



**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.

Blank lines for listing Internal Revenue Code sections.

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

Blank lines for providing information regarding loss recognition.

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

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 ▶ August 17, 2016

Print your name ▶ **David E. Jordan** Title ▶ **CEO/CFO**

<b>Paid Preparer Use Only</b>	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.

**Nuo Therapeutics, Inc.**  
**EIN: 23-3011702**  
**Attachment to Form 8937**

**Part I**

**Line 8**

See Line 14

**Line 10**

Old Common CUSIP – 67059V100

New Common CUSIP – 67059V209

**Line 12** –

Old Common Ticker symbol – NUOT

New Common Ticker symbol – NOT YET ASSIGNED

**Part II**

**Line 14**

Pursuant to the bankruptcy reorganization of Nuo Therapeutics, Inc. (the “Company”) under Chapter 11 of the US Bankruptcy Code (the “Reorganization”), the following occurred: (1) all shares of the Company’s outstanding common stock (“Old Common”) were cancelled as of May 5, 2016, and (2) holders of Old Common as of March 28, 2016 who executed and timely delivered the required release documents no later than July 5, 2016 in accordance with the Plan of Reorganization and the Bankruptcy Court’s confirmation order (“Eligible Holders”), received shares of the Company’s new common stock (“New Common”) at the rate of one share of New Common for every 41.8934 shares of Old Common (rounded down to the nearest whole number). The Company instructed its transfer agent on July 26, 2016 to issue the New Common to the Eligible Holders. The New Common were issued with an effective date of May 5, 2016.

**Line 15**

The exchange of the Old Common for the New Common by the Eligible Holders in the Reorganization qualifies as a recapitalization under Section 368(a)(1)(E). The aggregate tax basis of the shares of New Common received by an Eligible Holder equals the aggregate tax basis of the shares of Old Common immediately prior to the exchange. Eligible Holders are required to allocate their aggregate tax basis in the shares of Old Common among the shares of New Common in accordance with Section 358(a).

**Line 16**

If all of an Eligible Holder's shares of Old Common were acquired on the same date and at the same price, then the Eligible Holder's basis in each share of New Common will equal the aggregate tax basis in the shares of Old Common, divided by the number of New Common shares received.

Eligible Holders who acquired shares of Old Common on different dates and/or at different prices should consult their own tax advisors regarding the allocation of the aggregate tax basis to the shares of New Common. In general, an Eligible Holder's aggregate tax basis in the shares of Old Common must be allocated to the shares of New Common (or allocable portions thereof) in a manner that reflects, to the greatest extent possible, that a share of New Common is received in respect of shares of Old Common that were acquired on the same date and at the same price. To the extent it is not possible to allocate tax basis in this manner, the aggregate tax basis of the Old Common must be allocated to the shares of New Common (or allocable portions thereof) in a manner that minimizes the disparity in the holding periods of the shares of Old Common whose tax basis is allocated to any particular share of New Common. This may result in some shares of New Common having a split holding period or split basis.

**Line 17**

354(a), 358, 368(a)(1)(E), 1036

**Line 18**

To the extent the Reorganization is treated as a recapitalization, no loss can be recognized by the Eligible Holders with respect to their Old Common.

Holdings of the Old Common that did not participate in the recapitalization (i.e., such holders did not receive any New Common) may be entitled to a worthless stock deduction under Code Section 165(g) to the extent of such holder's basis in the Old Common. Holders should consult their own tax advisors with respect to the tax consequences resulting from the Reorganization.

**Line 19**

The reportable tax year is 2016 for calendar year taxpayers.