

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 STATEMENT

18 Can any resulting loss be recognized? ▶ SEE ATTACHED STATEMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
SEE ATTACHED STATEMENT

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.

Sign Here

Signature ▶  Date ▶ 5/17/21

Print your name ▶ RICHARD MARTIN Title ▶ CFO

Paid Preparer Use Only	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.			

RentPath Holdings, Inc.
FEIN: 45-2461735
Attachment to Form 8937
Report of Organizational Action Affecting Basis of Securities

Disclaimer: The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any shareholder's specific circumstances. Shareholders 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 the transaction.

Form 8937, Part I, Lines 9, 10 and 12

Debt Instruments Exchanged	CUSIP
2014 Senior Secured Term Loan - First Lien and Revolving credit facility	76016VAF0 76016VAB9
2014 Senior Secured Term Loan - Second Lien	76016VAE3

Common Stock of RentPath Holdings, Inc.	CUSIP
Old Common Stock	N/A

Form 8937, Part II, Line 14

On February 12, 2020, RentPath Holdings, Inc. ("Holdings") and 11 affiliated debtors (collectively, the "Debtors") each filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The cases are jointly administered under Case No. 20-10312.

On April 7, 2020, the Debtors filed their Revised Plan of Reorganization and the Disclosure Statement related thereto. On June 10, 2020, the Bankruptcy Court entered an order confirming the Plan.¹

On February 26, 2021, the Debtors filed their Amended Plan of Reorganization.

On April 1, 2021, the Bankruptcy Court entered an order confirming the Amended Plan.

On April 2, 2021 (the "Effective Date"), in accordance with the Amended Plan, the Sale Transaction Documents following the discharge pursuant to section 1141 of the Bankruptcy Code of Holdings, and of the other Debtors transferring assets pursuant to Article IV.C.1.a of the Amended Plan, of all Claims and liabilities (other than Assumed Liabilities) pursuant to the Amended Plan and this Order, the Sale Transaction was implemented in the following sequence: (i) first, (x) pursuant to sections 1123 and 1141(b) and 1141(c) of the Bankruptcy Code, all Acquired Assets were transferred to and vested in Reorganized Holdings, free and clear of all Liens (but excluding Permitted Liens), Claims, charges, interests, or other encumbrances in accordance with the Sale Transaction Documents, and (y) all Assumed Liabilities were transferred to Reorganized Holdings in accordance with the terms of the Sale Transaction Documents; (ii) second, (x) pursuant to sections 1123 and 1141(b) and 1141(c) of the Bankruptcy Code, all remaining property of the Debtors and their respective Estates that did not constitute Acquired Assets was transferred, as applicable, and vested in Wind Down Co free and clear of all Liens, Claims, charges, interests, or other encumbrances, and (y) all Claims and liabilities that were not Assumed Liabilities were transferred to Wind Down Co, as applicable; (iii) third, pursuant to sections 1123 and 1141(c) of the Bankruptcy Code, Redfin Corporation (the "Buyer") received 100% of the New Equity Interests free and clear

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¹ Unless otherwise defined herein, all capitalized terms have the same meaning as in the Amended Joint Chapter 11 Plan of Reorganization (the "Plan"), the Disclosure Statement, the Restructuring Support Agreement, and the Redfin Asset Purchase Agreement ("APA") approved and confirmed by the Bankruptcy Court on April 1, 2021.

of all Liens, Claims, charges, interests, or other encumbrances in accordance with the Sale Transaction Documents; and (iv) fourth, the Buyer remitted the Purchase Price (as defined in the Third Party APA) to an account or accounts designated by the Debtors or Wind Down Co, as applicable, in accordance with the Third Party APA for distribution in accordance with the Amended Plan.

First Lien Claims

Allowance: The First Lien Claims were Allowed in the aggregate principal amount of \$529,092,644.79, plus interest, fees, expenses and other amounts arising and payable under and in accordance with the First Lien Loan Documents, to the extent permitted by the Bankruptcy Code.

On the Effective Date (or, to the extent there are any Wind Down Reversionary Assets, with respect to such assets, as soon as practicable thereafter), each such Holder was entitled to receive, up to the full amount of such Holder's Allowed First Lien Claim, its Pro Rata share of the Sale Proceeds Distributable Consideration less the Second Lien Claims Recovery Cash Pool less the Second Lien Sale Distribution Recovery.

Second Lien Claims

Allowance: The Second Lien Claims were Allowed in the aggregate principal amount of \$173,863,958.33, plus interest, fees, expenses and other amounts arising and payable under and in accordance with the Second Lien Loan Documents, solely to the extent permitted by the Bankruptcy Code.

On the Effective Date (or, to the extent there are any Wind Down Reversionary Assets, with respect to such assets and to the extent of any distribution provided herein, as soon as practicable thereafter), each such Holder was entitled to receive its Pro Rata share of: (x) the Second Lien Claims Recovery Cash Pool; and (y) the Second Lien Sale Distribution Recovery.

Parent Equity Interests

On the Effective Date, Parent Equity Interests were cancelled, released, and extinguished, and be of no further force or effect, whether surrendered for cancellation or otherwise, and there were no distributions for Holders of Parent Equity Interests on account of such Interests.

Form 8937, Part II, Line 15

The following summary of certain U.S. federal income tax consequences is for informational purposes only and is not a substitute for tax advice based upon your individual circumstances. All holders of claims and interests are urged to consult their tax advisor.

Parent Equity Holders

Parent Equity Interests were cancelled, released, and extinguished, there were no distributions for Holders of Parent Equity Interests on account of such Interests.

U.S. Holders of Allowed First Lien Claims and Allowed Second Lien Claims

Pursuant to the Plan and the Stalking Horse APA, in complete and final satisfaction of the Allowed First Lien Claims and Allowed Second Lien Claims, holders of such Claims were entitled to receive Cash on or about the Effective Date, and were entitled to receive the right to additional distributions from Wind Down Co, representing the residual interest in the Wind Down Co Assets (including any interest in the Holdback Funds). Accordingly, a U.S. holder's interest in Wind Down Co is generally expected to—and the discussion herein assumes will—be treated as an equity interest in Wind Down Co for U.S. federal income tax purposes.

Wind Down Co is taxable as a corporation for U.S. federal income tax purposes. A U.S. holder of an Allowed First Lien Claim or Allowed Second Lien Claim will recognize gain or loss with respect to its Allowed Claim in an amount equal to the difference between (a) the sum of the amount of Cash received on or about the Effective Date, plus the aggregate fair market value of the equity ("stock") in Wind Down Co received, in exchange for such holder's Claims (other than any consideration attributable to a Claim for accrued but unpaid interest and possibly accrued original issue discount ("OID")) and (b) the adjusted tax basis of the Allowed Claim exchanged therefor (other than basis attributable to accrued but unpaid interest previously included in such holder's taxable income and possibly accrued OID).

The tax treatment of subsequent distributions by Wind Down Co if Wind Down Co is taxable as a corporation for U.S. federal income tax purposes will depend on whether or not such distributions are made pursuant to a plan of liquidation adopted by the board. Generally, if a subsequent distribution is made pursuant to a plan of liquidation, such distribution will be treated as a return of capital to the extent of a holder's tax basis in the stock (i.e., the fair market value of the stock when received), and thereafter as gain in respect of the sale or exchange of the stock. Otherwise, any distributions with respect to stock of Wind Down Co will be treated as a taxable dividend to the extent paid out of Wind Down Co's current or accumulated earnings and profits as determined under U.S. federal income tax principles, and will be includible by the U.S. holder as ordinary income when received. To the extent the amount of any distribution exceeds available earnings and profits with respect to such distribution, the excess will be applied against and will reduce the U.S. holder's adjusted tax basis (on a dollar-for-dollar basis) in respect of the stock as to which the distribution was made, but not below zero. Any remaining excess will be treated as gain from the sale or exchange of Wind Down Co stock. Depending on the type of holder and the holder's particular circumstances, a taxable dividend may be a qualified dividend entitled to a lower tax rate or may be eligible for a dividends received deduction (the benefits of which may be mitigated by the extraordinary dividend rules).

In general, to the extent that any consideration received pursuant to the Plan by a U.S. holder of an Allowed First Lien Claim or Allowed Second Lien Claim is received in satisfaction of accrued interest during the holder's holding period, such amount should be taxable to the U.S. holder as interest income (if not previously included in the U.S. holder's gross income). Conversely, a U.S. holder may recognize a deductible loss to the extent any accrued interest or accrued OID was previously included in its gross income and is not paid in full.

The Plan provides that, unless otherwise required by law (as reasonably determined by the Plan Administrator), consideration received in respect of an Allowed Claim is allocable first to the principal amount of the Claim (as determined for U.S. federal income tax purposes) and then, to the extent of any excess, to the remainder of the Claim, including any Claim for accrued but unpaid interest (in contrast, for example, to a pro rata allocation of a portion of the exchange consideration received between principal and interest, or an allocation first to accrued but unpaid interest). See Article VI.F of the Plan. There is no assurance that the IRS will respect such allocation for U.S. federal income tax purposes. U.S. holders are urged to consult their own tax advisors regarding the allocation of consideration and the inclusion and deductibility of accrued but unpaid interest for U.S. federal income tax purposes.

Where gain or loss is recognized by a U.S. holder, the character of such gain or loss as long-term or short-term capital gain or loss or as ordinary income or loss will be determined by a number of factors, including the tax status of the holder, whether the Allowed First Lien Claim or Allowed Second Lien Claim constitutes a capital asset in the hands of the holder and how long it has been held, whether the Claim was acquired at a market discount, and whether and to what extent the holder previously claimed a bad debt deduction.

A U.S. holder that purchased its Claims from a prior holder at a "market discount" (relative to the principal amount of the Claims at the time of acquisition) may be subject to the market discount rules of the Tax Code. In general, a debt instrument is considered to have been acquired with "market discount" if its holder's adjusted tax basis in the debt instrument is less than (a) its stated redemption price at maturity (which generally would be equal to the stated principal amount if all stated interest was required to be paid in cash at least annually) or (b) in the case of a debt instrument issued with OID, its revised issue price, in each case, by at least a de minimis amount. Under the market discount rules, any gain recognized on the satisfaction of Claims (other than in respect of a Claim for accrued but unpaid interest) generally will be treated as ordinary income to the extent of the market discount accrued (on a straight line basis or, at the election of the holder, on a constant yield basis) during the holder's period of ownership, unless the holder elected to include the market discount in income as it accrued. If a holder of a Claim did not elect to include market discount in income as it accrued and thus, under the market discount rules, was required to defer all or a portion of any deductions for interest on debt incurred or maintained to purchase or carry its Claim, such deferred amounts should become deductible at the time of the exchange.

Non-U.S. Holders of Allowed First Lien Claims and Allowed Second Lien Claims

A non-U.S. holder of Allowed First Lien Claims or Allowed Second Lien Claims generally will not be subject to U.S. federal income or withholding tax on any gain recognized in a fully taxable exchange or recapitalization

exchange of such Claims unless (a) the non-U.S. holder is an individual who was present in the United States for 183 days or more in the taxable year of the exchange and certain other conditions are met (in which case the non-U.S. holder will be subject to 30% U.S. federal income tax (or, if applicable, a lower treaty rate) on any gain recognized, net of certain U.S. source net capital losses), or (b) such gain is effectively connected with the conduct of a U.S. trade or business (in which case such gain will be taxed as described below).

Consideration received by a non-U.S. holder in exchange for an Allowed First Lien Claim or Allowed Second Lien Claim, to the extent it represents accrued but unpaid interest (or imputed interest arising as a result of the receipt of additional consideration upon a subsequent disallowance of Disputed Claims or otherwise), generally will not be subject to U.S. federal income or withholding tax, provided that such amounts are not effectively connected with the non-U.S. holder's conduct of a U.S. trade or business and: (a) the non-U.S. holder is not a "10-percent shareholder" with respect to Reorganized Holdings within the meaning of section 871(h)(3)(B) of the Tax Code; (b) the non-U.S. holder is not a controlled foreign corporation for U.S. federal income tax purposes that is related to RentPath Holdings, Inc. within the meaning of section 864(d)(4) of the Tax Code; (c) the non-U.S. holder is not a bank described in section 881(c)(3)(A) of the Tax Code; and (d) the non-U.S. holder provides a properly completed IRS Form W-8BEN or Form W-8BEN-E, as applicable, certifying its non-U.S. status and exemption from FATCA withholding, if applicable.

Alternatively, such accrued but unpaid interest (or imputed interest) will be exempt from, or subject to a reduced rate of, U.S. federal withholding tax if (a) such non-U.S. holder provides a properly completed IRS Form W-8BEN or Form W-8BEN-E, as applicable, claiming an exemption from or reduction in withholding under an applicable tax treaty or (b) such interest is effectively connected with such non-U.S. holder's conduct of a U.S. trade or business and such non-U.S. holder provides a properly completed IRS Form W-8ECI.

Accrued but unpaid interest (or imputed interest) that is not exempt from withholding as described above will be subject to a 30% U.S. federal withholding tax (unless an applicable income tax treaty provides otherwise).

If any gain or income (including amounts attributable to accrued but unpaid interest or imputed interest) recognized by a non-U.S. holder upon the exchange of an Allowed First Lien Claim or Allowed Second Lien Claim is effectively connected with the conduct of a U.S. trade or business of the non-U.S. holder, the non-U.S. holder, although exempt from U.S. federal withholding tax described above (provided that the certification requirements described above are satisfied), will generally be subject to tax on a net income basis as if it were a U.S. holder (unless an applicable income tax treaty provides otherwise). In addition, if such non-U.S. holder is a foreign corporation and the gain or income (including amounts attributable to accrued and unpaid interest) is effectively connected with its conduct of a U.S. trade or business, such non-U.S. holder may be subject to a branch profits tax equal to 30% (or a lower applicable treaty rate) of its effectively connected earnings and profits subject to adjustments.

Form 8937, Part II, Line 16

Please refer to discussion in Part II, Line 15.

Form 8937, Part II, Line 17

IRC Sections 1001, 1012 and 1223

Form 8937, Part II, Line 18

Please refer to discussion in Part II, Line 15 around recognized gains or losses.

Form 8937, Part II, Line 19

This transaction is reportable by each holder in the tax year that includes April 2, 2021.