

Reorganization Requirements

Code Section	Description	Permissible Consideration	"Substantially All the Assets" Required to be Transferred	Other Features
368(a)(1)(A)	Direct Merger	Any (1)	No	
368(a)(2)(D)	Forward Triangular Merger	Any (1), (5)	Yes	
368(a)(2)(E)	Reverse Triangular Merger	Voting Stock for "Control"; Any for Remainder	Yes	Must Acquire "Control" of Target in the Transaction
368(a)(1)(B)	Stock Acquisition (2)	Solely Voting Stock of Acquiror or Parent (3)	No	Acquiror Must be in "Control" of Target After the Acquisition
368(a)(1)(C)	Asset Acquisition	Solely Voting Stock of Acquiror or Parent (3), (4)	Yes	Target Must Liquidate

(1) Subject to the general requirement of continuity of interest.

(2) May be effected by reverse triangular merger of transitory subsidiary.

(3) Cash or other property may be distributed by the target itself but not paid by the acquiror.

(4) Subject to a very limited "boot relaxation rule".

(5) No subsidiary stock may be used.