

“(5) RULES FOR ACQUISITIONS DESCRIBED IN PARAGRAPH (2).—

“(A) IN GENERAL.—For purposes of applying section 338 of such Code with respect to any acquisition described in paragraph (2)—

“(i) the date selected under subparagraph (B) of this paragraph shall be treated as the acquisition date,

“(ii) a rule similar to the last sentence of section 334(b)(2) of such Code (as in effect on August 31, 1982) shall apply, and

“(iii) subsections (e), (f), and (i) of such section 338, and paragraphs (4), (6), (8), and (9) of subsection (h) of such section 338, shall not apply.

“(B) SELECTION OF ACQUISITION DATE BY PURCHASING CORPORATION.—The purchasing corporation may select any date for purposes of subparagraph (A)(i) if such date—

“(i) is after the later of June 30, 1982, or the acquisition date (within the meaning of section 338 of such Code without regard to this paragraph), and

“(ii) is on or before the date on which the election described in paragraph (2)(C) is made.”

#### SAVINGS PROVISION

For provisions that nothing in amendment by section 401(d)(1)(D)(vii) of Pub. L. 115-141 be construed to affect treatment of certain transactions occurring, property acquired, or items of income, loss, deduction, or credit taken into account prior to Mar. 23, 2018, for purposes of determining liability for tax for periods ending after Mar. 23, 2018, see section 401(e) of Pub. L. 115-141, set out as a note under section 23 of this title.

#### TREATMENT OF CERTAIN CORPORATION ORGANIZED ON FEBRUARY 22, 1983

Pub. L. 99-514, title XVIII, §1804(e)(9), Oct. 22, 1986, 100 Stat. 2804, provided that: “In the case of a Rhode Island corporation which was organized on February 22, 1983, and which on February 25, 1983—

“(A) purchased the stock of another corporation,

“(B) filed an election under section 338(g) of the Internal Revenue Code of 1986 with respect to such purchase, and

“(C) merged into the acquired corporation,

such purchase of stock shall be considered as made by the acquiring corporation, such election shall be valid, and the acquiring corporation shall be considered a purchasing corporation for purposes of section 338 of such Code without regard to the duration of the existence of the acquiring corporation.”

#### SPECIAL RULES FOR DEEMED PURCHASES UNDER PRIOR LAW

Pub. L. 98-369, div. A, title VII, §712(k)(10), July 18, 1984, 98 Stat. 953, as amended by Pub. L. 99-514, §2, Oct. 22, 1986, 100 Stat. 2095, provided that: “If, before October 20, 1983, a corporation was treated as making a qualified stock purchase (as defined in section 338(d)(3) of the Internal Revenue Code of 1986 [formerly I.R.C. 1954]), but would not be so treated under the amendments made by paragraphs (5) and (6) [amending subsec. (h) and section 318(b)(4) of this title] of this subsection, the amendments made by such paragraphs shall not apply to such purchase unless such corporation elects (at such time and in such manner as the Secretary of the Treasury or his delegate may by regulations prescribe) to have the amendments made by such paragraphs apply.”

#### EXCEPTION FOR STOCK PURCHASES IN CONTEMPLATION OF TARGET CORPORATION AS MEMBER OF AFFILIATED GROUP

Pub. L. 97-448, title III, §306(a)(8)(A)(ii), Jan. 12, 1983, 96 Stat. 2402, as amended by Pub. L. 98-369, div. A, title VII, §722(a)(3), July 18, 1984, 98 Stat. 973; Pub. L. 99-514, §2, Oct. 22, 1986, 100 Stat. 2095, provided that: “If—

“(I) any portion of a qualified stock purchase is pursuant to a binding contract entered into on or

after September 1, 1982, and on or before the date of the enactment of this Act [Jan. 12, 1983], and

“(II) the purchasing corporation establishes by clear and convincing evidence that such contract was negotiated on the contemplation that, with respect to the deemed sale under section 338 of the Internal Revenue Code of 1986 [formerly I.R.C. 1954], the target corporation would be treated as a member of the affiliated group which includes the selling corporation, then the amendment made by clause (i) [amending subsec. (h)] shall not apply to such qualified stock purchase.”

