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Person To Contact: _____, ID No.

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December 13, 2019

Legend

Distributing Parent =

Distributing 1 =

Distributing 2 =

Distributing 3 =

Distributing 4 =

Distributing 5 =

External Controlled 1=

External Controlled 2=

Controlled 1 =

Controlled 2 =

Controlled 3 =

Controlled 4 =

Controlled 5 =

Controlled 6 =

Controlled 7 =

Controlled 8 =

Controlled 9 =

Controlled 10 =

Sub 1 =

Sub 2 =

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Sub 4 =

Sub 5 =

Sub 6 =

Sub 7 =

FSub 1 =

FSub 2 =

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FSub 4 =

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FSub 9 =

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FSub 20 =

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FSub 22 =

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FSub 24 =

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FSub 26 =

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FSub 27 =

LLC 1 =

LLC 2 =

LLC 3 =

LLC 4 =

Target A =

Target B =

Target A Merger =

Merger Sub =

NewCo 1 =

NewCo 2 =

NewCo 3 =

NewCo 4 =

NewCo 5 =

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NewCo 7 =

NewCo 8 =

Business A =

Business B =

Business C =

State A =

State B =

Country A =

Country B =

Country C =

Country D =

Country E =

Country F =

Country G =

Country H =

Country I =

Country J =

Country K =

Country L =

Country M =

Country N =

Distributing Parent =

Debt A

Business B Debt =

Business C Debt =

Date 1 =

Date 2 =

Date 3 =

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Dear _____ :

This letter responds to your letter dated July 31, 2019, requesting rulings on certain federal income tax consequences of a series of proposed transactions (the "Proposed Transaction," as defined below). The information provided in that letter and in subsequent correspondence is summarized below.

This letter is issued pursuant to Rev. Proc. 2017-52, 2017-41 I.R.B. 283, as amplified and modified by Rev. Proc. 2018-53, 2018-43 I.R.B. 667, regarding one or more “Covered Transactions” under section 355 and/or section 368 of the Internal Revenue Code (the “Code”) and pursuant to section 6.03(2) of Rev. Proc. 2019-1, 2019-1 I.R.B. 1, regarding one or more significant issues under section 355 of the Code. This office expresses no opinion as to any issue not specifically addressed by the rulings below.

The rulings contained in this letter are based on facts and representations submitted by the taxpayer and accompanied by a penalties of perjury statement executed by an appropriate party. This office has not verified any of the materials submitted in support of the request for rulings. Verification of the information, representations, and other data may be required as part of the audit process.

This office has made no determination regarding whether the distributions in the Proposed Transaction: (i) satisfy the business purpose requirement of Treas. Reg. § 1.355-2(b); (ii) are used primarily as devices for the distribution of the earnings and profits of the distributing corporations or the controlled corporations or both (see section 355(a)(1)(B) and Treas. Reg. § 1.355-2(d)); or (iii) are part of a plan (or series of related transactions) pursuant to which one or more persons will acquire directly or indirectly stock representing a 50-percent or greater interest in the distributing corporations or the controlled corporations, or any predecessor or successor of the distributing corporations or the controlled corporations, within the meaning of Treas. Reg. § 1.355-8T (see section 355(e)(2)(A)(ii) and Treas. Reg. § 1.355-7).

Summary of Facts

Distributing Parent, a publicly traded State A corporation, is the parent company of a worldwide group of foreign and domestic affiliates (the “Distributing Worldwide Group”). Distributing Parent is the common parent of a consolidated group (within the meaning of Treas. Reg. § 1.1502-1(h)).

The Distributing Worldwide Group is engaged in Business A, Business B, and Business C. Distributing Parent has submitted financial information indicating that Business A, Business B, and Business C have had gross receipts and operating expenses representing the active conduct of a trade or business for each of the past five years.

The following describes the relevant corporate structure of the Distributing Worldwide Group immediately prior to the Proposed Transaction (described below).

Distributing Parent directly and indirectly owns all of the stock of Distributing 1, a State A corporation. Distributing 1, in turn, directly and indirectly owns all of the stock of FSub 9, a Country B entity that is treated as a corporation for U.S. federal income tax purposes.

FSub 9 directly owns (i) a percent of the stock of FSub 10, a Country B entity that is treated as a corporation for U.S. federal income tax purposes; and (ii) all of the interests in FSub 8, a Country B entity that is treated as a disregarded entity for U.S. federal income tax purposes.

FSub 10 directly or indirectly owns all of the stock of or interests in (i) FSub 13, a Country G entity that is treated as a disregarded entity for U.S. federal income tax purposes; (ii) FSub 11, a Country B entity that is treated as a corporation for U.S. federal income tax purposes; and (iii) FSub 24, a Country G entity that is treated as a disregarded entity for U.S. federal income tax purposes.

FSub 8 directly owns all of the stock of FSub 5, a Country B entity that is treated as a corporation for U.S. federal income tax purposes.

FSub 24 directly owns all of the stock of FSub 12, a Country G entity that is treated as a corporation for U.S. federal income tax purposes.

FSub 5 directly and indirectly owns the remaining b percent of FSub 10. FSub 5 also directly owns all of the stock of or interests in (i) FSub 4, a Country D entity that is treated as a disregarded entity for U.S. federal income tax purposes; and (ii) Controlled 1, a Country B entity that is treated as a corporation for U.S. federal income tax purposes.

FSub 4 directly owns all of the interests in FSub 3, a Country D entity that is treated as a disregarded entity for U.S. federal income tax purposes. FSub 3, in turn, directly owns all of the stock of FSub 2, a Country D entity that is treated as a corporation for U.S. federal income tax purposes. FSub 2, in turn, directly owns (i) all of the stock of FSub 1, a Country A entity that is treated as a corporation for U.S. federal income tax purposes; and (ii) c percent of the stock of FSub 7, a Country C entity that is treated as a corporation for U.S. federal income tax purposes. Distributing Parent directly owns the remaining d percent of the stock of FSub 7.

FSub 7 directly owns all of the stock of FSub 6, a Country C entity that is treated as a corporation for U.S. federal income tax purposes.

Distributing Parent indirectly owns all of the stock of Sub 4, a State A corporation. Distributing Parent directly owns all of the stock of or interests in (i) LLC 3, a State A limited liability company that is treated as a disregarded entity for U.S. federal income tax purposes; (ii) Distributing 4, a State B corporation; (iii) Distributing 3, a State A corporation; (iv) Sub 6, a State A corporation; (v) FSub 25, a Country E entity that is treated as a corporation for U.S. federal income tax purposes; (vi) LLC 4, a State A limited liability company that is treated as a disregarded entity for U.S. federal income tax purposes; (vii) FSub 26, a Country H entity that is treated as a corporation for U.S. federal income tax purposes; (viii) FSub 27, a Country E entity that is treated as a corporation for U.S. federal income tax purposes; and (ix) Sub 2, a State A corporation.

Distributing Parent also directly owns (i) e percent of the stock of Distributing 2, a State A corporation; and (ii) f percent of the stock of Sub 7, a State A corporation.

LLC 3 directly owns all of the interests in FSub 20, a Country E entity that is treated as a disregarded entity for U.S. federal income tax purposes. FSub 20, in turn, directly owns all of the stock of Distributing 5, a Country E entity that is treated as a corporation for U.S. federal income tax purposes. Distributing 5, in turn, directly owns all of the interests in FSub 17, a Country F entity that is treated as a disregarded entity for U.S. federal income tax purposes.

FSub 17 directly owns all of the interests in (i) FSub 18, a Country F entity that is treated as a corporation for U.S. federal income tax purposes; (ii) FSub 21, a Country F entity that is treated as a corporation for U.S. federal income tax purposes; and (iii) FSub 16, a Country F entity that is treated as disregarded entity for U.S. federal income tax purposes. FSub 16 directly owns h percent of FSub 15, a Country I entity that is treated as a corporation for U.S. federal income tax purposes. FSub 17 owns j percent of the stock of FSub 15, and Distributing 4 owns the remaining j percent of the stock of FSub 15.

Distributing 3 directly owns (i) all of the stock of Sub 3, a State A corporation; and (ii) the remaining k percent of the stock of Sub 7. Sub 3 directly owns (i) all of the stock of Controlled 6, a Country J entity that is treated as a corporation for U.S. federal income tax purposes; and (ii) l percent of the stock of Controlled 7, a Country K entity that is treated as a corporation for U.S. federal income tax purposes. A group of unrelated third parties owns the remaining m percent of the stock of Controlled 7.

Sub 2 directly owns the remaining n percent of the stock of Distributing 2 (representing all of Distributing 2's nonvoting common stock).

Distributing Parent also directly and indirectly owns all of the stock of Distributing 1 and Sub 1, each a State A corporation.

Distributing 1 has common stock and several classes of voting preferred stock—Series A, Series B, Series C, Series D, Series E, and Series F. The common stock of Distributing 1 is directly owned by the following entities: (i) Distributing Parent owns o percent; (ii) Distributing 4 owns p percent; and (iii) Distributing 3 owns the remaining q percent. Distributing 4 directly owns all of the Series A preferred shares in Distributing 1. Sub 1 directly owns all of the Series B preferred shares in Distributing 1. The Series C preferred shares in Distributing 1 are directly owned by the following entities: (i) Distributing Parent owns r percent; (ii) Distributing 4 owns p percent; and (ii) Distributing 3 owns the remaining s percent. Sub 4 directly owns all of the Series D preferred shares in Distributing 1. Distributing 2 directly owns all of the Series E preferred shares in Distributing 1. The Series F preferred shares in Distributing 1 are directly owned by the

following entities: (i) Distributing 4 owns t percent; and (ii) Distributing 3 owns the remaining u percent.

