

... ..

[illegible]

How convenient will this be?

which by itself is not a sustainable  
reorganization pursuant to § 38(a) (1)  
(3). Nevertheless, advances several  
arguments in support of this position:  
that the transaction qualified as a  
tax-free reorganization. The government,  
in turn, counters with a detailed  
analysis of the various prerequisites of  
such a Type B reorganization, concluding  
that the transaction on question failed  
on several respects to meet these  
conditions.

[illegible]

corporate law. [1] Hence, the statutory provisions should be carefully examined on the light of judicial interpretations in order to determine its precise meaning. [2] [3] [4] (i) of the Internal Revenue Code of 1984 provides an inference/intra in general. — No gain or loss shall be recognized if stock or securities in a corporation a party to a reorganization are, in pursuance of the plan of reorganization, exchanged solely for stock or securities in such corporation or in another corporation a party to the reorganization. "a) There are several types of organizations described in [5] [6] [7] [8] [9] [10]. The transaction here involves a stock-for-stock exchange, and thus purports to be a "Type B" reorganization. The pertinent provision of the Code for the year 1980 which are applicable thereto read as follows: [11] [12] [13]. Definitions Relating to Corporate Reorganizations. (a) Reorganization. — (1) In general. — For purposes of parts I and II and this part, the term "reorganization" means: " \* \* \* (2) (b) the acquisition by one corporation, in exchange solely for all or a part of its voting stock, of stock of another corporation if, immediately after the acquisition, the acquiring corporation has control of such other corporation; (whether or not such acquiring corporation had control immediately before the acquisition); or " \* \* \* (c) (i) Partly for a reorganization. For purposes of this part, the term "a party to a reorganization" includes: — (a) [1] a corporation resulting from a reorganization, and (2) (b) both corporations, in the case of a reorganization resulting from the acquisition by one corporation of stock or securities of another [14] (the leading case involving a Type B) [15] [16] [17] [18] [19] [20] [21] [22] [23] [24] [25] [26] [27] [28] [29] [30] [31] [32] [33] [34] [35] [36] [37] [38] [39] [40] [41] [42] [43] [44] [45] [46] [47] [48] [49] [50] [51] [52] [53] [54] [55] [56] [57] [58] [59] [60] [61] [62] [63] [64] [65] [66] [67] [68] [69] [70] [71] [72] [73] [74] [75] [76] [77] [78] [79] [80] [81] [82] [83] [84] [85] [86] [87] [88] [89] [90] [91] [92] [93] [94] [95] [96] [97] [98] [99] [100] [101] [102] [103] [104] [105] [106] [107] [108] [109] [110] [111] [112] [113] [114] [115] [116] [117] [118] [119] [120] [121] [122] [123] [124] [125] [126] [127] [128] [129] [130] [131] [132] [133] [134] [135] [136] [137] [138] [139] [140] [141] [142] [143] [144] [145] [146] [147] [148] [149] [150] [151] [152] [153] [154] [155] [156] [157] [158] [159] [160] [161] [162] [163] [164] [165] [166] [167] [168] [169] [170] [171] [172] [173] [174] [175] [176] [177] [178] [179] [180] [181] [182] [183] [184] [185] [186] [187] [188] [189] [190] [191] [192] [193] [194] [195] [196] [197] [198] [199] [200] [201] [202] [203] [204] [205] [206] [207] [208] [209] [210] [211] [212] [213] [214] [215] [216] [217] [218] [219] [220] [221] [222] [223] [224] [225] [226] [227] [228] [229] [230] [231] [232] [233] [234] [235] [236] [237] [238] [239] [240] [241] [242] [243] [244] [245] [246] [247] [248] [249] [250] [251] [252] [253] [254] [255] [256] [257] [258] [259] [260] [261] [262] [263] [264] [265] [266] [267] [268] [269] [270] [271] [272] [273] [274] [275] [276] [277] [278] [279] [280] [281] [282] [283] [284] [285] [286] [287] [288] [289] [290] [291] [292] [293] [294] [295] [296] [297] [298] [299] [300] [301] [302] [303] [304] [305] [306] [307] [308] [309] [310] [311] [312] [313] [314] [315] [316] [317] [318] [319] [320] [321] [322] [323] [324] [325] [326] [327] [328] [329] [330] [331] [332] [333] [334] [335] [336] [337] [338] [339] [340] [341] [342] [343] [344] [345] [346] [347] [348] [349] [350] [351] [352] [353] [354] [355] [356] [357] [358] [359] [360] [361] [362] [363] [364] [365] [366] [367] [368] [369] [370] [371] [372] [373] [374] [375] [376] [377] [378] [379] [380] [381] [382] [383] [384] [385] [386] [387] [388] [389] [390] [391] [392] [393] [394] [395] [396] [397] [398] [399] [400] [401] [402] [403] [404] [405] [406] [407] [408] [409] [410] [411] [412] [413] [414] [415] [416] [417] [418] [419] [420] [421] [422] [423] [424] [425] [426] [427] [428] [429] [430] [431] [432] [433] [434] [435] [436] [437] [438] [439] [440] [441] [442] [443] [444] [445] [446] [447] [448] [449] [450] [451] [452] [453] [454] [455] [456] [457] [458] [459] [460] [461] [462] [463] [464] [465] [466] [467] [468] [469] [470] [471] [472] [473] [474] [475] [476] [477] [478] [479] [480] [481] [482] [483] [484] [485] [486] [487] [488] [489] [490] [491] [492] [493] [494] [495] [496] [497] [498] [499] [500] [501] [502] [503] [504] [505] [506] [507] [508] [509] [510] [511] [512] [513] [514] [515] [516] [517] [518] [519] [520] [521] [522] [523] [524] [525] [526] [527] [528] [529] [530] [531] [532] [533] [534] [535] [536] [537] [538] [539] [540] [541] [542] [543] [544] [545] [546] [547] [548] [549] [550] [551] [552] [553] [554] [555] [556] [557] [558] [559] [560] [561] [562] [563] [564] [565] [566] [567] [568] [569] [570] [571] [572] [573] [574] [575] [576] [577] [578] [579] [580] [581] [582] [583] [584] [585] [586] [587] [588] [589] [590] [591] [592] [593] [594] [595] [596] [597] [598] [599] [600] [601] [602] [603] [604] [605] [606] [607] [608] [609] [610] [611] [612] [613] [614] [615] [616] [617] [618] [619] [620] [621] [622] [623] [624] [625] [626] [627] [628] [629] [630] [631] [632] [633] [634] [635] [636] [637] [638] [639] [640] [641] [642] [643] [644] [645] [646] [647] [648] [649] [650] [651] [652] [653] [654] [655] [656] [657] [658] [659] [660] [661] [662] [663] [664] [665] [666] [667] [668] [669] [670] [671] [672] [673] [674] [675] [676] [677] [678] [679] [680] [681] [682] [683] [684] [685] [686] [687] [688] [689] [690] [691] [692] [693] [694] [695] [696] [697] [698] [699] [700] [701] [702] [703] [704] [705] [706] [707] [708] [709] [710] [711] [712] [713] [714] [715] [716] [717] [718] [719] [720] [721] [722] [723] [724] [725] [726] [727] [728] [729] [730] [731] [732] [733] [734] [735] [736] [737] [738] [739] [740] [741] [742] [743] [744] [745] [746] [747] [748] [749] [750] [751] [752] [753] [754] [755] [756] [757] [758] [759] [760] [761] [762] [763] [764] [765] [766] [767] [768] [769]

