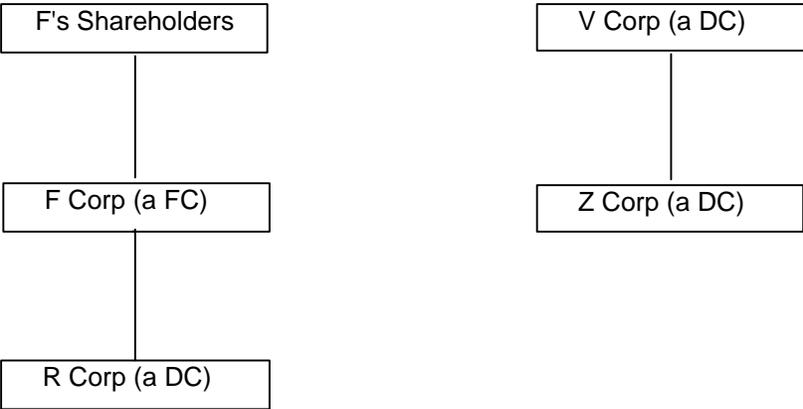


Exhibit 19.3-5

TYPE C REORG USING THE PARENT'S STOCK (§1.368(a)(1)(C))

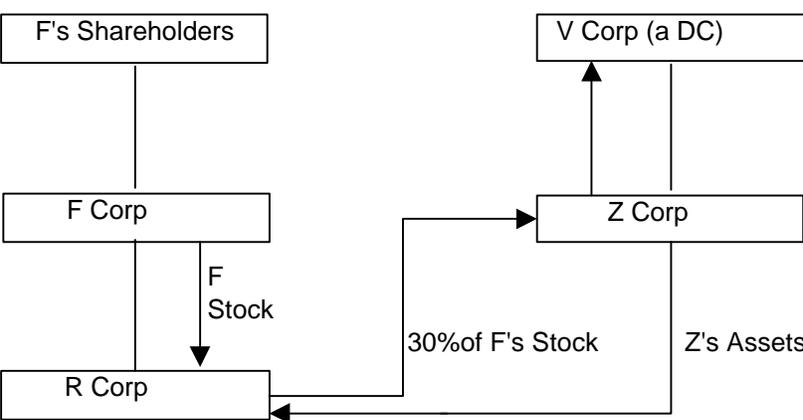
BEFORE THE TRANSACTION



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

This is a diagram of 1.367(a)-3(d)(3), example 5

THE TRANSACTION



AFTER THE TRANSACTION

