A

#### ABILs, expiration of, 642

#### Accommodation party, 20

• non-arm's length, 20

#### Acquisitions of control, 615

- anti-avoidance rules, 685
- consequences of, 639
  - • ABILs, expiration of, 642
  - • capital dividend account and CCPC, 682
  - • charitable donation deductions, 682
  - • debt forgiveness, 677
  - • foreign affiliates, 683
  - • foreign currency debt, 676
  - • investment tax credits, 679
  - • net capital losses, expiration of, 641
  - • non-capital and farm losses, streaming of, 642
  - • recognition of accrued capital gains and recapture, 674
  - • recognition of accrued losses, 670
  - • resource expenses, 680
  - • scientific research and experimental development expenditures, 678
  - • taxation year-end, 639
- defined, 615
- determination of, 617
  - • amalgamations, 623
  - • bankruptcy, 639
  - • change of trustee, 633
  - • corporation without share capital, 633
  - • distribution of securities from a trust or partnership, 638
  - • loss restriction event in a controlling trust, 635
  - • reverse takeover share exchanges, 625
  - • share acquisitions, redemptions, cancellations, 617
  - • SIFT reverse takeover transactions, 627
  - • SIFT trust conversions, 631
  - • other share exchanges, 629

# Acting in concert

• non-arm's length, 21

# Adjusted cost base, arm's length, 203

#### Affiliated persons, 43, see also Stop-loss rules

- corporations, 44
- defined, 43
- individuals, 43
- partnerships, 45
- trusts, 46

#### Agreed amount, 118, see also Section 85(1) rollovers

#### Agricultural co-operative corporation, tax deferred shares of, 344

# Amalgamations, 17, 241, see also Amalgamated corporation, see also Predecessor corporations

• definition, 241

#### Amalgamated corporation, 258

- accessing tax benefits, use of to, 331
- agricultural co-operative corporation, tax-deferred shares, 344
- anti-avoidance provision, section 69(11), 691
- balance-due date, 330
- Canada Pension Plan payments, 331
- capital dividend account, 316
- capital property, 274
- charitable donations, 299
- contributed surplus, 319
- cooperative corporations, 289
- corporate loss trading, 311
- debts of a predecessor, 300
- depreciable property, 262
- eligible capital property, 276
- eligible derivatives, 330
- eligible dividend regime, sections 89(5) and 89(9), 695
- employee benefit plans, 286
- employee payments, 290
- employee profit sharing plan, 332
- Employment Insurance payments, 331
- film and video productions, 328
- financial institutions, 289
- foreign affiliate shares, 293
- foreign mergers, 353
- fuel tax rebates, 305
- functional currency rules, 326
- general rate income pool (GRIP), 319

- gift of non-qualifying security, 329
- goods and services tax, 332
- government assistance, 287
- holdbacks, 283
- income attribution, 290
- income computation, 261
- inducement payments, 287
- ineligible partnership transfers, 289
- injected substances, 285
- insolvency limitation, section 80, 329
- instalment deferral, 327
- insurance or money lending business property, 276
- interest expense, 298
- interest income, 284
- inventory, 260
- investment corporations, 320
- lease cancellation payments, 287
- life insurance corporation, 321
- livestock, 304
- losses, 305
  - • certain shares, 310
  - • dividends on shares, 310
  - •• farm loss, 305
  - • net capital loss, 306
  - • non-capital loss, 306
  - • restricted farm loss, 305
  - • superficial, 311
- low income rate pool (LRIP), 319
- mutual fund corporations, 320
- non-resident-owned investment corporation, 320
- non-resident trust and other non-resident entities, 332
- options, 292
- paid-up capital, 322
- partnership interests, 274
- Parts III and III.1 tax, 321
- Parts IV.1 and VI.1 tax, 322
  - • transfer of Part VI.1 liability, 322
- penalties, bonuses, rate reduction payments, 299
- pre-1972 capital surplus on hand, 318
- prepaid expenses, 284
- property (certain) of financial institutions, 276
- public corporation status, 303