Sub 1 has voting common stock, nonvoting common stock, and nonvoting preferred stock. The voting common stock of Sub 1 is directly owned by the following entities: (i) Distributing Parent owns y percent; (ii) Sub 2 owns w percent; and (iii) Sub 3 owns the remaining x percent. Distributing 2 directly owns all of the nonvoting common stock of Sub 1. The nonvoting preferred stock of Sub 1 is directly owned by the following entities: (i) Distributing Parent owns y percent; (ii) Distributing 4 owns z percent; (iii) Distributing 2 owns aa percent; and (iv) Sub 3 owns the remaining bb percent.

Immediately after Step xxi, and as of the date of Steps xxx through xxxix, Distributing 1 directly owns all of the stock of (i) Controlled 1, a Country B entity that is treated as a corporation for U.S. federal income tax purposes; (ii) Controlled 4, a Country L entity that is treated as a corporation for U.S. federal income tax purposes; (iii) Controlled 3, a Country B entity that is treated as a corporation for U.S. federal income tax purposes; (iv) FSub 14, a Country M entity that is treated as a corporation for U.S. federal income tax purposes; (v) Sub 5, a State A corporation; and (vi) NewCo 7, a Country B entity that is treated as a corporation for U.S. federal income tax purposes. Distributing 1 also directly owns c percent of the stock of Controlled 5, a Country N entity that is treated as a corporation for U.S. federal income tax purposes. Distributing Parent directly owns (i) the remaining d percent of the stock of Controlled 5; and (ii) g percent of the stock of NewCo4, a newly formed Country C entity that is treated as a corporation for U.S. federal income tax purposes. Distributing 1 also indirectly owns all of the stock of NewCo 2, a Country B entity that is treated as a disregarded entity for U.S. federal income tax purposes. NewCo 2 owns the remaining e percent of NewCo 4.

The Distributing Merger

On Date 1, Distributing Parent formed Merger Sub, a State A corporation. On Date 2, Distributing Parent, Merger Sub, and Target B, a publicly traded State A corporation, entered into an agreement and plan of merger.

Share Repurchases

Distributing Parent has historically had a share repurchase program pursuant to which it has repurchased shares of its common stock in order to achieve an appropriate capital structure. Although Distributing Parent generally suspended its share repurchase program on Date 3, it continued (and expects to continue) to repurchase shares relating to Distributing Parent's equity award programs and employee savings plans. Additionally, each of External Controlled 1 and External Controlled 2 (both defined below) may similarly commence purchasing its respective shares after the External Controlled 1 Distribution and External Controlled 2 Distribution (both defined below), respectively.

All share repurchases, other than shares purchased from the Distributing Savings Plan (defined below), occurring within the period beginning two years prior to the date of the earliest, and ending two years after the date of the latest distribution that is expected to occur in connection with the Proposed Transaction (such period, the “Section 355(e) Testing Period” and such repurchases, collectively, the “Share Repurchases”), are expected to be made through open market purchases, Rule 10b5-1 plans, purchases in compliance with Rule 10b-18, accelerated share repurchase (“ASR”) transactions, one or more tender offers open to all holders of Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2 stock, as applicable, or a combination thereof.

Under the terms of the Distributing Savings Plan, participants may elect to diversify their interest and cause the Distributing Savings Plan to dispose of Distributing Parent stock to facilitate such diversification. In such cases, Distributing Parent may, but is not obligated to, repurchase its shares held by the Distributing Savings Plan.

Distributing Parent Worldwide Group Debt

The Distributing Parent Worldwide Group has several outstanding tranches of publicly-held debt, including Distributing Parent Debt A. The Distributing Parent Worldwide Group also funds its short term liquidity needs through issuance of commercial paper (the “Distributing Parent Worldwide Group Commercial Paper” together with Distributing Parent Debt A, the “Distributing Parent Worldwide Group Debt”).

Continuing Arrangements

In connection with the Proposed Transaction, Distributing Parent, External Controlled 1, External Controlled 2, and their respective affiliates will enter into customary agreements to effect an orderly transition of External Controlled 1 and External Controlled 2 to standalone public companies (the “Transaction Agreements”).

The Transaction Agreements will include customary agreements, including a separation and distribution agreement, a tax matters agreement, an employee matters agreement, an intellectual property matters agreement, and one or more transition services agreements. Any transition services agreements will be on a cost or cost-plus basis.

The Proposed Transaction

For what are represented to be valid business reasons, Distributing Parent proposes to undertake the following Proposed Transaction to separate Business A, Business B, and Business C. The steps of the Proposed Transaction may occur in a different order than described below, and some of the steps of the Proposed Transaction have already been completed.

- (i) FSub 1 will file a check-the-box election (“CTB Election”) to be treated as a disregarded entity for U.S. federal income tax purposes.

- (ii) FSub 1 will distribute or sell all of its assets related to Business A, and all of its assets related to Business B, to FSub 2.
- (iii) FSub 2 will file a CTB Election to be treated as a disregarded entity for U.S. federal income tax purposes and contribute (i) all of its assets related to Business A (including assets received from FSub 1 in Step (ii)) to NewCo 1, a newly formed Country B entity that will be treated as a disregarded entity for U.S. federal income tax purposes; and (ii) all of its assets related to Business B (including assets received from FSub 1 in Step (ii)) to NewCo 2, a newly formed Country B entity that will be treated as a disregarded entity for U.S. federal income tax purposes.
- (iv) FSub 2 will distribute all of the interests in each of NewCo 1 and NewCo 2 to FSub 3.
- (v) FSub 3 will transfer all of the interests in each of NewCo 1 and NewCo 2 to FSub 5 through a series of transfers that are disregarded for U.S. federal income tax purposes.
- (vi) FSub 6 will file a CTB Election to be treated as a disregarded entity for U.S. federal income tax purposes (the "Country C CTB Election").
- (vii) FSub 7 will form NewCo 3, a Country C entity that will be treated as a disregarded entity for U.S. federal income tax purposes. FSub 6 will transfer all of its assets related to Business B to NewCo 3.
- (viii) FSub 7 will contribute (i) all of the interests in NewCo 3 to NewCo 4, a newly formed Country C entity that will be treated as a corporation for U.S. federal income tax purposes (the "NewCo 4 Contribution"); and (ii) all of the interests in FSub 6 to NewCo 5, a newly formed Country C entity that will be treated as a corporation for U.S. federal income tax purposes (the "NewCo 5 Contribution").
- (ix) FSub 7 will distribute all of the stock of each of NewCo 4 and NewCo 5 to FSub 2 and Distributing Parent.
- (x) FSub 5 will file a CTB Election to be treated as a disregarded entity for U.S. federal income tax purposes (the "Country B CTB Election").
- (xi) FSub 5 will contribute certain property related to Business A to NewCo 1.
- (xii) FSub 5 will contribute certain property related to Business B to NewCo 2.

- (xiii) FSub 4 will contribute assets related to Business A to NewCo 6, a newly formed Country D entity that will be treated as disregarded entity for U.S. federal income tax purposes. FSub 4 will distribute all of the interests in NewCo 6 to FSub 5.
- (xiv) FSub 5 will distribute all of the stock of or interests in each of NewCo 1, NewCo 2, NewCo 6, and Controlled 1 to FSub 8, which will distribute the stock of or interests in each of NewCo 2, NewCo 6, Controlled 1, and FSub 5 to FSub 9.
- (xv) FSub 10 will contribute cash to FSub 11 (the “FSub 11 Contribution”).
- (xvi) FSub 10 (through FSub 24, a wholly owned disregarded entity) will contribute certain assets related to Business B to FSub 12 (the “FSub 12 Contribution” and together with the FSub 11 Contribution, the “FSub 10 Contributions”).
- (xvii) FSub 10 will file a CTB Election to be treated as a disregarded entity for U.S. federal income tax purposes (the “FSub 10 CTB Election”).
- (xviii) FSub 10 will contribute all of the interests in FSub 13 to NewCo 7, a newly formed Country B entity that will be treated as a corporation for U.S. federal income tax purposes.
- (xix) FSub 10 will distribute all of the stock of each of NewCo 7 and FSub 12, as well as all of its assets related to Business B, and all of its assets related to Business C, to FSub 9.
- (xx) FSub 9 will contribute (i) assets related to Business A (including all of the stock of NewCo 6) to NewCo 7 (together with Step (xviii), the “NewCo 7 Contribution”); (ii) assets related Business B (including all of the stock of or interests in each of NewCo 2 and FSub 12) to Controlled 1 (the “Controlled 1 Contribution”); and (iii) assets related to Business C (including all of the interests in FSub 5 and assets deemed received from FSub 10 in the FSub 10 CTB Election) to Controlled 3, a newly formed Country B entity that will be treated as a corporation for U.S federal income tax purposes (the “First Controlled 3 Contribution”).
- (xxi) FSub 9 will distribute all of the stock of each of Controlled 1, Controlled 3, and NewCo 7 to Distributing 1.
- (xxii) Distributing Parent will contribute its interest in Sub 1 (consisting of \underline{v} percent of the voting common stock of Sub 1 and \underline{v} percent of the nonvoting preferred stock of Sub 1) to Distributing 2 in exchange for Distributing 2 stock.
- (xxiii) Sub 2 will contribute its interest in Sub 1 (consisting of \underline{w} percent of the voting common stock of Sub 1) to Distributing 2 in exchange for Distributing 2 stock.

