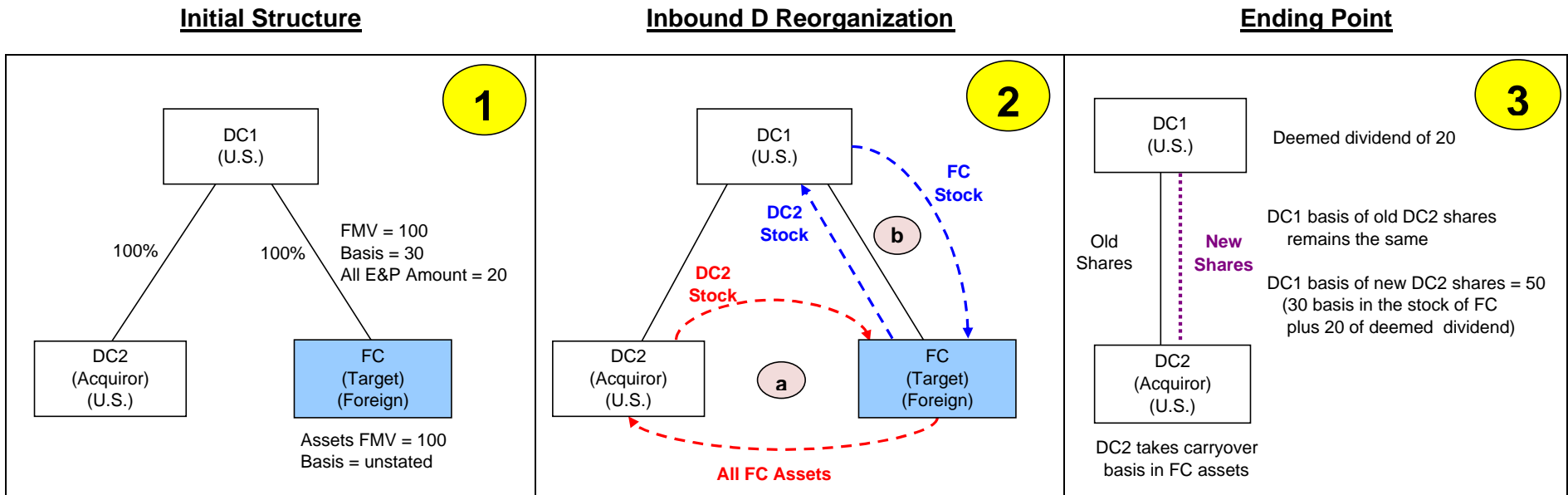


**CFC Inbound D Reorganization**



DC1, a domestic corporation, owns all of the outstanding stock of DC2, a domestic corporation. DC1 also owns all of the outstanding stock of FC, a foreign corporation. The stock of FC has a value of \$100, and DC1 has a basis of \$30 in such stock. The assets of FC have a value of \$100. The all earnings and profits amount with respect to the FC stock owned by DC1 is \$20. In a reorganization described in section 368(a)(1)(D), DC2 acquires all of the assets of FC solely in exchange for DC2 stock. FC distributes the DC2 stock to DC1, and the FC stock held by DC1 is canceled.

DC1 must include \$20 in income as a deemed dividend from FC. Under section 361, FC does not recognize gain or loss in the assets that it transfers to DC2 or in the DC2 stock that it distributes to DC1, and under section 362(b) DC2 takes a basis in the assets that it acquires from FC equal to the basis that FC had therein. DC1 takes a basis of \$50 (its \$30 basis in the stock of FC, plus the \$20 that was treated as a deemed dividend to DC1) in the stock of DC2 that it receives in exchange for the stock of FC. The E&P of FC are reduced by the \$20 deemed dividend.