Connect Parent Corporation
EIN: 87-1870739

ATTACHMENT TO FORM 8937 – PART II
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). The information in this document does not constitute tax advice and should not be construed to take into account any holder's specific circumstances. Holders and nominees should consult their own tax advisors regarding the particular tax consequences of the organizational action (as described in this document) to them, including the applicability and effect of all U.S. federal, state, and local and foreign laws.

Part I, Lines 9. Classification and description

Please see below for the classification, description and CUSIP number (if applicable) for the securities related to reporting.

- Total of approximately $4,820,000,000 in aggregate principal amount of "**Existing Debt**," consisting of the following:
    - Existing Term A Loans under the "**Existing First Lien Credit Agreement**" of $985,000,000 due April 3, 2029 ("**Existing Term A Loans**").
    - Existing Term B Loans under the Existing First Lien Credit Agreement of $1,970,000,000 due October 3, 2029 ("**Existing Term B Loans**").
    - Existing Senior Secured Interim Loans (the "**Existing Secured Bridge Loans**") under the Existing Bridge Credit Agreement of $1,865,000,000.
- Total of approximately $3,711,400,000 in aggregate principal amount of "**New Debt**," consisting of the following
    - New First Lien Second Out Term Loans under the "**New First Lien Second Out Credit Agreement**" of $2,236,000,000 due October 3, 2031 (the "**New Second Out Term Loans**") (in addition to this amount, new lenders that were not holders of any Existing Debt and, therefore, not a participant in the exchange, paid $250,000,000 of cash for New Second Out Term Loans with a principal amount of $250,000,000).
    - New First Lien Fourth Out Term Loans under the "**New First Lien Fourth Out Credit Agreement**" of $1,475,400,000 due October 3, 2031 (the "**New Fourth Out Term Loans**").
- New Delayed Draw Term B Loans under the "**New First Lien First Out Credit Agreement**" of up to $2,400,000,000 due April 3, 2031 (the "**New Delayed Draw Term Loans**") (in addition to this amount, new lenders that were not holders of any Existing Debt and, therefore, not a participant in the exchange, committed to provide up to $500,000,000 of additional cash in exchange for New Delayed Draw Term Loans).
- Approximately 23,755,387 warrants ("**Penny Warrants**") to purchase common stock of Connect Parent Corporation ("**Connect Parent**") for an exercise price of $0.01 per share.
- Approximately 13,934 shares of non-convertible Series C perpetual preferred stock ("**Series C Preferred**") of Connect Parent with an initial Stated Value of $1,000 per share

Part I, Line 10. CUSIP number

Debt Instrument	CUSIP
Existing Term A Loans	20752KAC7
Existing Term B Loans	20752KAB9
Existing Secured Bridge Loans	[TBD]
New Delayed Draw Term Loans (Drawn)	20752KAP8
New Delayed Draw Term Loans (Remaining)	20752KAN3
New Second Out Term Loans	20752KAR4
New Fourth Out Term Loans	20752KAT0
Penny Warrants	N/A
Series C Preferred	N/A

Part II Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders' ownership is measured from the action.

On August 13, 2024 (the "**Closing Date**"), Connect Holding II LLC ("**Connect Holding II**" or "**Borrower**"), a subsidiary of Connect Parent Corporation ("**Connect Parent**" or the "**Company**"), entered into a debt restructuring agreement (the "**Exchange Agreement**") with certain of its creditors (the "**Consenting Lenders**"). Pursuant to the Exchange Agreement, the Consenting Lenders exchanged (1) the outstanding Existing Secured Bridge Loans under the Existing Bridge Credit Agreement, (2) the outstanding Existing Term A Loans under the Existing First Lien Credit Agreement, (3) the outstanding Existing Term B Loans under the Existing First Lien Credit Agreement, in each case held by the Consenting Lenders, (4) cash, and (5) the commitment to make the New Delayed Draw Term Loan to the Borrower ("**Put Option**") for a combination of (1) New Delayed Draw Term Loans (partially funded at closing with a commitment of such Consenting Lenders to advance additional funds in the form of additional New Delayed Draw Term Loans), (2) New Second Out Term Loans under the New Second Out Credit Agreement, (3) New Fourth Out Term Loans under the New Fourth Out Credit Agreement, (4) Penny Warrants, (5) New Delayed Draw Term Loan Commitment Premium in the form of additional principal amount of Delayed Draw Term Loan commitment (an amount equal to 2.50% of the principal amount of the New Delayed Draw Term Loan Commitments of such Delayed Draw Term Loan Lender on the Closing Date), and (6) Series C Preferred (the "**Exchange**").

All accrued and unpaid interest on the Existing Secured Bridge Loans, Existing Term A Loans and Existing Term B Loans was paid to Consenting Lenders in cash on the Closing Date.

Part II Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

The basis of the consideration received by the Consenting Lenders in the Exchange will depend, in part, on whether the Exchange resulted in a "significant modification" of the Existing Secured Bridge Loans, Existing Term A Loans, and Existing Term B Loans for U.S. federal income tax purposes pursuant to the rules set forth in Section 1001 and Treas. Reg. Section 1.1001-3. Issuer expects that under these rules the Exchange resulted in the Existing Secured Bridge Loans, Existing Term A Loans and Existing Term B Loans being "significantly modified," and thus deemed exchanged for the property issued in exchange therefor.

The tax treatment of the Exchange depends on whether the Exchange constitutes a reorganization pursuant to Section 368(a)(1)(E) (i.e., a "tax-free recapitalization"). Reorganization treatment, in turn, depends on whether the instruments exchanged (i.e., the Existing Debt, New Debt, Penny Warrants and Series C Preferred) constitute stock or "securities" for purposes of the reorganization provisions of the Code. Neither the Code nor the Treasury Regulations define the term security. Whether a debt instrument is a security is based on all the facts and circumstances; however, the maturity of a debt instrument has generally been a focus of the courts when evaluating whether such instrument should be treated as a "security" for these purposes. In this regard, debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities. The Existing Secured Bridge Loans, Existing Term A Loans, and Existing Term B Loans had terms of seven years. The New Delayed Draw Term Loan has a maturity date of April 3, 2031 (~6 years, 8 months term), whereas the New Second Out Term Loans and the New Fourth Out Term Loans both have a maturity date of October 3, 2031 (~7 years, 2 months term).

Recapitalization Treatment: If the Existing Debt and New Debt each constitute a security for U.S. federal income tax purposes, the Exchange is expected to qualify as a reorganization pursuant to Section 368(a)(1)(E). In such case, the Consenting Lenders are generally not expected to recognize any gain or loss with respect to the Exchange, except to the extent of cash or other "boot" received by the Consenting Lenders (other than cash for accrued and unpaid interest). The Consenting Lenders are generally expected to recognize gain to the extent of the lesser (a) the amount of cash received (excluding the amount treated as received in satisfaction of accrued but untaxed interest), and (b) (i) the sum of (1) the fair market value of the Series C Preferred received, (2) the amount of cash received (excluding the amount treated as received in satisfaction of accrued but untaxed interest), and (3) the issue price of the New Debt, minus (ii) the Consenting Holders' adjusted tax basis in the Existing Debt surrendered.

The basis of the New Debt, Penny Warrants and Series C Preferred (collectively, the "**New Property**") received in the Exchange by the Consenting Lenders is expected to equal the adjusted tax basis of the Existing Debt, cash, and Put Option (collectively, the "**Old Property**") surrendered in the Exchange, decreased by the amount of cash and other "boot" received and increased by the amount of gain recognized by the Consenting Lenders. Such basis is generally expected to be allocated among the components of the New Property in accordance with the fair market value of each component.

Taxable Exchange**:** If the Existing Debt and New Debt do not each constitute a security for U.S. federal income tax purposes, the Exchange is expected to be taxable to the holders. In such case, the Consenting Lenders are generally expected to recognize gain or loss equal to the difference between (i) the issue price of the New Second Out Term Loans, the issue price of the New Fourth Out Term Loans, and the fair market value of other property and cash received, and (ii) their adjusted tax basis in the Existing Debt. The Consenting Lenders' tax basis in the property received will equal the amount taken into account in determining gain or loss.

As a general matter, and subject to the "investment unit" rules discussed below, in determining the "issue price" of a debt instrument, if a substantial amount of the debt instruments in an issue is issued for money, the issue price of each debt instrument in the issue is the first price at which a substantial amount of the debt instruments is sold for money. Approximately 17% of the total New Delayed Draw Term Loan commitment is held by lenders who did not participate in the Exchange. As a result, Issuer intends to take the position that the New Delayed Draw Term Loans have an issue price determined by reference to the amount of money paid by such lenders for the funded portion of the New Delayed Draw Term Loans.