- (xxiv) Distributing Parent will contribute its interest in Distributing 2 (consisting of all of the voting common stock of Distributing 2) to Sub 2 in exchange for no consideration.
- (xxv) Sub 2 will exchange its Distributing 2 nonvoting common stock for Distributing 2 voting common stock.
- (xxvi) Sub 3 will merge into Distributing 2 with Distributing 2 surviving (the “Sub 3 Merger”). Distributing 3 (Sub 3’s shareholder) will receive Distributing 2 high-vote preferred shares (the “Distributing 2 Voting Preferred Stock”) as consideration in the Sub 3 Merger.
- (xxvii) Distributing 2 will form NewCo 8, a newly formed U.S. limited liability company that will be treated as a disregarded entity for U.S. federal income tax purposes.
- (xxviii) Sub 1 will distribute \$cc of its receivables to Distributing Parent, Sub 3, Distributing 2, and Distributing 4 in satisfaction of accrued and unpaid dividends.
- (xxix) Sub 1 will merge into NewCo 8 with NewCo 8 surviving (the “Sub 1 Merger”). Distributing 4 will receive Distributing 2 nonvoting preferred shares (the “Distributing 2 Nonvoting Preferred Stock”) as consideration in the Sub 1 Merger.
- (xxx) Distributing 1 will distribute \$dd of its receivables to Distributing Parent, Sub 1, Sub 4, Distributing 4, Distributing 3, and Distributing 2 in satisfaction of accrued and unpaid dividends.
- (xxxi) Distributing 1 will distribute a portion of its interest (ee percent) in the stock of Controlled 1 (equal to the value of Distributing 3’s interest in Distributing 1) to Distributing 3 in exchange for all of Distributing 3’s interest in Distributing 1 (consisting of g percent of the common stock of Distributing 1, s percent of the Series C preferred shares of Distributing 1, and u percent of the Series F preferred stock of Distributing 1).
- (xxxii) Distributing 1 will distribute its remaining interest (ff percent) in the stock of Controlled 1 to Distributing Parent in exchange for a portion of Distributing Parent’s interest in the common stock of Distributing 1 (equal to the value of the Controlled 1 stock that will be distributed to Distributing Parent) (together with Step (xxxi), the “Controlled 1 Distribution”).
- (xxxiii) Sub 5 will distribute \$gg of its cash or receivables to Distributing 1.
- (xxxiv) Distributing 1 will contribute \$hh of its cash or receivables, and all of the stock of NewCo 7 to Controlled 2, a newly formed State A limited liability company that will be treated as a corporation for U.S. federal income tax purposes (the “Controlled 2 Contribution”).

- (xxxv) Distributing 1 will distribute all of the stock of Controlled 2 to Distributing 4 in exchange for a portion of Distributing 4's interest in Distributing 1 (equal to the value of all of the stock of Controlled 2) (together with the Controlled 2 Contribution, the "Controlled 2 Distribution").
- (xxxvi) Distributing 1 will contribute all of the stock of FSub 14 and ij percent of the stock of Controlled 5 to Controlled 3 in exchange for Controlled 3 stock (the "Second Controlled 3 Contribution").
- (xxxvii) Distributing 1 will distribute all of the stock of Controlled 3 to Distributing 4 in exchange for Distributing 4's remaining interest in Distributing 1 (together with the Second Controlled 3 Contribution, the "Controlled 3 Distribution").
- (xxxviii) Distributing 1 will distribute all of the stock of Controlled 4 to NewCo 8 (a disregarded entity of Distributing 2) in exchange for a portion of NewCo 8's Series B preferred shares in Distributing 1 (equal to the value of the Controlled 4 stock distributed to NewCo 8). NewCo 8 will distribute all of the stock of Controlled 4 to Distributing 2 (the "First Controlled 4 Distribution").
- (xxxix) Distributing 1 will distribute its remaining ij percent interest in the stock of Controlled 5 to NewCo 8 (a disregarded entity) in exchange for a portion of NewCo 8's Series B preferred shares in Distributing 1 (equal to the value of Distributing 1's ij percent interest in the stock of Controlled 5). NewCo 8 will distribute its ij percent interest in the stock of Controlled 5 to Distributing 2 (the "First Controlled 5 Distribution").
- (xl) Distributing 2 will distribute all of the stock of Controlled 4 to Distributing 4 in exchange for a portion of Distributing 4's Distributing 2 Nonvoting Preferred Stock (equal to the value of the stock of Controlled 4 distributed to Distributing 4) (the "Second Controlled 4 Distribution").
- (xli) Distributing 2 will distribute its ij percent interest in the stock of Controlled 5 to Distributing 4 in exchange for Distributing 4's remaining Distributing 2 Nonvoting Preferred Stock (the "Second Controlled 5 Distribution").
- (xlii) Distributing 3 will distribute all of the Distributing 2 Voting Preferred Stock to Distributing Parent (the "Distributing 2 Distribution").
- (xlili) Distributing 2 will distribute all of the stock of Controlled 6 to Distributing Parent in exchange for a portion of Distributing Parent's Distributing 2 Voting Preferred Stock (equal to the value of all of the stock of Controlled 6) (the "Controlled 6 Distribution").

- (xliv) Distributing 2 will distribute its l percent interest in the stock of Controlled 7 to Distributing Parent in exchange for a portion of Distributing Parent's Distributing 2 Voting Preferred Stock (equal to the value of l percent of the stock of Controlled 7) (the "Controlled 7 Distribution").
- (xlv) Distributing 4 will distribute all of the stock of Controlled 2 to Distributing Parent.
- (xlvi) Distributing 4 will form Controlled 8, a Country E entity that will be treated as a corporation for U.S. federal income tax purposes. Distributing 4 will contribute assets related to Business B (including (i) all of the stock of Controlled 4, and (ii) kk percent of the stock of FSub15) to Controlled 8. Distributing 4 will then distribute all of the stock of Controlled 8 to Distributing Parent (the "Controlled 8 Distribution").
- (xlvii) Distributing 4 will transfer ll percent of the stock of FSub 15 to FSub 16 in exchange for cash (the "FSub 15 Acquisition").
- (xlviii) FSub 17 and FSub 18 will amalgamate under Country F law to form FSub 19, a Country F entity that will be treated as a disregarded entity for U.S. federal income tax purposes (the "Country F Amalgamation," and together with the Country B CTB Election, the Country C CTB Election, and the FSub 10 CTB Election, the "Deemed Liquidations").
- (xlix) In exchange for all of FSub 19's stock, FSub 19 will issue: (i) Class A common shares equal to the value of its assets related to Business A; (ii) Class B preferred shares equal to the value of its assets related to Business B; and (iii) Class C preferred shares equal to the value of its assets related to Business C.
 - (i) Distributing 5 will form LLC 1, a State A limited liability company that will be treated as a disregarded entity for U.S. federal income tax purposes.
 - (ii) LLC 1 will form Controlled 9, a Country F entity that will be treated as a corporation for U.S. federal income tax purposes.
 - (iii) Distributing 5 will transfer its Class B preferred shares of FSub 19 to Controlled 9 pursuant to the following three-party exchange: (i) Controlled 9 will issue shares to LLC 1; (ii) LLC 1 will issue membership interests to Distributing 5; and (iii) Distributing 5 will transfer the Class B preferred shares of FSub 19 directly to Controlled 9.
 - (liii) FSub 19 will transfer assets related to Business B (including all of the interests in FSub 16 and j percent of the stock of FSub15), and an amount of cash that is required under Country F law to effectuate the transaction, to Controlled 9 in exchange for preferred shares of Controlled 9.

- (liv) FSub 19 will redeem its Class B preferred shares transferred to Controlled 9 in Step (lii) in exchange for a note (the “First Controlled 9 Note”) and Controlled 9 will redeem its preferred shares issued to FSub 19 in Step (liii) in exchange for a note (the “Second Controlled 9 Note”).
- (lv) The First Controlled 9 Note and the Second Controlled 9 Note will be set-off against one another (together with Steps (I) – (liv), the “Business B Contribution”).
- (lvi) Distributing 5 will distribute all of the interests in LLC 1 to FSub 20, which will distribute all of the interests in LLC 1 to LLC 3, which will distribute all of the interests in LLC 1 to Distributing Parent (together with the Business B Contribution, the “Business B Distribution”).
- (lvii) Distributing 5 will form LLC 2, a State A limited liability company that will be treated as a disregarded entity for U.S. federal income tax purposes.
- (lviii) LLC 2 will form Controlled 10, a Country F entity that will be treated as a corporation for U.S. federal income tax purposes.
- (lix) Distributing 5 will transfer its Class C preferred shares of FSub 19 to Controlled 10 pursuant to the following three-party exchange: (i) Controlled 10 will issue shares to LLC 2; (ii) LLC 2 will issue membership interests to Distributing 5; and (iii) Distributing 5 will transfer the Class C preferred shares of FSub 19 directly to Controlled 10.
- (lx) FSub 19 will transfer assets related to Business C (including all of the stock of FSub 21), and an amount of cash that is required under Country F law to effectuate the transaction, to Controlled 10 in exchange for preferred shares of Controlled 10.
- (lxi) FSub 19 will redeem its Class C preferred shares transferred to Controlled 10 in Step (lix) in exchange for a note (the “First Controlled 10 Note”) and Controlled 10 will redeem its preferred shares issued to FSub 19 in Step (lx) in exchange for a note (the “Second Controlled 10 Note”).
- (lxii) The First Controlled 10 Note and the Second Controlled 10 Note will be set-off against one another (together with Steps (lvii) – (lxi), the “Business C Contribution”).
- (lxiii) Distributing 5 will distribute all of the interests in LLC 2 to FSub 20, which will distribute all of the interests in LLC 2 to LLC 3, which will distribute all of the interests in LLC 2 to Distributing Parent (together with the Business C Contribution, the “Business C Distribution”).

