

(2) The date(s) of all distribution(s) (whether or not pursuant to the plan) by the liquidating corporation during the current tax year;

(3) The aggregate fair market value and basis, determined immediately before the liquidation, of all of the assets of the liquidating corporation that have been or will be transferred to any recipient corporation;

(4) The date and control number of any private letter ruling(s) issued by the Internal Revenue Service in connection with the liquidation;

(5) The following representation: THE PLAN OF COMPLETE LIQUIDATION WAS ADOPTED ON [INSERT DATE (mm/dd/yyyy)]; and

(6) A representation by such recipient corporation either that—

(i) THE LIQUIDATION WAS COMPLETED ON [INSERT DATE (mm/dd/yyyy)]; or

(ii) THE LIQUIDATION IS NOT COMPLETE AND THE TAXPAYER HAS TIMELY FILED [INSERT EITHER FORM 952, “Consent To Extend the Time to Assess Tax Under Section 332(b),” OR NUMBER AND NAME OF THE SUCCESSOR FORM].

(b) *Filings by the liquidating corporation.* The liquidating corporation must timely file Form 966, “Corporate Dissolution or Liquidation,” (or its successor form) and its final Federal corporate income tax return. See also section 6043 of the Code.

(c) *Definitions.* For purposes of this section:

(1) *Plan* means the plan of complete liquidation within the meaning of section 332.

(2) *Recipient corporation* means the corporation described in section 332(b)(1).

(3) *Liquidating corporation* means the corporation that makes a distribution of property to a recipient corporation pursuant to the plan.

(4) *Liquidating distribution* means a distribution of property made by the liquidating corporation to a recipient corporation pursuant to the plan.

(d) *Substantiation information.* Under § 1.6001-1(e), taxpayers are required to retain their permanent records and make such records available to any authorized Internal Revenue Service officers and employees. In connection with

a liquidation described in this section, these records should specifically include information regarding the amount, basis, and fair market value of all distributed property, and relevant facts regarding any liabilities assumed or extinguished as part of such liquidation.

(e) *Effective/applicability date.* This section applies to any taxable year beginning on or after May 30, 2006. However, taxpayers may apply this section to any original Federal income tax return (including any amended return filed on or before the due date (including extensions) of such original return) timely filed on or after May 30, 2006. For taxable years beginning before May 30, 2006, see § 1.332-6 as contained in 26 CFR part 1 in effect on April 1, 2006.

[T.D. 9329, 72 FR 32797, June 14, 2007]

§ 1.332-7 Indebtedness of subsidiary to parent.

If section 332(a) is applicable to the receipt of the subsidiary’s property in complete liquidation, then no gain or loss shall be recognized to the subsidiary upon the transfer of such properties even though some of the properties are transferred in satisfaction of the subsidiary’s indebtedness to its parent. However, any gain or loss realized by the parent corporation on such satisfaction of indebtedness, shall be recognized to the parent corporation at the time of the liquidation. For example, if the parent corporation purchased its subsidiary’s bonds at a discount and upon liquidation of the subsidiary the parent corporation receives payment for the face amount of such bonds, gain shall be recognized to the parent corporation. Such gain shall be measured by the difference between the cost or other basis of the bonds to the parent and the amount received in payment of the bonds.

§ 1.334-1 Basis of property received in liquidations.

(a) *In general.* Section 334 sets forth rules prescribing the basis of property received in a distribution in partial or complete liquidation of a corporation. The general rule of section 334 is set forth in section 334(a) to the effect that if property is received in a distribution

§ 1.336-0

26 CFR Ch. I (4-1-14 Edition)

in partial or complete liquidation and if gain or loss is recognized on the receipt of such property, then the basis of the property in the hands of the distributee shall be the fair market value of such property at the time of the distribution. Such general rule has no application to a liquidation to which section 332 or section 333 applies. See section 334 (b) and (c).

