



IMPORTANT NOTICE

FOR PRIVATE PLACEMENT TRANSFEREE AND TRANSFEROR FORMS

Instructions: To process investment transfers, please complete the Transfer Forms that begin on the page two (2). Please remember the following when completing these forms:

1. The Shares (as defined below) are subject in all respects and governed by the Company's (as defined below) limited liability company agreement, as applicable (the "**Agreement**").
2. Shares may be transferred only by the record owner (the "**Transferor**") or by a duly authorized agent or attorney of the Transferor upon: (i) completion and delivery of these forms and such other documents as the adviser, administrator, manager, or managing member, as applicable of the Company (the "**Manager**") may require, and (ii) payment in full for the Shares, including any applicable transfer tax. Transfer of the Shares is subject to all the limitations and restrictions contained in the Agreement, including compliance with applicable state and federal securities laws. Transfers may be made only with the consent of the Manager, which consent may be granted or withheld at the sole and absolute discretion of the Manager.
3. The minimum transfer amount for all transferees is set forth in the Agreement, which is generally an amount equal to \$5,000. If the Transferor intends to continue to own Shares in the Company after this transfer has been consummated, the Transferor must retain a minimum investment as set forth in the Agreement, which is generally an amount equal to \$5,000.
4. Upon approval by the Manager, the new owner of the Shares in the Company shall be the transferee (the "**Transferee**"). Subject to the Manager, the Transferee may not be admitted with all the rights of a member and may be entitled only to receive the economic interest to which the Transferor would otherwise be entitled.
5. The Manager may, in its sole and absolute discretion, admit a Transferee upon fulfillment of the following requirements: (i) the written consent of the Manager; (ii) an opinion of counsel in form and substance satisfactory to the Manager of the Company that issued the Shares; (iii) the interest acquired by the Transferee and the interest retained by the Transferor, if any, is subject to the Company's requirements and limitations on the assignment and retention of Shares as set forth in the Agreement; and (iv) payment of all reasonable expenses incurred by the Company has been paid to the Company in connection with the Transferee's admission as a member. Notwithstanding anything else herein contained, the Manager may waive any one or more of the foregoing conditions in connection with a Transfer.
6. Shares in the Company are illiquid and the Manager of the Company has established suitability standards that require each investor in the Company to be an "accredited investor," as defined in Regulation D, promulgated under the Securities Act of 1933 (the "Securities Act"), as amended. These securities have not and will not be registered under the Securities Act, the Investment Company Act of 1940, as amended, or the securities laws of any state of the United States of America.
7. **CALIFORNIA RESIDENTS: IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THIS SECURITY, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFOR, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF BUSINESS OVERSIGHT OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES.**



Return via Standard Mail
CNL Client Services
P.O. Box 219001
Kansas City, MO 64121-9001

Return via Overnight Delivery
CNL Client Services
801 Pennsylvania Avenue, Ste. 219001
Kansas City, MO 64105-1307

CNL Client Services
Toll Free (866) 650-0650

TRANSFER FORM – PRIVATE PLACEMENTS

☒ CNL Strategic Capital, LLC

1. Current Investor(s) Information (Transferor)

Enter the information exactly as it appears on your existing account statement. Print name(s) in which Shares are currently registered. The Manager may reject any request for transfer of Shares, in whole or in part, in its sole and absolute discretion.

Name of Investor/Trustee/Entity/Other

Social Security or Tax ID Number

Name of Co-Investor(s)/Trustee(s) (if applicable)

Account Number

(____) _____
Daytime Phone Ext.

Address

City State Zip Code

2. Transfer Amount and Reason (Transferor)

Notice: All units of membership interest in the Company (the “Shares”), regardless of Share class, will be transferred unless otherwise indicated. For partial transfers, please indicate the other number and class of Shares to transfer below.

☐ Other number of Shares to transfer (Optional)

Class A Shares: _____

Class FA Shares: _____

Class S Shares: _____

Reason for transfer¹

From the list below, select the reason for the transfer. Please choose only one option.

