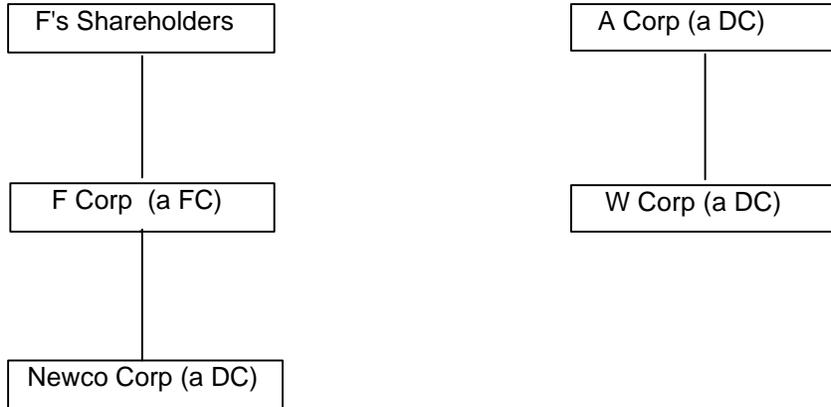


**Exhibit 19.3-3**

**REVERSE TRIANGULAR MERGER (§368(a)(2)(E))**

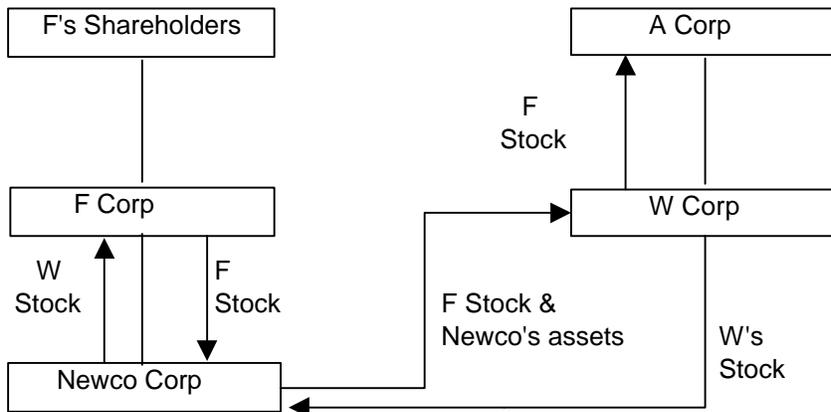
**BEFORE THE TRANSACITON**



The lines without arrows show ownership. The Parent is above the subsidiary.  
 FC = foreign corporation  
 DC = domestic corporation

This is a diagram of the reorg described in §1.367(a)-3(d)(1)(ii)

**THE TRANSACTION**



Newco transfers its assets and F stock to W in exchange for W stock. W distributes F Stock to A in exchange for W stock. Newco distributes W stock to F Corp and dissolves.

**AFTER THE TRANSATION**