- qualifying environmental trusts, 328
- replacement property, 291
- refundable dividend tax on hand, (RDTOH), 317
- refundable investment tax credit and balance-due date, 314
- replacement property, 291
- reserves, 277
  - • bad debts, 278
  - • capital properties, 281
  - • contingent reserves for banks, 279
  - • credit unions, 283
  - • doubtful debts, 279
  - • properties sold in course of business, 280
  - • quadrennial surveys, 282
  - • uncollectible proceeds, 282
  - • undeliverable goods and services, 280
- resource properties, 294
- scientific research and experimental development, 291
- section 80 debt forgiveness, 329
- special tax accounts, 316
- specified investment flow-through (SIFT) wind-up corporation, 330
- superficial losses, 327
- taxation year, 258
- tax benefits, use of to access, 331
- tax credits, 311
  - • financial institutions, 315
  - • foreign tax credit, 314
  - • investment tax credit, 313
  - • large corporations tax, 315
  - • manufacturing and processing profits deduction, 313
  - • small business deduction, 311
- triangular, 349
- vertical, 353
- warranty outlays, 292

#### Anti-avoidance provision

- amalgamations, 331
- divisive reorganizations, 357

#### Arm's length adjusted cost base, 203

Arrangements, 3

В

# Branch tax, 609

#### Buildings, disposition, section 13(21.1), 69

#### Bump, 550

• bump denial rule, 563

# Butterfly reorganization, 394, see also Section 55(3)(b) butterfly reorganizations

- double-wing, 395
- partial, 397
- purchase, 396
- single-wing, 395
- spin-off, 396
- split-up, 395

 $\mathbf{C}$ 

# Canada Pension Plan contributions, amalgamated corporation, 331

#### Capital dividend account and CCPC, 682

#### Capital dividends and RDTOH, 217

- amalgamated corporation
  - • account, 316
  - • refundable dividend tax on hand, 317

#### Capital gains strips, see Section 55(2) capital gains strips

#### Capital property

- amalgamated corporation, 281
- section 85(1) rollover, 136

# Capital reorganizations, 145

- capitalization of surplus, 184
- defined, 145
- non-resident withholding tax on convertible debt, 174
- redemption of shares, 189
- returns of capital, 193
- section 51 convertible property, 166
- section 51.1 debt obligation conversions, 172
- section 86 share exchange, 145
- section 86.1 foreign spin-offs, 198
- share issuances and option grants, 158
- stock dividends, 179
- stock splits and consolidations, 178

#### Capitalization of surplus, 184

• exceptions under section 84(1), 186

# Cash method of accounting

• section 87 inventory dispositions, 260

#### Charitable donations

- amalgamated corporation, 299
- acquisition of control, 615, 682

# Clearance certificates, 592

Commercial obligations loss, section 40(2)(e.2), 63

#### **Common mind**

• non-arm's length, 18

#### Connected corporations, 210

Consolidations and stock splits, 178

# Continuance, see also Corporate emigration, see also Corporate immigration

- outside Canada, 602
- within Canada, 601
- provincial statutory provisions, 601

# Control, see also Acquisitions of control

- by unrelated group, 12
- de facto, 27
- de jure, 8

#### Convertible debt, non-resident withholding tax on, 174

# Convertible property, see Section 51 convertible property

# Corporate emigration, 602, see also Continuance

- additional tax on, 605
- deemed disposition of property, 604
- deemed year end, 604

# Corporate immigration, 607

- adjustments to paid-up capital, 609
- branch tax, 609
- cost of shares of corporation, 611
- deemed disposition of property, 607
- deemed dividend, 610
- deemed dividend by Canadian subsidiary, 608
- deemed year end, 607
- foreign affiliate debt dumping, 611
- former foreign affiliate, 612

# **Corporations**

- affiliated, 44
  - • de jure or de facto control, 44
- controlled, rollover to, section 24(2), 100

#### Creditors, predecessor corporations, 346

# Cross-border share for share exchanges, 237

D

#### **Debts**

- amalgamated corporation, 278
- non-income earning losses, 64
- preservation of reduced cost for debt forgiveness, 156

# Debt forgiveness on acquisition of control, 677

#### Debt obligation conversions, see Section 51.1 debt obligation conversions

#### Deeming rules on agreed amounts, 118

- order of disposition of properties, 118
- priority of, 118
- section 85(1) rollovers, 118

