

Anywhere Real Estate Group LLC  
Anywhere Co-Issuer Corp.  
Anywhere Real Estate Inc.

\$639,922,460 7.000% Senior Secured Second Lien Notes Due 2030

IRS Form 8937- Report of Organizational Actions Affecting Basis of Securities

&

U.S. Federal Income Tax Issue Price Disclosure

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Anywhere Real Estate Group LLC (owned by Anywhere Real Estate Inc. EIN 20-8050955)		20-4381990	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Pat Treacy	1-973-407-7131	investor.relations@anywhere.re	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
175 Park Avenue		Madison, NJ 07940	
<b>8</b> Date of action		<b>9</b> Classification and description	
August 24, 2023		See Attachment	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
See Attachment	N/A	N/A	N/A

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See Attachment](#)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See Attachment](#)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See Attachment](#)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See Attachment](#)

**18** Can any resulting loss be recognized? ► [See Attachment](#)

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

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.

*[Handwritten signature]*

10/5/2023

Print your name ► Pat Treacy

Title ► VP - Global Head of Tax

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.	
-----------	--

**Anywhere Real Estate Group LLC**  
**FEIN: 20-4381990**

**Anywhere Co-Issuer Corp.**  
**FEIN: 65-0515127**

**Anywhere Real Estate Inc.**  
**FEIN: 20-8050955**

**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**

Anywhere Real Estate Group LLC and Anywhere Co-Issuer Corp. (collectively, the “**Company**”) are providing the information contained herein pursuant to the requirements of section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”). The discussion contained herein includes a general summary regarding the application of certain U.S. federal income tax laws and regulations to the debt exchange described below and the potential effects on a debtholder’s adjusted U.S. tax basis resulting from such transactions.

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of debtholders. Debtholders are urged to consult their own tax advisors regarding the particular U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from such transactions.

Unless otherwise specified herein, “section” references are to the Code or Treasury regulations promulgated thereunder, each in effect as of the date hereof.

Anywhere Real Estate Group LLC is wholly owned by Anywhere Real Estate Group Inc. and is a disregarded entity for U.S. federal income tax purposes.

**Part I:**

**Line 9. Classification and description.**

- Approximately \$297,785,000 aggregate principal amount of existing 5.750% Senior Notes due January 15, 2029 (the “**2029 Existing Notes**”).<sup>1</sup> The 2029 Existing Notes were issued on January 11, 2021.
- Approximately \$502,214,000 aggregate principal amount of existing 5.250% Senior Notes due April 15, 2030 (the “**2030 Existing Notes**” and, collectively with the 2029 Existing Notes, the “**Existing Notes**”).<sup>2</sup> The 2030 Existing Notes were issued on January 10, 2022.

---

<sup>1</sup> The outstanding aggregate principal amount of 5.750% Senior Notes due January 15, 2029, prior to the transactions described herein was \$900,000,000.

<sup>2</sup> The outstanding aggregate principal amount of 5.250% Senior Notes due April 15, 2030, prior to the transactions described herein was \$1,000,000,000.

- Approximately \$639,922,460 aggregate principal amount of new 7.000% Second Lien Senior Secured Notes due April 15, 2030, (collectively, the “**New Notes**”).

**Line 10. CUSIP number.**

- 2029 Existing Notes CUSIP – 75606DAL5 / U75355AG9
- 2030 Existing Notes CUSIP – 75606DAQ4 / U75355AJ3
- New Notes CUSIP - 75606DAS0

**Part II:**

**Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action.**

On August 24, 2023, the Company consummated the following transactions (each, an “**Exchange**” and, collectively, the “**Exchanges**”) with holders of the Existing Notes (collectively, the “**Exchange Holders**”):

- 2029 Existing Notes
  - For every \$1000 principal amount of 2029 Existing Notes, holders received (1) \$800 principal amount of New Notes (i.e., \$282,227,840 aggregate principal amount of New Notes for \$297,785,00 aggregate principal of 2029 Existing Notes) and (2) cash for accrued and unpaid interest on the 2029 Existing Notes.
- 2030 Existing Notes
  - For every \$1000 principal amount of 2030 Existing Notes, holders received (1) \$800 principal amount of New Notes (\$401,694,620 in aggregate principal amount of New Notes for \$502,214,000 in aggregate principal of 2030 Existing Notes), and (2) cash for accrued and unpaid interest on the 2030 Existing Notes.

**Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

Under U.S. federal income tax law, the Exchanges are expected to result in separate debt-for-debt exchanges of each of the 2029 Existing Notes and 2030 Existing Notes under section 1001 on which gain or loss may be realized by the Exchange Holders if the Exchanges resulted in a “significant modification” of the 2029 Existing Notes and 2030 Existing Notes, as applicable.

The Company believes, and the remainder of this discussion assumes, that the Exchanges resulted in significant modifications of the 2029 Existing Notes and 2030 Existing Notes under Treas. Reg. section 1.1001-3. As a result, the Exchange Holders are expected to be treated as receiving the New Notes in exchange for the 2029 Existing Notes or 2030 Existing Notes, as described above.

Consequently, the Exchange Holders are expected to realize (but, subject to the recapitalization rules discussed below, not necessarily recognize) gain or loss (if any) as a result of the Exchanges.

The tax treatment of the Exchanges depends on whether they constitute recapitalizations under section 368(a)(1)(E) (“**Section 368(a)(1)(E) Recapitalization**”). In the case of each Exchange, the determination of whether the Exchange constitutes a Section 368(a)(1)(E) Recapitalization depends, *inter alia*, on whether the 2029 Existing Notes and 2030 Existing Notes surrendered, and the New Notes received therefor, constitute “securities” for purposes of section 354. Neither the Code nor the Treasury regulations define the term security. Whether a debt instrument is a security is based on all of the facts and circumstances, but most authorities have held that the term to maturity of the debt instrument is one of the most significant factors. In this regard, debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities. Here, the 2029 Existing Notes and 2030 Existing Notes had terms of approximately 8 years. The New Notes have a term of approximately 6.5 years.

Although not free from doubt, we intend to take the position that the 2029 Existing Notes, 2030 Existing Notes, and New Notes (as applicable) constitute securities for purposes of section 354, and the respective exchanges of 2029 Existing Notes and 2030 Existing Notes for New Notes, as applicable, otherwise qualify as Section 368(a)(1)(E) Recapitalizations, such that the Exchange Holders generally are expected not to recognize gain or loss with respect to the Exchanges, except to the extent of cash or other “boot” received by the Exchange Holders as part of the Exchanges (other than cash for accrued and unpaid interest). Specifically, an Exchange Holder is expected to be required to recognize gain on an exchange of Existing Notes (as applicable) in an amount equal to the lesser of (1) the total gain realized by the Exchange Holder with respect to such Existing Notes, and (2) the amount of cash received as part of the exchange for such Existing Notes (other than cash for accrued and unpaid interest).

Here, the total gain realized by an Exchange Holder with respect to the Exchanges is expected to equal the excess, if any, of (1) the sum of (a) the issue price of the New Notes received and (b) the cash received other than for accrued and unpaid interest (\$0 in this case) over (2) the Exchange Holder’s adjusted tax basis in the Existing Notes exchanged.

Because Exchange Holders did not receive cash (other than for accrued and unpaid interest) or other boot, gain is not expected to be recognized as described above in the case of Exchanges that qualify as section 368(a)(1)(E) Recapitalizations. An Exchange Holder’s adjusted tax basis in the New Notes received in that case is expected to be equal to its adjusted tax basis in the Existing Notes exchanged for such New Notes, less the amount of the cash payment received (\$0), plus the amount of gain recognized on the exchange (\$0).

To the extent the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder’s aggregate initial tax basis in the New Notes generally is expected to be equal to their issue price.

Exchange Holders participating in the Exchanges should consult their tax advisors to determine the U.S. federal income tax consequences to them of the Exchanges.

**Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

See response to Line 15 above.

To the extent the Exchanges qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the New Notes is expected to equal its aggregate adjusted tax basis in the 2029 Existing Notes or 2030 Existing Notes exchanged for the New Notes less the amount of the cash payment received other than cash for accrued and unpaid interest (\$0), plus the amount of any gain recognized (\$0).

To the extent the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the New Notes is expected to equal their issue price.

**Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 354, 356, 358, 368, 1001, 1012, 1273, and 1275.

**Line 18. Can any resulting loss be recognized?**

The Exchanges generally should not result in loss being recognized by the Exchange Holders to the extent the Exchanges qualify as Section 368(a)(1)(E) Recapitalizations.

