



# Instructions for the Requester of Forms W-8BEN, W-8ECI, W-8EXP, and W-8IMY (October 1998)

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

## Instructions for the Withholding Agent

### Before You Begin

These instructions supplement the instructions for:

- **Form W-8BEN**, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding.
- **Form W-8ECI**, Certificate of Foreign Person's Claim for Exemption From Withholding on Income Effectively Connected With the Conduct of a Trade or Business in the United States.
- **Form W-8EXP**, Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding.
- **Form W-8IMY**, Certificate of Foreign Intermediary, Foreign Partnership, or Certain U.S. Branches for United States Tax Withholding.

For general information and the purpose of each of the forms described in these instructions, see those forms and their accompanying instructions.

Throughout these instructions, a reference to or mention of "Form W-8" includes Forms W-8BEN, W-8ECI, W-8EXP, and W-8IMY unless the context indicates otherwise.

### Requirement to Withhold

A withholding agent must withhold 30% of any payment of an amount subject to withholding made to a payee that is a foreign person unless it can associate the payment with documentation upon which it can rely to treat the payment as made to a beneficial owner that is: (1) a U.S. person, or (2) a foreign person entitled to a reduced rate of withholding (e.g., Form W-9, Form W-8, or other appropriate documentation). However, a withholding agent making a payment to a foreign person need not withhold if the foreign person assumes responsibility for withholding on the payment as a qualified intermediary, U.S. branch of a foreign person, a withholding foreign partnership, or an authorized foreign agent.

Generally, an amount is subject to withholding if it is an amount from sources within the United States that is fixed or determinable annual or periodical (FDAP) income. FDAP income is all income included in gross income, including interest (and original issue discount), dividends, rents, royalties, and compensation. FDAP income does not include most gains from the sale of property (including market discount and option premiums). FDAP income also does not include items of U.S. source income that are excluded from gross income without regard to the identity of the holder, such as interest under section 103(a).

### Who Is the Withholding Agent

Any person, U.S. or foreign, that has the control, receipt, custody, disposal, or payment of any amount subject to withholding is a withholding agent. The withholding agent may be an individual, corporation, partnership, trust, association, or any other entity, including (but not limited to) any foreign

intermediary, foreign partnership, or U.S. branch of certain foreign banks and insurance companies. If several persons qualify as withholding agents for a single payment, the tax required to be withheld must only be withheld once. Generally, the person who pays (or causes to be paid) an amount subject to withholding to the foreign person (or to its agent) must withhold. See the instructions for **Form 1042**, Annual Withholding Tax Return for U.S. Source Income of Foreign Persons, and **Form 1042-S**, Foreign Person's U.S. Source Income Subject to Withholding, for return filing and information reporting obligations.

### Responsibilities of the Withholding Agent

If you are a withholding agent making a payment of U.S. source interest, dividends, rents, royalties, commissions, nonemployee compensation, other fixed or determinable annual or periodical gains, profits, or income, and certain other amounts (including broker and barter exchange transactions, and certain payments made by fishing boat operators), you are generally required to obtain from the payee either a **Form W-9**, Request for Taxpayer Identification Number and Certification, with a taxpayer identification number (TIN) or a Form W-8. These forms are also used to establish a person's status for purposes of domestic information reporting (e.g., on a Form 1099) and backup withholding. If you receive a Form W-9 with a TIN, you must generally make an information return on a Form 1099. If you receive a Form W-8, you are exempt from reporting on Form 1099, but you may have to file Form 1042-S and withhold under the rules applicable to payments made to foreign persons. See the **Instructions for Form 1042-S** for more information.

Generally, you can rely on a Form W-8 or, if permitted, documentary evidence only to the extent you can reliably associate a payment with it. You can reliably associate a payment with a Form W-8 if, for that payment, you hold a valid form, you can reliably determine how much of the payment relates to the form, and you have no actual knowledge or reason to know that any of the information or certifications on the form are incorrect.

**DO NOT** send Forms W-8 to the IRS. Instead, keep the forms in your records for as long as they may be relevant to the determination of your tax liability under section 1461. Use the information on Forms W-8 to prepare Forms 1042-S.