☐ Inheritance (due to death)

Date of Death: _____

☐ Gift

Date of Gift: _____

☐ Re-registration

(name change, divorce, etc.)

¹ May require additional documentation. (E.g., Death certificate, divorce certificate, etc.)

3. Taxability to Transferor

CNL Strategic Capital, LLC has made a Section 754 tax election. Due to this election, we need instruction as to how this transfer impacts the tax basis of the shares being transferred. Specifically, we need to know if the Transferor's tax basis carries over to the Transferee. If you have questions, please consult your qualified tax professional as to the particulars of your transaction. While not an exhaustive list, the following examples are for general informational purposes only. For example, the tax basis of the shares being transferred typically carries over to the Transferee for transfers that are (a) solely due to a change in the custodian, (b) a qualified account rolled out to a non-Roth qualified account, or (c) a transfer by gift. However, the tax basis of the shares being transferred typically does not carry over to the Transferee for transfers that are (a) distributions from a qualified account to its beneficial owner, (b) rollovers from a traditional IRA or other retirement account to a Roth IRA, or (c) due to the death of the Transferor. CNL Strategic Capital, LLC will be relying on the following indication below (see prospectus for more details).

Required Does the Transferor's tax basis carryover to the Transferee? ☐ Yes ☐ No

4. Signature(s) of Current Investor (Transferor)

IMPORTANT NOTICE: If this account involves a custodian, please forward the transfer forms to the custodian for its signature and Medallion guarantee stamp with instructions to return the forms to the transfer agent, DST Systems, Inc.

By executing this Transfer Form, the Transferor represents that the transferee has been supplied the Private Placement Memorandum, as supplemented and amended, of the Company. Transferor also certifies and represents possession of valid title and all requisite power to assign such interests and represents that the transfer is made in accordance with all applicable federal and state securities laws and regulations. The signature(s) to this Transfer Form must correspond with the name(s) in which you hold the Shares, in every particular way, without alteration or any change whatsoever.

X

Signature of 1st Transferor

Date (mm/dd/yyyy)

X

Signature of 2nd Transferor OR Custodian (if applicable)

Date (mm/dd/yyyy)

Medallion Signature Guarantee Stamp

Medallion Signature Guarantee Stamp

Signature(s) may require a Medallion Signature Guarantee. A notary public is NOT an acceptable guarantor. If your Medallion Signature Guarantee is not in good order, the transaction will be rejected. If you have questions regarding these requirements, please contact CNL Client Services at: (866) 650-0650.

5. New Investor(s) Information (Transferee)

Name(s) and address will be recorded exactly as printed below. Please print name(s) in which the Shares are to be registered. Include trust name if applicable. If the Transferee is a qualified plan such as an IRA or a non-qualified plan being held at a custodian, include the names of both the investor and custodian and the tax identification numbers.

Select One: ☐ U.S. Citizen ☐ U.S. Citizen residing outside the U.S. Country of: _____
☐ U.S. Resident Alien ☐ Other

Please type or print clearly the information in which shares are to be registered.

Name of Investor/Trustee/Entity/Other

Social Security or Tax ID Number

Name of Co-Investor(s)/Trustee(s) (if applicable)

Custodian Tax ID Number (if applicable)

Email Address

Daytime Phone Ext.

Address

City State Zip Code

State of Residence of Transferee/Plan Beneficiary/State of Organization (required):

6. New Investor(s) Form of Ownership (Transferee – Choose One and complete the Disregarded Entity Section if applicable)

Select only one form of ownership. This information should be compliant with the IRS Form W-9 requirements.

NON-QUALIFIED ACCOUNT

Single Owner

- ☐ Individual
☐ Individual with *Transfer on Death*²

Multiple Owners

- ☐ Joint Tenant with Rights of Survivorship
☐ Joint Tenant with *Transfer on Death*²
☐ Community Property

Trust (If a Grantor Trust, also complete Disregarded Entity Section.)

