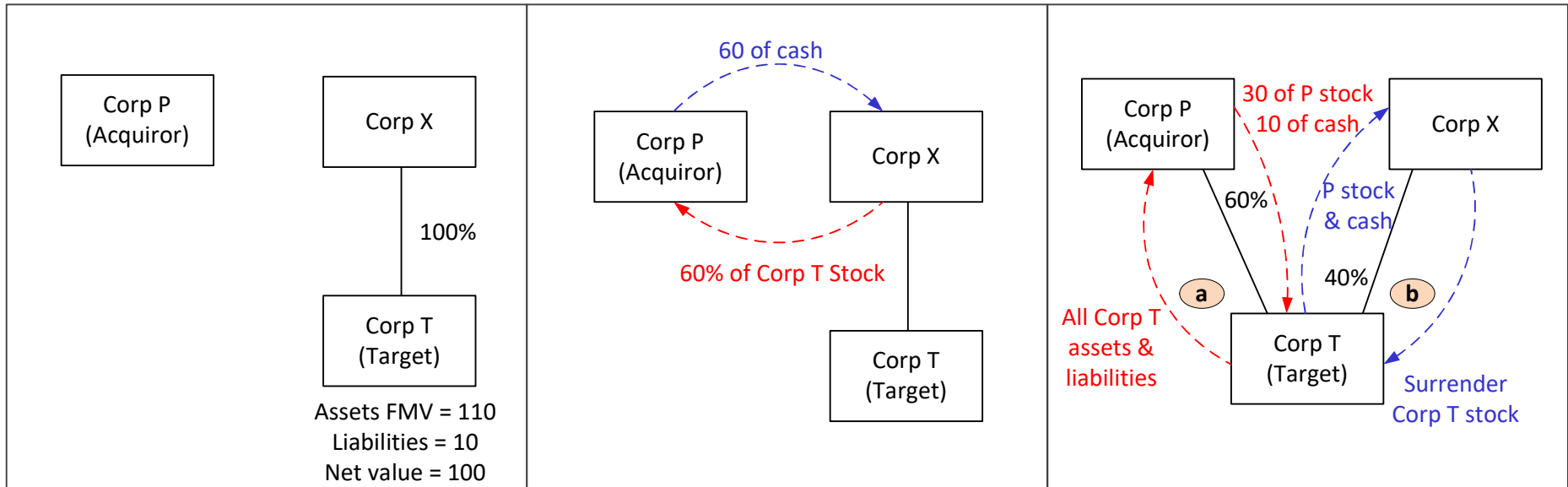
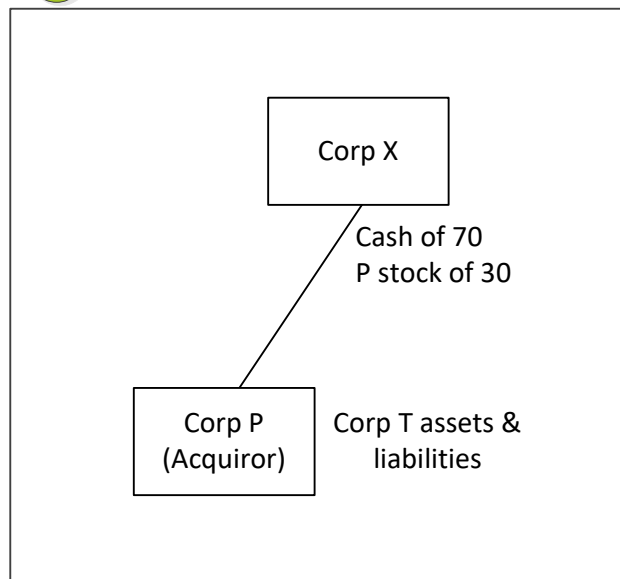


**1 Initial Structure**      **2 Share Acquisition**      **3 Purported C Reorganization**



**4 Ending Point**



The facts are the same as in Example 1 except that P purchased the 60 shares of T for \$60 in cash in connection with the acquisition of T's assets. The transaction does not satisfy the solely for voting stock requirement of paragraph (d)(2)(ii) of this section because P is treated as having acquired all of the T assets for consideration consisting of \$70 of cash, \$10 of liability assumption and \$30 of P voting stock, and the sum of \$70 of cash and the assumption by P of \$10 of liabilities exceeds 20% of the value of the properties of T.