

Memorandum of Understanding

regarding the

Agreement between the Government of the Grand Duchy of Luxembourg and the Government of the United States of America to Improve International Tax Compliance and with respect to the United States information reporting provisions commonly known as the Foreign Account Tax Compliance Act

At the signing today of the Agreement between the Government of the Grand Duchy of Luxembourg and the Government of the United States of America to Improve International Tax Compliance and with respect to the United States information reporting provisions commonly known as the Foreign Account Tax Compliance Act (hereinafter the "Agreement"), the representatives of the Grand Duchy of Luxembourg and United States of America wish to confirm their understanding of the following:

In reference to paragraph 1 of Article 10 (Term of the Agreement) of the Agreement:

As of the date of signature of the Agreement, the United States Department of the Treasury intends to treat each Luxembourg Financial Institution, as that term is defined in the Agreement, as complying with, and not subject to withholding under section 1471 of the U.S. Internal Revenue Code during such time as the Grand Duchy of Luxembourg is pursuing the necessary internal procedures for entry into force of the Agreement. The United States further understands that the Grand Duchy of Luxembourg intends to contact the United States as soon as it is aware that there might be a delay in the Luxembourg internal approval process for entry into force of the Agreement such that the Grand Duchy of Luxembourg would not be able to provide its notification under paragraph 1 of Article 10 of the Agreement prior to September 30, 2015. If upon consultation with the Grand Duchy of Luxembourg, the United States Department of the Treasury receives credible assurances that such a delay is likely to be resolved in a reasonable period of time, the United States Department of the Treasury may decide to continue to apply FATCA to Luxembourg Financial Institutions in the manner described above as long as the United States Department of the Treasury assesses that the Grand Duchy of Luxembourg is likely to be able to send its notification under paragraph 1 of Article 10 by September 30, 2016. It is understood that should the Agreement enter into force after September 30, 2015, any information that would have been reportable under the Agreement thereafter (and prior to its entry into force) had the Agreement been in force by September 30, 2015, is owed on the September 30 next following the date of entry into force.

In reference to subparagraph 2(a)(3) of Article 2 (Obligations to Obtain and Exchange Information with Respect to Reportable Accounts) of the Agreement:

It is understood that the Grand Duchy of Luxembourg intends for each Reporting Luxembourg Financial Institution to use a Global Intermediary Identification Number ("GIIN") issued by the Internal Revenue Service as the identifying number referenced in Subparagraph 2(a)(3) of Article 2 of the Agreement.

In reference to subparagraph 1(c) of Article 4 (Application of FATCA to Luxembourg Financial Institutions) of the Agreement

It is understood that Grand Duchy of Luxembourg intends for Luxembourg Financial Institutions to comply with the registration requirements applicable to Financial Institutions in Partner Jurisdictions by registering with the Internal Revenue Service and obtaining a GIIN from the Internal Revenue Service.

Signed at LUXEMBOURG, in duplicate, in the English language, this 28 day of MARCH, 2014. A French language text is to be prepared, which is to be considered equally official upon an exchange of letters between the United States of America and the Grand Duchy of Luxembourg confirming its conformity with the English language text.

FOR THE GOVERNMENT OF THE
GRAND DUCHY OF LUXEMBOURG:



FOR THE GOVERNMENT OF THE
UNITED STATES OF AMERICA:

