

Corporate reconstruction interposing corporation

OFFICE USE ONLY

Lodgement no.

Approval date

Refusal date

NOTE: All sections and the declaration must be completed. Please print all responses.

Please tick one:

Application for ruling

Application for exemption

(If ruling is chosen, please provide drafts of instruments, including the statement required under Part 3, Division 8A of the Stamp Duty Act relating to the transaction and any other relevant supporting information. If an exemption is chosen please provide the executed instrument together with any supporting documentation.)

1 CONTACT DETAILS

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2 CORPORATE GROUP NAME

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existing and proposed corporate structures.

3 EXISTING CORPORATION NAME

ABN/ACN

Please provide the name and ABN/ACN of the existing corporation in which the shareholders are transferring their shares to the interposed corporation. If there is more than one, please attach a separate sheet.

4 INTERPOSED CORPORATION NAME

ABN/ACN

Please provide the name and ABN/ACN of the interposed corporation. The interposed corporation is the corporation being Interposed between the existing corporation/s and the existing corporation/s shareholders, such that the existing corporation becomes the subsidiary of the interposed corporation (see section 19).

5 INCORPORATION DATE OF THE INTERPOSED CORPORATION

Please provide the incorporation date of the interposed corporation

6 TOTAL NUMBER OF SHARES ACQUIRED

Please provide the total number of issued shares acquired by the interposed corporation in the existing corporation. If there is more than one existing corporation, please attach a separate sheet.

7 SHAREHOLDERS DETAILS

Please attach a schedule detailing the following:

- a) The number and classes of shares issued in the existing corporation/s.
- b) The names of shareholders in the existing corporation/s and number of shares held by each.
- c) The voting rights attached to the shares in the existing corporation/s.
- d) The number and classes of shares issued in the interposed corporation.
- e) The names of shareholders in the interposed corporation and number of shares held by each.
- f) The voting rights attached to the shares in the interposed corporation.

Note: Where the interposed corporation is interposed between more than one existing corporation and their shareholders, those same shareholders must have owned at least 90 per cent of the issued shares in the existing corporations and had voting control over the existing corporations before the acquisition by the interposed corporation.

8 PURPOSE OF INTERPOSING THE NEW CORPORATION

Please attach a schedule that fully details the purpose and intended outcome of interposing the new corporation, including the expected benefit to the manner in which the corporate group carries on business.

9 DECLARATION

The declaration must be completed by an authorised officer of the corporate group.

I hereby declare that:

- I am authorised by the corporate group to make this declaration on its behalf.
- The transaction/s are for the purpose of changing the corporate structure to make internal adjustments to corporate arrangements.
- The transaction/s are necessary to give effect to that purpose and are not undertaken for any other purpose.
- The transaction is not a tax avoidance scheme or a part of a tax avoidance scheme or a scheme or part of a scheme of which a purpose (collateral or otherwise) is to frustrate the recovery of any duty, tax or royalty that is payable to the Territory by any member of the group.
- The conveyance of the marketable securities and related agreements that caused the relevant acquisition are not part of an arrangement under which any corporation involved with any of the transaction/s ceases to belong to the same corporate group, other than in the circumstances mentioned in section 23 (4) of the Act.
- The interposed corporation is a corporation with limited liability that has been dormant from its registration until the resolution to become the interposed corporation of the existing corporation/s (provide financial statements).

Note: Dormant means the corporation has not in the period:

- a) had any assets or liabilities other than share capital for subscriber shares or shares issued to replace subscriber shares of the same value on their redemption
 - b) been party to an agreement or a beneficiary or trustee of a trust or
 - c) issued or sold any shares or rights relating to shares other than subscriber shares, rights relating to subscriber shares or shares issued to replace subscriber shares to their same value on redemption.
- Under the relevant acquisition, the interposed corporation acquires at least 90 per cent of the issued shares in, and voting control over the existing corporation/s.

Note: Voting control - a corporation has voting control over another corporation when it is in a position to cast, or control the casting of, 90 per cent or more of the maximum votes that can be cast at a general meeting of the other corporation other than under a debenture or trust deed securing the issue of a debenture.

- At least 90 per cent of the consideration for the acquisition of the shares in the existing corporation/s is the issue of shares in the interposed corporation to the shareholders of the existing corporation/s.
- Each shareholder of the existing corporation/s whose shares are acquired by the interposed corporation will receive consideration equal in value to the value of the shareholder's shares in the existing corporation/s.
- Immediately after the transfer of shares in the existing corporation/s, at least 90 per cent of the issued shares in the interposed corporation will consist of the shares it issued as consideration for the acquisition of the shares in the existing corporation/s.
- If, within three (3) years after the date of the relevant acquisition to which this application for exemption applies:
 - a) the transferor and transferee ceases to be in the same group; or
 - b) part or all of the consideration for the relevant acquisition is provided or received other than as permitted by section 20(2)(c)(ii),

then Territory Revenue Office will be notified via approved form F-SD-011: *Corporate Reconstruction Reassessment* (accompanied by the stamped copy of the exempted statement) within 30 days of the event described in a) or b).

- The information supplied is true and correct.

Authorised person's signature:

Name:

Date:

Title/position:

PRIVACY STATEMENT

The information in this form is required to determine whether or not you are eligible for an exemption from stamp duty. Any information you provide is on a voluntary basis but is needed to process your application for a ruling or an exemption. It is an offence under the Taxation Administration Act to provide information that you know is false or misleading (maximum penalty 400 penalty units - currently \$44 000). The information may be communicated to persons authorised under the Act. You may review or correct any personal information provided by contacting Territory Revenue