



**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [see attached](#)

**18** Can any resulting loss be recognized? ► [see attached](#)

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [see attached](#)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Date ► 09/08/2025

Title▶ SVP and Chief Financial Officer

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

**Atlas CC Acquisition Corp.**  
**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**

The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any holder's specific circumstances. Holders are urged to consult their own tax advisors regarding U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from such transactions.

## Form 8937, Part I, Line 9-10

Classification and Description (Line 9)	CUSIP Number (Line 10)	Serial Number (Line 11)	Ticker Symbol (Line 12)	Account Number (Line 13)
Term Loan C (“ <u>Relevant Existing Term C Loans</u> ”)	04921TAC8			
Second Lien Term Loans (“ <u>Relevant Existing Second Lien Term Loans</u> ”)	N/A <sup>1</sup>			
Preferred Stock				
Second Out Term C Loans	04921TAH7			
Third Out Term Loans	04921TAP9			
Second Out PIK Term Loans	04921TAN4			

## Form 8937, Part II, Line 14

Atlas CC Acquisition Corp., (the “Issuer”) is a member of a consolidated group that files a U.S. federal income tax consolidated return. Prior to the transactions described herein, the Issuer was the obligor on the Relevant Existing Term C Loans and the Relevant Existing Second Lien Term Loans.

On July 25, 2025, the Issuer participated in a number of transactions, including the following transactions relevant to this Form 8937: (1) participating holders of Relevant Existing Term C Loans exchanged their Relevant Existing Term C Loans for Second Out Term C Loans issued by the Issuer; and (2) participating holders of Relevant Existing Second Lien Term Loans exchanged their Relevant Existing Second Lien Term Loans for either (a) Third Out Term Loans issued by the Issuer and preferred stock of the Issuer (such preferred stock, “Preferred Stock”) or (b) the Second Out PIK Term Loans issued by the Issuer.

## Form 8937, Part II, Lines 15 and 16

The basis of the non-cash consideration received by holders of Relevant Existing Term C Loans and Relevant Existing Second Lien Term Loans will depend, in part, on whether the exchange of such Relevant Existing Term C Loans or Relevant Existing Second Lien Term Loans is treated as a “significant modification” of such debt instrument for U.S. federal income tax purposes. Under applicable U.S. Treasury regulations, the modification of a debt instrument (including any exchange of debt instruments) generally is a significant modification if, based on the facts and circumstances and taking into account all modifications of the debt instrument collectively, the legal rights or obligations are altered and the degree to which they are altered are “economically significant.” In addition to the general rule, the U.S. Treasury regulations provide that a modification that results in an increase in the yield of a debt instrument (taking into account payments contemporaneous with such modification) that is greater than a specified threshold is a significant modification. The Issuer intends to take the position that exchanged Relevant Existing Term C Loans and exchanged Relevant Existing Second Lien Term Loans were significantly modified, and thus

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<sup>1</sup> Second Lien Term Loans had Bloomberg ID # BL4142115.

deemed exchanged, for the property issued in exchange therefor; provided, the foregoing intended characterization of the exchanges is not binding upon the IRS, and if the IRS successfully asserted a different position with respect to any of the foregoing then the consequences would be materially different than the ones described herein.

### *Exchanges of Relevant Existing Term C Loans*

The basis of the consideration received by holders of Relevant Existing Term C Loans will depend, in part, on whether, (a) the Relevant Existing Term C Loan constituted a “security” of the Issuer, and (b) the Second Out Term C Loans constitute a “security” of the Issuer.

Neither the Internal Revenue Code of 1986, as amended (the “Code”) nor the Treasury Regulations promulgated thereunder define the term “security.” Whether a debt instrument constitutes a “security” is determined based on all relevant facts and circumstances, but most authorities have held that the length of the term of a debt instrument at initial issuance is an important factor in determining whether such instrument is a security for U.S. federal income tax purposes. These authorities have indicated that a term of less than five years is evidence that the instrument is not a security, whereas a term of ten years or more is evidence that the instrument is a security. There are numerous other factors that could be taken into account in determining whether a debt instrument is a security, including the security for payment, the creditworthiness of the obligor, the subordination or lack thereof with respect to other creditors, the right to vote or otherwise participate in the management of the obligor, the convertibility of the instrument into an equity interest of the obligor, whether payments of interest are fixed, variable, or contingent, and whether such payments are made on a current basis or accrued.

Certain authorities suggest that, for purposes of determining whether a debt instrument issued pursuant to a significant modification qualifies as a security, the term to maturity of such newly issued debt instrument may be determined by reference to the issue date of the exchanged debt (rather than the issue date of the newly issued debt) as long as such newly issued debt has substantially the same terms as the exchanged debt.