- ☐ Taxable Trust ☐ Tax Exempt Trust

Name of Trust: _____

Tax ID Number: _____

Minor

- ☐ Uniform Gift to Minors Act
☐ Uniform Transfers to Minors Act
State of _____
DOB of Minor: ____/____/____

QUALIFIED ACCOUNT

- ☐ Traditional IRA ☐ Rollover IRA
☐ ROTH IRA ☐ SIMPLE IRA
☐ SEP/IRA ☐ Inherited IRA

OTHER

- ☐ C Corporation ☐ S Corporation
☐ Non-Profit Organization ☐ Partnership
☐ Pension Plan ☐ Profit Sharing Plan
☐ Disregarded Entity ☐ Other: _____

Entity Name

Tax ID Number

If a **Disregarded Entity**, provide the following for the entity's tax owner

Name _____

U.S. Tax Classification Type _____

Tax ID Number _____

Address _____

²Requires *Transfer on Death* form that can be obtained by contacting CNL Client Services at: (866) 650-0650.

7. Financial Professional or Investor Representative Information

Name of Broker-Dealer or Financial Institution _____

Name of Financial Professional(s)/Investor Representative(s) _____

Financial Professional Number _____

Address _____ City _____ State _____ Zip Code _____
(_____) _____ Ext. _____
Daytime Phone _____

8. New Investor(s) Distribution Instructions (Transferee – Choose One)

Notice: Cash distributions for custodial and brokerage accounts will be sent to the custodian of record, unless Transferee participates in the Company's Distribution Reinvestment Plan (the "DRP").

Distribution Reinvestment Plan – To participate in DRP, please contact your financial representative and complete the attached DRP form. A separate election to participate in DRP must be made by the Transferee for all Shares, regardless of the Transferor's previous elections. **DRP not available for Class S Shares.**

- ☐ Participate in the Company's DRP. Please include a completed DRP form (*required*).

Mail Distributions to Address – Complete the following to have distributions mailed to the address indicated below.

- ☐ Mail check to Investor/Trustee address entered in Section 4.
☐ Mail check to Brokerage Account or Other:

Financial Institution _____

FBO _____

Account Number _____

Address _____ City _____ State _____ Zip Code _____

Electronically Deposit Distributions – Complete the following for electronic deposit of distributions and attach voided check or instructions from your Financial Institution (a deposit ticket does not contain the required ACH information).

- ☐ Electronically Deposit to (select one): ☐ Checking ☐ Savings ☐ Brokerage or other account

Financial Institution _____

ABA Routing Number _____

Account Number _____

I authorize DST Systems, Inc., or its Agents (together, "DST") to deposit my distribution to my checking or savings account. This authority will remain in force until I notify DST otherwise in writing. In the event that DST deposits funds erroneously into my account, DST is authorized to debit my account for an amount not to exceed the amount of the erroneous deposit. I further acknowledge that Shares in my account may be subject to applicable abandoned property, escheat or similar laws and may be transferred by the Company, its affiliates, or its agents to the appropriate governmental authority in accordance with such laws, including as a result of account inactivity for the period of time specified in such laws or otherwise. None of the Company, its affiliates, or its agents shall be liable for any property delivered in good faith to a governmental authority pursuant to applicable abandoned property, escheat or similar laws.

9. Taxpayer Identification Number and Confirmation (Transferee)

To process the transfer request, we must receive a properly certified taxpayer identification number from the Transferee.

If the Transferee is a U.S. person (including a resident alien), the Transferee must complete, sign and include the Form W-9 (enclosed) when submitting this transfer form. Please refer to instructions for Form W-9 at [IRS.gov](https://www.irs.gov).

10. New Investor(s) Accredited Status (Transferee)

The undersigned member (the “**Transferee**”) represents and warrants that he, she, or it comes within one or more of the categories marked below, and that for any category marked, he, she or it has truthfully set for the factual basis or reason the undersigned comes within that category. ALL INFORMATION IN RESPONSE TO THIS QUESTIONNAIRE WILL BE KEPT STRICTLY CONFIDENTIAL. Capitalized terms used in this questionnaire but not otherwise defined herein shall have the respective meanings given to those terms in the accompanying subscription documents. Please mark each applicable box:

Typically for transferees who are individual and joint investors

- ☐ A. The Transferee is a natural person whose individual net worth, or joint net worth with the Transferee's spouse (or spousal equivalent) (in each case determined by subtracting total liabilities from total assets), at the time of the Transferee's purchase exceeds \$1,000,000 (excluding the value of the primary residence of such natural person and the related amount of indebtedness secured by such primary residence up to its fair market value). Under Rule 501(a)(5), a “spousal equivalent” is defined as a cohabitant occupying a relationship generally equivalent to that of a spouse.
- ☐ B. The Transferee is a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with the Transferee's spouse (or spousal equivalent) in excess of \$300,000 in each of those years and, in either case, has a reasonable expectation of reaching the same income level in the current year.
- ☐ C. The Transferee is a natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Commission has designated as qualifying an individual for accredited investor status, including, without limitation, a General Securities Representative license (Series 7), Private Securities Offerings Representative license (Series 82), or Investment Adviser Representative license (Series 65).

Typically for transferees that are investing as entities

- ☐ D. The Transferee is a “bank” as defined in Section 3(a) (2) of the Securities Act or any “savings and loan association” or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity (this includes a trust for which a bank acts as trustee and exercises investment discretion with respect to the trust's decision to invest in the Company).
- ☐ E. The Transferee is a broker dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); an investment adviser registered pursuant to section 203 of the Investment Advisers Act of 1940 (the “Advisors Act”) or registered pursuant to the laws of a state; or an investment adviser relying on the exemption from registering with the Commission under section 203(l) or (m) of the Advisors Act.
- ☐ F. The Transferee is an “insurance company” as defined in Section 2(a)(13) of the Securities Act.
- ☐ G. The Transferee is an “investment company” registered under the Investment Company Act of 1940 (the “Investment Company Act”) or a “business development company” as defined in Section (2)(48) of the Investment Company Act.
- ☐ H. The Transferee is a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or(d) of the Small Business Investment Act of 1958; or a Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act.
- ☐ I. The Transferee is a “private business development company” as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.
- ☐ J. The Transferee is either a tax-exempt organization described in Section 501(c)(3) of the Code, a corporation, Massachusetts or similar business trust, partnership, or limited liability company, which was not formed for the specific purpose of acquiring the Units, and which has a total assets in excess of \$5,000,000.
- ☐ K. The Transferee is an entity in which all equity owners are Accredited Investors. If you check this box, please note that the Company may require additional documentation from your equity owners.
- ☐ L. The Transferee is an entity (not of a type already listed) owning “investments,” as that term is defined in Rule 2a51-1(b) under the Investment Company Act, in excess of \$5 million that is not formed for the specific purpose of acquiring the securities being offered.
- ☐ M. The Transferee is either a “family office” as defined in the Rule 202(a)(11)(G)-1 under the Advisors Act that meets the following additional requirements: (i) It has more than \$5 million in assets under management, (ii) it is not formed for the specific purpose of acquiring the securities offered, and (iii) its prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment, or a “family client” (as defined in the Rule 202(a) (11)(G)-1 under the Advisors Act) of a family office that meets the requirements stated above, whose prospective investment in the issuer is directed by such family office.

Typically for transferees that are investing through retirement accounts

- ☐ N. The Transferee is a plan, established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees and such plan has total assets in excess of \$5,000,000.
- ☐ O. The Transferee is an employee benefit plan within the meaning of Employee Retirement Income Security Act of 1974, as amended, or ERISA, if the investment decision is made by a plan fiduciary (as defined in section 3(21) of ERISA), which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are accredited investors.

Typically for transferees that are investing through trusts

- ☐ P. The Transferee is a trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Units, and the decision to purchase the interest is directed by a “sophisticated person” as defined in Rule 506(b)(2)(ii) under Regulation D of the Securities Act.
- ☐ Q. The Transferee is a revocable trust (including a revocable trust formed for the specific purpose of acquiring an interest in the Company) and the grantor or settlor of such trust is an Accredited Investor.