# De facto control, 27

#### De jure control, 8

#### **Depreciable property**

- amalgamated corporation, 262
- non-arm's length transfer of, 94
- section 85(1) rollovers, deeming rules, 118

#### Dividends, see also Stock dividends

- capital and RDTOH, 217
- · deemed
  - • section 84, 136

# Dividend stop-loss rules, 78

- exchanged shares, 91
- grandfathered shares, 91
- natural persons and corporations, 80
- non-resident individuals, 92
- partnerships, 83
- trusts, 87

# Divisive reorganizations, see also Section 55(3)(a), see also Section 55(3)(b)

• overview and historical perspective, 388

- types of, 394
- undefined terms, 397
  - • immediately before, immediately after, 409
  - • in contemplation of, 407
  - • reorganization, 397
  - • series of transactions, 400

#### Domestic exchanges, section 85.1, 225

- effect on purchaser, 230
- effect on vendor, 229
- paid-up capital of issued shares, 231
- vendor is a taxpayer, 228

# Draft legislation, 4

 $\mathbf{E}$ 

#### EEDD/Part III.1 tax, 712

#### Eligible capital property

- amalgamated corporation, 276
- losses, section 14(12), 76
- non-arm's length transfers, section 14(3), 97
- rollover to controlled corporation, section 24(2), 100

#### Eligible dividend regime, 695

- amalgamations, sections 89(5) and 89(9), 710
- components, 696
- designation requirement, 697
- EEDD/Part III.1 tax, 712
- "eligible dividend", defined, 697
- GRIP, 700
  - • acquisition of CCPC, 703
  - • defined, 700
  - • opening 2006 balance, 701
- legislative purpose, 695
- LRIP, 704
- non-resident shareholders, 699
- section 55(2), 700
- section 89(11) election, 705
- status changes, sections 89(4) and 89(8), 706
  - • becoming a CCPC, 706
  - • ceasing to be a CCPC, 708
- wind-ups, sections 89(6) and 89(10), 712

#### Eligible property

- section 85 (1) rollovers, 111
  - • deeming rules, 118

Eligible transferors and transferees, 110, 147, 169

Employee benefit plans, amalgamated corporation, 286

Employee payments, amalgamated corporation, 290

#### Employee stock options, 717

- adjusted cost base considerations, 748
- death of employee holding options, 732
- deduction for taxable income, 733
- disposition of, 718, 720, 723
- dividends, subdivisions, consolidations, 779
- employer tax consequences, 752
- extraordinary transactions and, 757
  - • eliminating in reorganization, 764
  - • exchanging, section 7(1.4), 757
- exercise of, 719
- overview of section 7, 718
- repricing of, 774

Employment Insurance payments, amalgamated corporation, 331

F

Farm loss, amalgamated corporation, 283

Film and video productions, amalgamated corporation, 328

# **Financial institutions**

- amalgamated corporation, 289
  - • certain property of, 276
  - • tax credit, 315

#### Flow-through shares, predecessor corporation, 342

# Foreign affiliates

- corporate immigration, 612
- section 85.1 exchanges involving, 225
- share acquired by amalgamated corporation, 293

Foreign currency debt, 676

Foreign exchanges, section 85.1, 234

Foreign mergers, 353

Foreign spin-offs, see Section 86.1 foreign spin-offs

Foreign tax credit, amalgamated corporation, 314

Fuel tax rebates, 305

Functional currency rules, amalgamated corporation, 326

 $\mathbf{G}$ 

# GRIP, see General rate income pool

# General rate income pool (GRIP)

- amalgamated corporation, 319
- eligible dividend regime, 695
  - • acquisition of CCPC, 662
  - • defined, 697
  - • essential components, 696
  - • opening 2006 balance, 701