- (lxiv) Distributing Parent will form External Controlled 1, a State A corporation, which will issue the Business B Debt (the “Business B Debt Issuance”). External Controlled 1 will distribute substantially all of the cash received in the Business B Debt Issuance to Distributing Parent (the cash proceeds of the Business B Debt Issuance to be distributed to Distributing Parent, the “External Controlled 1 Proceeds”). External Controlled 1 may issue the Business B Debt and distribute the External Controlled 1 Proceeds prior to its receipt of a material portion of assets related to Business B. As such, the Business B Debt may be guaranteed by Distributing Parent, but any guarantees provided for the Business B Debt will terminate no later than the completion of the External Controlled 1 Distribution (defined below).
- (lxv) No more than mm days after the External Controlled 1 Distribution (defined below), Distributing Parent will transfer the External Controlled 1 Proceeds to one or more holders of the Distributing Parent Worldwide Group Debt in satisfaction of a portion of the Distributing Parent Worldwide Group Debt (the “First Debt Cash Purge”).
- (lxvi) Distributing Parent will transfer all of its assets related to Business B to External Controlled 1, including (i) all of the stock of Distributing 3; (ii) f percent of the stock of Sub 7; (iii) all of the stock of Sub 6; (iv) all of the stock of FSub 25; (v) all of the interests in LLC 4; (vi) all of the stock of FSub 26; (vii) all of the stock in Controlled 8; (viii) g percent of the stock of NewCo 4; (ix) ff percent of the stock of Controlled 1; (x) all of the stock of Controlled 6; and (xi) l percent of the stock of Controlled 7. In exchange, Distributing Parent will receive additional External Controlled 1 stock, and newly issued debt securities in External Controlled 1 (the “External Controlled 1 Securities”).
- (lxvii) External Controlled 1 will form FSub 22, a Country E entity that will be treated as a corporation for U.S. federal income tax purposes.
- (lxviii) Distributing Parent will transfer all of the interests in LLC 1 to FSub 22 pursuant to the following three-party exchange: (i) FSub 22 will issue shares to External Controlled 1; (ii) External Controlled 1 will issue additional shares to Distributing Parent; and (iii) Distributing Parent will transfer all of the interests in LLC 1 directly to FSub 22 (together with step lxvi, the “External Controlled 1 Contribution”).
- (lxix) LLC 1 will liquidate under State A law.
- (lxx) Distributing Parent will distribute all of the stock of External Controlled 1 *pro rata* to Distributing Parent’s shareholders (the “Public Shareholders”) (together with the External Controlled 1 Contribution, the “External Controlled 1 Distribution”).

- (lxxi) In connection with the External Controlled 1 Distribution, Distributing Parent will transfer the External Controlled 1 Securities to one or more of the holders of the Distributing Parent Worldwide Group Debt in satisfaction of a portion of the Distributing Parent Worldwide Group Debt (the “First Debt-for-Debt Exchange”).
- (lxxii) Distributing Parent will form External Controlled 2, a State A corporation, which will issue the Business C Debt (the “Business C Debt Issuance”). External Controlled 2 will distribute substantially all of the cash received in the Business C Debt Issuance to Distributing Parent (the cash proceeds of the Business C Debt Issuance to be distributed to Distributing Parent, the “External Controlled 2 Proceeds”). External Controlled 2 may issue the Business C Debt and distribute the External Controlled 2 Proceeds prior to its receipt of a material portion of assets related to Business C. As such, the Business C Debt may be guaranteed by Distributing Parent, but any guarantees provided for the Business C Debt will terminate no later than the completion of the External Controlled 2 Distribution (defined below).
- (lxxiii) No more than mm days after the External Controlled 2 Distribution (defined below), Distributing Parent will transfer the External Controlled 2 Proceeds to one or more of holders of the Distributing Parent Worldwide Group Debt in satisfaction of a portion of the Distributing Parent Worldwide Group Debt (the “Second Debt Cash Purge”).
- (lxxiv) Distributing Parent will transfer all of its assets related to Business C to External Controlled 2, including (i) d percent of the stock of each of Controlled 5 and FSub 7; (ii) all of the stock of FSub 27; and (iii) all of the stock of Distributing 4. In exchange, Distributing Parent will receive additional External Controlled 2 stock, and newly issued debt securities in External Controlled 2 (the “External Controlled 2 Securities”).
- (lxxv) External Controlled 2 will form FSub 23, a Country E entity that will be treated as a corporation for U.S. federal income tax purposes.
- (lxxvi) Distributing Parent will transfer all of the interests in LLC 2 to FSub 23 pursuant to the following three-party exchange: (i) FSub 23 will issue shares to External Controlled 2; (ii) External Controlled 2 will issue additional shares to Distributing Parent; and (iii) Distributing Parent will transfer all of the interests in LLC 2 directly to FSub 23 (together with step lxxiv, the “External Controlled 2 Contribution”).
- (lxxvii) LLC 2 will liquidate under State A law.
- (lxxviii) Distributing Parent will distribute all of the stock of External Controlled 2 *pro rata* to the Public Shareholders (together with the External Controlled 2 Contribution, the “External Controlled 2 Distribution”) (the External Controlled 2

Distribution, together with the External Controlled 1 Distribution, the “External Distributions”).

- (lxxix) In connection with the External Controlled 2 Distribution, Distributing Parent will transfer the External Controlled 2 Securities to one or more of the holders of the Distributing Parent Worldwide Group Debt in satisfaction of a portion of the Distributing Parent Worldwide Group Debt (the “Second Debt-for-Debt Exchange”).
- (lxxx) Following the External Controlled 1 Distribution and the External Controlled 2 Distribution, Merger Sub will merge with and into Target B, with Target B surviving as a wholly owned subsidiary of Distributing Parent (the “Distributing Merger”).
- (lxxxi) Immediately upon the effective time of the Distributing Merger, Distributing Parent will change its name to New Parent.

Representations

Distributing Parent has made the following representations with respect to the Proposed Transaction:

With respect to the Controlled 1 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (a) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (b) Distributing Parent has not made the following representations, which do not apply to the Controlled 1 Distribution: Representations 6; 17; 18; 19; 20; 24; 25; 38; 39; 43.
- (c) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).

With respect to the Controlled 2 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (d) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (e) Distributing Parent has not made the following representations, which do not apply to the Controlled 2 Distribution: Representations 6; 19; 20; 24; 25.

With respect to the Controlled 3 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (f) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (g) Distributing Parent has not made the following representations, which do not apply to the Controlled 3 Distribution: Representations 6; 19; 20; 24; 25; 38; 39; 43.
- (h) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).

With respect to the First Controlled 4 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (i) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 15(a); 22(a); 31(a); 41(a).
- (j) Distributing Parent has not made the following representations, which do not apply to the First Controlled 4 Distribution: Representations 6; 17; 18; 19; 20; 24; 25; 38; 39; 43.
- (k) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).
- (l) Distributing Parent has made the following modified representations:

Representation 11: Following the First Controlled 4 Distribution, Distributing 1 (or the Distributing 1 SAG) and Controlled 4 (or the Controlled 4 SAG) each will continue, independently and with its separate employees (or the employees of an affiliate), the active conduct of the business on which it relies to meet the active trade or business requirement of section 355(b).

With respect to the First Controlled 5 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (m) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).

- (n) Distributing Parent has not made the following representations, which do not apply to the First Controlled 5 Distribution: Representations 6; 17; 18; 19; 20; 24; 25; 38; 39; 43.
- (o) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).

With respect to the Second Controlled 4 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (p) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 15(a); 22(a); 31(a); 41(a).
- (q) Distributing Parent has not made the following representations, which do not apply to the Second Controlled 4 Distribution: Representations 6; 17; 18; 19; 20; 24; 25; 38; 39; 43.
- (r) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).
- (s) Distributing Parent has made the following modified representations:

Representation 11: Following the Second Controlled 4 Distribution, Distributing 2 (or the Distributing 2 SAG) and Controlled 4 (or the Controlled 4 SAG) each will continue, independently and with its separate employees (or the employees of an affiliate), the active conduct of the business on which it relies to meet the active trade or business requirement of section 355(b).

With respect to the Second Controlled 5 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (t) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (u) Distributing Parent has not made the following representations, which do not apply to the Second Controlled 5 Distribution: Representations 6; 17; 18; 19; 20; 24; 25; 38; 39; 43.
- (v) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).

With respect to the Distributing 2 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (w) Distributing Parent has made the following alternative representations: Representations 3(b); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (x) Distributing Parent has not made the following representations, which do not apply to the Distributing 2 Distribution: Representations 7; 17; 18; 19; 20; 24; 25; 39.
- (y) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).
- (z) Distributing Parent has made the following modified representations:

Representation 46: Distributing 2 will not issue stock or securities to a person other than Distributing 3, Distributing Parent, Sub 2, and Distributing 4 in anticipation of the Distributing 2 Distribution.