Where a debt instrument is not issued for money, but is "publicly traded," then the trading value of such debt instrument determines its issue price. Where a debt instrument is not issued for money and is not publicly traded but was issued in exchange for another debt instrument that was publicly traded, then the trading value of the other debt instrument determines its issue price (unless such trading values represent mere indicative quotes and a position is established that demonstrates that such indicative quote materially misrepresented the fair market value of such property). If debt is not issued for money, is not publicly traded, and was not issued for property that is publicly traded, then, generally, the issue price of such debt would be its stated principal amount.

Property is treated as "publicly traded" for such purposes if, at any time during the 31-day period ending 15 days after the issue date, there is a sales price for the property (in which case such sales price generally determines the fair market value), there are one or more "firm quotes" for the property, or there are one or more "indicative quotes" for the property.

Issuer is unaware of any actual sales of the New Debt within the 31-day period ending 15 days after the issue date. In general, a firm quote is considered to exist when a price quote is available from at least one broker, dealer, or pricing service (including a price provided only to certain customers or to subscribers) for property and the quoted price is substantially the same as the price for which the person receiving the quoted price could purchase or sell the property. An indicative quote is considered to exist when a price quote is available from at least one broker, dealer, or pricing service (including a price provided only to certain customers or to subscribers) for property and the price quote is not a firm quote. Issuer is unaware of any indicative or firm quotes for the New Debt in this case within such a 31-day period. Therefore, Issuer does not expect the New Debt to be considered publicly traded.

Because the Consenting Lenders are for U.S. federal income tax purposes treated as receiving the New Property in exchange for the Old Property, the "investment unit" rules may apply to the determination of the issue price of the property received (i.e., the New Property) in exchange for the Old Property. In general, if all of the components of an "investment unit" are issued for cash and/or are traded on an established market, then the issue price of the investment unit, as a whole, is the amount of such cash or the aggregate of the fair market value of each of the components of the investment unit, as appropriate; the issue price of the investment unit is then allocated to each of the investment unit's components on the basis of each component's relative fair market value, and that allocation determines the issue price of the debt components of the investment unit.

If the investment unit is not issued for cash and is not publicly traded but is issued in exchange for publicly traded property, then the issue price of the investment unit is determined by reference to the fair market value of such property. Finally, if none of the above rules apply, generally, the issue price of the debt instrument(s) in the investment unit would be its stated or imputed principal amount or the stated redemption price at maturity, as applicable.

Issuer expects to the treat the New Property as an investment unit issued in exchange for the Old Property. In this case, 1) the New Property was not issued solely for cash, 2) none of the components of the New Property were publicly traded (*i.e.*, the New Debt, the Penny Warrants and Series C Preferred were not publicly traded on a stand-alone or collective basis), and 3) the New Property was not issued solely for publicly traded property (as not all of the components of the Old Property were publicly traded). The issue price of the debt components of the New Debt (*e.g.*, the New Second Out Term Loans and the New Fourth Out Term Loans) included in the New Property investment unit may be the stated or imputed principal amount, or the stated redemption price at maturity. However, as noted above, an additional $250,000,000 of New Second Out Term Loans were issued for cash of $250,000,000 to lenders who did not participate in the Exchange. The Borrower intends to take the position that the issue price of the New Second Out Term Loans is the stated principal amount. The foregoing discussion regarding the application of the investment unit rules to the determination of the issue price of the New Debt is not necessarily determinative with respect to the determination of the fair market value of the Series C Preferred and Penny Warrants for purposes of allocating basis based on the respective fair market value of the components of the New Property.

Holders of the Old Debt should consult their own tax advisors to determine the tax consequences of the Exchange to them.

Part II Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market value of securities and the valuation date.

See response to Line 15 above.

Part II Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 354, 356, 358, 368, 1001, 1012, 1273, 1274, and 1275.

Part II Line 18. Can any resulting loss be recognized?

If the Exchange is treated as a recapitalization under Section 368(a)(1)(E), then the Consenting Lenders should not recognize loss.

If the Exchange is treated as taxable, then loss may be recognized. See response to Line 15 above for circumstances that may result in a loss to a Consenting Lender.

Part II Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Closing Date was August 13, 2024. For a taxpayer whose taxable year is the calendar year, the reportable tax year is 2024.