

Take Extra Steps Out of Drafting Tax Documents

LIVEDGAR's Precedent Authority is the premier resource for researching and drafting the documents commonly associated with tax law.

SITUATION: You have been asked by your client to draft an agreement that addresses the tax implications of divesting one of their corporation's divisions and turning it into an independent company

SOLUTION: From LIVEDGAR's Precedent Authority, you will be able to conduct granular research on all aspects of your agreement, including specific language related to spinning-off one of a corporation's business units.

Precedent Authority is the only industry resource that lets you combine full-text search capabilities and fielded data so you can drill down into the specifics of any key document.

In addition, because Precedent Authority focuses on the specific titles, clauses and language associated with a document, it does not matter why the document was filed. LIVEDGAR searches across all form types to return all applicable results regardless of where the document was attached. This means you are assured of having access to the most complete collection of model documents in the industry.

STEP 1

In the Practice Area drop down menu, select Tax. Once the Document Type menu appears, expand it and check the box next to Allocation.

Selecting Tax and Allocation customizes your research and directs LIVEDGAR to retrieve only those documents that meet your specified criteria.

STEP 2

In the View Results section, select the Hits in Context radio button.

When Hits in Context is selected, LIVEDGAR displays excerpts from the most recent hits that match the criteria you enter.

STEP 3

In the Document Free Text box, type the words *spin or spin-off* and click the Submit button.

By leveraging search operators in the Document Free Text box, LIVEDGAR will instantly return search results that are focused on agreements related to spinning-off a company from its parent. In addition, by using the search operator, *or*, LIVEDGAR is directed to search for both the phrase spin and spin-off.

The screenshot shows the LIVEDGAR Precedent Authority search interface. It is titled "Precedent Authority" and has navigation links for "Document Search", "Clause Search", and "Defined Terms Search". There are also links for "Coverage", "More Information", and "Rate Schedule". The interface includes a "Practice Area" dropdown menu set to "Tax", a "Document Types" section with "Allocation" checked, and a "View Results" section with "Hits in Context" selected. The "Document Free Text" box contains the search query "spin and spin-off". Below the search box are fields for "Document Title", "Clause Title", "Defined Terms", "Governing Law", and "Law Firm". The interface also includes a "Submit" button and a "My Searches" link.

STEP 4

On the Search Results page, click on View in the header of the desired document to review the entire section pertaining to spinning-off a company in the selected agreement.

In the document header, you can also choose to print, e-mail or save that section of the document.

STEP 5

Click the View All Hits link in the preview box.

This directs LIVEDGAR to display all hits in the document based on the search criteria you entered. This feature allows you to easily focus on the language most pertinent to your research.

STEP 6

View, print, e-mail or save any document from results or take advantage of other powerful LIVEDGAR features, such as Save Search and Alerts.

- **Save Search** – Click on Save Search and LIVEDGAR will prompt you to name your search and then it will automatically save it to the Searches area of MY LIVEDGAR where it can be reused at any time.
- **Alerts** – Click on Add as Alert to receive immediate notification via e-mail every time new information related to your search is added to LIVEDGAR.

STEP 7

Check the boxes next to the document header of those items you are most interested in reviewing and then click the Worklist link to add these items to your Worklist.

Clicking the Worklist link adds only the sections of the document you need to your Worklist allowing them to be stored for review at a later time.

Precedent Authority Search Results [More Information](#) [Rate Schedule](#)

[Save Search](#) | [Add as Alert](#)

Precedent Authority Search Criteria
Free Text spin and spin-off
Document Types Allocation

Next 10 | [Display All](#) | [Modify Search](#) | [Hits In Context](#) | [Abbreviated Listing](#) | [Worklist](#) | [TDR](#) | [Printable Version](#)

Select/Unselect all

1) Card Activation Technologies Inc.
EXHIBIT 10.3 TAAX SHARING AGREEMENT Filed 12/26/06

[View](#) | [Email](#) | [Print](#) | [Save](#) | Review Setting | [Add to Worklist](#)

[View All Hits](#) | [Filing Values](#) | Filed under the [The Securities Exchange Act of 1934](#)

Introduction
This tax sharing agreement (the "AGREEMENT"), dated as of October 31, 2006, by and between MedCom USA, Incorporated, a Delaware corporation ("MEDCOM") and Card Activation Technologies Inc., a Delaware corporation ("CAT") which as of the date of this agreement is a wholly owned subsidiary of MedCom.

Recitals
MedCom desires to separate its businesses into independent companies. MedCom intends to spin-off (the "SPIN-OFF") to its shareholders a substantial portion of the outstanding capital stock of CAT at the date and time of such Spin-off (the "SPIN-OFF DATE").

The parties recognize that it will be necessary or advisable to define their respective rights and responsibilities pertaining to federal and state income tax (the term "state income tax" includes all state franchise taxes measured by net income) liabilities.

Therefore, in consideration of the mutual covenants and subject to the terms and conditions contained in this agreement, the parties agree as follows:

2) NEWS CORP
Exhibit 2.2 TAX MATTERS AGREEMENT Filed 12/26/06

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[View All Hits](#) | [Filing Values](#) | Filed under the [The Securities Exchange Act of 1934](#)

Section 9.8 Assignment; Successors and Assigns; No Third Party Rights

This Agreement may not be assigned by any Party hereto without the prior written consent of the other Parties hereto, and any attempted assignment shall be null and void; provided, however, that following the Closing LMC will be permitted to assign its rights hereunder, without

obtaining the consent of Parent, to any Person to which ownership of one hundred percent (100%) of the shares of capital stock of Splitco are or have been transferred in connection with any spin off, split off or other distribution of the securities of such transferee in which holders of LMC capital stock immediately prior thereto are entitled to, or have the opportunity to, participate in such distribution. This Agreement shall be binding upon and inure

Precedent Authority Search Results [More Information](#) [Rate Schedule](#)

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Precedent Authority Search Criteria
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Select/Unselect all