With respect to the Controlled 6 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (aa) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (bb) Distributing Parent has not made the following representations, which do not apply to the Controlled 6 Distribution: Representations 6; 17; 18; 19; 20; 24; 25; 38; 39; 43.

With respect to the Controlled 7 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (cc) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (dd) Distributing Parent has not made the following representations, which do not apply to the Controlled 7 Distribution: Representations 6; 17; 18; 19; 20; 24; 25; 38; 39; 43.

With respect to the Business B Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (ee) Distributing Parent has made the following alternative representations: Representations 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (ff) Distributing Parent has not made the following representations, which do not apply to the Business B Distribution: Representations 7; 19; 20; 24; 25; 38; 39.
- (gg) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).
- (hh) Distributing Parent has made the following modified representations:

Representation 3: Distributing 5 will not engage in a transaction, in anticipation of the Business B Distribution, in which either (i) Distributing 5 obtains control of Controlled 9 (including a recapitalization into control but excluding a transaction that includes the formation of Controlled 9), or (ii) a corporation of which Distributing 5 is not in control becomes a member of the Controlled 9 SAG, except for acquisitions by Distributing 5 from another member of an affiliated group of which Distributing 5 is a member (as contemplated by Treas. Reg. § 1.355-3(b)(4)(iii)).

Representation 43: For purposes of Treas. Reg. § 1.367(b)-5(c), Distributing Parent's predistribution amount with respect to Distributing 5 or Controlled 9 will not exceed Distributing Parent's postdistribution amount with respect to both entities, or, if the predistribution amount does exceed the postdistribution amount, Distributing Parent will reduce its basis, or include an amount in income as a deemed dividend, to the extent provided in Treas. Reg. § 1.367(b)-5(c)(2).

With respect to the Business C Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (ii) Distributing Parent has made the following alternative representations: Representations 3(a); 8(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (jj) Distributing Parent has not made the following representations, which do not apply to the Business C Distribution: Representations 7; 19; 20; 24; 25; 38; 39.
- (kk) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).
- (ll) Distributing Parent has made the following modified representations:

Representation 43: For purposes of Treas. Reg. § 1.367(b)-5(c), Distributing Parent's predistribution amount with respect to Distributing 5 or Controlled 10 will

not exceed Distributing Parent's postdistribution amount with respect to both entities, or, if the predistribution amount does exceed the postdistribution amount, Distributing Parent will reduce its basis, or include an amount in income as a deemed dividend, to the extent provided in Treas. Reg. § 1.367(b)-5(c)(2).

With respect to the External Controlled 1 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

- (mm) Distributing Parent has made the following alternative representations: Representations 3(a); 11(a); 15(a); 22(a); 31(a); 41(a).
- (nn) Distributing Parent has not made the following representations, which do not apply to the External Controlled 1 Distribution: Representations 7; 24; 25; 35.
- (oo) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).
- (pp) Distributing Parent has made the following modified representations:

Representation 2: In the External Controlled 1 Distribution, Distributing Parent will distribute, pursuant to the same plan, all of the stock and securities of External Controlled 1 that it holds immediately before the External Controlled 1 Distribution.

Representation 5: None of the External Controlled 1 stock, External Controlled 1 Securities, External Controlled 1 Proceeds, or other property to be distributed in the External Controlled 1 Distribution will be received in any capacity other than that of a shareholder or creditor of Distributing Parent.

Representation 8: To the extent Distributing Parent transfers External Controlled 1 Securities and External Controlled 1 Proceeds to one or more holders of Distributing Parent Worldwide Group Debt in exchange for Distributing Parent Worldwide Group Debt, Distributing Parent will distribute such securities and proceeds pursuant to an overall plan of reorganization.

Representation 17: Other than Business B Debt, any liabilities assumed (within the meaning of section 357(d)) by External Controlled 1 were incurred in the ordinary course of business and are associated with the assets transferred.

Representation 32: Other than amounts payable between Distributing Parent and External Controlled 1 arising from the Transaction Agreements, no intercorporate debt will exist between Distributing Parent and External Controlled 1 at the time of, or subsequent to, the External Controlled 1 Distribution.

Representation 33: Payments made in connection with all continuing transactions, if any, between Distributing Parent and External Controlled 1 after the External Controlled 1 Distribution will be for fair market value based on arm's-length terms, except for certain transition services agreements, which will be on a cost or cost-plus basis.

Representation 35: The payment of cash in lieu of fractional shares of External Controlled 1 is solely for the purpose of avoiding the expense and inconvenience of issuing fractional shares and does not represent separately bargained-for consideration. The fractional share interests of each Distributing Parent shareholder will be aggregated, and no Distributing Parent shareholder of record will receive cash in an amount equal to or greater than the value of one full share of External Controlled 1 (with the possible exception of shareholders who hold Distributing Parent stock in multiple accounts or with multiple brokers).

In addition, with respect to the External Controlled 1 Distribution, except as set forth below, Distributing Parent has made all the representations set forth in section 3.04 of Rev. Proc. 2018-53.

(qq) Distributing Parent has made the following modified representation:

Representation 4: Distributing Parent incurred the Distributing Parent Worldwide Group Debt that will be assumed or satisfied (i)(A) before the date hereof and (B) no later than 60 days before the earliest of the following dates (x) the date of the first public announcement (as defined in Treas. Reg. § 1.355-7(h)(10)) of the External Controlled 1 Distribution or a similar transaction, (y) the date of the entry by Distributing Parent into a binding agreement to engage in the External Controlled 1 Distribution or a similar transaction and (z) the date of approval of the External Controlled 1 Distribution or a similar transaction by the Distributing Parent board of directors, or (ii) on a date later than any such date described in clause (i) and the proceeds of such Distributing Parent Worldwide Group Debt were used to repay Distributing Parent Worldwide Group Debt incurred prior to the relevant date described in clause (i) ("Distributing Parent Refinancing Debt") or were used to repay or refinance (including through successive refinancing) Distributing Parent Refinancing Debt.

With respect to the External Controlled 2 Distribution, except as set forth below, Distributing Parent has made all the representations in section 3 of the Appendix to Rev. Proc. 2017-52.

(rr) Distributing Parent has made the following alternative representations: Representations 3(a); 11(a); 15(a); 22(a); 31(a); 41(a).

(ss) Distributing Parent has not made the following representations, which do not apply to the External Controlled 2 Distribution: Representations 7; 24; 25.

(tt) Distributing Parent has not made the following representations: Representation 40 (but provided the required explanation).

(uu) Distributing Parent has made the following modified representations:

Representation 2: In the External Controlled 2 Distribution, Distributing Parent will distribute, pursuant to the same plan, all of the stock and securities of External Controlled 2 that it holds immediately before the External Controlled 2 Distribution.

Representation 5: None of the External Controlled 2 stock, External Controlled 2 Securities, External Controlled 2 Proceeds, or other property to be distributed in the External Controlled 2 Distribution will be received in any capacity other than that of a shareholder or creditor of Distributing Parent.

Representation 8: To the extent Distributing Parent transfers External Controlled 2 Securities and External Controlled 2 Proceeds to one or more holders of Distributing Parent Worldwide Group Debt in exchange for Distributing Parent Worldwide Group Debt, Distributing Parent will distribute such securities and proceeds pursuant to an overall plan of reorganization.

Representation 17: Other than Business C Debt, any liabilities assumed (within the meaning of section 357(d)) by External Controlled 2 were incurred in the ordinary course of business and are associated with the assets transferred.

Representation 32: Other than amounts payable between Distributing Parent and External Controlled 2 arising from the Transaction Agreements, no intercorporate debt will exist between Distributing Parent and External Controlled 2 at the time of, or subsequent to, the External Controlled 2 Distribution.

Representation 33: Payments made in connection with all continuing transactions, if any, between Distributing Parent and External Controlled 2 after the External Controlled 2 Distribution will be for fair market value based on arm's-length terms, except for certain transition services agreements, which will be on a cost or cost-plus basis.

Representation 35: The payment of cash in lieu of fractional shares of External Controlled 2 is solely for the purpose of avoiding the expense and inconvenience of issuing fractional shares and does not represent separately bargained-for consideration. The fractional share interests of each Distributing Parent shareholder will be aggregated, and no Distributing Parent shareholder of record will receive cash in an amount equal to or greater than the value of one full share of External Controlled 2 (with the possible exception of shareholders who hold Distributing Parent stock in multiple accounts or with multiple brokers).

In addition, with respect to the External Controlled 2 Distribution, except as set forth below, Distributing Parent has made all the representations set forth in section 3.04 of Rev. Proc. 2018-53.

(vv) Distributing Parent has made the following modified representation:

Representation 4: Distributing Parent incurred the Distributing Parent Worldwide Group Debt that will be assumed or satisfied (i)(A) before the date hereof and (B) no later than 60 days before the earliest of the following dates (x) the date of the first public announcement (as defined in Treas. Reg. § 1.355-7(h)(10)) of the External Controlled 2 Distribution or a similar transaction, (y) the date of the entry by Distributing Parent into a binding agreement to engage in the External Controlled 2 Distribution or a similar transaction and (z) the date of approval of the External Controlled 2 Distribution or a similar transaction by the Distributing Parent board of directors, or (ii) on a date later than any such date described in clause (i) and the proceeds of such Distributing Parent Worldwide Group Debt were used to repay Distributing Parent Refinancing Debt or were used to repay or refinance (including through successive refinancing) Distributing Parent Refinancing Debt.

