

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 attachment](#)

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment](#)

Blank lines for indicating if a resulting loss can be recognized.

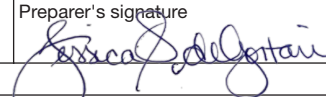
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Blank lines for providing other necessary information.

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 ▶ _____

Print your name ▶ Dustin Fisher Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jessica de Gortari		01/13/2025		PO1640107
	Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶	86-1065772
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Wheel Pros Parent II, Inc.
EIN 88-2721220
Attachment to IRS Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”),¹ and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Emergence Transactions (as defined below) on basis in certain securities. 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 noteholder’s specific circumstances (including holders that may be subject to special tax rules or that held the relevant claims or equity interests as other than a capital asset). Shareholders and noteholders are urged to consult their own tax advisors regarding tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction, including the applicability and effect of all U.S. federal, state and local and non-U.S. tax laws. Unless specified otherwise, capitalized terms used and not defined in this attachment have the meanings ascribed to them in the Bankruptcy Plan (as defined below).

Form 8937, Line 9

First Lien Claims

New Equity Interests (as defined below)

Form 8937, Line 14

On September 8, 2024, Wheel Pros, LLC, Wheel Pros Parent II, Inc. (“**Wheel Pros Parent II**”) and certain of their subsidiaries (the “**Debtors**”) filed voluntary cases under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). On October 15, 2024, the Bankruptcy Court confirmed the Debtors’ *Amended Joint Prepackaged Plan of Reorganization of Wheel Pros, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Bankruptcy Plan**”). The Bankruptcy Plan became effective December 2, 2024 (the “**Plan Effective Date**”), and the Debtors emerged from their chapter 11 cases.

On the Plan Effective Date, the following transactions (the “**Emergence Transactions**”) occurred:

- Wheel Pros Parent II issued and contributed its equity interests to Wheel Pros Parent, Inc. (the “**New Equity Interests**”).
- Wheel Pros Parent, Inc. contributed the New Equity Interests to Wheel Pros

¹ Unless otherwise specified herein, all “section” references herein are to the Code.

Intermediate Holdings, Inc.

- Wheel Pros Intermediate Holdings, Inc. contributed the New Equity Interests to Wheel Pros Intermediate, Inc.
- Wheel Pros Intermediate, Inc. contributed the New Equity Interests to Wheel Pros, Inc. (“**Wheel Pros**”).
- Holders of First Lien Claims against the Debtors (the “**Holders of Claims**”) received from Wheel Pros their pro rata share of (i) 85 percent of the New Equity Interests, less any dilutive equity distributions under the Bankruptcy Plan, and (ii) the right to fund the new Exit Term Loan Facility in full and final satisfaction of their claims in accordance with the Bankruptcy Plan (the “**Subscription Right**”). In addition, in exchange for commitments to backstop the Exit Term Loan Facility (the “**Backstop Commitment**”) by certain parties (the “**Backstop Parties**”), each Backstop Party received a premium for such Backstop Party’s portion of the Backstop Commitment equal to a pro rata share of 15 percent of the New Equity Interests, less any dilutive equity distributions under the Bankruptcy Plan (the “**Backstop Premium**”).²
- All existing equity interests in Wheel Pros Parent II, all of which were held by Wheel Pros Holdings, L.P., were cancelled for no consideration.

Form 8937, Line 15

The Debtors expect that the exchange of First Lien Claims for the New Equity Interests and the right to fund the new Exit Term Loan Facility will be treated as a taxable transfer pursuant to section 1001. A Holder of Claims should take an aggregate tax basis in their respective pro rata share of the New Equity Interests and the Subscription Right received equal to their respective fair market values. *See* line 16.

A holder of the Subscription Right should not recognize income, gain, or loss for U.S. federal income tax purposes when it exercises the Subscription Rights. If a holder does not exercise its Subscription Rights and obtains a tax basis in the right, if any, the holder generally would recognize a loss to the extent of the holder’s tax basis in the Subscription Right.

Form 8937, Line 16

² The receipt of the New Equity Interests as a premium by the Backstop Parties for their Backstop Commitments is beyond the scope of this Form 8937. Further, certain other aspects of the Emergence Transaction are also beyond the scope of this Form 8937, including i) Holders of Allowed Other Secured Claims who received cash; ii) Holders of Allowed Other Priority Claims who received cash; iii) Holders of Allowed ABL Claims who received cash; iv) Holders of Allowed FILO Claims who received cash; v) Holders of Allowed Junior Funded Debt Claims who received cash; vi) Holders of Allowed General Unsecured Claims who received cash; and vii) Debtors’ Allowed Intercompany Claims that were waived or reinstated.

Wheel Pros Parent II, Inc.
Attachment to IRS Form 8937

Holders of Claims should take an aggregate tax basis in its pro rata share of the New Equity Interests and the Subscription Right received equal to their fair market value. U.S. federal income tax laws do not define fair market value. Holders of the New Equity Interests and the Subscription Right should consult their own tax advisors as to the proper calculation of fair market value for U.S. federal income tax purposes.

Form 8937, Line 17

Sections 1001, 1012, and 1234.

Form 8937, Line 18

Loss generally may be allowed to the extent that the Holders of Claims' adjusted basis in their claims exceeds the fair market value of the New Equity Interests and the right to fund the new Exit Term Loan Facility received.

Loss may be recognized as a result of the lapse of the Subscription Right (assuming that a holder is properly treated as having obtained tax basis in such right).

Form 8937, Line 19

The effective date of the Emergence Transaction is December 2, 2024. The reportable tax year is 2024 with respect to the Holders of Claims that are calendar year taxpayers.

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 transactions described herein. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. Holders should consult with their own tax advisors with respect to the tax consequences of the transactions described herein as applicable to their particular circumstances.