

Elections Under Section 338 for Corporations Making Qualified Stock Purchases

▶ See separate instructions.

Section A-1—Purchasing Corporation

1a Name and address of purchasing corporation	1b Employer identification number (see instructions)	
	1c Tax year ending	1d State or country of incorporation

Section A-2—Common Parent of the Purchasing Corporation

2a Name and address of common parent of purchasing corporation	2b Employer identification number (see instructions)	
	2c Tax year ending	2d State or country of incorporation

Section B—Target Corporation

3a Name and address of target corporation	3b Employer identification number	
	3c Tax year ending	3d State or country of incorporation

Section C—Common Parent, Selling Affiliate, or S Corporation Shareholder (Complete only for a section 338(h)(10) election or if target was a member of a consolidated group.)

4a Name and address of common parent, selling affiliate, or S corporation shareholder of target corporation	4b Identifying number	
	4c Tax year ending	

Section D—General Information

5a Acquisition date	5b What percentage of target corporation stock was purchased:				
	<i>(i)</i> During the 12-month acquisition period?	%	<i>(ii)</i> On the acquisition date?	%	
6 Was the purchasing corporation listed in Section A-1, above, a member of an affiliated group of corporations before the acquisition date?				Yes	No
7 Was the target corporation a member of an affiliated group before the acquisition date?					
8 Is the target corporation or any target affiliate:					
a A controlled foreign corporation?					
b A foreign corporation with income, gain, or loss effectively connected with the conduct of a trade or business within the United States (including U.S. real property interests)?					
c A qualifying foreign target under Regulations section 1.338-1(g)(1)(iii)?					
d A corporation to which section 936 applies?					
e A corporation electing under section 1504(d) or section 953(d)?					
f A domestic international sales corporation (DISC)?					
g A passive foreign investment company (PFIC)?					
h If the answer to item 8g is "Yes," is the PFIC a pedigreed qualified electing fund?					

Section E—Purchasing Corporation's Statement

9a Stock price	9b Acquisition costs	9c Target liabilities	9d Income taxes on deemed sale
9e AGUB	9f Class I assets	9g Class II assets	9h Class III assets

10a Did the purchasing corporation and the seller(s) of target stock provide for an allocation of the deemed sales price in the sales contract or in another written document signed by both parties?	Yes	No
	<input type="checkbox"/>	<input type="checkbox"/>
	b If "Yes," are the amounts reported on lines 9f, g, and h the amounts agreed upon in the sales contract or other written document?	<input type="checkbox"/>
c In connection with the purchase of target stock, did the purchasing corporation also purchase a license or a covenant not to compete, or enter into a lease agreement, employment contract, management contract, or similar agreement with any seller of target stock (or with any person affiliated with or related to any such seller). If "Yes," attach a schedule to this form that specifies the type of agreement and the maximum amount of consideration (not including interest) to be paid under the agreement.	<input type="checkbox"/>	<input type="checkbox"/>

Section F—Seller's Statement (Complete only for a section 338(h)(10) election)

11a Stock price	11b Target liabilities	11c Selling costs	11d MADSP
11e Class I assets	11f Class II assets	11g Class III assets	

Section G—Elections under section 338

- 12** Check here to make a section 338(h)(10) election for the target corporation listed in Section B on page 1
- 13** Check here to make a section 338 election (other than a section 338(h)(10) election) for the target corporation listed in Section B on page 1
- 14** If the box on line 13 is checked for the target corporation listed in Section B on page 1, check here to make a gain recognition election for that corporation
- 15** Check here if this form is filed to make a section 338 election for any target corporation, in addition to the one listed in Section B on page 1

Under penalties of perjury, I state and declare that I am authorized to make the election(s) on lines 12, 13, 14, or 15 on behalf of the purchasing corporation(s).

_____ | _____
 Signature of Authorized Person for Purchasing Corporation(s) Date Title

Under penalties of perjury, I state and declare that I am authorized to make the section 338(h)(10) election on line 12 on behalf of the common parent of the selling group, the selling affiliate, or S corporation shareholder.

_____ | _____
 Signature of Authorized Person for the Common Parent, Selling Affiliate, or S Corporation shareholder Date Title

(Applicable only if a section 338(h)(10) election is made.)

