

Reg. 1.367(a)-3(d)(3), Example 8C
368(a)(1)(C)
 (formerly Example 7C)

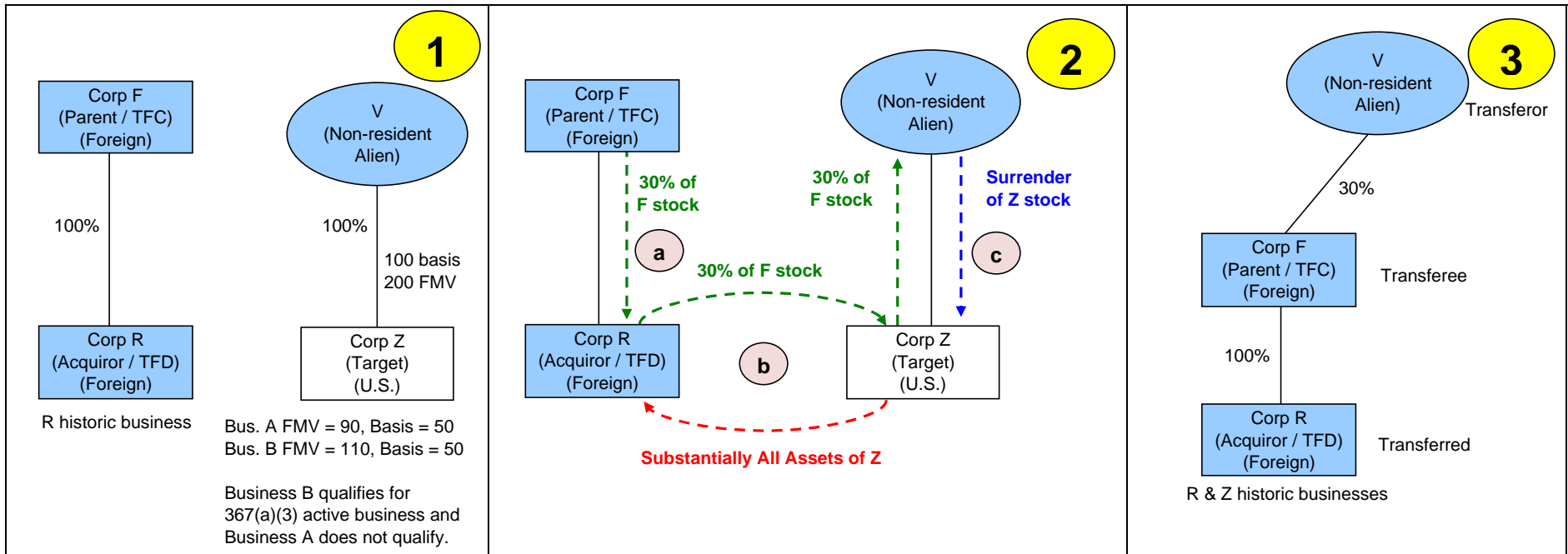
**Indirect Stock Transfer -
 Outbound Triangular C Reorg**

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Initial Structure

Outbound Triangular C Reorg

Ending Point



F, a foreign corporation, owns all of the stock of R, a foreign corporation that operates an historical business. V, a nonresident alien, owns all of the stock of Z, a domestic corporation. The properties of Z consist of Business A assets, with an adjusted basis of \$50 and fair market value of \$90, and Business B assets, with an adjusted basis of \$50 and a fair market value of \$110. Assume that the Business A assets do not qualify for the active trade or business exception under section 367(a)(3), but that the Business B assets do qualify for the exception. V's basis in the Z stock is \$100, and the value of such stock is \$200. V does not own any of the stock of F (applying the attribution rules of section 318 as modified by section 958(b)). In a triangular reorganization described in section 368(a)(1)(C), R acquires all of the assets of Z, and V receives 30% of the voting stock of F.

Pursuant to section 367(a)(5), the active trade or business exception under section 367(a)(3) is not available with respect to Z's transfer of assets to R. Thus, Z has \$100 of gain with respect to the Business A and B assets. Because V is a nonresident alien, however, V is not subject to section 367(a) with respect to its indirect transfer of Z stock.