### Failure To Obtain Form W-8 — Presumption Rules

If you do not receive Form W-9 or Form W-8, or if you cannot reliably associate the payment with a Form W-8, you must determine whether a payment should be treated as made to a U.S. person or to a foreign person. Generally, you must rely on the presumption rules set forth in Regulations sections 1.1441-1(b)(3), 1.1441-4(a), 1.1441-5(d), 1.1441-5(e), 1.1441-9(b)(3), and 1.6049-5(d) if a payee that is required to provide Form W-9 or Form W-8 does not provide the form or the form is otherwise unavailable.

Under the presumption rules, a payee is generally treated as a U.S. person, and you are therefore required to report the payment on a Form 1099 and apply 31% backup withholding. However, the following exceptions apply:

1. If you are making a payment to an exempt recipient (as determined for domestic information reporting purposes, but not including a foreign intermediary), the payee is presumed to be a foreign person if:

- You have actual knowledge of the payee's employer identification number (EIN) and that number begins with the two digits "98";
- Your communications with the payee are mailed to an address in a foreign country;
- The name of the payee indicates that it is on the per se list of foreign corporations under section 7701; or
- The payment is made outside the United States.

2. If you are making a payment that would be subject to withholding if made to a foreign person and the payment is made outside the United States to an offshore account, you may presume that the payee is a foreign person. An offshore account is one that is maintained at an office or branch of a U.S. or foreign financial institution located outside the United States and its possessions. An amount is considered paid outside the United States if the payee completes the acts necessary to effect the payment outside the United States.

3. You are making a payment to which the grace period rules apply. Under the grace period rules, you may treat a payee as a foreign person (up to a maximum of 90 days) if you do not hold a valid Form W-8 from the payee, you are making one of the types of payment specified below, and you have any of the following:

- An address in a foreign country for that person.
- A facsimile copy or a nonqualified electronic transmission of the information required to be stated on a Form W-8BEN, Form W-8ECI, Form W-8EXP, or Form W-8IMY for that person.
- A form that is no longer reliable for reasons other than because its validity has expired.

The grace period rules apply only for the following types of payments:

- Dividends and interest from stocks and debt obligations that are actively traded;
- Dividends from any redeemable security issued by an investment company registered under the Investment Company Act of 1940 (mutual fund);
- Dividends, interest, or royalties from units of beneficial interest in a unit investment trust that are (or were upon issuance) publicly offered and are registered with the SEC under the Securities Act of 1933; and
- Income related to loans of any of the above securities.

For a newly opened account, the grace period begins on the date the payer first credits the account. For an existing account for which the payer holds a Form W-8, the grace period begins on the date the payer first credits the account after the existing documentation held can no longer be relied upon. The grace period ends on the earlier of: **(1)** the close of the 90th day from the date the grace period begins, **(2)** the date the documentation is provided, or **(3)** the last day of the calendar year. The grace period also ends when the remaining balance in the account equals 31% or less of the total amounts credited since the beginning of the grace period. If, by the end of the grace period, the beneficial owner has not given you the required documentation, you must apply the presumptions described above.

**Note:** *You may not use the grace period rules to apply a reduced withholding rate. Therefore, you must withhold at a 30% rate. However, if you have a withholding certificate that is otherwise valid except that it is transmitted by facsimile, you may rely on that facsimile form for purposes of withholding at the reduced rate that the beneficial owner claims on the facsimile for the grace period.*

For additional information on the presumption rules, including additional presumption rules, refer to the appropriate income tax regulations.

## Requesting Form W-8

Request a Form W-8 from any person to whom you are making a payment that you presume or otherwise believe to be a foreign person. You should request the form before making a payment so that you hold it when making the payment. If a withholding agent or payer fails to obtain a Form W-8 and fails to withhold as described in **Requirement to Withhold** on page 1, it may be assessed tax at a 30% or 31% rate, as well as interest and penalties for lack of compliance. When you receive a completed Form W-8, you must review it for completeness and accuracy. This responsibility extends to the information attached to Form W-8IMY, including beneficial owner withholding certificates or other documentation. The following special rules apply when requesting a specific type of Form W-8:

### Form W-8BEN

Request Form W-8BEN from any foreign person or organization to which you are making a payment if it is the beneficial owner of the income, whether or not it is claiming a reduced rate of, or exemption from, withholding.

