



**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 statement

Blank lined area for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See statement

Blank lined area for providing information on resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See statement

Blank lined area for providing other information necessary to implement the adjustment.

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 ▶ Bryan Blythe Date ▶ 10/15/2018

Print your name ▶ Bryan Blythe Title ▶ Senior Vice President - Tax

**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.	

**Marriott Vacations Worldwide Corporation**  
**EIN 45-2598330**

**FORM 8937 Attachment**

**Part II, Box 14**

The parties to the transaction include Marriott Vacations Worldwide Corporation (“MVW”), ILG, Inc. (“ILG”), Ignite HoldCo, Inc. (“HoldCo”), Ignite HoldCo Subsidiary, Inc. (“Ignite HoldCo Sub”), Volt Merger Sub, Inc. (“Volt Corporate Merger Sub”), and Volt Merger Sub, LLC (“Volt LLC Merger Sub”).

On September 1, 2018, MVW completed its previously announced acquisition of ILG, pursuant to the Agreement and Plan of Merger dated as of April 30, 2018. Pursuant to the Merger Agreement, the following “combination transactions” took place:

- Ignite HoldCo Sub merged with and into ILG, with ILG as the surviving entity (the “Initial ILG Surviving Corporation”);
- ILG was converted from a Delaware corporation into a Delaware limited liability company (the “ILG LLC Conversion”);
- Volt Corporate Merger Sub merged with and into HoldCo, with HoldCo as the surviving entity (the “Initial HoldCo Surviving Corporation”), and a wholly-owned subsidiary of MVW (the “Initial HoldCo Merger”); and
- HoldCo merged with and into Volt LLC Merger Sub, with Volt LLC Merger Sub surviving the merger as a wholly owned direct subsidiary of MVW.

As a result of the combination transactions, ILG became an indirect, wholly owned subsidiary of MVW, and each outstanding share of ILG common stock was converted into the right to receive (i) \$14.75 in cash and (ii) 0.165 shares of MVW common stock. To the extent the transactions would have resulted in the issuance of a fractional share of MVW common stock to an ILG shareholder, a cash payment equal to the fair market value of the fractional share was paid to such shareholder in lieu of issuing a fractional share of MVW common stock.

**Form 8937, Part II, Box 15**

The ILG Merger and the ILG LLC Conversion, taken together, are intended to qualify as a “reorganization” within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code and the Initial HoldCo Merger and the Final HoldCo Merger, taken together, will constitute an integrated plan that will qualify as a “reorganization” within the meaning of Section 368(a) of the Code.

With respect to U.S. holders of ILG common stock, each holder’s aggregate tax basis in the shares of MVW common stock received (including any fraction share of MVW common stock for which cash is received) will be the same as his, her or its aggregate tax basis of such U.S. holder’s ILG common stock exchanged therefor, increased by the amount of gain recognized (excluding any gain attributable to the receipt of cash in lieu of a fractional share of MVW common stock) and decreased by the amount of cash received (other than cash received in lieu of a fractional share of MVW common stock).

If a U.S. holder acquired ILG common stock at different times or at different prices, any gain or loss realized will be determined separately with respect to each block of ILG common stock and such U.S. holder's basis in its shares of ILG common stock may be determined with reference to each block of ILG common stock.

A cash payment received by an ILG U.S. holder in lieu of a fractional share of MVW common stock will be treated as if the ILG U.S. holder received a fractional share of MVW common stock and then received the cash in exchange for that fractional share. As a result, the ILG U.S. holder should generally recognize capital gain or loss equal to the difference between the amount of cash received and the portion of the basis of the ILG common stock deemed surrendered that is allocable to the fractional share.

**Part II, Box 16**

Each outstanding share of ILG common stock was converted into the right to receive (i) \$14.75 in cash and (ii) 0.165 shares of MVW common stock. Thus, for every share of ILG common stock, an ILG shareholder will receive 0.165 shares of MVW common stock.

Each holder's aggregate tax basis in the shares of MVW common stock received (including any fraction share of MVW common stock for which cash is received) will be the same as his, her or its aggregate tax basis of such U.S. holder's ILG common stock exchanged therefor, increased by the amount of gain recognized (excluding any gain attributable to the receipt of cash in lieu of a fractional share of MVW common stock) and decreased by the amount of cash received (other than cash received in lieu of a fractional share of MVW common stock).

If a U.S. holder acquired ILG common stock at different times or at different prices, then such holder's tax basis in the shares of MVW common stock received may be determined with respect to each block of ILG common stock surrendered.

**Part II, Box 17**

The applicable Internal Revenue Code sections and subsections upon which the tax treatment is based are as follows: 302, 354, 356, 357, 358(a)(1), 361, 362, 368(a), 1032, 1221, 1223.

**Part II, Box 18**

In general, a U.S. holder of ILG common stock will recognize gain, but not loss, for U.S. federal income taxes purposes equal to the lesser of (i) the amount of cash received (other than cash received in lieu of a fractional share of MVW common stock) and (ii) the excess, if any, of (x) the sum of the amount of cash received (including cash received in lieu of a fractional share of MVW common stock) and the fair market value of the MVW common stock received in the Combination Transactions over (y) the ILG U.S. holder's tax basis in the shares of ILG common stock deemed surrendered in the Combination Transactions.

Holders of ILG common stock generally cannot recognize loss except to the extent they recognize a loss as a result of the deemed receipt and redemption of the fractional share of MVW common stock. Holders generally should calculate their amount realized on the fractional share of MVW common stock by reference to the cash received in lieu of the fractional share, and their basis in the fractional share as described above in response to Questions 15 and 16.

**Part II, Box 19**

The Combination Transactions were effective on September 1, 2018. Therefore, the reportable tax year is the year of the shareholder that includes such date.

***The information contained herein does not constitute tax advice and is intended to provide only a general summary and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the Combination Transactions. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. U.S. holders of ILG common stock are urged to consult with their own tax advisors with respect to the tax consequences of the Combination Transactions as applicable to their particular circumstances.***