**Abstract:** The purpose of this study was to determine the effect of a 12-week, low-intensity, supervised walking program on the physical and psychological health of sedentary, middle-aged women. The study was a randomized, controlled trial. The subjects were 40 sedentary, middle-aged women who were randomly assigned to either a supervised walking program or a control group. The walking program consisted of 12 weeks of supervised walking, 3 times per week, for 30 minutes per session. The control group consisted of 20 women who did not participate in the walking program. The subjects were assessed at baseline and at 12 weeks. The walking program had a significant positive effect on the physical and psychological health of the subjects. The walking program significantly improved the subjects' physical health, as measured by the 6-minute walk test, and their psychological health, as measured by the Beck Depression Inventory and the State-Trait Anxiety Inventory. The walking program also had a significant positive effect on the subjects' quality of life, as measured by the SF-36. The walking program was a safe and effective intervention for improving the physical and psychological health of sedentary, middle-aged women.

company's/clients, the exchange of the twenty per cent (20%) interest in Aero-Chem was concluded in two steps: first, twenty per cent (20%) interest in Aero-Chem was exchanged for the Chem-Aero stock, and, second, the Chem-Aero stock was exchanged for the Pfänder stock.

Consequently, it is necessary to view these transactions together in terms of their end purpose, with a view to their intended effect. When several integrated steps are involved, it is the true nature and ultimate purpose of the transaction that must be determined. Furthermore, in this case both sales recognized in their final effect that the ultimate structuring of Pfänder as subsidiary of Chem-Aero as subsidiary and Aero-Chem as sole subsidiary was the primary goal of the parties involved in these transactions. In other words, viewing this two-step exchange as a single transaction, the mechanics of the exchange consisted of the acquisition of the stock of a third corporation (Aero-Chem) by a subsidiary (Chem-Aero) in exchange for the stock of the parent (Pfänder). This is precisely the factual pattern found in *Greenman*. Pfänder occupies the same position as that of *Chilidon* and, similarly, does not qualify as a "party to the reorganization" within the meaning of § 886(b). Furthermore, the language of *Greenman* makes it clear that the plaintiffs' claim that these events qualify as a tax-free reorganization is also deficient because the Aero-Chem shareholders cannot be regarded as retaining the corporate "continuing interest" in these transferred shares, for it was held by the Supreme Court in *Greenman* (502 U.S. at pp. 89, 90-91, at 112) as follows: "it is argued, however, that Ohio was the alter ego of *Chilidon*; that on both *Chilidon* was the principal and Ohio its agent, that we should look at the realities of the situation, disregard the corporate entity of Ohio, and treat it as *Chilidon*. That is to do so would be to ignore the purpose of the reorganization statute. Of the statute, which, as we have said, is that where, pursuant to a plan, the interest of the stockholders of a corporation continues to be definitely represented in substantial measure in a new or different one, then to the extent, but only to the extent, of that continuity of interest, the exchange is to be treated as one not giving rise to taxable gain or loss." \*\*\* Thus, if *Chilidon's* stock met "other property" in the sense that you think the shareholders of *Chilidon* assumed a liability toward the conveyed assets not measured by a continued substantial interest in those assets in the ownership of Ohio, but an interest in the assets of *Chilidon* a part of which was the common stock of Ohio? These questions we think must be answered in the affirmative."

**Conclusion**

Accordingly, the court holds that when the plaintiff shareholders of Aero-Chem surrendered their stock in that corporation, receiving, in effect, the stock of Pfänder, they did not obtain a continuing interest in the Aero-Chem assets, but obtained, instead, an interest in a corporation which assumed

**Journal of Management Education** 35(10)

as a low-level transportation worker [10] of the Internal Revenue-Clear. We used not, accordingly, part on the additional grounds stated herein.