The Relevant Existing Term C Loans had a seven-year maturity, with a maturity date of May 25, 2028. The maturity date of the Second Out Term C Loans is May 25, 2029. The Issuer expects to take the position, to the extent relevant, that the Relevant Existing Term C Loans were a “security,” and the following discussion assumes as much. The Issuer has not determined whether it intends to take the position, to the extent relevant, that the Second Out Term C Loans are a “security.” The Issuer urges holders to consult their tax advisors with respect to the determination of whether any such instrument is a “security” for U.S. federal income tax purposes.

Based upon the assumption that the Relevant Existing Term C Loans were a “security,” if the Second Out Term C Loans are a “security,” then, with respect to a holder, such holder will be treated as participating in a recapitalization and the basis of the Second Out Term C Loans received in the exchange by such holder should be equal to such holder’s adjusted tax basis in the Relevant Existing Term C Loans surrendered (excluding any amounts attributable to accrued but unpaid interest).

If the Second Out Term C Loans are not a “security,” then the basis of the Second Out Term C Loans received should be equal to their fair market value (with “issue price” utilized to determine the fair market value of the debt).

As a general matter, if a substantial amount of the debt instruments in an issue are 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 are sold for money. Where a debt instrument is not issued for money, but is “publicly traded,”

then, as a general matter, 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, as a general matter, 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.

For purposes of determining its issue price, the Second Out Term C Loans will be treated as publicly traded and as a result the Issuer expects to take the position that the Second Out Term C Loans’ issue price will be determined by reference to the applicable trading values of the Second Out Term C Loans, as described above. The Issuer expects to treat the issue price of the Second Out Term C Loans as 73.8% based upon applicable trading values.

The Issuer will, in accordance with Treasury Regulations section 1.1273-2(f)(9), make its official determination of the issue price of the Second Out Term C Loans available to holders thereof within 90 days of the issuance date of such debt. The Issuer’s determination of the issue price will be binding on holders thereof unless the holder explicitly discloses that its determination is different from the Issuer’s determination. The Issuer reserves the right to determine an issue price of the Second Out Term C Loans other than 73.8% in connection with complying with Treasury Regulations section 1.1273-2(f)(9), and if so, the Issuer will publish an amendment to this form.

#### *Relevant Existing Second Lien Term Loans Exchange*

The basis of the consideration received by holders of Relevant Existing Second Lien Term Loans will depend, in part, on whether, (a) the Relevant Existing Second Lien Term Loans constituted a “security” of the Issuer, and (b) any of the consideration received constitutes a “security” of the Issuer or “stock” of the Issuer.

The Relevant Existing Second Lien Term Loans had an eight-year maturity, with a maturity date of May 25, 2029. The maturity date of the Third Out Term Loans is August 25, 2029. The maturity date of the Second Out PIK Term Loans is May 25, 2029. The Issuer expects to take the position, to the extent relevant, that the Relevant Existing Second Lien Term Loans were a “security,” and the following discussion assumes as much. The Issuer has not determined whether it intends to take the position (to the extent relevant) that the Third Out Term Loans or the Second Out PIK Term Loans are a “security.” The Issuer urges holders to consult their tax advisors with respect to the determination of whether any such instrument is a “security” for U.S. federal income tax purposes.

#### *Holders of Relevant Existing Second Lien Term Loans who Received Third Out Term Loans and Preferred Stock*

Based upon the assumption that the Relevant Existing Second Lien Term Loans were a “security,” the holders of Relevant Existing Second Lien Term Loans should be treated as participating in a recapitalization. The following discussion assumes that the Preferred Stock is not treated as nonqualified preferred stock (and the Issuer does not intend to take the position that the Preferred Stock is nonqualified preferred stock).

If the Third Out Term Loans are not treated as a “security,” then (x) the basis of the Third Out Term Loans should be equal to their fair market value (with “issue price” utilized to determine the fair market value of the debt), and (y) the basis of the Preferred Stock should be the same as the holder’s basis in its Relevant Existing Second Lien Term Loans exchanged therefor (excluding any amounts attributable to accrued but unpaid interest), decreased by the issue price of the Third Out Term Loans received, and increased by the amount of gain recognized by such holder on such exchange. The holder should recognize gain to the extent of the lesser of (a) the issue price of the Third Out Term Loans received, and (b) (i) the sum of (1) the issue price of the Third Out Term Loans received, and (2) the fair market value of the Preferred Stock received, minus (ii) such holder’s adjusted tax basis in its Relevant Existing Second Lien Term Loans.