Distributing Parent has made the following representations relating to the Share Repurchases:

- (ww) The share repurchases will be motivated by a business purpose, and the stock that will be repurchased in the Share Repurchases will be widely held.
- (xx) The Share Repurchases 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.
- (yy) There is no plan or intention that the aggregate amount of stock purchased in the Share Repurchases will equal or exceed 20 percent of the outstanding stock of New Parent, External Controlled 1, or External Controlled 2 stock, as applicable.
- (zz) To the extent that the Share Repurchases are made on the open market (including through a Rule 10b5-1 plan, a purchase in compliance with Rule 10b-18, or a tender offer), Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2, as applicable, does not expect to know the identity of any shareholder from which stock will be repurchased. To the extent that the Share Repurchases are made through an ASR program, Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2, as applicable, does not expect to know with certainty the identity of any shareholder from which stock is borrowed or purchased by each bank that participates in such ASR program.

Distributing Parent has made the following representations relating to the Deemed Liquidations:

- (aaa) Other than the reincorporation of assets deemed distributed by FSub 6, the Country C CTB Election will otherwise qualify as a tax-free liquidation under section 332.
- (bbb) Other than the reincorporation of assets deemed distributed by FSub 5, the Country B CTB Election will otherwise qualify as a tax-free liquidation under section 332.
- (ccc) Other than the reincorporation of assets deemed distributed by FSub 10, the FSub 10 CTB Election will otherwise qualify as a tax-free liquidation under section 332.
- (ddd) The value of all of FSub 10's assets transferred to FSub 12 and FSub 11 in the FSub 10 Contributions will not exceed 30 percent of the value of FSub 10's gross assets immediately prior to the FSub 10 CTB Election.
- (eee) Other than the reincorporation of assets deemed distributed by FSub 18, the Country F Amalgamation will otherwise qualify as a tax-free liquidation under section 332.

Rulings

Based solely on the information and representations submitted, we rule as follows:

Controlled 1 Distribution

- (1) No gain or loss will be recognized by Distributing 1 in the Controlled 1 Distribution. Section 355(c)(1).
- (2) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing 3 or Distributing Parent on its receipt of Controlled 1 stock in the Controlled 1 Distribution. Section 355(a).
- (3) The holding period of the Controlled 1 stock received by Distributing 3 and Distributing Parent in the Controlled 1 Distribution will include the holding period of the Distributing 1 stock exchanged therefor, provided that the Distributing 1 stock surrendered is held as a capital asset on the date of the Controlled 1 Distribution. Section 1223(1).
- (4) The earnings and profits ("E&P"), if any, of each of Distributing 1 and Controlled 1 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(b), as applicable.

Controlled 2 Distribution

- (5) The Controlled 2 Contribution, together with the Controlled 2 Distribution, will be a “reorganization” within the meaning of section 368(a)(1)(D). Distributing 1 and Controlled 2 will each be a “party to a reorganization” within the meaning of section 368(b).
- (6) No gain or loss will be recognized by Distributing 1 in the Controlled 2 Contribution. Section 361(a).
- (7) No gain or loss will be recognized by Controlled 2 in the Controlled 2 Contribution. Section 1032(a).
- (8) Controlled 2’s basis in each asset received in the Controlled 2 Contribution will equal the basis of such asset in the hands of Distributing 1 immediately before the Controlled 2 Contribution. Section 362(b).
- (9) The holding period in each asset received by Controlled 2 in the Controlled 2 Contribution will include the period during which such asset was held by Distributing 1. Section 1223(2).
- (10) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing 4 on its receipt of Controlled 2 stock in the Controlled 2 Distribution. Section 355(a).
- (11) No gain or loss will be recognized by Distributing 1 on its distribution of the Controlled 2 stock to Distributing 4. Section 361(c).
- (12) The basis of the Controlled 2 stock in the hands of Distributing 4 immediately after the Controlled 2 Distribution will be the same as the basis of Distributing 1 stock exchanged therefor. Section 358(a)(1).
- (13) The holding period of the Controlled 2 stock received by Distributing 4 in the Controlled 2 Distribution will include the holding period of the Distributing 1 stock exchanged therefor, provided that the Distributing 1 stock surrendered is held as a capital asset on the date of the Controlled 2 Distribution. Section 1223(1).
- (14) The E&P, if any, of each of Distributing 1 and Controlled 2 will be allocated in accordance with section 312(h) and Treas. Reg. §§ 1.312-10(a) and 1.1502-33, as applicable.

Controlled 3 Distribution

- (15) The Second Controlled 3 Contribution, together with the Controlled 3 Distribution, will be a “reorganization” within the meaning of section 368(a)(1)(D). Distributing 1 and Controlled 3 will each be a “party to a reorganization” within the meaning of section 368(b).
- (16) No gain or loss will be recognized by Distributing 1 in the Second Controlled 3 Contribution. Section 361(a).
- (17) No gain or loss will be recognized by Controlled 3 in the Second Controlled 3 Contribution. Section 1032(a).
- (18) Controlled 3’s basis in each asset received in the Second Controlled 3 Contribution will equal the basis of such asset in the hands of Distributing 1 immediately before the Second Controlled 3 Contribution. Section 362(b).
- (19) The holding period in each asset received by Controlled 3 in the Second Controlled 3 Contribution will include the period during which such asset was held by Distributing 1. Section 1223(2).
- (20) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing 4 on its receipt of Controlled 3 stock in the Controlled 3 Distribution. Section 355(a).
- (21) No gain or loss will be recognized by Distributing 1 on its distribution of the Controlled 3 stock to Distributing 4. Section 361(c).
- (22) The holding period of the Controlled 3 stock received by Distributing 4 in the Controlled 3 Distribution will include the holding period of the Distributing 1 stock exchanged therefor, provided that the Distributing 1 stock surrendered is held as a capital asset on the date of the Controlled 3 Distribution. Section 1223(1).
- (23) The E&P, if any, of each of Distributing 1 and Controlled 3 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(a), as applicable.

First Controlled 4 Distribution

- (24) No gain or loss will be recognized by Distributing 1 in the First Controlled 4 Distribution. Section 355(c)(1).
- (25) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing 2 on its receipt of Controlled 4 stock in the First Controlled 4 Distribution. Section 355(a).
- (26) The holding period of the Controlled 4 stock received by Distributing 2 in the First Controlled 4 Distribution will include the holding period of the Distributing 1 stock

exchanged therefor, provided that the Distributing 1 stock surrendered is held as a capital asset on the date of the First Controlled 4 Distribution. Section 1223(1).

- (27) The E&P, if any, of each of Distributing 1 and Controlled 4 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(b), as applicable.

First Controlled 5 Distribution

- (28) No gain or loss will be recognized by Distributing 1 in the First Controlled 5 Distribution. Section 355(c)(1).
- (29) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing 2 on its receipt of Controlled 5 stock in the First Controlled 5 Distribution. Section 355(a).
- (30) The holding period of the Controlled 5 stock received by Distributing 2 in the First Controlled 5 Distribution will include the holding period of the Distributing 1 stock exchanged therefor, provided that the Distributing 1 stock surrendered is held as a capital asset on the date of the First Controlled 5 Distribution. Section 1223(1).
- (31) The E&P, if any, of each of Distributing 1 and Controlled 5 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(b), as applicable.

Second Controlled 4 Distribution

- (32) No gain or loss will be recognized by Distributing 2 in the Second Controlled 4 Distribution. Section 355(c)(1).
- (33) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing 4 on its receipt of Controlled 4 stock in the Second Controlled 4 Distribution. Section 355(a).
- (34) The holding period of the Controlled 4 stock received by Distributing 4 in the Second Controlled 4 Distribution will include the holding period of the Distributing 2 stock exchanged therefor, provided that the Distributing 2 stock surrendered is held as a capital asset on the date of the Second Controlled 4 Distribution. Section 1223(1).
- (35) The E&P, if any, of each of Distributing 2 and Controlled 4 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(b), as applicable.

Second Controlled 5 Distribution

- (36) No gain or loss will be recognized by Distributing 2 in the Second Controlled 5 Distribution. Section 355(c)(1).
- (37) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing 4 on its receipt of Controlled 5 stock in the Second Controlled 5 Distribution. Section 355(a).
- (38) The holding period of the Controlled 5 stock received by Distributing 4 in the Second Controlled 5 Distribution will include the holding period of the Distributing 2 stock exchanged therefor, provided that the Distributing 2 stock surrendered is held as a capital asset on the date of the Second Controlled 5 Distribution. Section 1223(1).
- (39) The E&P, if any, of each of Distributing 2 and Controlled 5 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(b), as applicable.

Distributing 2 Distribution

- (40) No gain or loss will be recognized by Distributing 3 in the Distributing 2 Distribution. Section 355(c)(1).
- (41) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing Parent on its receipt of Distributing 2 stock in the Distributing 2 Distribution. Section 355(a).
- (42) The holding period of the Distributing 2 stock received by Distributing Parent in the Distributing 2 Distribution will include the holding period of the Distributing 3 stock with respect to which the distribution of Distributing 2 stock will be made, provided that the Distributing 3 stock is held as a capital asset on the date of the Distributing 2 Distribution. Section 1223(1).
- (43) The E&P, if any, of each of Distributing 3 and Distributing 2 will be allocated in accordance with section 312(h) and Treas. Reg. §§ 1.312-10(b) and 1.1502-33, as applicable.

