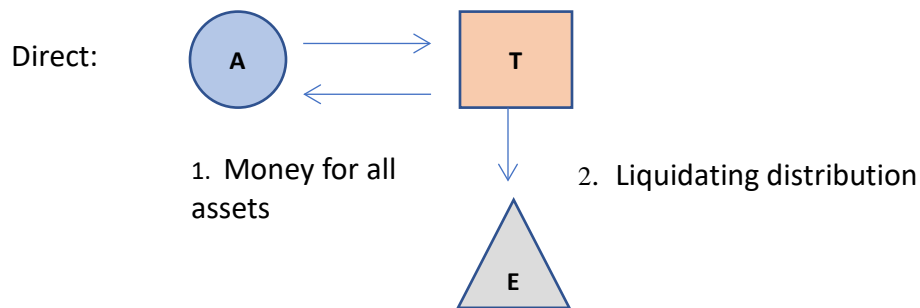


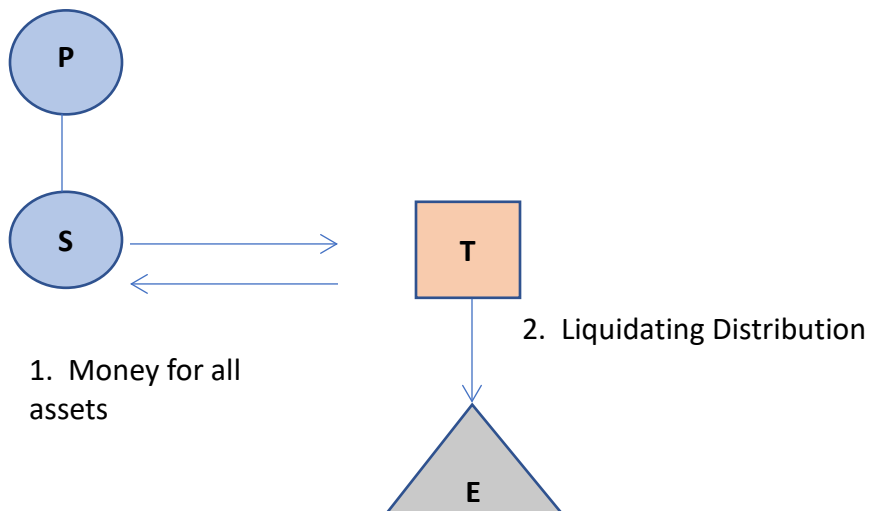
### Some Acquisition Structures to Consider

Let's look at some potential transactional structures often used in acquisition transactions. In the following charts the target company (for interests or assets) is "T"; the acquirer may be labeled "A" if affiliates are not involved or "P" for parent and "S" for subsidiary if affiliates are involved. "E" means equity holders in target.

#### a. Asset Purchase.

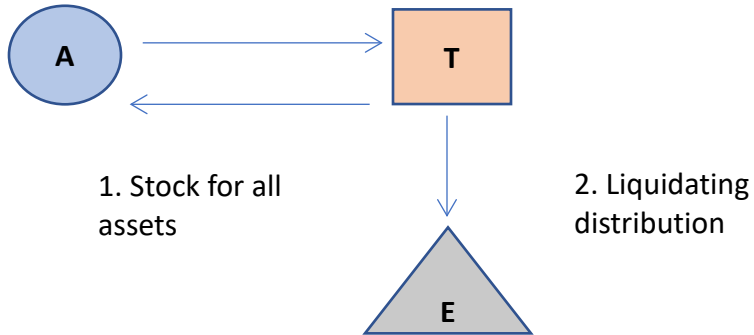


Subsidiary:

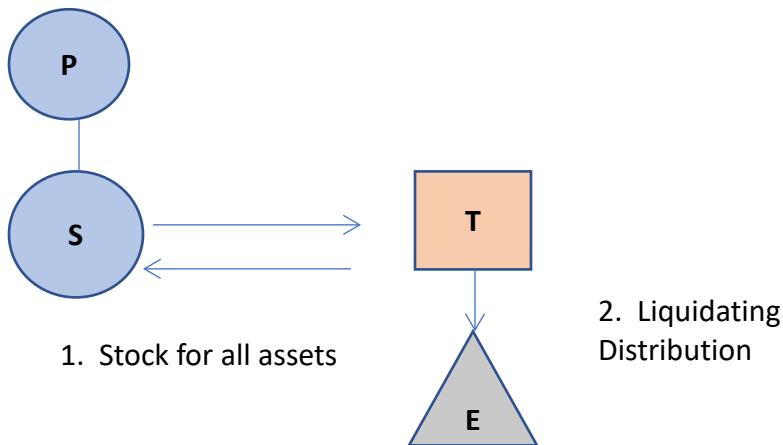


## b. Stock for Asset C-Reorganization

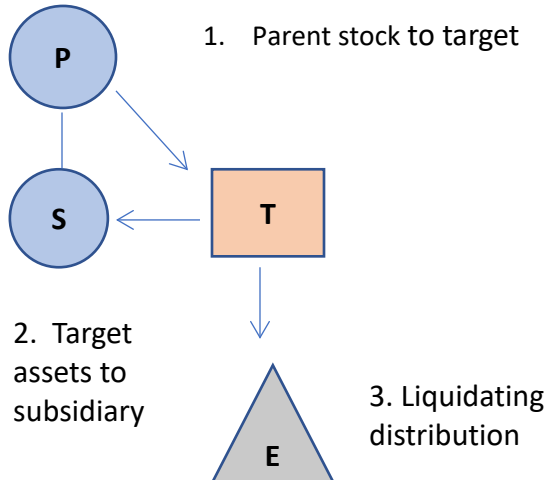
Direct:



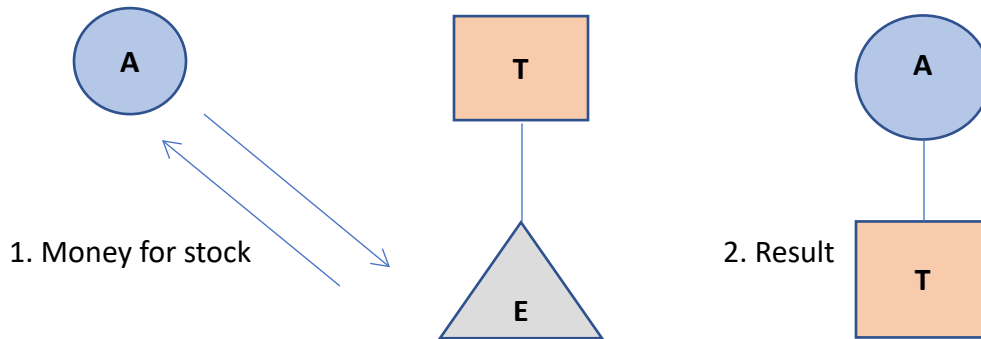
Subsidiary:



Triangular:

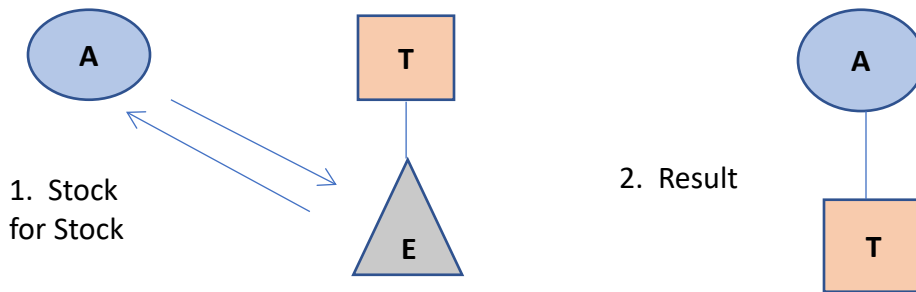


c. Stock Purchase.

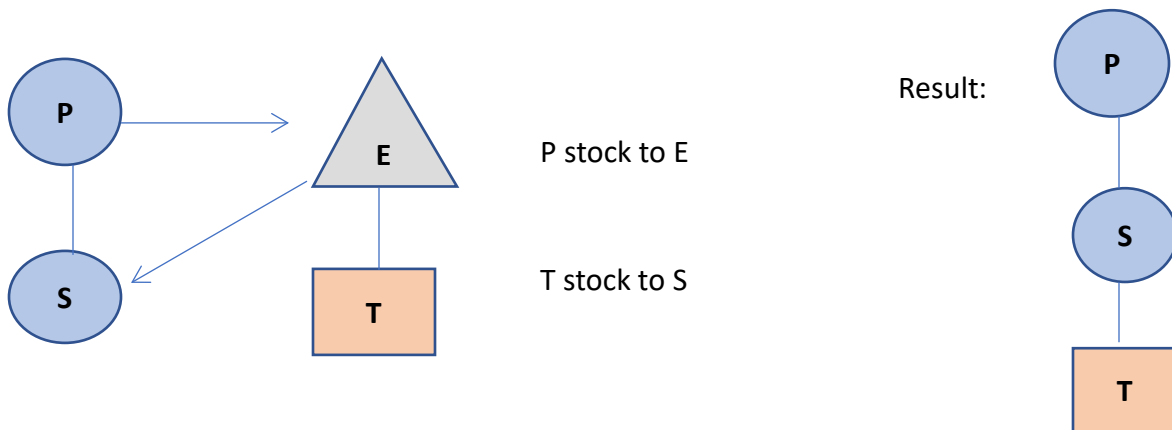


d. Stock for Stock B-Reorganization.