Gift of non-qualifying security, amalgamated corporation, 329

Goods and services tax, amalgamated corporation, 332

Grandfathered shares, predecessor corporation, 333

H

Holdbacks, amalgamated corporation, 283

I

**Identical property, 55** 

"Immediately before" and "immediately after", 409

Income attribution, amalgamated corporation, 290

#### **Income computation**

• amalgamated corporation, 261

"In contemplation of", 407

# Indirect gift, 150, 169

- section 51 convertible property, 169
- section 86 reorganizations, 150

Individuals, affiliated, 43

Inducement payments, amalgamated corporation, 287

Injected substances, amalgamated corporation, 285

# Insolvency limitation, section 80, 329

#### Insurance or money-lending business

• amalgamated corporation property, 276

Interest expense, amalgamated corporation, 298

Interest income, amalgamated corporation, 284

International banking centre business, amalgamated corporation, 267

#### Inventory and non-depreciable capital property

- amalgamated corporation, 260
- section 85(1) rollovers, deeming rules, 120

#### Investment corporation, amalgamated corporation, 320

• non-resident-owned investment corporation, 320

# Investment tax credit

- acquisition of control, and, 679
- amalgamated corporation, 313

 $\mathbf{L}$ 

#### LRIP, see Low rate income pool

Large corporations tax, amalgamated corporation, 315

Lease cancellation payments, amalgamated corporation, 287

Life insurance corporation, amalgamated corporation, 321

Livestock, amalgamated corporation, 304

#### Losses, amalgamated corporation, 305

- certain shares, 310
- dividends on shares, 310
- farm loss, 305
- net capital loss, 306
- non-capital loss, 306
- restricted farm loss, 305
- superficial, 311

#### Low rate income pool (LRIP)

- amalgamated corporation, 319
- eligible dividend regime, 695, 704

M

Manufacturing and processing profits deduction, amalgamated corporation, 313

# Mergers, foreign, 353

#### Money-lending or insurance business

• amalgamated corporation property, 276

#### Mutual fund corporation, amalgamated corporation, 320

 $\mathbf{N}$ 

# Natural persons and corporations

• dividend stop-loss rules, 78

#### Net capital loss, amalgamated corporation, 306

# Non-arm's length transfers, 5, see also Stop-loss rules, see also Section 84.1, see also Section 212.1

- affiliated persons, 43
- amalgamations, 17
- concept defined, 5
- control by unrelated group, 12
- de jure control, 8
- depreciable property, 94
- expanded meaning for section 84.1, 208
- factual, 205
- option grants, 158
- price adjustment clauses, 40
- question of fact, 18
  - • accommodation party, 20
  - • acting in concert, 21
  - • common mind, 18
  - • de facto control, 27
  - • partnerships, 31
  - • shareholders and corporations, 30
  - • trusts, 32
- related persons, 6
- rights in respect of shares, 13
- sale of shares, 221, see Section 84.1, see Section 212.1
- section 69(1), 34
- section 69(11) deemed disposition proceeds, 37
- surplus stripping, 203
- tax liability avoidance, 91—98

# Non-capital loss

- non-capital and farm losses, streaming of, 642
- amalgamated corporation, 306

# Non-income earning debt, section 40(2)(g)(ii), 64

#### Non-qualifying security, gift of by amalgamated corporation, 329

#### Non-resident individuals

- convertible debt and withholding tax, 174
- dividend stop-loss rules, 92

# Non-resident-owned investment corporation, amalgamated corporation, 320

 $\mathbf{o}$ 

#### Options, see also Employee stock options

- amalgamated corporation, 292
- non-arm's length, 165
- predecessor corporation, 343
- put, 165
- shareholder and employee benefits, 163
- to acquire securities of another corporation, 161
- to acquire securities of granting corporation, 162

P

#### Paid-up capital

- amalgamated corporation, 322
- corporate immigration, 609
- foreign affiliate debt dumping, 611
- reduction, section 84.1, 133, 203
- section 51 convertible property, 171
- section 85(1), 132
- section 86, 154

# **Partnerships**

- affiliated, 45
- dividend stop-loss rules, 78
- interests
  - • amalgamated corporation, 274
  - • section 85(1) rollover, 117
- majority interest partner, 45
- non-arm's length transactions, 31
- section 85(1) transfer of property, 137