A beneficial owner is required to enter its taxpayer identification number (TIN) on line 6 of Form W-8BEN if it is:

- A foreign trust or estate (or a fiduciary thereof), **whether or not** it is claiming relief under a tax treaty.
- Any other beneficial owner that is claiming benefits under an income tax treaty.

However, a TIN is not required to be shown in order to claim treaty benefits on the following items of income:

- Dividends and interest from stocks and debt obligations that are actively traded;
- Dividends from any redeemable security issued by an investment company registered under the Investment Company Act of 1940 (mutual fund);
- Dividends, interest, or royalties from units of beneficial interest in a unit investment trust that are (or were upon issuance) publicly offered and are registered with the SEC under the Securities Act of 1933; and
- Income related to loans of any of the above securities.

Also request Form W-8BEN when a payee may claim an exception from domestic information reporting as a foreign person or to establish that certain income is not effectively connected with the conduct of a U.S. trade or business.

### Form W-8ECI

Request Form W-8ECI from any foreign person or organization to which you are making a payment if it is the beneficial owner of the income and it claims that the income is effectively connected with the conduct of a trade or business within the United States.

**Note:** *If you receive a Form W-8ECI without a TIN entered in line 6, you may not treat the income as effectively connected with a U.S. trade or business and you must apply the presumption rules described in **Failure To Obtain Form W-8 — Presumption Rules**, including the grace-period rules (see page 1).*

Your receipt of Form W-8ECI serves as a representation by the payee or beneficial owner that all the income with which that form is associated is effectively connected with the conduct of a trade or business within the United States. Therefore, if a beneficial owner provides you with a Form W-8ECI, you may treat all of the U.S. source income identified on line 9 paid to that beneficial owner as effectively connected with the conduct of a trade or business within the United States.

If you pay items of income that are not listed on line 9 as effectively connected with the conduct of a trade or business within the United States, such as payments of interest, dividends, rents, royalties, commissions, nonemployee compensation, or certain other amounts (including broker and

barter exchange transactions, and certain payments made by fishing boat operators), you are generally required to obtain from the payee either a Form W-9 with a TIN or another type of Form W-8.

You may not treat an amount as income effectively connected with the conduct of a trade or business within the United States unless the beneficial owner gives you a valid Form W-8ECI.

However, there are exceptions for income paid on notional principal contracts and payments made to certain U.S. branches.

**Notional principal contracts.** Withholding at a 30% rate is not required on amounts paid under the terms of a notional principal contract whether or not a Form W-8ECI is provided. A payment made in the United States to a foreign person on a notional principal contract is presumed to be effectively connected with the conduct of a trade or business within the United States unless the beneficial owner provides a Form W-8BEN certifying that the income is not effectively connected. A payment is also not treated as effectively connected with the conduct of a trade or business within the United States if the payee provides a representation in a master agreement that governs the transactions in notional principal contracts between the parties (for example, an International Swaps and Derivatives Association Agreement) or in the confirmation on the particular notional principal contract transaction that the counterparty is a U.S. person or a non-U.S. branch of a foreign person. If the income is effectively connected, it is reportable by the withholding agent on Form 1042-S.

**Payments to certain U.S. branches.** A payment to a U.S. branch of certain foreign persons is presumed to be effectively connected with the conduct of a trade or business within the United States even if the foreign person (or its U.S. branch) does not give you a Form W-8ECI. U.S. branches to which this presumption applies are:

- A U.S. branch of a foreign bank subject to regulatory supervision by the Federal Reserve Board.
- A U.S. branch of a foreign insurance company required to file a National Association of Insurance Commissioners (NAIC) annual statement with the insurance department of a state, a territory, or the District of Columbia.

However, a payment to a U.S. branch described above is not treated as effectively connected income if the branch provides a Form W-8IMY on which it indicates that the income it receives is not effectively connected with the conduct of a trade or business within the United States and that it is using Form W-8IMY either to transmit appropriate documentation for persons for whom the branch receives the payment or as evidence of its agreement with the withholding agent to be treated as a U.S. person. If Form W-8IMY is not provided and the income received by the branch is not effectively connected income, then the branch must withhold, whether the payment is collected on behalf of other persons or on behalf of another branch of the same entity.

## Form W-8EXP

Request Form W-8EXP from any foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, or foreign private foundation to which you are making a payment.