11. Signature(s) of New Investor (Transferee)

By executing this Transferee Form, the Transferee accepts such assignment, assumes all obligations of Transferor under the Agreement arising on or after the date hereof, and represents that the transfer is made in accordance with all applicable federal and state securities laws and regulations. The undersigned further agrees to be bound by all terms and conditions described herein and adopts individually each and every provision of the Agreement governing the Company, as it may be amended and/or restated from time to time. Additionally, you understand that you are granting power of attorney to the Company’s manager, which allows the Transferee to be a member without actually signing the Agreement. Prior to acceptance as a Member, the Transferee may be subject to additional verification that they are an accredited investor.

Each investor must sign.	_____ Signature of New Investor(s)/Trustee	_____ Date (mm/dd/yyyy)
Custodians must sign on a custodial account.	_____ Signature of New Co-Investor(s)/Trustee OR Custodian (if applicable)	_____ Date (mm/dd/yyyy)
Tax owner of Disregarded Entity and/or Grantor Trust must sign.	_____ Signature of Tax Owner (if applicable)	_____ Date (mm/dd/yyyy)

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

**Request for Taxpayer
Identification Number and Certification**

Go to www.irs.gov/FormW9 for instructions and the latest information.

**Give form to the
requester. Do not
send to the IRS.**

Before you begin. For guidance related to the purpose of Form W-9, see *Purpose of Form*, below.

Print or type. See Specific Instructions on page 3.	1 Name of entity/individual. An entry is required. (For a sole proprietor or disregarded entity, enter the owner's name on line 1, and enter the business/disregarded entity's name on line 2.)	
	2 Business name/disregarded entity name, if different from above.	
	3a Check the appropriate box for federal tax classification of the entity/individual whose name is entered on line 1. Check only one of the following seven boxes. <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C corporation <input type="checkbox"/> S corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> LLC. Enter the tax classification (C = C corporation, S = S corporation, P = Partnership) Note: Check the "LLC" box above and, in the entry space, enter the appropriate code (C, S, or P) for the tax classification of the LLC, unless it is a disregarded entity. A disregarded entity should instead check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from Foreign Account Tax Compliance Act (FATCA) reporting code (if any) _____ (Applies to accounts maintained outside the United States.)
	3b If on line 3a you checked "Partnership" or "Trust/estate," or checked "LLC" and entered "P" as its tax classification, and you are providing this form to a partnership, trust, or estate in which you have an ownership interest, check this box if you have any foreign partners, owners, or beneficiaries. See instructions <input type="checkbox"/>	
	5 Address (number, street, and apt. or suite no.). See instructions.	Requester's name and address (optional)
	6 City, state, and ZIP code	
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. See also *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number											
				-				-			
or											
Employer identification number											
					-						

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and, generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person	Date

General Instructions

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

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

What's New

Line 3a has been modified to clarify how a disregarded entity completes this line. An LLC that is a disregarded entity should check the appropriate box for the tax classification of its owner. Otherwise, it should check the "LLC" box and enter its appropriate tax classification.

New line 3b has been added to this form. A flow-through entity is required to complete this line to indicate that it has direct or indirect foreign partners, owners, or beneficiaries when it provides the Form W-9 to another flow-through entity in which it has an ownership interest. This change is intended to provide a flow-through entity with information regarding the status of its indirect foreign partners, owners, or beneficiaries, so that it can satisfy any applicable reporting requirements. For example, a partnership that has any indirect foreign partners may be required to complete Schedules K-2 and K-3. See the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS is giving you this form because they

must obtain your correct taxpayer identification number (TIN), which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid).
- Form 1099-DIV (dividends, including those from stocks or mutual funds).
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds).
- Form 1099-NEC (nonemployee compensation).
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers).
- Form 1099-S (proceeds from real estate transactions).
- Form 1099-K (merchant card and third-party network transactions).
- Form 1098 (home mortgage interest), 1098-E (student loan interest), and 1098-T (tuition).
- Form 1099-C (canceled debt).
- Form 1099-A (acquisition or abandonment of secured property).

