Part I Reporting Issuer

1. Issuer's name: IVY ACQUISITION PARENT INC & SUB C/O IPC SYSTEMS INC.
2. Issuer's employer identification number (EIN): 47-2594109
3. Name of contact for additional information: Luino Dell'Ossio
4. Telephone No. of contact: Luino.DellOsso@ipc.com
5. Email address of contact: Luino.DellOsso@ipc.com
6. Number and street (or P.O. box if mail is not delivered to street address) of contact: HARBORSIDE FIN. CTR., 1500 PLAZA 10, 15TH FL
7. City, town, or post office, state, and ZIP code of contact: JERSEY CITY, NJ 07311
8. Date of action: October 1, 2021
9. Classification and description: Out of court debt restructuring transaction
10. CUSIP number: N/A
11. Serial number(s): N/A
12. Ticker symbol: N/A
13. Account number(s): N/A

Part II Organizational Action

14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action: See attached
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: See attached
16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates: See attached
Part II  Organizational Action (continued)

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.

Signature ▶ Luino Dell’Osso
Date ▶ Nov 16, 2021
Print your name ▶ Luino Dell’Osso
Title ▶ SVP, Chief Accounting Officer
Check □ if self-employed
PTIN ▶

Paid Preparer Use Only
Print/Type preparer’s name ▶
Preparer’s signature ▶
Date ▶
Check □ if self-employed
Firm’s name ▶
Firm’s EIN ▶
Firm’s address ▶
Phone no. ▶

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
The information contained in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the “Code”). Moreover, each creditor and shareholder should consult its own tax advisor regarding the particular tax consequences of the transaction to them, including the applicability and effect of all U.S. federal, state, local, and foreign tax law.

Form 8937, Part I, Lines 9 and 10

<table>
<thead>
<tr>
<th>Description</th>
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<tr>
<td>1st Lien Term Loans issued in 2015</td>
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</tr>
<tr>
<td>First Lien Term Loans issued in 2019</td>
<td>44987VAH9</td>
</tr>
<tr>
<td>Second Lien Cov-Lite Term Loans issued in 2015</td>
<td>44987VAE6</td>
</tr>
<tr>
<td>Second Lien PIK Term Loans issued in 2019</td>
<td>44987VAJ5</td>
</tr>
<tr>
<td>Etrali Notes</td>
<td>N/A</td>
</tr>
<tr>
<td>IPC Corp Common Stock</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Form 8937, Part II, Line 14

Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action:

On October 1, 2021 (the “Restructuring Effective Date”), Ivy Acquisition Parent, Inc. & Subsidiaries (the “IPC Group”) entered into a debt restructuring agreement (the “Transaction Support Agreement”), outside of bankruptcy court, with certain of its creditors. These creditors were the holders of the following: (i) the first lien credit facility entered into on February 6, 2015, the first lien sidecar credit facility entered into on April 26, 2018, and the first lien non-loan party foreign credit facility entered into on January 22, 2019 (collectively, the “First Lien Term Loans”); (ii) the second lien credit facility entered into on February 6, 2015 (the “Second Lien Term Loans”); and (iii) the notes issued to certain former equity holders of IPC Corp. pursuant to a letter agreement entered into on December 22, 2015 (the “Etrali Notes”).

Pursuant to the Transaction Support Agreement, holders of the First Lien Term Loans received cash in full recovery of their claims (the “First Lien Cash Settlement”), holders of the Second Lien Term Loans received new equity (the “New Equity”) and a convertible note (the “Convertible Note”) in partial recovery of their claims (the “Second Lien Exchange”), the holders of the Etrali Notes received cash in partial recovery of their claims (the “Notes Cash Settlement”), and the old equity of IPC Corp was cancelled for no consideration. These
transactions affected the basis of each of the holders of the First Lien Term Loans, the Second Lien Term Loans, and the Etrali Notes.

**Form 8937, 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:*

As stated in Line 14 above, the transactions resulting from the Transaction Support Agreement affected the basis of the holders of the First Lien Term Loans, the Second Lien Term Loans, and the Etrali Notes.

(i) **First Lien Cash Settlement**

On the Restructuring Effective Date, each holder of First Lien Term Loans shall receive payment in full in cash.

(ii) **Second Lien Exchange**

The exchange of Second Lien Term Loans for New Equity is expected to qualify as a tax-free contribution under Section 721 of the Code, with a holder recognizing no gain or loss and taking a tax basis in the New Equity equal to its basis in the Second Lien Term Loans that were exchanged for New Equity.

The extent to which some or all of the Convertible Note will be treated as issued in exchange for a portion of the Second Lien Term Loans, and the tax treatment of such exchange, is unclear. A holder may be treated as exchanging a portion of the Second Lien Term Loans for the Convertible Note in a taxable sale in which case the holder would (a) recognize gain or loss with respect to the portion of the Second Lien Term Loans exchanged for the Convertible Note equal to the difference between the holder’s tax basis in such portion and the issue price of the Convertible Note, and (b) take tax basis in the Convertible Note equal to its issue price. It is also possible that the Convertible Note will be treated as issued solely in exchange for money, or that it will not be treated a separate consideration but rather treated along with the New Equity as part of a single unified partnership interest for tax purposes.

Holders should consult their own tax advisors regarding the particular tax consequences of the Second Lien Exchange to them.

(iii) **Etrali Notes Cash Settlement**

On the Restructuring Effective Date, each holder of the Etrali Notes shall receive its pro-rata payment in cash in full satisfaction of its claims.
(iv) IPC Corp Stock Cancellation

On the Restructuring Effective Date, the existing equity interest of IPC Corp was cancelled, released, and extinguished and holders of IPC Corp Stock did not receive any distribution pursuant to the Transaction Support Agreement.

Form 8937, Part II, Line 16

*Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:*

See Line 15 above, the holder’s aggregate tax basis in the New Equity and Convertible Note received generally will equal such holder’s aggregate adjusted tax basis in its Second Lien Term Loans immediately prior to the Second Lien Exchange, increased by the gain recognized in the exchange, if any, and decreased by any cash received (i.e., boot). This basis will be split and allocated among the New Equity and Convertible Debt received in proportion to the fair market value of the New Equity and Convertible Debt, respectively.

Holders should consult their own tax advisors to determine the particular tax consequences of the Second Lien Exchange to them.

Form 8937, Part II, Line 17

*List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:*

If recapitalization: sections 108, 354, 356(a), 358(a), 368(a), and 1017 of the Code.

If not recapitalization: sections 108, 165, 1001, 1012, 1017, and 1273 of the Code.

Form 8937, Part II, Line 18

*Can any resulting loss be recognized?*

If the Second Lien Exchange qualifies as a tax-free contribution (within the meaning of Section 721 of the Code) for U.S. federal income tax purposes, no loss would be recognized for U.S. federal income tax purposes.

If the Second Lien Exchange does not qualify as a tax-free contribution for U.S. federal income tax purposes, the Second Lien Exchange 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 Second Lien Term Loans over the fair market value of the New Equity and Convertible Note received.
Generally, taxpayers may recognize a loss on an exchange that is treated as a taxable sale or exchange under section 1001.

Holders should consult their own tax advisors regarding the particular tax consequences of each exchange to them for the above noted transactions.

A U.S. holder of IPC Corp Stock may be eligible for a worthless stock deduction pursuant to Section 165 of the Internal Revenue Code. The rules governing the character, timing and amount of bad debt or worthless securities place considerable emphasis on the facts and circumstances of the U.S. holder, the obligor, and the instrument with respect to the which deduction is claimed. U.S. holders of IPC Corp stock, therefore, are urged to consult their tax advisors with respect to their ability to take such a deduction.

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

*Provide any other information necessary to implement the adjustment, such as the reportable tax year:*

The IPC Group has a tax year ending September 30, 2021. Holders should consult with a tax advisor regarding the particular tax consequences of each exchange to them. The information contained in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for purposes of avoiding penalties under the Internal Revenue Code of 1986, as amended.
"IPC_Federal 8937 Report of Organizational Actions Affecting Basis of Securities (002)" History

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