#### [SUBPART C—REPEALED]

#### § 341. Repealed. Pub. L. 108-27, title III, § 302(e)(4)(A), May 28, 2003, 117 Stat. 763]

Section, act Aug. 16, 1954, ch. 736, 68A Stat. 107; Pub. L. 85-866, title I, §20(a), Sept. 2, 1958, 72 Stat. 1615; Pub. L. 87-834, §13(f)(4), Oct. 16, 1962, 76 Stat. 1035; Pub. L. 88-272, title II, §231(b)(4), Feb. 26, 1964, 78 Stat. 105; Pub. L. 88-484, §1(a), Aug. 22, 1964, 78 Stat. 596; Pub. L. 89-570, §1(b)(4), Sept. 12, 1966, 80 Stat. 762; Pub. L. 91-172, title II, §211(b)(4), title V, §514(b)(1), Dec. 30, 1969, 83 Stat. 570, 643; Pub. L. 94-455, title II, §205(c)(2), title XIV, §1402(b)(1)(B), (2), title XIX, §§1901(b)(3)(A), (I), 1906(b)(13)(A), Oct. 4, 1976, 90 Stat. 1535, 1731, 1732, 1792, 1793, 1834; Pub. L. 97-34, title V, §505(c)(2), Aug. 13, 1981, 95 Stat. 332; Pub. L. 97-248, title II, §222(e)(5), Sept. 3, 1982, 96 Stat. 480; Pub. L. 98-369, div. A, title I, §43(c)(1), 65(a)-(c), 135(a), title IV, §492(b)(2), title X, §1001(b)(2), (e), July 18, 1984, 98 Stat. 558, 584, 669, 854, 1011, 1012; Pub. L. 99-514, title VI, §631(e)(6), title XVIII, §1804(i)(1), 1899A(8), Oct. 22, 1986, 100 Stat. 2273, 2807, 2958; Pub. L. 100-647, title I, §1006(e)(18), Nov. 10, 1988, 102 Stat. 3403; Pub. L. 104-188, title I, §1702(h)(7), Aug. 20, 1996, 110 Stat. 1874; Pub. L. 106-170, title V, §532(c)(2)(D), Dec. 17, 1999, 113 Stat. 1930; Pub. L. 107-147, title IV, §417(24)(B)(i), Mar. 9, 2002, 116 Stat. 57, related to collapsible corporations.

#### EFFECTIVE DATE OF REPEAL

Repeal applicable, except as otherwise provided, to taxable years beginning after Dec. 31, 2002, see section 302(f) of Pub. L. 108-27, set out as an Effective and Termination Dates of 2003 Amendment note under section 1 of this title.

#### § 342. Repealed. Pub. L. 94-455, title XIX, § 1901(a)(47), Oct. 4, 1976, 90 Stat. 1772]

Section, act Aug. 16, 1954, ch. 736, 68A Stat. 110, related to liquidation of certain foreign personal holding companies.

#### EFFECTIVE DATE OF REPEAL

Repeal effective for taxable years beginning after Dec. 31, 1976, see section 1901(d) of Pub. L. 94-455, set out as an Effective Date of 1976 Amendment note under section 2 of this title.

#### SUBPART D—DEFINITION AND SPECIAL RULE

Sec.  
346. Definition and special rule.

#### AMENDMENTS

1982—Pub. L. 97-248, title II, §222(e)(8)(A), Sept. 3, 1982, 96 Stat. 481, inserted “and Special Rule” in subpart heading, and substituted “Definition and special rule” for “Partial liquidation defined” in item 346.

#### § 346. Definition and special rule

##### (a) Complete liquidation

For purposes of this subchapter, a distribution shall be treated as in complete liquidation of a corporation if the distribution is one of a series