



# CT-244

(10/99)

New York State Department of Taxation and Finance

## Acquisition, Merger and Consolidation Information Report

Name	Employer identification number	File number
------	--------------------------------	-------------

### Part I - General information

- 1 Type of transaction (check appropriate box):  Acquisition  Merger  Consolidation
- 2 Date transaction completed: \_\_\_\_\_
- 3 Indicate your role in the transaction (check appropriate box):  Target  Acquirer  Member of the affiliated group that includes the target or acquiring corporation

List the names and employer identification numbers of the participants. (Attach a separate sheet if necessary.)

Target name	Employer identification number
-------------	--------------------------------

Acquirer name	Employer identification number
---------------	--------------------------------

Affiliated group member name	Employer identification number
------------------------------	--------------------------------

- 4 Was this transaction between members of an affiliated group? .....  Yes  No
- 5 Was this transaction the result of a redemption of stock qualified under section 303 of the Internal Revenue Code (redemptions generally intended to pay estate taxes and administrative expenses)? .....  Yes  No
- 6 Was this transaction made by an entity controlled by a majority of the employees of the target corporation or a trust for the exclusive benefit of such employees? .....  Yes  No

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

### Part II - Target corporation's tax credit history

- 7 Has the target corporation previously claimed any of the following credits? (check appropriate boxes)

<input type="checkbox"/> Investment tax credit (pre-1987) ..... <input type="checkbox"/> Additional investment tax credit (pre-1987) ... <input type="checkbox"/> Research and development credit (pre-1987) ....	<table border="1" style="width:100%"> <tr><th>Unused amounts</th></tr> <tr><td> </td></tr> <tr><td> </td></tr> <tr><td> </td></tr> </table>	Unused amounts				<input type="checkbox"/> Investment tax credit (post-1986) ..... <input type="checkbox"/> Employment incentive credit (post-1986) .....	<table border="1" style="width:100%"> <tr><th>Unused amounts</th></tr> <tr><td> </td></tr> <tr><td> </td></tr> <tr><td> </td></tr> </table>	Unused amounts			
Unused amounts											
Unused amounts											

- 8 Was an investment tax credit or employment incentive credit claimed in the acquisition year? .....  Yes  No
- 9 If you answered Yes on line 8, indicate the amount of credit claimed ..... **9** \_\_\_\_\_

### Part III - Acquirer information

- 10 Does your total interest expense or the interest expense of the acquiring group exceed \$1 million for the tax year for which this form is being filed? .....  Yes  No
- 11 Did the value (at cost) of the stock or assets acquired from the target exceed \$5 million? .....  Yes  No
- 12 Did the target's total business, investment and subsidiary capital exceed \$5 million? .....  Yes  No

### Part IV - Ratio computation (Read the Note in the instructions for Part III before completing this part.)

<b>Current year:</b>	<b>Acquirer</b>	<b>Target</b>	<b>Total</b>
Average assets .....			
Average debt .....			
Average equity .....			
<b>Prior year:</b>			
Average assets .....			
Average debt .....			
Average equity .....			

<b>Debt/equity ratio:</b>	<b>Total</b>	<b>Debt/asset ratio:</b>	<b>Total</b>
Prior year .....		Prior year .....	
Current year .....		Current year .....	
Percent change .....	%	Percent change .....	%

- 13 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) .....  Yes  No
- 14 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 instructions) .....  Yes  No

**Part V - Subsidiary capital/income adjustments**

- 15 Has the target, within 18 months of the transaction date, sold or otherwise disposed of an asset or assets (excluding cash and assets disposed of in the regular conduct of its business) so that immediately after the disposition the target owns 50% or less of the total of such assets (by value) held by it on the acquisition date? .....  Yes  No
- 16 Have you sold or otherwise disposed of (including by redemption), within 18 months of the above transaction date, stock of a target corporation so that immediately after the disposition you own 50% or less of the number of voting shares? .....  Yes  No

If you answered **No** to lines 15 and 16, do not complete lines 17 through 28.

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 transaction.

**A**  **Subsidiary asset disposition** (see instructions)

17	Date of disposition .....	17	
18	Value of all assets immediately following acquisition .....	18	
19	Value of assets sold or otherwise disposed of .....	19	
20	Value held after sale or other disposition (subtract line 19 from line 18) .....	20	
21	Percentage (divide line 20 by line 18) .....	21	%

**B**  **Subsidiary stock disposition**

22	Date of disposition .....	22	
23	Number of shares held immediately after acquisition date .....	23	
24	Number of shares sold .....	24	
25	Number of shares held after disposition (subtract line 24 from line 23) .....	25	
26	Percentage (divide line 25 by line 23) .....	26	%

- 27 If you check box **A** above and line 21 is 50% or less, enter any amount of interest, dividends and gain received from the target on or after the date of acquisition through the date of disposition, and excluded in the computation of your New York entire net income .....
- 28 If you check box **B** above and line 26 is 50% or less, enter any amount of interest, dividends and gain received from the target on or after the date of acquisition through the date on which line 26 exceeds 50% and excluded in the computation of your New York entire net income .....

**Part VI - Highly leveraged transaction modifications**

**Schedule A - Target's unused net operating losses**

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

Year	Amount	Year	Amount	Year	Amount

**Schedule B - Recapture of target's investment tax credit**

30 Enter the amount of investment tax credit, research and development tax credit, and additional investment tax credit required to be recaptured as a result of this transaction.

A Description of property	B Date acquired	C Life (months)	D Unused life (months)	E Percentage (D ÷ C)	F Investment tax credit allowed	G Recaptured amount (E × F)

**Schedule C - Computation of interest add-back limitation and add-back amount**

31	Cost of target (stock or assets) .....	31	
32	Total average debt of acquirer .....	32	
33	Limitation percentage (divide line 31 by line 32) .....	33	%
34	Total interest expense of acquirer .....	34	
35	Limitation (enter percentage from line 33 or 5%, whichever is smaller) .....	35	%
36	Interest add-back (multiply line 34 by line 35, and enter the result here and on your corporation tax return) .....	36	