Direct:

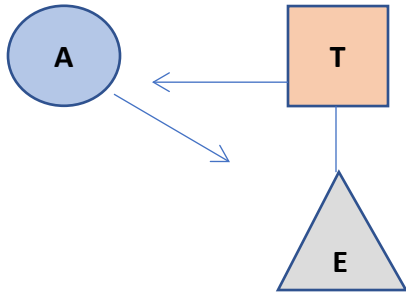


Triangular:



e. Merger

Direct:

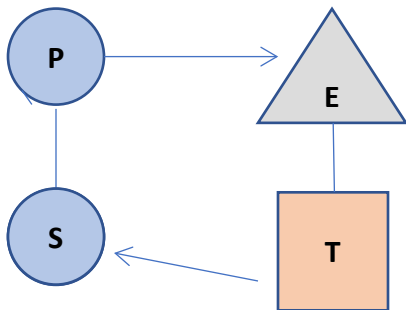


1. Merger and holders get A Stock

2. Result:



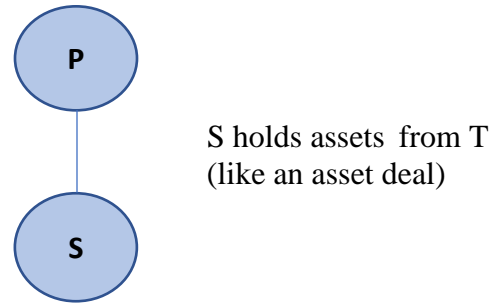
Forward Triangular:



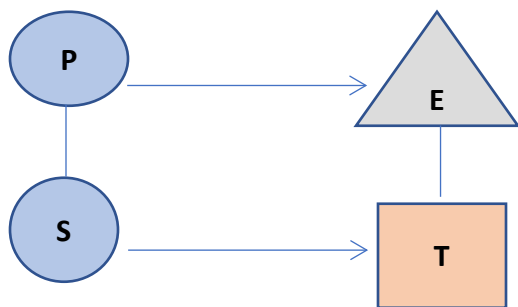
P Stock to E

Merger S Survives

Result:



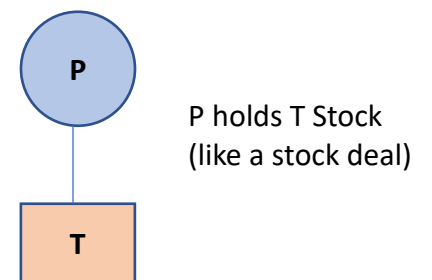
Reverse Triangular:



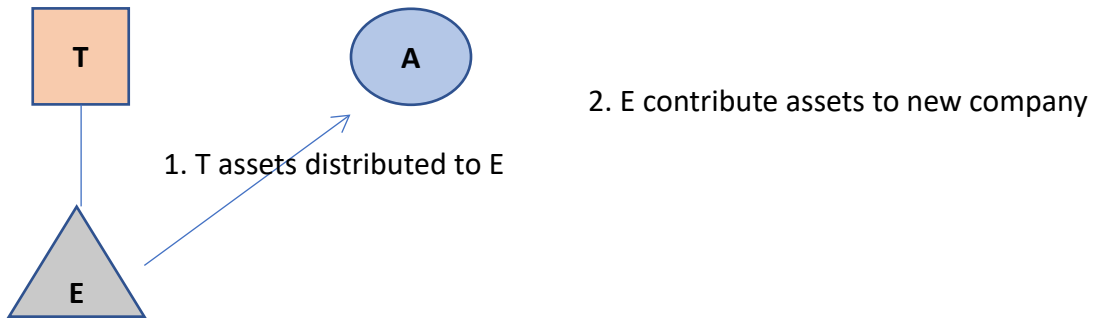
P Stock to E

Merger: T survives and S Stock becomes T Stock

Result:

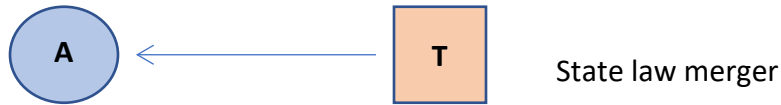


f. LLC Assets- Up Form of Merger.

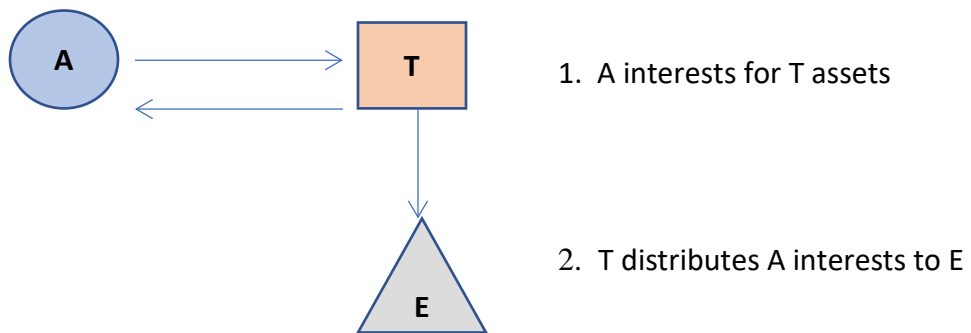


g. LLC assets – Over Forms of Merger.

Plain Merger:



True Assets Over:



Interests – Over:

