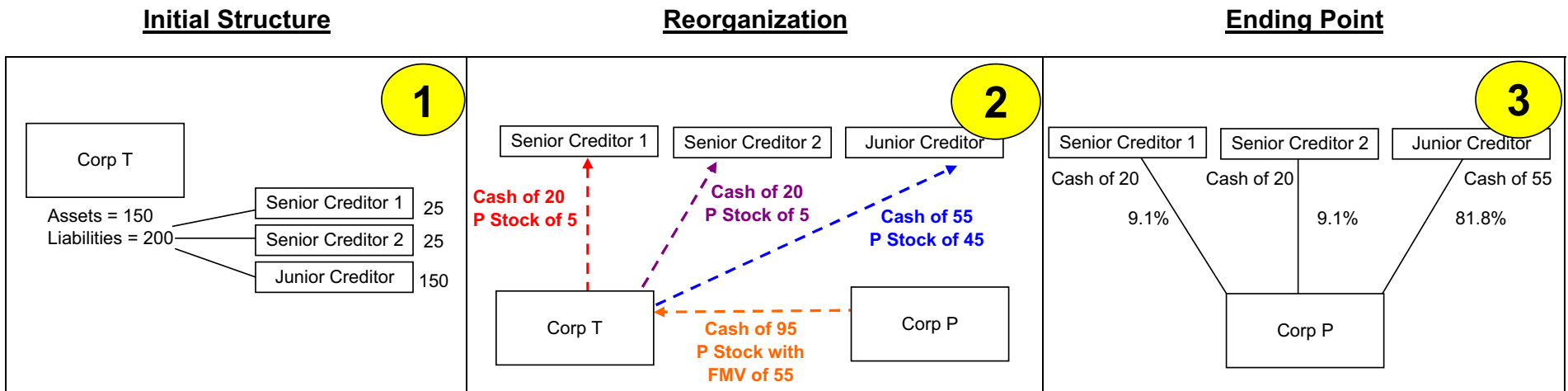


**Creditor COI in Insolvency
Reorganization**



Corp T has assets with a fair market value of \$150x and liabilities of \$200x. T has two classes of creditors: two senior creditors with claims of \$25x each; and one junior creditor with a claim of \$150x. T transfers all of its assets to P in exchange for \$95x in cash and shares of P stock with a fair market value of \$55x. Each T senior creditor receives \$20x in cash and P stock with a fair market value of \$5x in exchange for his claim. The T junior creditor receives \$55x in cash and P stock with a fair market value of \$45x in exchange for his claim. The T shareholders receive no consideration in exchange for their T stock.

Because the amount of T's liabilities exceeds the fair market value of its assets immediately prior to the potential reorganization, the claims of the creditors of T may be proprietary interests in T. Because the senior creditors receive proprietary interests in P in the transaction in exchange for their claims, their claims and the claim of the junior creditor and the T stock are treated as proprietary interests in T immediately prior to the transaction. The value of the proprietary interest of each of the senior creditors' claims is \$5x (the fair market value of the senior creditor's claim, \$25x, multiplied by a fraction, the numerator of which is \$10x, the fair market value of the proprietary interests in the issuing corporation, P, received in the aggregate in exchange for the claims of all the creditors in the senior class, and the denominator of which is \$50x, the sum of the amount of money and the fair market value of all other consideration (including the proprietary interests in P) received in the aggregate in exchange for such claims). Accordingly, \$5x of the stock that each of the senior creditors receives is counted in measuring continuity of interest. The value of the junior creditor's proprietary interest in T immediately prior to the transaction is \$100x, the value of his claim. Thus, the value of the creditors' proprietary interests in total is \$110x and the creditors received \$55x worth of P stock in total in exchange for their proprietary interests. Therefore, P acquired 50 percent of the value of the proprietary interests in T in exchange for P stock. Because a substantial part of the value of the proprietary interests in T is preserved, the continuity of interest requirement is satisfied.