



**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.

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18 Can any resulting loss be recognized? ▶ See attached.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

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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 ▶ Patrick R. Anderson Date ▶ 10/16/2017

Print your name ▶ Patrick R. Anderson Title ▶ EVP & CFO

**Paid Preparer Use Only**

Print/Type preparer's name <u>Derek Krozek</u>	Preparer's signature 	Date <u>10/16/2017</u>	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶ <u>Deloitte Tax LLP</u>	Firm's EIN ▶ <u>86-1065772</u>		Phone no. <u>312 486 1000</u>	
Firm's address ▶ <u>111 South Wacker Drive, Chicago, IL 60606</u>				

**A.M. Castle & Co.**

**FEIN 36-0879160**

**Attachment to Form 8937**

**Report of Organizational Actions Affecting Basis of Securities**

**Securities: Equity Interests**

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 or note holder's specific circumstances. Shareholders and note holders are urged to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

## Security: Equity Interests

### **Form 8937, Part II, Line 14**

On June 18, 2017, A.M. Castle & Co. (the "Company") and certain subsidiaries (collectively, the "Debtors"), filed the Debtors' Prepackaged Joint Chapter 11 Plan of Reorganization (the "Initial Plan") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

On August 2, 2017 the Bankruptcy Court issued an order confirming the amended prepackaged joint plan of reorganization of the Company dated July 25, 2017 (as amended and supplemented, the "Amended Plan"), pursuant to chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"). On August 31, 2017 (the "Effective Date"), the Amended Plan became effective pursuant to its terms and the Debtors emerged from their chapter 11 cases. Unless otherwise defined, all capitalized terms are used as defined in the Plan.

Under the Amended Plan, all existing Equity Interests were cancelled and each holder of such interests who did not object to the Plan and did not opt-out of the releases contained in the Plan received such Holder's Pro Rata share of 20.0% of the New Common Stock, without giving effect to the conversion of the New Notes.

Cumulatively defined as the "Transaction."

For more information regarding the Transaction, please see the Plan, as amended, and the disclosure statement filed with the Bankruptcy Court, available at <http://www.castlemetals.com>.

### **Form 8937, Part II, Line 15**

Each holder's aggregate tax basis in the New Common Stock will generally equal the holder's aggregate tax basis in the existing Equity Interests that were surrendered in the Transaction providing for tax-free recapitalizations.

### **Form 8937, Part II, Line 16**

A holder's aggregate tax basis in the New Common Stock will generally equal such holder's aggregate tax basis in the existing Equity Interests that were surrendered in the Transaction. The aggregate tax basis allocated to the New Common Stock will then be divided by the number of shares of New Common Stock received to determine the tax basis of each share of New Common Stock.

### **Form 8937, Part II, Line 17**

Sections 354, 356, 358, 1001 and 1012.

### **Form 8937, Part II, Line 18**

The Transaction generally should not result in a recognizable loss to holders.