Controlled 6 Distribution

- (44) No gain or loss will be recognized by Distributing 2 in the Controlled 6 Distribution. Section 355(c)(1).
- (45) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing Parent on its receipt of Controlled 6 stock in the Controlled 6 Distribution. Section 355(a).

- (46) The basis of the Controlled 6 stock in the hands of Distributing Parent immediately after the Controlled 6 Distribution will be the same as the basis of Distributing 2 stock exchanged therefor. Section 358(a)(1).
- (47) The holding period of the Controlled 6 stock received by Distributing Parent in the Controlled 6 Distribution will include the holding period of the Distributing 2 stock exchanged therefor, provided that the Distributing 2 stock surrendered is held as a capital asset on the date of the Controlled 6 Distribution. Section 1223(1).
- (48) The E&P, if any, of each of Distributing 2 and Controlled 6 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(b), as applicable.

Controlled 7 Distribution

- (49) No gain or loss will be recognized by Distributing 2 in the Controlled 7 Distribution. Section 355(c)(1).
- (50) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing Parent on its receipt of Controlled 7 stock in the Controlled 7 Distribution. Section 355(a).
- (51) The basis of the Controlled 7 stock in the hands of Distributing Parent immediately after the Controlled 7 Distribution will be the same as the basis of Distributing 2 stock exchanged therefor. Section 358(a)(1).
- (52) The holding period of the Controlled 7 stock received by Distributing Parent in the Controlled 7 Distribution will include the holding period of the Distributing 2 stock exchanged therefor, provided that the Distributing 2 stock surrendered is held as a capital asset on the date of the Controlled 7 Distribution. Section 1223(1).
- (53) The E&P, if any, of each of Distributing 2 and Controlled 7 will be allocated in accordance with section 312(h) and Treas. Reg. § 1.312-10(b), as applicable.

Business B Distribution

- (54) For Federal income tax purposes, the Business B Distribution will be treated as if Distributing 5 contributed assets to Controlled 9 and then distributed all of the Controlled 9 stock to Distributing Parent. See Rev. Rul. 77-191, 1971-1 C.B. 94, Rev. Rul. 57-311, 1957-2 C.B. 243.
- (55) The Business B Contribution, together with the Business B Distribution, will be a “reorganization” within the meaning of section 368(a)(1)(D). Distributing 5 and Controlled 9 will each be a “party to a reorganization” within the meaning of section 368(b).

- (56) No gain or loss will be recognized by Distributing 5 in the Business B Contribution. Section 361(a).
- (57) No gain or loss will be recognized by Controlled 9 in the Business B Contribution. Section 1032(a).
- (58) Controlled 9's basis in each asset received in the Business B Contribution will equal the basis of such asset in the hands of Distributing 5 immediately before the Business B Contribution. Section 362(b).
- (59) The holding period in each asset received by Controlled 9 in the Business B Contribution will include the period during which such asset was held by Distributing 5. Section 1223(2).
- (60) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing Parent on its receipt of Controlled 9 stock in the Business B Distribution. Section 355(a).
- (61) No gain or loss will be recognized by Distributing 5 on its distribution of the Controlled 9 stock to Distributing Parent. Section 361(c).
- (62) The holding period of the Controlled 9 stock received by Distributing Parent in the Business B Distribution will include the holding period of the Distributing 5 stock with respect to which the distribution of the Controlled 9 stock will be made, provided that the Distributing 5 stock is held as a capital asset on the date of the Business B Distribution. Section 1223(1).
- (63) Distributing 5's E&P will be allocated between Distributing 5 and Controlled 9 in allocated with section 312(h) and Treas. Reg. § 1.312-10(a), as applicable.

Business C Distribution

- (64) For Federal income tax purposes, the Business C Distribution will be treated as if Distributing 5 contributed assets to Controlled 10 and then distributed all of the Controlled 10 stock to Distributing Parent. See Rev. Rul. 77-191, 1971-1 C.B. 94, Rev. Rul. 57-311, 1957-2 C.B. 243.
- (65) The Business C Contribution, together with the Business C Distribution will be a "reorganization" within the meaning of section 368(a)(1)(D). Distributing 5 and Controlled 10 will each be a "party to a reorganization" within the meaning of section 368(b).
- (66) No gain or loss will be recognized by Distributing 5 in the Business C Contribution. Section 361(a).

- (67) No gain or loss will be recognized by Controlled 10 in the Business C Contribution. Section 1032(a).
- (68) Controlled 10's basis in each asset received in the Business C Contribution will equal the basis of such asset in the hands of Distributing 5 immediately before the Business C Contribution. Section 362(b).
- (69) The holding period in each asset received by Controlled 10 in the Business C Contribution will include the period during which such asset was held by Distributing 5. Section 1223(2).
- (70) No gain or loss will be recognized by (and no amount will be included in the income of) Distributing Parent on its receipt of Controlled 10 stock in the Business C Distribution. Section 355(a).
- (71) No gain or loss will be recognized by Distributing 5 on its distribution of the Controlled 10 stock to Distributing Parent. Section 361(c).
- (72) The holding period of the Controlled 10 stock received by Distributing Parent in the Business C Distribution will include the holding period of the Distributing 5 stock with respect to which the distribution of the Controlled 10 stock will be made, provided that the Distributing 5 stock is held as a capital asset on the date of the Business C Distribution. Section 1223(1).
- (73) Distributing 5's E&P will be allocated between Distributing 5 and Controlled 10 in accordance with section 312(h) and Treas. Reg. § 1.312-10(a), as applicable.

External Controlled 1 Distribution

- (74) The External Controlled 1 Contribution, together with the External Controlled 1 Distribution, will be a "reorganization" within the meaning of section 368(a)(1)(D). Distributing Parent and External Controlled 1 will each be a "party to a reorganization" within the meaning of section 368(b).
- (75) No gain or loss will be recognized by Distributing Parent in the External Controlled 1 Contribution under section 361(a), and, to the extent Distributing Parent is treated as the initial obligor of the Business B Debt, under section 357(a). See Rev. Rul. 79-258.
- (76) No gain or loss will be recognized by External Controlled 1 in the External Controlled 1 Contribution. Section 1032(a).
- (77) External Controlled 1's basis in each asset received in the External Controlled 1 Contribution will equal the basis of such asset in the hands of Distributing Parent

- immediately before the External Controlled 1 Contribution. Section 362(b).
- (78) The holding period in each asset received by External Controlled 1 in the External Controlled 1 Contribution will include the period during which such asset was held by Distributing Parent. Section 1223(2).
 - (79) No gain or loss will be recognized by (and no amount will be included in the income of) the Public Shareholders upon the receipt of External Controlled 1 stock in the External Controlled 1 Distribution. Section 355(a).
 - (80) No gain or loss will be recognized by Distributing Parent on its distribution of the External Controlled 1 stock to the Public Shareholders or on its transfer of External Controlled 1 Securities to its creditors and/or security holders. Section 361(c).
 - (81) The aggregate basis of the Distributing Parent stock and the External Controlled 1 stock in the hands of the Public Shareholders after the External Controlled 1 Distribution (including any fractional share interest in External Controlled 1 stock to which the shareholder may be entitled) will equal the aggregate basis of the Distributing Parent stock held by the Public Shareholders immediately before the External Controlled 1 Distribution, allocated in the manner described in Treas. Reg. § 1.358-2(a)(2). Section 358(b).
 - (82) The holding period of the External Controlled 1 stock received by the Public Shareholders in the External Controlled 1 Distribution (including any fractional share interest in External Controlled 1 stock to which the shareholder may be entitled) will include the holding period of the Distributing Parent stock with respect to which the distribution of the External Controlled 1 stock will be made, provided that the Distributing Parent stock is held as a capital asset on the date of the External Controlled 1 Distribution. Section 1223(1).
 - (83) Distributing Parent's E&P will be allocated between Distributing Parent and External Controlled 1 in accordance with section 312(h) and Treas. Reg. §§ 1.312-10(a) and 1.1502-33(e), as applicable.
 - (84) To the extent External Controlled 1 is treated as the initial obligor of the Business B Debt, the First Debt Cash Purge will be treated as being distributed pursuant to the plan of reorganization for purposes of section 361(b)(1)(A) and 361(b)(3). Distributing Parent will not be required to segregate or otherwise trace the External Controlled 1 Proceeds.
 - (85) The receipt by Public Shareholders of cash in lieu of fractional shares of External Controlled 1 stock will be treated for Federal income tax purposes as if the fractional shares had been distributed to the Public Shareholders as part of the External Controlled 1 Distribution and then had been disposed of by such

shareholders for the amount of such cash in a sale or exchange. The gain (or loss) recognized (determined using the basis allocated to the fractional shares in Ruling 81), if any, will be treated as capital gain (or loss), provided the stock was held as a capital asset by the selling shareholder. Section 1001. Such gain (or loss) will be short-term or long-term capital gain (or loss) (determined using the holding period provided in Ruling 82).