Parts III and III.1 tax, 321

Part IV tax exception, capital gains strips, 367

Parts IV.1 and VI.1 tax, 322

# Passenger vehicles

• section 85(1) deeming rules, 123

#### Penalties, bonuses, and rate reduction payments

• amalgamated corporation, 299

#### Pre-1972 capital surplus on hand, amalgamated corporation, 318

#### **Predecessor corporations**

- agricultural co-operative corporation, tax-deferred shares, 344
- creditors of, 346
- flow-through entities, 348
- flow-through shares, 342
- listed status, 348
- options, 343
- other preferred shares, 340
- proceeds of disposition and cost, 333
- rights to acquire "grandfathered" shares, 341
- shareholders of, 333
- term preferred shares, 339
- transitional rules, 345

#### Prepaid expenses, amalgamated corporation, 284

Price adjustment clauses, 40

Public corporation status, amalgamated corporation, 303

Put options, 165

Q

Qualifying environmental trusts, amalgamated corporation, 328

Question of fact, 18, see also Non-arm's length transfers

R

# Real property, section 85(1) rollover, 111

#### Related persons

- disposition loss on debt, section 40(2)(e.1), 61
- divisive reorganizations, 416
- non-arm's length, 6
- section 85(1) benefit conferred on, 125

Reorganization of capital, see Capital reorganizations

<sup>&</sup>quot;Reorganization", defined, 388

#### Replacement property, amalgamated corporation, 291

#### Reserves

- amalgamated corporation, 277
- • bad debts, 278
- • capital properties, 281
- • contingent, for banks, 279
- • credit unions, 283
- • doubtful debts, 279
- • properties sold in course of business, 280
- • quadrennial surveys, 282
- • uncollectible proceeds, 282
- • undelivered goods and services, 280

#### Resource properties, amalgamated corporation, 294

#### Restricted farm loss, amalgamated corporation, 305

#### Returns of capital, 193

- preferred shares, 197
- private corporations, 193
- public corporations, 194

#### Rights in respect of shares

• non-arm's length, 13

#### Right to income and accounts receivable

• section 85(1) rollover, 113

# Rollovers, see also Section 85(1)

- eligible capital property to controlled corporation, 112
- tax deferred, section 85(1), 109

 $\mathbf{S}$ 

#### Safe income exception, 369

Scientific research and experimental development, 291, 678

Section 13(7)(e) transfer of property, 94

Section 13(21.1) disposition of buildings, 69

Section 13(21.2) terminal losses, 73

Section 14(12) eligible capital property losses, 76

Section 18(15) loss on certain inventory, 92

Section 24(2) rollovers, 100

Section 40(2)(d) losses, 61

Section 40(2)(e.1) losses, 61

Section 40(2)(e.2) losses, 63

Section 40(2)(g)(i) losses, 53

Section 40(2)(g)(ii) losses, 64

Section 40(2)(h) losses, 60

Section 40(2)(i) losses, 60

**Section 40(3.4) losses, 49** 

#### Section 40(3.6) repurchase or redemption of shares, 58

# Section 51 convertible property, 166

- eligible transferors and corporations, 169
- held since 1971, 172
- indirect gift, 169
- paid-up capital, 171
- shareholder benefit, 171

#### Section 51.1 debt obligation conversions, 172

# Section 55(2) capital gains strips, 357

- overview, 357
- Part IV tax exception, 367
- purpose of transaction or series, 362
- relevant dividends, 361
- safe income exception, 369
- stock dividends, 367

#### Section 55(3)(a) divisive reorganizations, 388

- amalgamations and windings-up, 421
- anti-avoidance rule, 419
- "dividend payer", defined, 414
- dividend recipient, 420
- interpretive rules, 415
- "immediately", 425
- "immediately before" and "immediately after", defined, 409
- "in contemplation of", defined, 407
- overview, 388
- proceeds of disposition, section 55(3.01), 422
- prohibited transactions, 428
  - • GAAR issues, 437
  - • section 55(3)(a)(i) dispositions of property, 429

- • section 55(3)(a)(ii) significant increase in interest, 431
- • section 55(3)(a)(iii) dispositions of shares of dividend payer or derivative property, 433
- • section 55(3)(a)(iv) disposition of shares of dividend recipient or derivative property, 435
- • section 55(3)(a)(v) increase in direct interest in dividend payer, 437
- related persons generally, 416
  - • anti-avoidance rule, 419
  - • siblings, 418
  - • unrelated persons, 415
- "reorganization", defined, 397
- "series of transactions", defined, 400
- "significant increase in the total direct interest", 425
- types, 394
- undefined terms, 397
- "unrelated person", defined, 415