A withholding agent may treat a payee as an international organization without requiring a Form W-8EXP if the name of the payee is one designated as an international organization by Executive Order (pursuant to 22 U.S.C. 288 through 288(f)) and other facts surrounding the payment reasonably indicate that the beneficial owner of the payment is an international organization. With regard to amounts derived from bankers' acceptances, a withholding agent may treat a payee as a foreign central bank of issue without requiring a Form W-8EXP if the name of the payee and other facts surrounding the payment reasonably indicate that the beneficial owner of the payment is a foreign central bank of issue.

A TIN is required if the beneficial owner is claiming an exemption based solely on a claim of tax-exempt status under section 501(c) or private foundation status. Thus, a TIN is not required from a foreign private foundation that is subject to the

4% excise tax on gross investment income. A TIN is required for any foreign trust, whether or not tax treaty relief or another exemption from withholding under section 1441 or 1442 is claimed.

## Form W-8IMY

Request Form W-8IMY from any foreign person or organization to which you are making a payment if it is an intermediary acting as custodian, broker, nominee, trustee or executor, or other type of agent for another person(s). The term "intermediary" includes a qualified intermediary, a nonqualified intermediary, a foreign partnership, certain U.S. branches of foreign banks and insurance companies, and reverse hybrid entities claiming treaty benefits on behalf of interest holders. A trustee or executor of a trust or estate is considered to be an intermediary.

**Note:** A qualified intermediary or a withholding foreign partnership must provide the EIN that was issued to the entity in such capacity (its "QI-EIN"). A Form W-8IMY that does not show this EIN is not valid.

## Due Diligence Requirements

You are responsible for ensuring that all information relating to the type of income for which Form W-8 is submitted is complete and appears to be accurate. You may rely on the information and certifications provided on the form (including the status of the beneficial owner as an individual, corporation, etc.) unless you have actual knowledge or reason to know that the information is untrue or incorrect. You have reason to know that the information is untrue or incorrect if you have knowledge of relevant facts or statements contained in the withholding certificate or other documentation that would cause a reasonably prudent person in the position of the withholding agent to question the claims made. For example, if you have information in your records that contradicts information provided on the form, you may not rely on the form. If you know or have reason to know that any information is untrue or incorrect, you must obtain a new Form W-8 or other appropriate documentation.

**Financial institutions and publicly traded instruments.** If you are a financial institution (including a regulated investment company) paying dividends and interest from stocks and debt obligations that are actively traded, dividends from any redeemable security issued by an investment company registered under the Investment Company Act of 1940, dividends, interest, or royalties from units of beneficial interest in a unit investment trust that are (or were upon issuance) publicly offered and registered with the SEC under the Securities Act of 1933, and amounts paid with respect to loans of such securities, you have reason to know that the Form W-8 is not reliable only if any one or more of the following circumstances exist. In that case, you must either request a new form or additional documentation to substantiate the claims on the form.

1. The permanent residence address given is an address in the United States. However, if the beneficial owner is an individual, trust, or estate, you may rely on information in your files that is less than 3 years old and that supports the claim of foreign status, despite the U.S. address. If you have no information in your files, you must contact the beneficial owner and obtain an explanation in writing supporting the claim of foreign status of the beneficial owner. Documentation supporting the claim must be attached to the beneficial owner's statement. If the beneficial owner is other than an individual, trust, or estate, you must inquire as to whether the person whose name is on the form is actually organized or created under the laws of a foreign country.

2. The payment is directed to a P.O. box, in-care-of address, or a U.S. address. If the beneficial owner is an individual, you may rely on a certificate of residence or other documentary evidence issued by a governmental authority that contains the individual's name, address, and photograph to support the beneficial owner's claim of residence in a foreign country. In the case of a person other than an individual, the withholding agent may rely on other evidence to ascertain that the person whose name is on the withholding certificate is not a U.S. person.

3. In the case of income for which treaty benefits are claimed, the permanent residence or mailing address is not in the corresponding treaty country. In this case, the withholding agent may rely on the type of documentary evidence described above.