If the Third Out Term Loans are treated as a “security,” then the basis of the Third Out Term Loans Received and the Preferred Stock received should be the same as the holder’s basis in its Relevant Existing Second Lien Term Loans exchanged therefor (excluding any amounts attributable to accrued but untaxed interest), with such basis allocated among the Third Out Term Loans received and the Preferred Stock received in proportion to the fair market value of the Preferred Stock and the issue price of the Third Out Term Loans.

The Issuer is unaware of any actual sales or quotes of the Relevant Existing Second Lien Term Loans, Third Out Term Loans, or Preferred Stock within the 31-day period ending 15 days after the issue date.

Because the holder received both debt (Third Out Term Loans) and other property (Preferred Stock), the “investment unit” rules may technically apply to determine the issue price of the Third Out Term Loans. However, here, neither any component of the investment unit (i.e., the Third Out Term Loans and the Preferred Stock) nor the property for which the investment unit was exchanged (the Relevant Existing Second Lien Term Loans) is publicly traded. As such, the Issuer expects to take the position that the issue price of the Third Out Term Loans is equal to their stated principal amount (i.e., a 100% issue price).

The Issuer will, in accordance with Treasury Regulations section 1.1273-2(f)(9), make its official determination of the issue price of the Third Out Term Loans available to holders thereof within 90 days of the issuance date of such debt. The Issuer’s determination of the issue price will be binding on holders thereof unless the holder explicitly discloses that its determination is different from the Issuer’s determination. The Issuer reserves the right to determine an issue price of the Third Out Term Loans other than 100% in connection with complying with Treasury Regulations section 1.1273-2(f)(9), and if so, the Issuer will publish an amendment to this form.

Finally, based upon a valuation of the Preferred Stock obtained by the Issuer, the Issuer intends to take the position that applicable holders of Relevant Existing Second Lien Term Loans received an amount of Preferred Stock with a fair market value equal to the difference between the adjusted issue price of their Relevant Existing Second Lien Term Loans and the issue price of the Third Out Term Loans received.

*Holders of Relevant Existing Second Lien Term Loans who Received Second Out PIK Term Loans*

Based upon the assumption that the Relevant Existing Second Lien Term Loans were a “security,” if the Second Out PIK Term Loans are a “security,” then the holder of the Relevant Existing Second Lien Term Loans will be treated as participating in a recapitalization and the basis of the Second Out PIK Term Loans received in the exchange by such holder should be equal to such holder’s adjusted tax basis in the Relevant Existing Second Lien Term Loans surrendered (excluding any amounts attributable to accrued but unpaid interest).

If the Second Out PIK Term Loans are not a “security,” then the basis of the Second Out PIK Term Loans received should be equal to their fair market value (with “issue price” utilized to determine the fair market value of the debt).

As noted above, the Issuer is unaware of any actual sales or quotes of the Relevant Existing Second Lien Term Loans within the 31-day period ending 15 days after the issue date. Furthermore, the Second Out PIK Term Loans were not purchased for money and because their outstanding stated principal amount was less than \$100 million they will not be treated as publicly traded (and, additionally, the Issuer is unaware of any actual sales or quotes of the Second Out PIK Term Loans within the 31-day period ending 15 days after the issue date). As such, the Issuer expects to take the position that the issue price of the Second Out PIK Term Loans is equal to their stated principal amount (i.e., a 100% issue price).

The Issuer will, in accordance with Treasury Regulations section 1.1273-2(f)(9), make its official determination of the issue price of the Second Out PIK Term Loans available to holders thereof within 90 days of the issuance date of such debt. The Issuer’s determination of the issue price will be binding on holders thereof unless the holder explicitly discloses that its determination is different from the Issuer’s determination. The Issuer reserves the right to determine an issue price of the Second Out PIK Term Loans other than 100% in connection with complying with Treasury Regulations section 1.1273-2(f)(9), and if so, the Issuer will publish an amendment to this form.

## **Form 8937, Part II, Line 17**

The tax treatment is based on the following Code sections and subsections:

Sections 354, 356, 358, 368, 1001, 1273

## **Form 8937, Part II, Line 18**

If the receipt of consideration by a holder qualifies as a recapitalization then no loss can be recognized.

If the receipt of consideration does not qualify as a recapitalization, it may result in a loss to a holder in an amount generally equal to the excess (if any) of the holder’s adjusted tax basis in its debt exchanged over the issue price of any debt received and the fair market value of any other consideration received (in each case, excluding any amounts attributable to accrued but unpaid interest).

## **Form 8937, Part II, Line 19**

The reportable tax year is 2025 with respect to calendar year taxpayers.