# Section 55(3)(b) butterfly reorganizations, 394

- double wing butterfly, 395
- partial butterfly, 397
- purchase butterfly, 396
- single wing butterfly, 395
- spin off butterfly, 396
- split-up butterfly, 395

#### Section 55(3.01) proceeds of disposition, 422

#### Section 69(1) transfers, 34

• price adjustment clauses, 40

# Section 69(11) deemed proceeds, 37

• price adjustment clauses, 40

#### Section 84.1 surplus stripping, 203

- arm's length adjusted cost base, 218
- capital dividends and RDTOH, 217
- connected corporations, 210
- deemed dividend, 214
- non-arm's length, 205
  - • expanded, 208, 210
  - • factual, 205
- paid-up capital reduction, 212
- relevant transferors and transferees, 204

# Section 85(1) rollovers

- agreed amount, 118
  - • general deeming rules, 118
  - • priority of deeming rules, 123
  - • specific deeming rules, 120
- benefit to related person, 125
- comparison with section 86, 147
- consideration received by taxpayer, 130
  - • determination of cost, 131
  - • timing of share issuance, 130
- cost of boot, 131
- cost of common shares, 133
- cost of preferred shares, 131
- deemed dividends, 136
- depreciable property deeming rules, 121
- election, 140
  - • listing of transferred properties, 142
  - • mechanics, 140
- eligible property, 111
  - • capital property, 112
  - • deeming rules, 118
  - • defined, 111
  - • partnership interests, 117
  - • real property, 115
  - • right to income and accounts receivable, 113
  - • shares of the transferee, 113
- eligible transferors and transferees, 110
- inventory and non-depreciable capital property, 135
- order of disposition of properties, 124
- overview, 109
- paid-up capital of shares received, 133
- partnership transfer of property, 137
- passenger vehicles, deeming rules, 123
- related person, benefit conferred on, 125
- shareholder benefit, 128
- taxable Canadian property, 135
- transferee corporation property received
  - • elected amount, 136
- V-day elected amounts, 129

# Section 85.1 share for share exchanges, 225

- cross-border share for share exchanges, 237
- domestic, 225

- effect on purchaser, 230
- effect on vendor, 229
- foreign affiliates, 232
- foreign exchanges, 234
- paid-up capital of issued shares, 231
- vendor is a taxpayer, 228

#### Section 86 exchange of shares in capital reorganization, 145

- comparison with section 85, 157
- deemed dividend, 156
- disposition of all shares of class held by taxpayer, 147
- eligible transferors and corporations, 147
- indirect gift, 150
- paid-up capital of new shares, 154
- reduced cost for debt forgiveness purposes, 156
- reorganization of capital defined, 149
- shareholder benefit, 153
- shares held since 1971, 157

#### Section 86.1 foreign spin-offs, 198

Section 88(1), see Winding-up

Section 160(1) non-arm's length transfers tax liability, 100

Section 212.1 non-arm's length sale of shares by non-residents, 221

"Series of transactions", defined, 400

# Share for share exchanges, see Section 85.1 share for share exchanges

#### **Shares**

- controlled corporation losses on, section 40(2)(h), 48, 60, 310
- exchange in a reorganization of capital, *see* Section 86 exchange of shares in capital reorganization
- dividend stop-loss rules, 78
  - • corporations, 80
  - • exchanged, 91
  - • grandfathered, 91
  - • natural persons, 80
  - • non-resident individuals, 92
  - • partnerships, 83
  - • trusts, 87
- grandfathered, amalgamated corporation, 341
- held since 1971, 157
- losses on sale, amalgamated corporation, 305

