NYC-3L

# MERGER, ACQUISITION AND CONSOLIDATION INFORMATION REPORT 

1996

## ATTACH TO FORM NYC-3L



PART 1 General Information

2. Date transaction completed:

A If this transaction was completed before July 1, 1989, stop here and attach a copy of this form to your tax return
3. Indicate your role in the transaction: $(\boldsymbol{V})$........................... $\square$ Target $\square$ Acquirer $\square$ Member of the affiliated group that includes the target or acquiring corporation


A If you answered Yes on line 4,5 or 6, stop here and attach a copy of this form to your tax return.

## PART 2 Acquirer Information

A. During the taxable year or within the three immediately preceding taxable years:

1. if the taxpayer was an acquiring person in a corporate acquisition, did the value (at cost) of the acquirer's total interest in the target corporation (at any time during the year in which the acquisition occurred) exceed $\$ 5$ million?
$\square$ Yes
$\square$ No
2. if the taxpayer has acquired assets of the target corporation, did the value (at cost) of the assets acquired exceed $\$ 5$ million? (see instructions)
3. if the taxpayer was a surviving corporation with respect to a corporate merger or consolidation, did the target corporation's total business, investment and subsidiary capital exceed \$5 million?
$\square$ Yes
4. is the taxpayer a member of an affiliated group which includes a corporation described in $\mathrm{A} 1, \mathrm{~A} 2$ or A 3 ?
$\square$ Yes
$\square$ No
B. Where the taxpayer is the acquiring person or the surviving corporation in a corporate merger or consolidation, does its total interest expense and/or the interest expense of its affiliated group exceed $\$ 1$ million for the tax year for which this form is filed?$\square$ No
C. Did the total interest expense of the acquiring person or the surviving corporation and/or its affiliated group for the tax year in which the acquisition, merger or consolidation occurred exceed $\$ 1$ million?
$\square$ Yes $\square$ No

PART 3 Ratio Computation Worksheet - (Read Instructions for Part 2 before completing this part) YEAR of ACQUISITION, MERGER or CONSOLIDATION:
O Average assets
O Average liabilities
O Average equity
PRIOR YEAR:
O Average assets
O Average liabilities

- Average equity

DEBT/EQUITY RATIO:
O Prior year
O Year of Acquisition, Merger or Consolidation
O Percent change


| (COL. A) - ACQUIRER | (COL. B) - TARGET | ( $\mathrm{A}+\mathrm{B}$ ) - TOTAL |
| :---: | :---: | :---: |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
| DEBT/ASSET RATIO: |  | TOTAL |
| O Prior year | ......... |  |
| O Current year | . |  |
| O Percent change |  | \% |

PART 3 is continued on page 2 of this form.

## PART 3 (continued from page 1)

1. Did the ratio of average aggregate debt to average aggregate equity increase by more than $100 \%$ over the ratio for the tax year immediately preceding the acquisition year? (see instructions) (see chart on page 1)
2. Did the ratio of average aggregate debt to average aggregate assets increase by more than $60 \%$ over the ratio for the tax year immediately preceding the acquisition year? (see chart on page 1)

No

## PART 4 Highly Leveraged Transaction Modifications

## Schedule A - Target's Unused Net Operating Losses

Enter the year and amount of any net operating losses of the target available for carryforward to tax years ending after the acquisition date.

| YEAR | AMOUNT | YEAR | AMOUNT | YEAR | AMOUNT |
| :--- | :--- | :--- | :--- | :--- | :--- |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

Schedule B - Computation of Interest Addback Limitation and Addback Amount (refer to instructions)

1. Cost of target (stock or assets)
2. Total average debt
3. Limitation percentage (divide line 1 by line 2 )
4. Total interest expense of taxpayer
5. Limitation (multiply line 4 by line 3)
6. Interest addback (multiply line 4 or line 5, whichever is smaller by $5 \%$ (.05), and enter the result here and on NYC-3L, Schedule B, line 7)

|  |
| ---: |
|  |
| $\%$ |
| $\%$ |
|  |

## PART 5 Subsidiary Capital/Income Adjustments

Indicate in the appropriate space(s) below the nature and amount of any disposition of target stock and/or assets within 18 months of the date of this corporate acquisition.
A. Asset Disposition

1. Date of disposition
2. Value of all assets immediately following acquisition
3. Value of assets sold or otherwise disposed of as of date immediately following acquisition
4. Value held after sale or other disposition (subtract line 3 from 2)
5. Percentage (divide line 4 by line 3 )
B. $\square$ Stock Disposition
6. Date of disposition
7. Total number of voting shares held immediately prior to disposition
8. Total number of voting shares outstanding immediately prior to disposition date
9. Total number of voting shares held after disposition
10. Percentage (divide line 9 by line 7)
11. If you check box $A$ above and line 5 is $50 \%$ or less, enter any amount of interest, dividends and gain received from the target for the period starting on the first day of the taxable year in which the disposition occurred and ending 18 months after such disposition, and excluded in the computation of your New York City entire net income for the year for which this form is being filed.
12. If you check box $B$ above and line 10 is $50 \%$ or less, enter any amount of interest, dividends and gain received from the target during this taxable year if the disposition occurred within this taxable year.
13. 
14. 