External Controlled 2 Distribution

- (86) The External Controlled 2 Contribution, together with the External Controlled 2 Distribution, will be a “reorganization” within the meaning of section 368(a)(1)(D). Distributing Parent and External Controlled 2 will each be a “party to a reorganization” within the meaning of section 368(b).
- (87) No gain or loss will be recognized by Distributing Parent in the External Controlled 2 Contribution under section 361(a), and, to the extent Distributing Parent is treated as the initial obligor of the Business C Debt, under section 357(a). See Rev. Rul. 79-258.
- (88) No gain or loss will be recognized by External Controlled 2 in the External Controlled 2 Contribution. Section 1032(a).
- (89) External Controlled 2’s basis in each asset received in the External Controlled 2 Contribution will equal the basis of such asset in the hands of Distributing Parent immediately before the External Controlled 2 Contribution. Section 362(b).
- (90) The holding period in each asset received by External Controlled 2 in the External Controlled 2 Contribution will include the period during which such asset was held by Distributing Parent. Section 1223(2).
- (91) No gain or loss will be recognized by (and no amount will be included in the income of) the Public Shareholders upon the receipt of External Controlled 2 stock in the External Controlled 2 Distribution. Section 355(a).
- (92) No gain or loss will be recognized by Distributing Parent on its distribution of the External Controlled 2 stock to the Public Shareholders or on its transfer of External Controlled 2 Securities to its creditors and/or security holders. Section 361(c).
- (93) The aggregate basis of the Distributing Parent stock and the External Controlled 2 stock in the hands of the Public Shareholders after the External Controlled 2 Distribution (including any fractional share interest in External Controlled 2 stock to which the shareholder may be entitled) will equal the aggregate basis of the Distributing Parent stock held by the Public Shareholders immediately before the External Controlled 2 Distribution, allocated in the manner described in Treas.

Reg. § 1.358-2(a)(2). Section 358(b).

- (94) The holding period of the External Controlled 2 stock received by the Public Shareholders in the External Controlled 2 Distribution (including any fractional share interest in External Controlled 2 stock to which the shareholder may be entitled) will include the holding period of the Distributing Parent stock with respect to which the distribution of the External Controlled 2 stock will be made, provided that the Distributing Parent stock is held as a capital asset on the date of the External Controlled 2 Distribution. Section 1223(1).
- (95) Distributing Parent's E&P will be allocated between Distributing Parent and External Controlled 2 in accordance with section 312(h) and Treas. Reg. §§ 1.312-10(a) and 1.1502-33(e), as applicable.
- (96) To the extent External Controlled 2 is treated as the initial obligor of the Business C Debt, the Second Debt Cash Purge will be treated as being distributed pursuant to the plan of reorganization for purposes of section 361(b)(1)(A) and 361(b)(3). Distributing Parent will not be required to segregate or otherwise trace the External Controlled 2 Proceeds.
- (97) The receipt by Public Shareholders of cash in lieu of fractional shares of External Controlled 2 stock will be treated for Federal income tax purposes as if the fractional shares had been distributed to the Public Shareholders as part of the External Controlled 2 Distribution and then had been disposed of by such shareholders for the amount of such cash in a sale or exchange. The gain (or loss) recognized (determined using the basis allocated to the fractional shares in Ruling 93), if any, will be treated as capital gain (or loss), provided the stock was held as a capital asset by the selling shareholder. Section 1001. Such gain (or loss) will be short-term or long-term capital gain (or loss) (determined using the holding period provided in Ruling 94).

Plan Acquisitions and Share Repurchases

- (98) In any direct or indirect acquisition of stock of Distributing Parent, External Controlled 1, or External Controlled 2 (or any predecessor or successor within the meaning of Treas. Reg. § 1.355-8T) that is treated as part of a plan (or series of related transactions) with the Proposed Transaction under section 355(e)(2)(A)(ii) (a "Relevant Acquisition"), the increase in the ownership percentage of either voting power or value of the stock of Distributing Parent, External Controlled 1, or External Controlled 2 (or any predecessor or successor) acquired, directly or indirectly, by any person, will be treated as an acquisition that is taken into account for purposes of section 355(e) only after reducing such increase by any direct or indirect decrease in such ownership percentage of such person resulting from such Relevant Acquisition, determined, in the case of any shareholder that is a widely held investment vehicle with public investors (for

example, a mutual fund or an exchange-traded fund) without regard to any changes in ownership of such investment vehicles by their public investors.

- (99) To the extent that Distributing Parent shareholders are also Target B shareholders immediately prior to the Distributing Merger, the increase in direct or indirect (based on the attribution principles under section 318(a)(2)(C)) ownership percentage of Distributing Parent stock by reason of being a Target B shareholder immediately prior to the Distributing Merger is offset by the decrease in such ownership percentage by reason of being a Distributing Parent shareholder immediately prior to the Distributing Merger for purposes of section 355(e). In the case of a widely-held investment vehicle with public investors (for example, a mutual fund or an exchange-traded fund), this offset is determined without regard to changes of such investment vehicles by their public shareholders.
- (100) For purposes of section 355(e), in calculating the offset, by reason of being a Distributing Parent shareholder immediately prior to the Distributing Merger, of any increase of a shareholder's Distributing Parent stock ownership percentage, Distributing Parent, absent actual knowledge to the contrary, may rely upon the publicly filed documents reporting ownership as of the closest point in time preceding the Distributing Merger that disclose the relevant shareholders' ownership percentage of stock in the relevant corporation.
- (101) To the extent that Distributing Parent shareholders are also Target A shareholders immediately prior to the Target A Merger, the increase in direct or indirect (based on attribution principles under section 318(a)(2)(C)) ownership percentage of Distributing Parent stock by reason of being a Target A shareholder immediately prior to the Target A Merger is offset by the decrease in such ownership percentage by reason of being a Distributing Parent shareholder immediately prior to the Target A Merger for purposes of section 355(e). In the case of a widely-held investment vehicle with public investors (for example, a mutual fund or an exchange-traded fund), this offset is determined without regard to changes in ownership of such investment vehicles by their public shareholders.
- (102) For purposes of section 355(e), in calculating the offset, by reason of being a Distributing Parent shareholder immediately prior to the Target A Merger, of any increase of a shareholder's Distributing Parent stock ownership percentage, Distributing Parent, absent actual knowledge to the contrary, may rely upon the publicly filed documents reporting ownership as of the closest point in time preceding the Target A Merger that disclose the relevant shareholders' ownership percentage of stock in the relevant corporation.
- (103) To the extent the Share Repurchases are treated as part of a plan (or series of related transactions) with the Proposed Transaction 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 Treas. Reg. § 1.355-7(h)(3) and (14)) of Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2, as applicable, on a *pro rata* basis for purposes of testing the effect of the Share Repurchases on the Proposed Transaction under section 355(e) and Treas. Reg. § 1.355-7.

For purposes of this ruling, each holder of Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2 shares will only be treated as a public shareholder until five business days after either (i) the vice president of investor relations (or a functionally similar position) of Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2, as applicable, obtains actual knowledge or (ii) a Schedule 13D, Schedule 13G, Form 3, or Form 4, is filed indicating that such shareholder holds enough shares to be considered a five-percent shareholder within the meaning of Treas. Reg. § 1.355-7(h)(8) (and such shareholder actively participates in the management or operation of Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2, as applicable, as described in Treas. Reg. § 1.355-7(h)(3)) or a ten-percent shareholder within the meaning of Treas. Reg. § 1.355-7(h)(4). For purposes of determining whether a five-percent shareholder or a ten-percent shareholder exists, Distributing Parent (or New Parent), External Controlled 1, and External Controlled 2 may disregard a Schedule 13G unless Item 6 reports such a shareholder or is left blank, or the filer discloses its status as a five-percent shareholder or a ten-percent shareholder on Form 3 or Form 4.

- (104) For purposes of section 355(e), the sales (or deemed sales) of any fractional shares of Distributing Parent (or New Parent), External Controlled 1, or External Controlled 2 stock in the market in connection with the External Distributions will not be treated as acquisitions that are a part of a plan (or series of related transactions) that includes the Proposed Transaction.

Deemed Liquidations

- (105) The transfer of assets by FSub 7 to NewCo 4 in the NewCo 4 Contribution and to NewCo 5 in the NewCo 5 Contribution will not preclude the Country C CTB Election from otherwise qualifying as a “complete liquidation” within the meaning of section 332.
- (106) The transfer of assets by FSub 9 to Controlled 1 in the Controlled 1 Contribution, to Controlled 3 in the Controlled 3 Contribution, and to NewCo 7 in the NewCo 7 Contribution will not preclude the Country B CTB Election from otherwise qualifying as a “complete liquidation” within the meaning of section 332.

- (107) The transfer of assets by FSub 10 to FSub 12 in the FSub 12 Contribution and to FSub 11 in the FSub 11 Contribution, as well as the assets transferred by FSub 9 to Controlled 1 in the Controlled 1 Contribution, to Controlled 3 in the First Controlled 3 Contribution, and to NewCo 7 in the NewCo 7 Contribution, will not preclude the FSub 10 CTB Election from otherwise qualifying as a “complete liquidation” within the meaning of section 332.
- (108) The deemed transfer of assets by Distributing 5 to Controlled 9 in the Business B Contribution and to Controlled 10 in the Business C Contribution will not preclude the Country F Amalgamation from otherwise qualifying as a “complete liquidation” within the meaning of section 332.

Caveats

Except as expressly provided herein, no opinion is expressed or implied concerning the tax treatment of the Proposed Transaction under other provisions of the Code or regulations or the tax treatment of any condition existing at the time of, or effects resulting from, the Proposed Transaction that is not specifically addressed by this letter.

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.

A copy of this letter should be attached to the federal 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 on and control number (PLR-117976-19) of this letter ruling.

In accordance with the power of attorney on file with this office, a copy of this letter is being sent to your authorized representatives.

Sincerely,

William W. Burhop
Senior Technician Reviewer, Branch 5
Office of Associate Chief Counsel (Corporate)

cc: