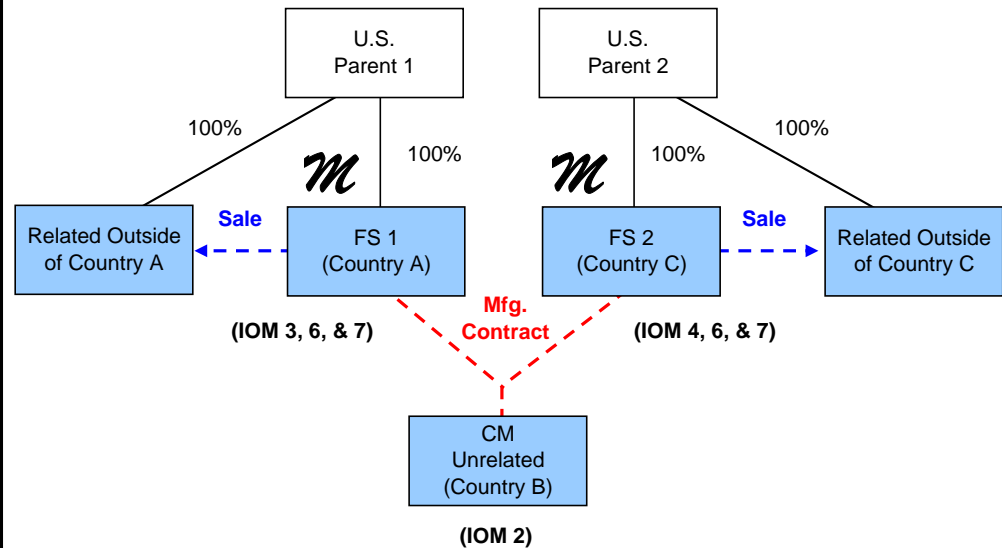


**SC By More Than One CFC
(IOM 3, 4, 6 & 7)**

**FS1 & FS2 activities thru their 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.	Unstated
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.	Yes

IOM = Indicia of manufacturing
See Reg. 1.954-3(a)(4)(iv)(b)(1) - (7)



FS1 and FS2, unrelated controlled foreign corporations, contract with CM, an unrelated corporation, to manufacture Product X. CM physically performs the substantial transformation, assembly, or conversion required to manufacture Product X outside of FS1's and FS2's respective countries of organization. Neither FS1 nor FS2 owns the materials or work-in-process during the manufacturing process. Product X is sold by FS1 and FS2 to persons related to FS1 and FS2, respectively, for disposition outside of FS1's and FS2's respective countries of organization. FS1, through its employees, designs Product X. FS1 directs the use of the product design and design specifications, and other intellectual property, for the purpose of manufacturing Product X. Employees of FS1 also select the materials that will be used to manufacture Product X, and the vendors that provide those materials. FS2, through its employees, designs the process for manufacturing Product X. FS2, through its employees, manages the manufacturing costs and capacities with respect to Product X. FS1 and FS2 each provide quality control and oversight and direction of CM's manufacturing activities with respect to different aspects of the manufacture of Product X. If the manufacturing activities undertaken with respect to Product X prior to sale had been undertaken by FS1 or FS2 through the activities of their employees, FS1 or FS2 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. The fact that other persons make a substantial contribution to the manufacture of personal property does not preclude a controlled foreign corporation from making a substantial contribution to the manufacture of personal property through the activities of its employees. In the analysis of whether FS1 or FS2 make a substantial contribution to the manufacture of Product X, each company takes into account its individual activities, including those of providing quality control and oversight and direction of the manufacture of Product X. In addition, no threshold level of activity is required, including with respect to providing quality control or oversight and direction of the activities or process pursuant to which Product X is manufactured, before FS1 and FS2 can take into account their respective activities. Under the facts and circumstances of the business, both FS1 and FS2 satisfy the test under Reg. 1.954-3(a)(4)(iv) because each independently makes a substantial contribution through the activities of its employees to the manufacture of Product X. Therefore, FS1 and FS2 are each considered to have manufactured Product X under Reg. 1.954-3(a)(4)(i).