


CR 2007/33 - Income tax: scrip for scrip roll-over: acquisition of UNiTAB Limited by Tattersall's Limited

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Class Ruling

Income tax: scrip for scrip roll-over: acquisition of UNiTAB Limited by Tattersall's Limited

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This publication (excluding appendixes) is a public ruling for the purposes of the *Taxation Administration Act 1953*.

A public ruling is an expression of the Commissioner's opinion about the way in which a relevant provision applies, or would apply, to entities generally or to a class of entities in relation to a particular scheme or a class of schemes.

If you rely on this ruling, we must apply the law to you in the way set out in the ruling (unless we are satisfied that the ruling is incorrect and disadvantages you, in which case we may apply the law in a way that is more favourable for you – provided we are not prevented from doing so by a time limit imposed by the law). You will be protected from having to pay any underpaid tax, penalty or interest in respect of the matters covered by this ruling if it turns out that it does not correctly state how the relevant provision applies to you.

What this Ruling is about

1. This Ruling sets out the Commissioner's opinion on the way in which the relevant provision(s) identified below apply to the defined class of entities, who take part in the scheme to which this Ruling relates.

Relevant provision(s)

2. The relevant provisions dealt with in this Ruling are:

- section 104-10 of the *Income Tax Assessment Act 1997* (ITAA 1997);
- section 109-10 of the ITAA 1997;
- subsection 115-30(1) of the ITAA 1997;
- subsection 116-20(1) of the ITAA 1997; and
- Subdivision 124-M of the ITAA 1997.

All legislative references in this Ruling are to the ITAA 1997 unless otherwise stated.

Class of entities

3. The class of entities to which this Ruling applies are the shareholders in UNiTAB Limited (UNiTAB) that:
- (a) hold their UNiTAB shares on capital account;
 - (b) participate in the Scheme of Arrangement under which Tattersall's will acquire those shares;
 - (c) are 'residents of Australia' as that term is defined in subsection 6(1) of the *Income Tax Assessment Act 1936* (ITAA 1936); and
 - (d) are not 'significant stakeholders' or 'common stakeholders' within the meaning of those expressions in Subdivision 124-M.
4. It does not apply to continuing employees of UNiTAB or a subsidiary of UNiTAB in respect of shares acquired for the purpose of the employee share scheme provisions in Division 13A of Part III of the ITAA 1936.

Qualifications

5. The class of entities defined in this Ruling may rely on its contents provided the arrangement actually carried out is carried out in accordance with the scheme described in paragraphs 13 to 29 of this Ruling.
6. If the scheme actually carried out is materially different from the scheme that is described in this Ruling, then:
- this Ruling has no binding effect on the Commissioner because the scheme entered into is not the scheme on which the Commissioner has ruled; and
 - this Ruling may be withdrawn or modified.
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Date of effect

8. This Ruling applies from 12 October 2006 to 30 June 2007. However, the Ruling continues to apply after this date to all entities within the specified class who entered into the specified scheme during the term of the Ruling, subject to there being no change in the scheme or in the entities involved in the scheme.

9. The Ruling does not apply to taxpayers to the extent that it conflicts with the terms of settlement of a dispute agreed to before the date of issue of the Ruling. Furthermore, the Ruling only applies to the extent that:

- it is not later withdrawn by notice in the *Gazette*; or
- the relevant provisions are not amended.

10. If this Ruling is inconsistent with a later public or private ruling, the relevant class of entities may rely on either ruling which applies to them (item 1 of subsection 357-75(1) of Schedule 1 to the *Taxation Administration Act 1953* (TAA)).

11. If this Ruling is inconsistent with an earlier private ruling, the private ruling is taken not to have been made if, when the Ruling is made, the following two conditions are met:

- the income year or other period to which the rulings relate has not begun; and
- the scheme to which the rulings relate has not begun to be carried out.

12. If the above two conditions do not apply, the relevant class of entities may rely on either ruling which applies to them (item 3 of subsection 357-75(1) of Schedule 1 to the TAA).

Scheme

13. The following description is based on information provided to the Commissioner. The following documents, or relevant parts of them form part of and are to be read with the description:

- Class Ruling application dated 1 September 2006 from UNiTAB;
- the UNiTAB Limited Explanatory Memorandum (which contains the Merger Implementation agreement and Scheme of Arrangement as Appendices D and E respectively) dated 31 May 2006;
- the Supplementary Explanatory Memorandum dated 3 July 2006;
- the Second Supplementary Explanatory Memorandum dated 21 July 2006;

- the Third Supplementary Explanatory Memorandum dated 29 August 2006; and
- correspondence received from UNiTAB dated 1 September 2006 to 16 April 2007.

Note: certain information received from Mallesons Stephen Jaques and UNiTAB has been provided on a commercial-in-confidence basis and will not be disclosed or released under the Freedom of Information legislation.

14. UNiTAB was a publicly listed company on the Australian Stock Exchange (ASX). UNiTAB was formed from the Totalisator Administration Board of Queensland a statutory authority which corporatised on 1 July 1999 as a Government-owned entity. UNiTAB (then known as TAB Queensland Limited) listed on the ASX in November 1999 by a public float.

15. On 27 March 2006, UNiTAB and Tattersall's Limited (Tattersall's) jointly announced a proposed merger of the two companies. The announcement followed the execution of the Merger Implementation Agreement under which the two companies agreed the proposed merger would be implemented by way of the Scheme.

16. Details of the Scheme and proposed merger between UNiTAB and Tattersall's were provided in an Explanatory Memorandum which was dispatched to UNiTAB shareholders on 31 May 2006.

17. A Supplementary Explanatory Memorandum was dispatched to UNiTAB shareholders on 3 July 2006.

18. A second Supplementary Explanatory Memorandum was dispatched to UNiTAB shareholders on 21 July 2006.

19. UNiTAB dispatched a Third Supplementary Explanatory Memorandum to UNiTAB shareholders on 29 August 2006 advising amendments to the Scheme consideration, amongst other things. The cash consideration under the Scheme was increased from \$14.00 per UNiTAB share to \$14.25 per UNiTAB share under the Fixed Proportion Cash Option and the Maximise Cash Option, and was capped at a maximum of \$532 million to fund the cash alternatives of the Scheme consideration.

20. Upon completion of the Scheme, all of the shares in UNiTAB were acquired by Tattersall's, other than shares it already held.

21. The UNiTAB shares held by UNiTAB shareholders are ordinary voting shares.

22. The Tattersall's shares that participating UNiTAB shareholders received under the Scheme (depending on the how they elect to receive their consideration), are ordinary voting shares.

23. UNiTAB is an Australian resident company for Australian income tax purposes at the time of the Scheme. Tattersall's is also an Australian resident company for Australian income tax purposes at the time of the Scheme.

24. The record date for the Scheme was 5 October 2006 and the Implementation Date was 12 October 2006.
25. Under the Scheme, a UNiTAB shareholder may have elected to receive, in consideration for the disposal of their UNiTAB shares:
- (i) 4.33 Tattersall's shares for each UNiTAB share held on the Record Date (All Shares Option); or
 - (ii) for each UNiTAB share held on the Record Date:
 - a. 28% of the consideration being equal to \$14.25 in cash for each UNiTAB share;
 - b. 72% of the consideration being equal to 4.33 Tattersall's shares for each UNiTAB share;based on the UNiTAB shareholder's aggregate holding of the UNiTAB Shares (Fixed Proportion Cash Option); or
 - (iii) \$14.25 in cash for each UNiTAB share held on the Record Date (Maximise Cash Option), subject to a possible pro rata scale back.
26. There was no scale back of the cash element of the offer.
27. The applicant advised that there is no 'significant stakeholder' or 'common stakeholder' following the scheme.
28. If a UNiTAB shareholder was entitled to a fraction of a Tattersall's share, the number of Tattersall's shares they received was rounded up or down to the nearest whole number, with fractions of 0.5 or above being rounded up.
29. The effect of the Scheme being implemented was:
- (a) each UNiTAB shareholder ceased to be a holder of, or have any interest in, their UNiTAB shares;
 - (b) Tattersall's became the holder of all UNiTAB shares by the transfer to Tattersall's of all of the shares in UNiTAB that it did not already hold. That is, UNiTAB became a wholly owned subsidiary of Tattersall's;
 - (c) each UNiTAB shareholder received the Scheme consideration from Tattersall's in the form that they elected for from the options described above; and
 - (d) the delisting of UNiTAB from the ASX.

Ruling

CGT event A1 happens

30. CGT event A1 happened when UNiTAB shareholders disposed of their UNiTAB shares to Tattersall's on the Implementation Date under the Scheme (section 104-10).

31. UNiTAB shareholders made a capital gain from CGT event A1 happening if the capital proceeds received for the disposal of each UNiTAB share exceeded its cost base. Shareholders made a capital loss if those capital proceeds were less than the share's reduced cost base (subsection 104-10(4)).

32. The capital proceeds received for each UNiTAB share are:

- the market value of the Tattersall's shares acquired (All Share Option);
- the market value of the Tattersall's shares acquired plus the cash received (Fixed Proportion Cash Option); or
- the cash received (Maximise Cash Option),

under the Scheme (subsection 116-20(1)).

33. The market value of the Tattersall's shares acquired is the volume weighted average price of the Tattersall's shares on the date that CGT event A1 happened (that is, the Implementation Date) (\$3.59).

Choosing scrip for scrip roll-over

34. A UNiTAB shareholder can choose scrip for scrip roll-over under Subdivision 124-M provided:

- (a) the shareholder made a capital gain from CGT event A1 happening to their UNiTAB share; and
- (b) any capital gain that may be made upon a future CGT event happening in relation to the Tattersall's share they received under the scheme would not be disregarded (except because of a roll-over).

35. If a UNiTAB shareholder chooses scrip for scrip roll-over and the only capital proceeds the shareholder received was replacement shares, the capital gain is disregarded completely (subsection 124-785(1)). If the shareholder received cash (ineligible proceeds) as well as the replacement shares the capital gain is disregarded in part (subsection 124-790(1)).

Cost base of Tattersall's shares

36. If a UNiTAB shareholder chooses scrip for scrip roll-over the first element of the cost base and reduced cost base of their Tattersall's share is the cost base of the corresponding UNiTAB share they disposed of on the Implementation Date (subsection 124-785(2)) reduced by so much of the cost base that is attributable to the ineligible part (subsection 124-785(3)).

Acquisition date of the Tattersall's shares

37. The acquisition date of the Tattersall's shares is the date that they were issued to each UNiTAB shareholder (that is, the Implementation Date) (section 109-10).

38. For UNiTAB shareholders who choose scrip for scrip roll-over, the acquisition date of their Tattersall's shares for CGT discount purposes is the date they acquired the corresponding UNiTAB shares that were disposed of for the relevant Tattersall's shares (item 2 of the table in subsection 115-30(1)).

Commissioner of Taxation2 May 2007

Appendix 1 – Explanation

ⓘ *This Appendix is provided as information to help you understand how the Commissioner's view has been reached. It does not form part of the binding public ruling.*

CGT event A1 happens

39. CGT event A1 happens under section 104-10 if there is a change in the ownership of an asset from one entity to another. On the disposal of the UNiTAB shares to Tattersall's, a change of ownership of UNiTAB shares occurred and therefore CGT event A1 happened.

Time of the event

40. The time when CGT event A1 happens determines the income year in which any capital gain or loss is made and whether the CGT discount applies to any capital gain.

41. Subsection 104-10(3) provides the time that the CGT event A1 happens is when the person enters into a contract for the disposal of the shares, or if there is no contract, when the change of ownership occurs.

42. Under the Scheme, the disposal does not happen under a contract (see paragraph 9 of the addendum to Taxation Determination TD 2002/4). Accordingly, UNiTAB shareholders disposed of their shares on the Implementation Date which was the date on which their shares were transferred to Tattersall's.

Capital gain or capital loss

43. A capital gain was made on a UNiTAB share if the capital proceeds from the disposal of that share were more than its cost base. A capital loss was made if the capital proceeds from the disposal were less than the share's reduced cost base (subsection 104-10(4)).

44. Subsection 116-20(1) provides that capital proceeds from a CGT event are the total of the money and the market value of any property received or entitled to be received (worked out at the time of the event happening) in respect of the event happening.

45. The capital proceeds UNiTAB shareholders received for the disposal of a UNiTAB share is therefore:

- the market value of a Tattersall's shares acquired on the Implementation Date (All Shares Option);
- the market value of the Tattersall's shares acquired on the Implementation Date plus the cash received (Fixed Proportion Cash Option); or
- the cash received (Maximise Cash Option).

46. The market value of the Tattersall's shares acquired is the volume weighted average price of the Tattersall's share on the Implementation Date (\$3.59).

Choosing scrip for scrip roll-over

47. Scrip for scrip roll-over enables a shareholder to disregard a capital gain from a share that is disposed of as part of a corporate takeover or merger if the shareholder receives a replacement share in exchange.

48. A capital gain is disregarded completely if the only capital proceeds the shareholder receives is a replacement share. If the shareholder receives replacement shares and some other form of capital proceeds, the capital gain is disregarded only to the extent of the shares received. If a UNiTAB shareholder chooses roll-over and the only capital proceeds they received was replacement shares, the cost base and reduced cost base of the replacement share is the cost base and reduced cost base of the original share at the time of the roll-over.

49. If a UNiTAB shareholder chooses roll-over, and the shareholder received Tattersall's shares and cash, the cost base of each Tattersall's share is worked out by reasonably attributing to it a proportion of the cost base of the UNiTAB share for which it is exchanged after reducing so much of the cost base that is attributable to the cash (subsection 124-785(2)). The reduced cost base of each Tattersall's share is worked out on a similar basis (subsection 124-785(4)).

Requirements for scrip for scrip roll-over – Subdivision 124-M

50. Subdivision 124-M contains a number of conditions for, and exceptions to, the eligibility of a shareholder to choose scrip for scrip roll-over. Below is an outline of the main conditions and exceptions which are relevant to the circumstances of the Scheme that is the subject of this Ruling.

Shares are exchanged for shares in another company

51. Subparagraph 124-780(1)(a)(i) requires an entity (UNiTAB shareholder) to exchange a share in a company for a share in another company.

52. This requirement is satisfied to the extent that the consideration that UNiTAB shareholders received for each UNiTAB share is a Tattersall's share. Roll-over is not available in respect of UNiTAB shares for which a UNiTAB shareholder received cash.

The exchange occurs as part of a single arrangement

53. Paragraph 124-780(1)(b) requires that shares in an entity (UNiTAB, the original entity) be exchanged in consequence of a single arrangement. In the context of the scrip for scrip provisions, the acquisition of UNiTAB by Tattersall's under the scheme of arrangement is considered to be a single arrangement. The single arrangement must also satisfy the following conditions.

(a) 80% ownership test

54. Paragraph 124-780(2)(a) requires that shares in an entity (UNiTAB, the original entity) be exchanged in consequence of a single arrangement that results in another entity (Tattersall's, the acquiring entity) becoming the owner of 80% or more of the voting shares in the original entity (UNiTAB).

55. Subparagraph 124-780(2)(a)(ii) provides that this requirement will be satisfied if one or more companies that are members of a wholly-owned group increase the percentage of voting shares they hold in the original entity to 80% or more.

56. Under the Scheme, the ordinary shares issued in UNiTAB that were not already owned by Tattersall's were transferred to Tattersall's (including those held under Employee Share Plans), increasing the percentage of ownership interests it holds in UNiTAB to more than 80%. These ordinary shares satisfy the definition of 'voting share' in subsection 995-1(1).

57. Therefore the requirements of subparagraph 124-780(2)(a)(ii) have been met under the scheme.

(b) All voting share owners participate

58. Paragraph 124-780(2)(b) requires that the exchange of shares be in consequence of a single arrangement in which at least all owners of voting shares in the original entity UNiTAB (apart from the acquiring entity or members of the acquiring entity's wholly-owned group)) could participate.

59. This requirement is satisfied because all of the owners of UNiTAB shares (apart from the acquiring entity) were entitled to participate in the scheme.

(c) Participation is on substantially the same terms

60. Paragraph 124-780(2)(c) requires that the exchange is in consequence of a single arrangement in which participation in the arrangement was on substantially the same terms for all the owners of interests of a particular type in the original entity.

61. This requirement was satisfied because the Scheme provided that all shareholders in UNiTAB (apart from the acquiring entity) were entitled to participate in the Scheme on the same terms.

Conditions for roll-over are satisfied

62. Paragraph 124-780(1)(c) requires that the conditions for roll-over outlined in subsection 124-780(3) are met. These conditions must be met in relation to each UNiTAB share for which scrip for scrip roll-over is chosen.

63. The conditions in subsection 124-780(3) are as follows.

(a) The UNiTAB shares are post-CGT shares

64. Paragraph 124-780(3)(a) requires the original interest holder (a UNiTAB shareholder) to have acquired its original interest (a UNiTAB share) on or after 20 September 1985.

65. All UNiTAB Ltd ordinary shares were acquired after 20 September 1985 (see paragraph 13 of this Ruling). Therefore, this condition is met for all UNiTAB shares.

(b) A UNiTAB shareholder would otherwise make a capital gain

66. Paragraph 124-780(3)(b) requires that apart from the roll-over, the original interest holder (a UNiTAB shareholder) would make a capital gain from a CGT event happening in relation to its original interest (a UNiTAB share).

67. As explained at paragraph 43 of this Ruling, a capital gain was made on a UNiTAB share if the capital proceeds from the disposal of that share was more than its cost base. Therefore, whether this condition is met will depend on the individual circumstances of each UNiTAB shareholder.

(c) UNiTAB shareholders receive replacement interests in the acquiring entity or the ultimate holding company

68. Paragraph 124-780(3)(c) requires that the replacement interest is in the acquiring entity (Tattersall's), or in the ultimate holding company of the wholly owned group which includes the acquiring entity.

69. This requirement is satisfied as the UNiTAB shareholders received shares in Tattersall's, which is the acquiring company.

(d) A UNiTAB shareholder can choose scrip for scrip roll-over

70. Paragraph 124-780(3)(d) requires that the original interest holder (a UNiTAB shareholder) chooses roll-over, or if section 124-782 applies to it for the Scheme, it and the replacement entity jointly choose to obtain the roll-over.

71. Section 124-782 has no application to the Scheme since there are no significant stakeholders or common stakeholders under the arrangement (see paragraph 27 of this Ruling).

72. Subject to their eligibility (see paragraph 32 of this Ruling), whether a UNiTAB shareholder chooses to obtain roll-over in relation to the disposal of a UNiTAB share is a question of fact to be determined for each individual shareholder.

Further conditions are not necessary

73. Subsection 124-780(4) provides that the additional requirements in subsection 124-780(5) must be satisfied if the original interest holder (a UNiTAB shareholder) and the acquiring entity (Tattersall's) did not deal with each other at arm's length and:

- (a) neither the original entity (UNiTAB) nor the replacement entity (Tattersall's) had at least 300 members just before the arrangement started (paragraph 124-780(4)(a)); or
- (b) the original interest holder (a UNiTAB shareholder), the original entity (UNiTAB) and the acquiring entity (Tattersall's) were all members of the same linked group just before the arrangement started (paragraph 124-780(4)(b)).

74. Paragraph 124-780(4)(a) does not apply. UNiTAB had at least 300 members just before the arrangement started. Paragraph 124-780(4)(b) does not apply. UNiTAB shareholders, UNiTAB and Tattersall's were not members of the same linked group just before the arrangement commenced.

Exceptions to obtaining scrip for scrip roll-over are not applicable

75. Section 124-795 contains a number of exceptions where scrip for scrip roll-over cannot be chosen. The exceptions in section 124-795 are as follows.

(a) UNiTAB shareholders are residents of Australia

76. Subsection 124-795(1) provides that a roll-over is not available if, just before the disposal, the original interest holder was a foreign resident unless, just after the acquisition of the replacement interest, the replacement entity is an Australian resident.

77. The class of entities to whom this Ruling applies is limited to UNiTAB shareholders who are residents of Australia at the time of the Scheme. As a consequence, the exception in subsection 124-795(1) does not apply to limit this Ruling in this regard.

(b) A capital gain cannot (apart from a roll-over) be otherwise disregarded

78. Paragraph 124-795(2)(a) provides that the roll-over is not available if any capital gain the original interest holder might make from their replacement interest would be disregarded.

79. Whether the capital gain arising because of the disposal of a UNiTAB share is disregarded under another provision of the ITAA 1997 (for example, the shareholder held their UNiTAB shares as trading stock) is a question of fact to be determined in respect of each UNiTAB shareholder.

80. Paragraph 124-795(2)(b) provides that roll-over is not available if the original interest holder and the acquiring entity are members of the same wholly-owned group just before the original interest holder stops owning their original interest, and the acquiring entity is a foreign resident.

81. This exception does not apply as the UNiTAB shareholders and Tattersall's were not members of the same wholly-owned group just before the Scheme was implemented. In addition, Tattersall's is not a foreign resident company.

(c) No roll-over is available to UNiTAB shareholders under either Division 122 or Subdivision 124-G

82. Subsection 124-795(3) provides that scrip for scrip roll-over is not available if a roll-over can be chosen under Division 122 or Subdivision 124-G.

83. This exception does not apply as neither of the roll-overs in Division 122 or Subdivision 124-G are available to the UNiTAB shareholders in respect of the disposal of their UNiTAB shares under the Scheme.

(d) UNiTAB is not a foreign resident

84. Subsections 124-795(4) and (5) provide that roll-over is not available for certain original entities that are foreign entities.

85. This exception does not apply as UNiTAB (the original entity) was not a foreign resident.

Consequences of choosing roll-over***Capital gain disregarded***

86. Scrip for scrip roll-over enables a shareholder to disregard a capital gain from a share that is disposed of as part of a corporate takeover or merger if the shareholder receives a replacement share in exchange.

87. If the only capital proceeds the shareholder received in respect of the disposal are replacement shares and the requisite conditions are satisfied, the capital gain is disregarded completely (subsection 124-785(1)).

88. If the capital proceeds include something other than replacement shares (the ineligible proceeds), for example cash, the capital gain is only partly disregarded. There is no roll-over for that part (the ineligible part) of the share for which the shareholder received ineligible proceeds (subsection 124-790(1)).

89. Under the Scheme UNiTAB shareholders may have received Tattersall's shares or Tattersall's shares and cash or cash only in respect of their original shares in UNiTAB. As a consequence UNiTAB shareholders who elected to receive consideration from Tattersall's under the Scheme in the form of shares only (All Shares Option) and choose scrip for scrip roll-over can disregard the entire capital gain made under CGT event A1 which happened on the disposal of their UNiTAB shares. UNiTAB shareholders who elected to receive consideration from Tattersall's under the Scheme in the form of shares and cash (Fixed Proportion Cash Option) and choose scrip for scrip roll-over can disregard only part of the capital gain made under CGT event A1 which happened on the disposal of their UNiTAB shares. No roll-over is available for UNiTAB shareholders who elected to receive the Maximise Cash Option.

Cost base of Tattersall's shares***If scrip for scrip roll-over is chosen***

90. Subsections 124-785(2) and (4) require that where scrip for scrip roll-over is chosen, the first element of the cost base and the reduced cost base of each share received as a result of an exchange is determined by reasonably attributing to it the cost base of the original interest for which it was exchanged.

91. Where scrip for scrip roll-over is chosen and the UNiTAB shareholder received only Tattersall's shares for the disposal of their UNiTAB shares (All Share Option), the first element of the cost base and the reduced cost base of the replacement Tattersall's shares that a UNiTAB shareholder received is the cost base of the original UNiTAB shares which were exchanged.

92. Where scrip for scrip roll-over is chosen and the UNiTAB shareholder received both Tattersall's shares and ineligible proceeds (cash) for the disposal of their UNiTAB shares (Fixed Proportion Cash Option), the cost base and reduced cost base of the replacement Tattersall's shares that a UNiTAB shareholder received is the cost base of the original UNiTAB share which was exchanged, reduced by that proportion of the cost base that is attributable to the ineligible proceeds on the date that CGT event A1 happens to their UNiTAB shares (that is, the Implementation Date) (subsection 124-785(3)). The proportion of the cost base of the original UNiTAB share that is attributable to the ineligible proceeds is determined as a proportion of the market value of the Tattersall's shares on the Implementation Date. The market value of the Tattersall's shares acquired is the volume weighted average price on the Implementation Date (\$3.59).

If scrip for scrip roll-over is not, or cannot be chosen

93. Subsection 110-25(2) provides that the first element of the cost base of an asset is the total of:

- the money you paid or are required to pay in respect of acquiring it; and
- the market value of any other property given or required to be given in respect of acquiring it.

94. The market value of the property is worked out at the time of the acquisition.

95. Where the UNiTAB shareholder elects the Fixed Proportion Cash Option under the Scheme and they do not, or cannot, choose scrip for scrip roll-over, the first element of the cost base and reduced cost base of their Tattersall's shares is that proportion of the market value of their UNiTAB shares on the Implementation Date that relates to the Tattersall's shares they acquired under the Scheme.

Acquisition date of the Tattersall's shares

96. The acquisition date of the Tattersall's shares is the date they were issued (this is the same date as the Implementation Date) to each UNiTAB shareholder (section 109-10).

97. For UNiTAB shareholders who choose to obtain scrip for scrip roll-over, the acquisition date of their Tattersall's shares for CGT discount purposes is the date they acquired their UNiTAB shares which were disposed of in exchange for the relevant Tattersall's shares under either the All Shares Option or the Fixed Proportion Cash Option (item 2 of the table in subsection 115-30(1)).

Appendix 2 – Detailed contents list

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References

Previous draft:

Not previously issued as a draft

Related Rulings/Determinations:

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Subject references:

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Legislative references:

- ITAA 1936 6(1)
- ITAA 1936 Pt III Div 13A
- ITAA 1997 104-10
- ITAA 1997 104-10(3)
- ITAA 1997 104-10(4)
- ITAA 1997 109-10
- ITAA 1997 110-25(2)
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- ITAA 1997 Subdiv 124-M
- ITAA 1997 124-780(1)(a)(i)
- ITAA 1997 124-780(1)(b)
- ITAA 1997 124-780(1)(c)
- ITAA 1997 124-780(2)(a)
- ITAA 1997 124-780(2)(a)(ii)
- ITAA 1997 124-780(2)(b)
- ITAA 1997 124-780(2)(c)
- ITAA 1997 124-780(3)
- ITAA 1997 124-780(3)(a)
- ITAA 1997 124-780(3)(b)
- ITAA 1997 124-780(3)(c)
- ITAA 1997 124-780(3)(d)
- ITAA 1997 124-780(4)
- ITAA 1997 124-780(4)(a)
- ITAA 1997 124-780(4)(b)
- ITAA 1997 124-780(5)
- ITAA 1997 124-782
- ITAA 1997 124-785(1)
- ITAA 1997 124-785(2)
- ITAA 1997 124-785(3)
- ITAA 1997 124-785(4)
- ITAA 1997 124-790(1)
- ITAA 1997 124-795
- ITAA 1997 124-795(1)
- ITAA 1997 124-795(2)(a)
- ITAA 1997 124-795(2)(b)
- ITAA 1997 124-795(3)
- ITAA 1997 124-795(4)
- ITAA 1997 124-795(5)
- ITAA 1997 975-500
- ITAA 1997 995-1
- ITAA 1997 995-1(1)
- TAA 1953
- TAA 1953 Sch 1 357-75(1)
- Copyright Act 1968

ATO references

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