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

Caution: If you don't return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued);
2. Certify that you are not subject to backup withholding; or
3. Claim exemption from backup withholding if you are a U.S. exempt payee; and
4. Certify to your non-foreign status for purposes of withholding under chapter 3 or 4 of the Code (if applicable); and
5. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting is correct. See *What Is FATCA Reporting*, later, for further information.

Note: If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding. Payments made to foreign persons, including certain distributions, allocations of income, or transfers of sales proceeds, may be subject to withholding under chapter 3 or chapter 4 of the Code (sections 1441–1474). Under those rules, if a Form W-9 or other certification of non-foreign status has not been received, a withholding agent, transferee, or partnership (payor) generally applies presumption rules that may require the payor to withhold applicable tax from the recipient, owner, transferor, or partner (payee). See Pub. 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*.

The following persons must provide Form W-9 to the payor for purposes of establishing its non-foreign status.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the disregarded entity.
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the grantor trust.
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust and not the beneficiaries of the trust.

See Pub. 515 for more information on providing a Form W-9 or a certification of non-foreign status to avoid withholding.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person (under Regulations section 1.1441-1(b)(2)(iv) or other applicable section for chapter 3 or 4 purposes), do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515). If you are a qualified foreign pension fund under Regulations section 1.897(l)-1(d), or a partnership that is wholly owned by qualified foreign pension funds, that is treated as a non-foreign person for purposes of section 1445 withholding, do not use Form W-9. Instead, use Form W-8EXP (or other certification of non-foreign status).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a saving clause. Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if their stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first Protocol) and is relying on this exception to claim an exemption from tax on their scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called “backup withholding.” Payments that may be subject to backup withholding include, but are not limited to, interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third-party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester;
2. You do not certify your TIN when required (see the instructions for Part II for details);
3. The IRS tells the requester that you furnished an incorrect TIN;
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only); or
5. You do not certify to the requester that you are not subject to backup withholding, as described in item 4 under “*By signing the filled-out form*” above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier.

What Is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all U.S. account holders that are specified U.S. persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you are no longer tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account, for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

• **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note for ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040 you filed with your application.

• **Sole proprietor.** Enter your individual name as shown on your Form 1040 on line 1. Enter your business, trade, or “doing business as” (DBA) name on line 2.

• **Partnership, C corporation, S corporation, or LLC, other than a disregarded entity.** Enter the entity’s name as shown on the entity’s tax return on line 1 and any business, trade, or DBA name on line 2.

• **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. Enter any business, trade, or DBA name on line 2.

• **Disregarded entity.** In general, a business entity that has a single owner, including an LLC, and is not a corporation, is disregarded as an entity separate from its owner (a disregarded entity). See Regulations section 301.7701-2(c)(2). A disregarded entity should check the appropriate box for the tax classification of its owner. Enter the owner’s name on line 1. The name of the owner entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For

example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner’s name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity’s name on line 2. If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, enter it on line 2.

Line 3a

Check the appropriate box on line 3a for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3a.

IF the entity/individual on line 1 is a(n) . . .	THEN check the box for . . .
• Corporation	Corporation.
• Individual or • Sole proprietorship	Individual/sole proprietor.
• LLC classified as a partnership for U.S. federal tax purposes or • LLC that has filed Form 8832 or 2553 electing to be taxed as a corporation	Limited liability company and enter the appropriate tax classification: P = Partnership, C = C corporation, or S = S corporation.
• Partnership	Partnership.
• Trust/estate	Trust/estate.

Line 3b

Check this box if you are a partnership (including an LLC classified as a partnership for U.S. federal tax purposes), trust, or estate that has any foreign partners, owners, or beneficiaries, and you are providing this form to a partnership, trust, or estate, in which you have an ownership interest. You must check the box on line 3b if you receive a Form W-8 (or documentary evidence) from any partner, owner, or beneficiary establishing foreign status or if you receive a Form W-9 from any partner, owner, or beneficiary that has checked the box on line 3b.

Note: A partnership that provides a Form W-9 and checks box 3b may be required to complete Schedules K-2 and K-3 (Form 1065). For more information, see the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

If you are required to complete line 3b but fail to do so, you may not receive the information necessary to file a correct information return with the IRS or furnish a correct payee statement to your partners or beneficiaries. See, for example, sections 6698, 6722, and 6724 for penalties that may apply.

Line 4 Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third-party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys’ fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space on line 4.

1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).

- 2—The United States or any of its agencies or instrumentalities.
- 3—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities.
- 5—A corporation.
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or territory.
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission.
- 8—A real estate investment trust.
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940.
- 10—A common trust fund operated by a bank under section 584(a).
- 11—A financial institution as defined under section 581.
- 12—A middleman known in the investment community as a nominee or custodian.
- 13—A trust exempt from tax under section 664 or described in section 4947.

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
• Interest and dividend payments	All exempt payees except for 7.
• Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
• Barter exchange transactions and patronage dividends	Exempt payees 1 through 4.
• Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5. ²
• Payments made in settlement of payment card or third-party network transactions	Exempt payees 1 through 4.

¹ See Form 1099-MISC, Miscellaneous Information, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) entered on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37).

B—The United States or any of its agencies or instrumentalities.

C—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i).

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i).

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state.

G—A real estate investment trust.

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940.

I—A common trust fund as defined in section 584(a).

J—A bank as defined in section 581.

K—A broker.

L—A trust exempt from tax under section 664 or described in section 4947(a)(1).

M—A tax-exempt trust under a section 403(b) plan or section 457(g) plan.

Note: You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, enter "NEW" at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have, and are not eligible to get, an SSN, your TIN is your IRS ITIN. Enter it in the entry space for the Social security number. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note: See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.SSA.gov. You may also get this form by calling 800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/EIN. Go to www.irs.gov/Forms to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to www.irs.gov/OrderForms to place an order and have Form W-7 and/or Form SS-4 mailed to you within 15 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and enter "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, you will generally have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note: Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon. See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier, for when you may instead be subject to withholding under chapter 3 or 4 of the Code.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third-party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account) other than an account maintained by an FFI	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Two or more U.S. persons (joint account maintained by an FFI)	Each holder of the account
4. Custodial account of a minor (Uniform Gift to Minors Act)	The minor ²
5. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee ¹
b. So-called trust account that is not a legal or valid trust under state law	The actual owner ¹
6. Sole proprietorship or disregarded entity owned by an individual	The owner ³
7. Grantor trust filing under Optional Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))**	The grantor*

For this type of account:	Give name and EIN of:
8. Disregarded entity not owned by an individual	The owner
9. A valid trust, estate, or pension trust	Legal entity ⁴
10. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
11. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
12. Partnership or multi-member LLC	The partnership
13. A broker or registered nominee	The broker or nominee
14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
15. Grantor trust filing Form 1041 or under the Optional Filing Method 2, requiring Form 1099 (see Regulations section 1.671-4(b)(2)(i)(B))**	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name on line 1, and enter your business or DBA name, if any, on line 2. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

* **Note:** The grantor must also provide a Form W-9 to the trustee of the trust.

** For more information on optional filing methods for grantor trusts, see the Instructions for Form 1041.

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records From Identity Theft

Identity theft occurs when someone uses your personal information, such as your name, SSN, or other identifying information, without your permission to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax return preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity, or a questionable credit report, contact the IRS Identity Theft Hotline at 800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 877-777-4778 or TTY/TDD 800-829-4059.

Protect yourself from suspicious emails or phishing schemes.

Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 800-366-4484. You can forward suspicious emails to the Federal Trade Commission at spam@uce.gov or report them at www.ftc.gov/complaint. You can contact the FTC at www.ftc.gov/idtheft or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see www.IdentityTheft.gov and Pub. 5027.

Go to www.irs.gov/IdentityTheft to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and territories for use in administering their laws. The information may also be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payors must generally withhold a percentage of taxable interest, dividends, and certain other payments to a payee who does not give a TIN to the payor. Certain penalties may also apply for providing false or fraudulent information.