4. The mailing address on the form is in the United States or the beneficial owner notifies you of a new address for mailing or residential purposes that is in the United States, is a P.O. box, or is an in-care-of address, or, in the case of income for which benefits under a tax treaty are claimed, the mailing address on the form or the new mailing or residential address is not in the treaty country. The withholding agent may rely on documentary evidence of a type described above supporting a beneficial owner's claim of residence in a treaty country.

5. The name of the person on the form indicates that the person's status is a corporation, partnership, trust, estate, or an individual, and the person's claim of status is not consistent with such indication.

**Dual claims.** If you are making payments to a foreign entity that is simultaneously claiming a reduced rate of tax on its own behalf and on behalf of persons in their capacity as interest holders in that entity, you may, at your option, accept the dual claims even though you hold different withholding certificates that require you to treat the entity inconsistently for different payments or for different portions of the same payment. If, however, inconsistent claims are made for the same portion of a payment, you may either reject both claims and request consistent claims or you may choose which reduction to apply.

**Accrued original issue discount (OID).** Withholding on payment of accrued OID is required only when the withholding agent has actual knowledge of the portion of the payment that is taxable to the beneficial owner as OID.

### Requesting a New Form W-8

Request a new Form W-8:

- Before the expiration of an existing Form W-8;
- If the existing form does not support a claim of reduced rate for a type of income that the submitter of the form has not previously received; or
- You know or have reason to know of a change in the beneficial owner's circumstances that makes any information on the current form incorrect.

**Example.** A foreign investor opens an account with a broker to purchase U.S. Treasury bonds, and provides Form W-8BEN to obtain the portfolio interest exemption. The investor does not have to complete Part II. Later, the investor purchases U.S. stock and claims treaty benefits on dividend income. The investor must complete a new Form W-8BEN providing the information required in Part II.

### Period of Validity

#### Form W-8BEN

Generally, a Form W-8BEN provided without a TIN will remain in effect for a period starting on the date the form is signed and ending on the last day of the third succeeding calendar year, unless a change in circumstances makes any information on the form incorrect. For example, a Form W-8BEN signed on September 30, 2000, remains valid through December 31, 2003. A Form W-8BEN containing a TIN remains valid for as long as the submitter's status and the information relevant to the submitter's certification on the form remains unchanged (including a form provided solely to obtain an exception from domestic information reporting and backup withholding).

#### Form W-8ECI

Generally, a Form W-8ECI will remain in effect for a period starting on the date the form is signed and ending on the last day of the third succeeding calendar year, unless a change in circumstances makes any information on the form incorrect.

#### Form W-8EXP

Generally, a Form W-8EXP provided without a TIN will remain in effect for a period starting on the date the form is signed and ending on the last day of the third succeeding calendar year. However, in the case of an integral part of a foreign government (within the meaning of Temporary Regulations section 1.892-2T(a)(2)) or a foreign central bank of issue, a Form W-8EXP filed without a TIN will remain in effect until a change in circumstances makes any of the information on the form incorrect. A Form W-8EXP furnished with a TIN will remain in effect until a change in circumstances makes any information on the form incorrect.

#### Form W-8IMY

Generally, a Form W-8IMY remains valid until the status of the person whose name is on the certificate is changed in a way relevant to the certificate or circumstances change that make the information on the certificate no longer correct. The indefinite validity period does not extend, however, to any withholding certificates or documentary evidence attached to the certificate. Moreover, it does not extend to any statements attached to the certificate if a change of circumstances makes the information on the attached statements no longer correct.

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## Substitute Forms W-8

You may develop and use your own Forms W-8BEN, W-8ECI, W-8EXP, or W-8IMY (a substitute form) if its content is substantially similar to the IRS's official Forms W-8BEN, W-8ECI, W-8EXP, or W-8IMY (to the extent required by these instructions) and it satisfies certain certification requirements. You may develop and use a substitute form that is in a foreign language, provided that the substitute form also provides the English version of the statements and information otherwise required to be included on the substitute form. You may combine Forms W-8BEN, W-8ECI, W-8EXP, and W-8IMY into a single substitute form.

The substitute form must contain instructions that adequately inform the beneficial owner what is meant by permanent residence address and beneficial ownership. You are, however, encouraged to provide all relevant instructions, especially if the payee requests them.

