368(a)(1)(A) - "a statutory merger"

A Reorganization

Initial Structure

1

Target Shareholder(s)

Acquiror

Target

Target Asset Transfer

2

Target Shareholder(s)

Acquiror

51% Acquiror Stock
49% Cash

merge

Assets

Target

Target

Target Assets

Target

Nonrecognition Operative Provisions:

Acquiror - section 1032,
Target - section 361(a)

Target Liquidation

3

Target Shareholder(s)

Acquiror

Surrender 100% of Target Stock

51% Acquiror Stock
49% Cash

Target

Ending Point

4

Target Shareholder(s)

Acquiror

Target Assets

368(a)(1) . . . the term "reorganization" means . . . (A) a statutory merger or consolidation;

HUNDREDS of additional charts at www.andrewmitchel.com