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Date:
February 14, 2017

Holding Company =

Combination Partner 1 =

Combination Partner 2 =

Subsidiary 1 =

Subsidiary 2 =

Business A =

Business B =

Business C =

Date 1 =

Date 2 =

Date 3 =

a percent =

b percent =

c percent =

d percent =

Dear :

This letter responds to your authorized representatives' letter dated April 26, 2016, as supplemented on May 19, 2016, requesting rulings on certain federal income tax consequences of a series of transactions (the "Proposed Transactions" as defined herein). The material information provided in that request and in subsequent correspondence is summarized below.

The rulings contained in this letter are based upon information and representations submitted by the taxpayer and accompanied by a penalties-of-perjury statement executed by an appropriate party. While this office has not verified any of the material submitted in support of the request for rulings, it is subject to verification on examination.

This letter is issued pursuant to section 6.03 of Rev. Proc. 2016-1, 2016-1 I.R.B. 18, regarding one or more significant issues under section 355 of the Internal Revenue Code (the "Code"). The rulings contained in this letter only address one or more discrete legal issues involved in the transaction. This office expresses no opinion as to the overall tax consequences of the transactions described in this letter or as to any issue not specifically addressed by the rulings below.

FACTS

Combination Partner 1 and Combination Partner 2 are the respective parents of worldwide groups that include both domestic and foreign entities, and the common parents of domestic groups filing consolidated U.S. federal income tax returns. Each of Combination Partner 1 and Combination Partner 2 is engaged, directly and/or indirectly, in three main lines of business: Business A, Business B, and Business C.

Combination Partner 1 has a single class of common stock outstanding (the "Combination Partner 1 Common Stock"), the shares of which are publicly traded and widely held.

Prior to Date 3, Combination Partner 1 had shares of preferred stock outstanding (the "Combination Partner 1 Preferred Stock"), which were held by the "Combination Partner 1 Preferred Shareholders". The Combination Partner 1 Preferred Stock represented approximately a percent of the total value of Combination Partner 1's outstanding equity on an as-converted basis. As of Date 3, the Combination Partner 1 Preferred Stock was converted to Combination Partner 1 Common Stock pursuant to the terms of the Combination Partner 1 Preferred Stock. (the "Conversion").

Combination Partner 2 has a single class of common stock outstanding (the "Combination Partner 2 Common Stock"), the shares of which are publicly traded and widely held (the "Combination Partner 2 Common Shareholders"). Combination Partner 2 has two classes of non-voting preferred stock outstanding that are publicly traded (collectively, the "Combination Partner 2 Preferred Stock"). The Combination Partner 2 Preferred Stock currently represents less than b percent of the total value of Combination Partner 2's outstanding equity. The Combination Partner 2 Preferred Stock is not convertible and may be redeemed by Combination Partner 2 at any time. The shareholders of Combination Partner 2 Preferred Stock, together with the Combination Partner 1 Preferred Shareholders, are referred to as the "Preferred Shareholders."

Based on currently available information, a substantial percentage of each of Combination Partner 1 Common Stock and Combination Partner 2 Common Stock are owned by holders of both Combination Partner 1 Common Stock and Combination Partner 2 Common stock (such holders, "Overlapping Shareholders").

PROPOSED TRANSACTIONS

Combination Partner 1 and Combination Partner 2 have proposed the following series of transactions (together constituting the "Proposed Transactions") which has been partially consummated:

(i) On Date 1, Combination Partner 1 and Combination Partner 2 formed Holding Company and Holding Company formed two subsidiaries, Subsidiary 1 and Subsidiary 2, with cash necessary to meet minimum capital requirements. Prior to the Combination, Holding Company will hold no material assets, other than the stock of Subsidiary 1 and Subsidiary 2 and capital necessary to comply with minimum capital requirements, and will have conducted no business activities or operations other than those necessary to effectuate the Combination. Prior to the Combination, each of Subsidiary 1 and Subsidiary 2 will have no assets, other than capital necessary to comply with minimum capital requirements and will have conducted no business activities or operations other than those necessary to effectuate the Combination. Each of Holding Company, Subsidiary 1, and Subsidiary 2 was formed as part of a plan that includes the Combination and solely for the purpose of effecting the Combination.

(ii) On Date 2, Combination Partner 1 and Combination Partner 2 entered into an agreement pursuant to which Subsidiary 1 will merge with and into Combination Partner 1, with Combination Partner 1 surviving, and Subsidiary 2 will merge with and into Combination Partner 2, with Combination Partner 2 surviving, in exchanges that are intended to qualify for nonrecognition of gain and loss under section 351 or section 368(a), or both (the "Combination").

(iii) In the Combination, Holding Company will acquire the Combination Partner 1 Common Stock and the Combination Partner 2 Common Stock in exchange for Holding Company common stock ("Holding Company Common Stock"). The Combination Partner 2 Preferred Stock will remain preferred stock in Combination Partner 2 following the Combination. As a result of the Combination, the Combination Partner 1 shareholders and the Combination Partner 2 Common Shareholders will own, respectively, approximately c percent and d percent of the outstanding stock of Holding Company.

(iv) Following the Combination, Holding Company, Combination Partner 1, and Combination Partner 2 intend to undertake a series of taxable and tax-free internal restructuring transactions, including a number of distributions intended to qualify under section 355, in order to align the ownership of Business A, Business B, and Business C.

(v) Holding Company intends to pursue the separation of Business A, Business B, and Business C through one or more distributions intended to qualify under sections 355 and 368(a) (the "External Distributions" and, together with any distributions undertaken as part of the internal restructuring, the "Distributions") resulting in three independent, publicly traded companies. These Distributions will occur following the internal restructuring transactions, subject to the approval by the Holding Company board of directors and receipt of any required regulatory approvals. Depending upon market conditions and other considerations, the External Distributions may be accomplished as pro-rata distributions and/or through one or more offers by which the Holding Company shareholders exchange shares of Holding Company Common Stock for shares of controlled corporation stock ("Share Exchanges").

The Combination may be treated as an acquisition of Combination Partner 1 and Combination Partner 2 that is part of a plan that includes the Distributions under section 355(e) and section 1.355-7 (a "Plan Acquisition" and the shares acquired in a Plan Acquisition, "Plan Shares").

Each of Combination Partner 1 and Combination Partner 2 has a pre-existing share repurchase program pursuant to which Combination Partner 1 and Combination Partner 2 repurchase shares in order to achieve their respective appropriate capital structures

and deliver attractive cash returns to shareholders. Prior to the Combination, Combination Partner 1 and Combination Partner 2 may repurchase shares pursuant to their existing programs. Following the Combination, the Holding Company Board of Directors is expected to authorize a plan to repurchase Holding Company Common Stock. It is also anticipated that the board of directors for one or more controlled corporations will also authorize a plan to repurchase shares of such controlled corporation. Any share repurchases by Combination Partner 1, Combination Partner 2, Holding Company, or a controlled corporation distributed by Holding Company in the Distributions are referred to as the "Share Repurchases." Share Repurchases will be made through (i) open market purchases, (ii) one or more accelerated share repurchase ("ASR") programs, (iii) one or more tender offers open to all holders of Combination Partner 1 Common Stock, Combination Partner 2 Common Stock, Holding Company Common Stock, or common stock of such controlled corporations, or (iv) a combination thereof. It is expected that, under the ASR program, the corporation would purchase a specified number or dollar amount of its shares from a third-party investment bank at a price per share that is determined over a specified calculation period (which often may be terminated early at the bank's option) and may be subject to certain caps and/or floors. The corporation would pay for the shares upfront, and the bank would obtain shares that it delivers upfront by borrowing shares (e.g., from customers or mutual funds). Then the bank would buy shares, generally in the open market, over time to return the borrowed shares and to obtain any additional shares it owes to the corporation. There may be a true-up adjustment as between the corporation and the bank at maturity of the ASR program.

For purposes of applying section 355(e)(3)(A)(iv) (the "Overlap Rule") and the methodology of the example in the 1998 legislative history to section 355(e)(3)(A)(iv) (the "Net Decrease Methodology") to determine the extent of Overlapping Shareholders, taxpayer will employ the principles described below (the "Overlap Counting Principles").

(i) *Sources and Proof of Overlapping Shareholders*. The taxpayer will rely upon information that provides the taxpayer with actual knowledge of the existence and share ownership of the Overlapping Shareholders. For this purpose, actual knowledge means the actual knowledge of the Vice President of Investor Relations (or a functionally similar position) of each of Holding Company, Combination Partner 1, and Combination Partner 2.

To the extent taxpayer does not have actual knowledge of the Overlapping Shareholders, taxpayer will rely on publicly available information (such as (i) Securities and Exchange Commission filings made by institutional investment managers (Form 13F) and registered management investment companies (Form N-Q and Form N-CSR); (ii) voluntary disclosures to investment research companies; and (iii) voluntary postings on the publicly available portion of the investor's or the investment advisor's websites. If the Combination closing does not coincide with a date for which a monthly or quarterly filer has provided ownership information, the taxpayer will determine such filer's

ownership of Combination Partner 1 and Combination Partner 2 on the Combination closing date by reference to the publicly available information provided for the most recent filing prior to the Combination closing date and for the most recent filing following the Combination closing date, treating such investor(s) as owning an amount of stock on such date equal to the lesser of its stock ownership on the two dates for which filings have been made.

(ii) *Look-Through Approach.* In applying the Overlap Rule and the Net Decrease Methodology, taxpayer will look through entities to the ultimate indirect owners of the Holding Company stock, and will take into account the identified actual overlap in the ultimate indirect ownership of Holding Company stock at that level, based on actual knowledge, or if taxpayer does not have actual knowledge, then based upon the sources of proof described above in paragraph (i). Notwithstanding the foregoing, in proving the identity of Overlapping Shareholders, and the extent of their share ownership for purposes of applying the Overlap Rule and the Net Decrease Methodology, taxpayer will treat as the ultimate owner of Combination Partner 1, Combination Partner 2, Holding Company, or controlled corporation stock: any regulated investment company; any domestic pension trust described in section 401(a) which is exempt from tax under section 501(a); any domestic charitable organization described in section 501(c)(3) (including an endowment or private foundation); any state, local, or foreign government (or agency or instrumentality thereof); and any foreign trust or pension plan (provided that the beneficiaries of the trust or pension plan have a pro-rata interest in the assets thereof).