The Exchanges may result in an Exchange Holder recognizing a loss to the extent the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations and such Exchange Holder's tax basis in the 2029 Existing Notes or 2030 Existing Notes exchanged exceeds the aggregate of the issue price of the New Notes received plus the amount of any cash payment received other than for accrued and unpaid interest (\$0).

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

The organizational actions occurred on August 24, 2023. The reportable tax year is 2023 for calendar-year taxpayers.

**Anywhere Real Estate Group LLC  
Anywhere Co-Issuer Corp.  
Anywhere Real Estate Inc.**

**Treasury Regulation Section 1.1273-2(f)(9) Issue Price Information**

**Issuer's Determination of "Traded on an Established Market" Status and Issue Price of Newly Issued Debt**

Anywhere Real Estate Group LLC and Anywhere Co-Issuer Corp. (collectively, the "**Company**") is providing this information pursuant to the requirements of Treasury Regulation section 1.1273-2(f)(9) (the "**Issue Price Disclosure Regulation**"). The Issue Price Disclosure Regulation, issued by the Department of the Treasury on September 12, 2012, and effective for transactions occurring on or after November 13, 2012, requires the issuer of a debt instrument to determine whether the debt instrument, or the property for which it is issued, as applicable, is "**traded on an established market**" as defined in Treasury Regulation section 1.1273-2(f). If the issuer determines the debt instrument, or the property for which it is issued, as applicable, is traded on an established market, the issuer must make that determination as well as the fair market value of the property available to holders in a commercially reasonable fashion, including by electronic publication, within 90 days of the issue date of the debt instrument.

This disclosure is intended to fulfill the Company's notification obligation under the Issue Price Disclosure Regulation.

Unless otherwise specified herein, "section" references are to the Code or Treasury regulations promulgated thereunder, each in effect as of the date hereof.

Anywhere Real Estate Group LLC is wholly owned by Anywhere Real Estate Group Inc. and is a disregarded entity for U.S. federal income tax purposes.

\*\*\*\*\*

On August 24, 2023 (the "**Exchange Date**"), the Company consummated the following transactions (collectively, the "**Exchanges**") with holders of certain of the Company's existing debt (collectively, the "**Exchange Holders**"):

- The Company issued approximately \$238,227,840 aggregate principal amount of new 7.000% Second Lien Senior Secured Notes due April 15, 2030 (the "**New Notes**") in exchange for approximately \$297,785,000 aggregate principal amount of existing 5.750% Senior Notes due January 15, 2029 (the "**2029 Existing Notes**").
- The Company issued approximately \$401,694,620 aggregate principal amount of New Notes in exchange for approximately \$502,214,000 aggregate principal amount of existing 5.250% Senior Notes due April 15, 2030 (the "**2030 Existing Notes**" and, collectively with the 2029 Existing Notes, the "**Existing Notes**").



**Anywhere Real Estate Group LLC and Anywhere Co-Issuer Corp.**  
**Issue Price Disclosure**  
**7.000% Second Lien Senior Secured Notes due 2030**

The Company believes, and the remainder of this discussion assumes, that the Exchanges resulted in a “significant modification” of the 2029 Existing Notes and 2030 Existing Notes under Treasury Regulation section 1.1001-3. As a result, the Exchange Holders are expected to be treated as receiving the New Notes in exchange for the 2029 Existing Notes or 2030 Existing Notes.

Because the New Notes were issued for property (the Existing Notes), the Issue Price Disclosure Regulation applies if the issue price of the New Notes is determined under Treasury Regulation section 1.1273-2(b) or Treasury Regulation section 1.1273-2(c).

The Company has determined that the New Notes were traded on an established market within the meaning of Treasury Regulation section 1.1273-2(f) during the 31-day period ending 15 days after the Exchange Date. Accordingly, under Treasury Regulation section 1.1273-2(b), the issue price of the New Notes is expected to be equal to their fair market value on the Exchange Date in accordance with Treasury Regulation section 1.1273-2(f).

The Company has determined that the fair market value of the New Notes on the Exchange Date, and thus the issue price of the New Notes, is 91.11% of par, or \$911.10 per \$1,000 principal of New Notes.

This issue price determination is binding on all holders of the New Notes unless a holder explicitly discloses on the holder’s timely filed U.S. federal income tax return for the taxable year that includes its acquisition date of the New Notes, in accordance with the requirements of the Issue Price Disclosure Regulation, that its determination regarding issue price is different from the Company’s determination.