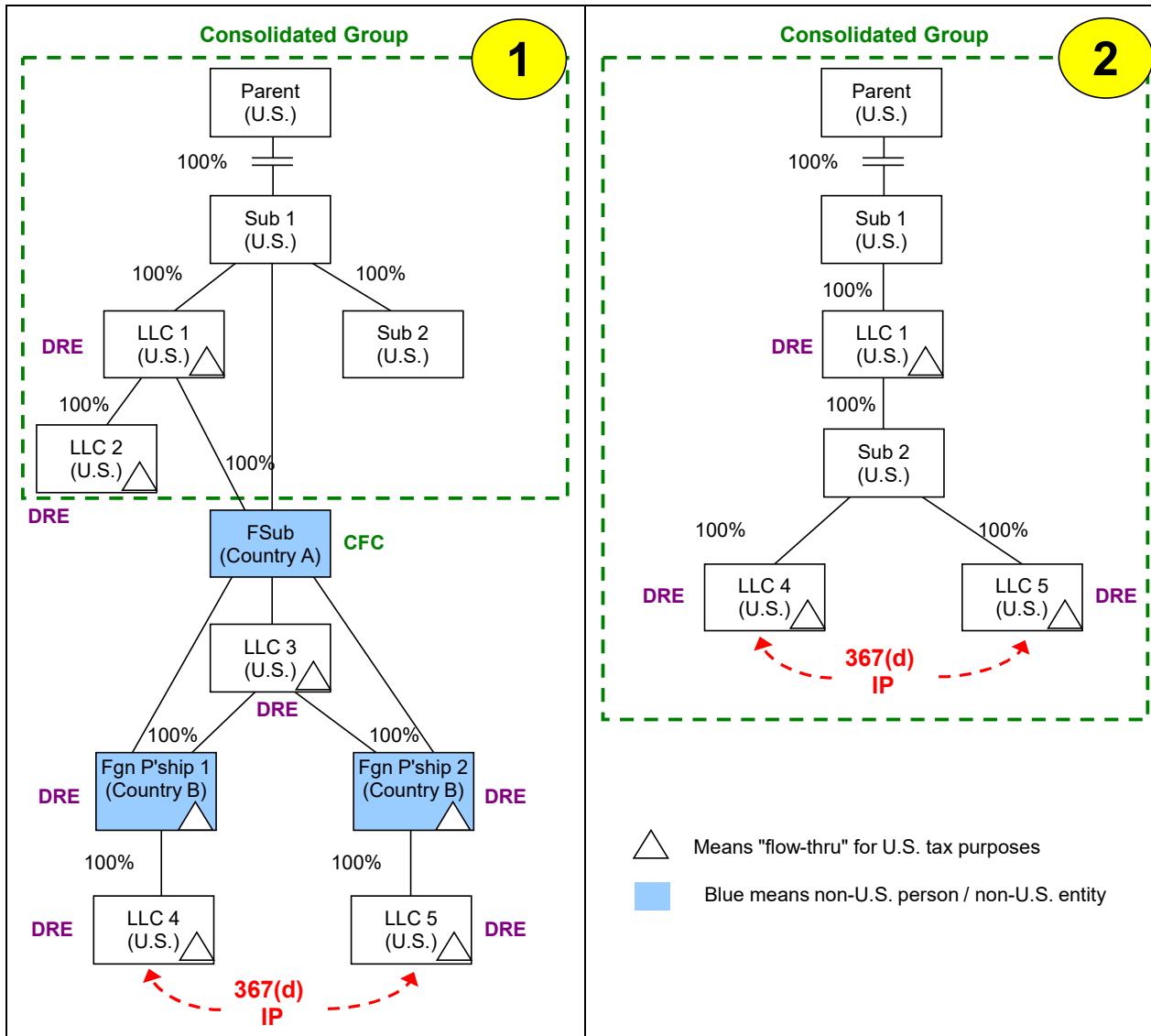


**Inbound F Reorganization  
of 367(d) Intangibles**

**Initial Structure**

**Ending Point**



As a result of prior restructurings, “Section 367(d) IP” was transferred to the predecessors of LLC 4 and LLC 5 in outbound section 351 contributions. Section 367(d) applied to the outbound transfers and resulted in a stream of deemed annual payments to Parent’s Group.

Various transactions occurred, which were intended to be treated as an inbound reorganization under section 368(a)(1)(F).

Following the inbound reorganization, the deemed payments continued, but were excluded from gross income under Treas. Reg. § 1.1502-13(c)(6)(ii)(D).