(b) *Transferor's basis.* Unless section 334(b)(2) and subsection (c) of this section apply, property received by a parent corporation in a complete liquidation to which section 332 is applicable shall, under section 334(b)(1), have the same basis in the hands of the parent as its adjusted basis in the hands of the subsidiary. The rule stated above is applicable even though the subsidiary was indebted to the parent on the date the plan of liquidation was adopted and part of such property was received in satisfaction of such indebtedness in a transfer to which section 332(c) is applicable. See §1.460-4(k)(3)(iv)(B)(2) for rules relating to adjustments to the basis of certain contracts accounted for using a long-term contract method of accounting that are acquired in certain liquidations described in section 332.

[T.D. 7231, 37 FR 28287, Dec. 22, 1972, as amended at T.D. 8474, 58 FR 25557, Apr. 27, 1993; T.D. 8995, 67 FR 34605, May 15, 2002]

§ 1.336-0 Table of contents.

This section lists captions contained in §§ 1.336-1, 1.336-2, 1.336-3, 1.336-4, and 1.336-5.

§ 1.336-1 General principles, nomenclature, and definitions for a section 336(e) election.

- (a) Overview.
 - (1) In general.
 - (2) Consistency rules.
- (b) Definitions.
 - (1) Seller.
 - (2) Purchaser.
 - (3) Target; S corporation target; old target; new target.
 - (4) S corporation shareholders.
 - (5) Disposed of; disposition.
 - (i) In general.
 - (ii) Exception for disposition of stock in certain section 355 transactions.
 - (iii) Transactions with related persons.
 - (iv) No consideration paid.
 - (v) Disposed of stock reacquired by certain persons.
 - (6) Qualified stock disposition.
 - (i) In general.

- (ii) Overlap with qualified stock purchase.
 - (A) In general.
 - (B) Exception.
- (7) 12-month disposition period.
- (8) Disposition date.
- (9) Disposition date assets.
- (10) Domestic corporation.
- (11) Section 336(e) election.
- (12) Related persons.
- (13) Liquidation.
- (14) Deemed asset disposition.
- (15) Deemed disposition tax consequences.
- (16) 80-percent purchaser.
- (17) Recently disposed stock.
- (18) Nonrecently disposed stock.
- (c) Nomenclature.

§ 1.336-2 Availability, mechanics, and consequences of section 336(e) election.

- (a) Availability of election.
- (b) Deemed transaction.
 - (1) Dispositions not described in section 355(d)(2) or (e)(2).
 - (i) Old target—deemed asset disposition.
 - (A) In general.
 - (B) Gains and losses.
 - (2) Losses.
 - (i) In general.
 - (ii) Stock distributions.
 - (iii) Amount and allocation of disallowed loss.
 - (iv) Tiered targets.
 - (3) Examples.
 - (C) Tiered targets.
 - (ii) New target—deemed purchase.
 - (iii) Old target and seller—deemed liquidation.
 - (A) In general.
 - (B) Tiered targets.
 - (iv) Seller—distribution of target stock.
 - (v) Seller—retention of target stock.
 - (2) Dispositions described in section 355(d)(2) or (e)(2).
 - (i) Old target—deemed asset disposition.
 - (A) In general.
 - (1) Old target not deemed to liquidate.
 - (2) Exception.
 - (B) Gains and losses.
 - (1) Gains.
 - (2) Losses.
 - (i) In general.
 - (ii) Stock distributions.
 - (iii) Amount and allocation of disallowed loss.
 - (iv) Tiered targets.
 - (3) Examples.
 - (C) Tiered targets.
 - (ii) Old target—deemed purchase.
 - (A) In general.
 - (B) Tiered targets.
 - (C) Application of section 197(f)(9), section 1091, and other provisions to old target.
 - (iii) Seller—distribution of target stock.
 - (A) In general.
 - (B) Tiered targets.
 - (iv) Seller—retention of target stock.