- non-arm's length sale of, surplus stripping, see Section 84.1 non-arms' length sale of shares, see Section 212.1 non-arm's length sale of share by non-residents
- prescribed, dispositions, 40(2)(i), 60
- redemption of, section 84, 189
- repurchase or redemption
  - • section 40(3.6), 58
  - • section 84, 184
- section 85(1) rollover, 109
  - • capital property or inventory, 135
  - • cost of boot, 131
  - • cost of common shares, 133
  - • cost of preferred shares, 131
  - • determination of cost of consideration, 122—123
  - • paid-up capital of shares received, 133
  - • taxable Canadian property, 135

#### Shareholder benefit

- section 51 convertible property, 171
- section 85(1) rollover, 128
- section 86 reorganization of capital, 153
- stock dividends, 183

# Shareholders and corporations

- non-arm's length, 30
- predecessor corporations, 333

#### Siblings, 418

SIFT reverse takeover transactions, 627

SIFT trust conversions, 631

"Significant increase in the total direct interest", defined, 425

Small business deduction, amalgamated corporation, 311

Specified investment flow-through (SIFT) wind-up corporation, 330

Spin-offs, see Section 86.1 foreign spin-offs

Spin-off butterfly, 396, 460, 481

Split-up butterfly, 395, 458

Stock dividends, 179

• shareholder benefit, 183

Stock options, see Employee stock options

# Stock splits and consolidations, 178

#### Stop-loss rules, 49

- certain bonds and debentures, 61
- commercial obligations, 63
- dividend, 78, see also Dividend stop-loss rules
- depreciable property disposition, 69
  - • buildings, 69
  - • terminal losses, 73
- identical property, 55
- non-depreciable capital property, 49
- non-income earning debt, 64
- prescribed shares, 60
- related party debt disposition, 61
- repurchase or redemption of shares, 58
- shares of controlled corporation, 60
- superficial losses, 53
- suspended losses, 49
- terminal losses, 73

# Superficial losses, section 40(2)(g)(i), 53

#### Surplus, see also Capitalization of surplus, see also Surplus stripping

- amalgamated corporation
  - • contributed surplus, 319
  - • pre-1972 capital surplus on hand, 318

#### Surplus stripping, 203, see also Section 84.1, see also Section 212.1

#### Suspended losses

- amalgamated corporation, 673
- section 40(3.4), 49

# Suspension of losses, see Suspended losses

Swiss Bank case, 21

 $\mathbf{T}$ 

#### Tax credits, amalgamated corporations, 311

- financial institutions, 315
- foreign tax credit, 314
- investment tax credit, 313
- large corporations tax, 315
- manufacturing and processing profits deduction, 313
- small business deduction, 311

Tax deferred rollovers, see Section 85(1) rollovers

Tax instalments, amalgamated corporation, 327

Taxation year, amalgamated corporation, 258

#### **Taxpayer**

- consideration received, section 85(1) rollover, 130
- defined, 110, 228

**Taxable Canadian corporation, 255** 

#### **Taxable Canadian property**

• section 85(1) rollover transferred property, 135

Terminal losses, section 13(21.1), 69

Term preferred shares, predecessor corporation, 339

#### Transfers of property

- non-arm's length, 5
- tax deferred rollovers, section 85(1), 109

Transitional rules, predecessor corporation, 345

Triangular amalgamations, 349

# Trusts, 46

- affiliated, 46
- contributor, 46
- dividend stop-loss rules, 78
- majority-interest beneficiary, 46

U

Unrelated persons, 415

 $\mathbf{V}$ 

#### V-day

- arm's length adjusted cost base, 218
- elected amounts, section 85(1) rollovers, 129

Vehicles, see Passenger vehicles

Vertical amalgamations, 353

W

Warranty outlays, 292

Winding-up, 532

- bump, 550
- bump denial rule, 563
- carryover of losses to parent, 547
- clearance certificates, 592
- deemed disposition of shares, 589
- deemed dividend, 584
- deemed sale of property, 583
- definition, 532
- liability of legal representatives, 596
- Part XIII and section 116, 590
- pre-1972 capital surplus on hand, 588
- section 88(1.7), 559
- section 159, 592
- where section 88(1) applies, 534
  - • rules applicable to creditors, 582
  - • rules applicable to minority shareholders, 582
  - • rules applicable to parent, 540
  - • rules applicable to subsidiary, 535
- where section 88(1) does not apply, 583

Withholding tax on convertible debt, non-residents, 174