(iii) *Computation of Overlap.* In applying the Overlap Rule and the Net Decrease Methodology to the Combination, the method for the application of the Overlap Rule to a particular Overlapping Shareholder as a result of the Combination will be the percentage of the value and voting power of shares that are not Plan Shares ("non-Plan Shares") (i.e., the value and voting power of non-Plan Shares as a percentage of all the shares of the relevant company) in Combination Partner 1 or Combination Partner 2 (as the case may be) held by the Overlapping Shareholder immediately prior to the time of the Combination in comparison to the percentage of the value and voting power of Holding Company shares held by that Overlapping Shareholder immediately after the Combination.

(iv) *Certain Changes Disregarded.* The Overlap Rule and the Net Decrease Methodology will be applied to the Combination by reference to stock ownership at the time of the Combination. Any pre-Combination or post-Combination changes in the direct or indirect ownership of Combination Partner 1, Combination Partner 2, or Holding Company stock will not affect the determination of the number of Plan Shares and non-Plan Shares resulting from the Combination, so long as the acquisitions resulting in those changes are not part of a plan (or series of related transactions) that includes the Distributions (applying section 1.355-7(d)(7)).

REPRESENTATIONS

a) The Preferred Shareholders did not participate in management and did not influence the decision to undertake the Combination or the Distributions.

b) The Share Repurchases were not, and will not be, motivated to any extent by a desire to increase or decrease the ownership percentage of any particular shareholder or group of shareholders.

RULINGS

1. For purposes of applying section 355(e)(3)(A)(iv), to the extent the Combination is treated as a Plan Acquisition, the percentage of Holding Company stock acquired in the Combination will be analyzed separately from the perspective of each of Combination Partner 1 and Combination Partner 2 (without aggregating the calculations for the two sides) and will not be greater than the percentage obtained through a comparison of each Holding Company shareholder's percentage interest in the stock of Combination Partner 1 or Combination Partner 2, as the case may be, immediately before the first Plan Acquisition with such shareholder's post-Combination percentage interest in the stock of Holding Company.

2. The taxpayer may employ the Overlap Counting Principles in applying the Overlap Rule and the Net Decrease Methodology to the Combination.

3. During the section 355(e) comparison period, which begins immediately before the first acquisition of stock of the relevant company made by any shareholder of the relevant company that is part of a plan that includes that Distribution under section 355(e) and section 1.355-7, and ends immediately after the later of (i) the last acquisition of stock of the relevant company made by any shareholder of the relevant company that is part of a plan that includes that Distribution under section 355(e) and section 1.355-7 and (ii) that Distribution, any increase in ownership of stock, by vote or value, by a shareholder that occurs as a result of any Plan Acquisition during such period will be offset and reduced by any decrease in ownership of stock, by vote or value, by that shareholder during such period.

4. In applying section 1.355-7(d)(5) to a Conversion, the acquisition of Combination Partner 1 Common Stock pursuant to a Conversion will not be considered as occurring in connection with the acquisition of Combination Partner 1 Common Stock pursuant to the Combination for purposes of section 1.355-7(d)(5)(ii)(B).

5. To the extent the Share Repurchases are treated as part of a plan (or series of related transactions) with the Distributions for purposes of section 355(e), the Share Repurchases will be treated as being made from all public shareholders (defined as a shareholder who is not a "controlling shareholder" or "ten-percent shareholder"

within the meaning of section 1.355-7(h)(3) and (14)) of the repurchasing corporation on a pro rata basis for purposes of testing the effect under section 355(e) of the Share Repurchases on the Distributions.

6. In applying section 355(e) to the Distributions, any increase in ownership of Holding Company stock (or, by attribution, Combination Partner 1 or Combination Partner 2 stock), by vote or value, by a Holding Company shareholder that occurs solely as a result of Share Exchanges will be disregarded (and not treated as an acquisition for purposes of section 355(e)(2)(A)(ii)).

CAVEATS

Except as expressly provided herein, no opinion is expressed or implied concerning the tax treatment of the Proposed Transactions under any provision of the Code and regulations or the tax treatment of any condition existing at the time of, or effects resulting from the Proposed Transactions that is not specifically covered by the above rulings.

PROCEDURAL STATEMENTS

This ruling is directed only to the taxpayer requesting it. Section 6110(k)(3) of the Code provides that it may not be used or cited as precedent.

In accordance with the Power of Attorney on file with this office, a copy of this letter is being sent to your authorized representative.

A copy of this letter must be attached to any income tax return to which it is relevant. Alternatively, taxpayers filing their returns electronically may satisfy this requirement by attaching a statement to their return that provides the date and control number of the letter ruling [PLR-113930-16].

Sincerely,

Mark J. Weiss
Branch Chief, Branch 2
Office of Associate Chief Counsel (Corporate)