You may incorporate a substitute Form W-8 into other business forms you customarily use, such as account signature cards, provided the required certifications are clearly set forth. However, you may not:

1. Use a substitute form that requires the payee, by signing, to agree to provisions unrelated to the required certifications; or
2. Imply that a person may be subject to 30% or 31% withholding unless that person agrees to provisions on the substitute form that are unrelated to the required certifications.

A substitute Form W-8 is valid only if it contains the same penalties of perjury statement as the official forms and the required signature. However, if the substitute form is contained in some other business form, the words "information on this form" may be modified to refer to that portion of the business form containing the substitute form information. The design of the substitute form must be such that the information and certifications that are being attested to by the penalties of perjury statement clearly stand out from any other information contained in the form.

## Content of Substitute Form

#### Form W-8BEN

The substitute Form W-8BEN must contain all of the information required in Part I, lines 1 through 5, and line 6, if a TIN is required. The certifications in Part II must be included in a substitute form only if treaty benefits are claimed, and then only to the extent that the certifications are required. For example, if the substitute form is intended for the use of individuals only, the certifications contained in boxes **9c** and **9d** are not required.

**Penalties of perjury statement.** The design of the substitute Form W-8BEN must be such that the information and certifications that are being attested to by the penalties of perjury statement clearly stand out from any other information contained on the form. Additionally, the following statement must be presented in the same manner as in the preceding sentence and must appear immediately above the single signature line: *“The Internal Revenue Service does not require your consent to any provisions of this document other than the certifications required to establish your status as a foreign person and, if applicable, obtain a reduced rate of withholding.”*

#### **Form W-8ECI**

The substitute Form W-8ECI must contain all of the information required in Part I, other than lines 7 or 8. The certifications in Part II of Form W-8ECI must be included in a substitute form.

**Penalties of perjury statement.** The design of the substitute Form W-8ECI must be such that the information and certifications that are being attested to by the penalties of perjury statement clearly stand out from any other information contained on the form. Additionally, the following statement must be presented in the same manner as in the preceding sentence and must appear immediately above the single signature line: *“The Internal Revenue Service does not require your consent to any provisions of this document other than the certifications required to establish your status as a foreign person and that the income for which this form is provided is effectively connected with the conduct of a trade or business within the United States.”*

#### **Form W-8EXP**

The substitute Form W-8EXP must contain all of the information in Part I. However, a substitute Form W-8EXP does not have to contain lines 7 and 8 of the official form. The substitute Form W-8EXP must also contain all of the statements and certifications contained in Parts II and III, but a specific part needs to be included (in its entirety) only if it is relevant. For example, if the only beneficial owners a U.S. withholding agent has as account holders are foreign governments, the withholding agent may use a substitute Form W-8EXP that contains only the

required information in Part I, plus the required statements and certifications from Part II that are related to foreign governments.

**Penalties of perjury statement.** The design of the substitute Form W-8EXP must be such that the information and certifications that are being attested to by the penalties of perjury statement clearly stand out from any other information contained on the form. Additionally, the following statement must be presented in the same manner as in the preceding sentence and must appear immediately above the single signature line: *“The Internal Revenue Service does not require your consent to any provisions of this document other than the certifications required to establish your status as a foreign government, international organization, foreign central bank of issue, or foreign tax-exempt organization.”*

#### **Form W-8IMY**

The substitute Form W-8IMY must contain all of the information required in Part I, other than lines 7 and 8. The substitute Form W-8IMY must also contain all of the statements and certifications contained in Parts II, III, IV, V, or VI, but a specific part needs to be included (in its entirety) only if it is relevant. For example, if the only intermediaries a U.S. withholding agent has as account holders are qualified intermediaries, the withholding agent may use a substitute Form W-8IMY that contains only the required information from Part I, plus the statements and certifications from Part II. A substitute Form W-8IMY must also incorporate the same attachments as the official form.

**Penalties of perjury statement.** The design of the substitute Form W-8IMY must be such that the information and certifications that are being attested to by the penalties of perjury statement clearly stand out from any other information contained on the form. Additionally, the following statement must be presented in the same manner as in the preceding sentence and must appear immediately above the single signature line: *“The Internal Revenue Service does not require your consent to any provisions of this document other than the certifications required to establish your status as a qualified intermediary, a nonqualified intermediary, a specific type of U.S. branch, a withholding foreign partnership, or a nonwithholding foreign partnership.”*