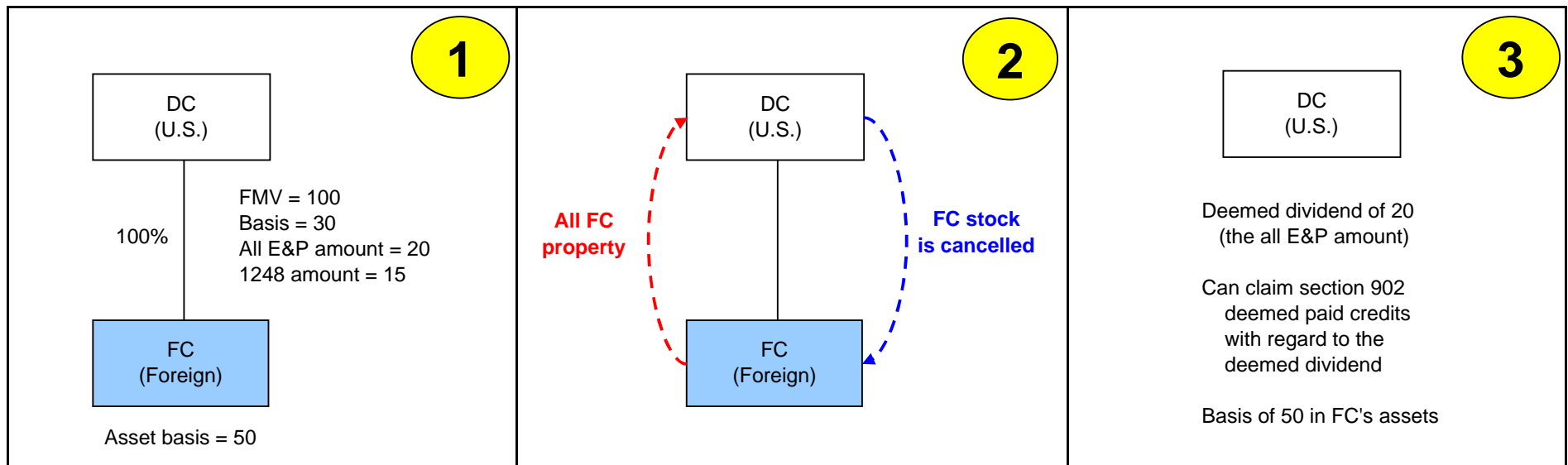


**CFC Inbound Section 332
 Liquidation With 100% Ownership**

Initial Structure

Inbound 332 Liquidation

Ending Point



DC, a domestic corporation, owns all of the outstanding stock of FC, a foreign corporation. The stock of FC has a value of \$100, and DC has a basis of \$30 in such stock. The all earnings and profits amount attributable to the FC stock owned by DC is \$20, of which \$15 is described in section 1248(a) and the remaining \$5 is not (for example, because it accumulated prior to 1963). FC has a basis of \$50 in its assets. In a liquidation described in section 332, FC distributes all of its property to DC, and the FC stock held by DC is canceled.

DC must include \$20 in income as a deemed dividend from FC. Under section 337(a) FC does not recognize gain or loss in the assets that it distributes to DC, and under section 334(b), DC takes a basis of \$50 in such assets. Because the requirements of section 902 are met, DC qualifies for a deemed paid foreign tax credit with respect to the deemed dividend that it receives from FC.