

# TABLE OF CONTENTS

<i>Dedication</i> .....	iii
<i>Preface</i> .....	v
<i>Table of Cases</i> .....	xxi
<i>Table of Statutory References</i> .....	xlvii
<b>1 INTRODUCTION</b> .....	1
1.1 General.....	1
1.2 Arrangements .....	3
1.3 Draft Legislation .....	4
<b>2 NON-ARM'S LENGTH TRANSFERS OF PROPERTY</b> .....	5
2.1 The Non-Arm's Length Concept.....	5
2.1.1 Related Persons .....	6
(a) <i>De Jure</i> Control of a Corporation .....	8
(b) Control by an Unrelated Group .....	12
(c) Rights in Respect of Shares .....	13
(d) Amalgamations.....	17
2.1.2 Non-Arm's Length in Fact .....	18
(a) Common Mind.....	18
(b) Accommodation Party .....	20
(c) Acting in Concert without Separate Interests.....	21
(d) <i>De Facto</i> Control.....	27
(e) Shareholders and Corporations.....	30
(f) Partnerships.....	31
2.1.3 Trusts .....	32
2.2 Section 69(1).....	34
2.3 Section 69(11) .....	37
2.4 Price Adjustment Clauses.....	40
2.5 Affiliated Persons .....	43
2.5.1 Individuals.....	43
2.5.2 Corporations .....	44
2.5.3 Partnerships.....	45
2.5.4 Trusts .....	46
2.6 Stop-Loss Rules.....	48
2.6.1 Non-Depreciable Capital Property .....	49
(a) Suspended Losses: Section 40(3.4).....	49
(b) Superficial Losses: Section 40(2)(g)(i) .....	53
(c) Identical Property .....	55

	(d) Repurchase or Redemption of Shares: Section 40(3.6).....	58
	(e) Shares of a Controlled Corporation: Section 40(2)(h) .....	60
	(f) Prescribed Shares: Section 40(2)(i).....	60
	(g) Certain Bonds and Debentures: Section 40(2)(d) .....	61
	(h) Related-Party Debt: Section 40(2)(e.1) .....	61
	(i) Commercial Obligations: Section 40(2)(e.2) ....	63
	(j) Non-Income Earning Debt: Section 40(2)(g)(ii).....	64
2.6.2	Depreciable Property .....	69
	(a) Buildings: Section 13(21.1) .....	69
	(b) Terminal Losses: Section 13(21.2) .....	73
2.6.3	Class 14.1 Depreciable Property: Sections 14(12) and 13(42)(b) .....	76
2.6.4	Dividend Stop-Loss Rules.....	78
	(a) Natural Persons and Corporations.....	79
	(b) Partnerships.....	83
	(c) Trusts .....	87
	(d) Grandfathered Shares .....	91
	(e) Exchanged Shares .....	91
	(f) Non-Resident Individuals .....	92
2.6.5	Certain Inventory: Section 18(15).....	92
2.7	Non-Arm's Length Transfer of Depreciable Property: Section 13(7)(e).....	94
2.8	Class 14.1 Depreciable Property.....	97
	(a) Non-Arm's Length Transfers .....	97
	(b) Rollover to Controlled Corporation: Section 24(2).....	100
2.9	Non-Arm's Length Transfer to Defeat Tax Liability.....	100
<b>3</b>	<b>TAX DEFERRED ROLLOVERS: SECTION 85(1)</b> .....	<b>109</b>
3.1	Eligible Transferors and Transferees .....	110
3.2	Eligible Property .....	111
	3.2.1 Capital Property .....	112
	3.2.2 Shares of the Transferee .....	113
	3.2.3 Right to Income and Accounts Receivable.....	113
	3.2.4 Real Property .....	115
	3.2.5 Partnership Interests .....	117
3.3	Agreed Amount .....	118
	3.3.1 General Deeming Rules on Agreed Amounts.....	118

3.3.2	Specific Deeming Rules for Certain Kinds of Property .....	120
	(a) Inventory and Non-Depreciable Capital Property .....	120
	(b) Farm Inventory .....	120
	(c) Depreciable Property .....	121
	(d) Passenger Vehicles .....	123
3.3.3	Priority of Deeming Rules .....	123
3.3.4	Order of Disposition of Properties .....	124
3.3.5	Consequences Where Benefit Conferred on a Related Person .....	125
3.4	Shareholder Benefit .....	128
3.5	V-Day Amounts .....	129
3.6	Consideration Received by Taxpayer .....	130
	3.6.1 Timing of Share Issuance.....	130
	3.6.2 Determination of the Taxpayer's Cost of Consideration .....	131
	(a) Cost of Boot.....	131
	(b) Cost of Preferred Shares .....	131
	(c) Cost of Common Shares.....	133
	3.6.3 Paid-up Capital of Shares Received .....	133
	3.6.4 Taxable Canadian Property .....	135
	3.6.5 Capital Property or Inventory.....	135
3.7	Property Received by Transferee Corporation.....	136
3.8	Deemed Dividends under Section 84.....	136
3.9	Partnership Transfers and Wind-ups: Sections 85(2) and (3)..	137
3.10	Election .....	140
	3.10.1 Mechanics of the Election.....	140
	3.10.2 Listing of Transferred Properties .....	142
<b>4</b>	<b>CAPITAL REORGANIZATIONS .....</b>	<b>145</b>
4.1	Section 86: Exchange of Shares in a Reorganization of Capital .....	145
	4.1.1 Eligible Transferors and Corporations .....	147
	4.1.2 Disposition of All of the Shares of the Class Held by the Taxpayer .....	147
	4.1.3 Reorganization of the Capital of the Corporation	149
	4.1.4 Indirect Gift .....	150
	4.1.5 Shareholder Benefit .....	153
	4.1.6 Paid-up Capital of New Shares .....	154
	4.1.7 Deemed Dividend .....	156
	4.1.8 Preservation of Reduced Cost for Debt Forgiveness Purposes.....	156

x TABLE OF CONTENTS

4.1.9	Shares Held Since 1971 .....	157
4.1.10	Comparison with Section 85 .....	157
4.2	Share Issuances and Option Grants .....	158
4.2.1	Option to Acquire Securities of Another Corporation.....	161
4.2.2	Option to Acquire Securities of the Granting Corporation.....	162
4.2.3	Shareholder and Employee Benefits .....	163
4.2.4	Put Options .....	165
4.2.5	Non-Arm’s Length Option Grants.....	165
4.3	Section 51: Convertible Property.....	166
4.3.1	Eligible Transferors and Corporations .....	169
4.3.2	Indirect Gift .....	169
4.3.3	Shareholder Benefit .....	171
4.3.4	Paid-up Capital of the Acquired Shares .....	171
4.3.5	Convertible Property Held Since 1971.....	172
4.4	Section 51.1: Debt Obligation Conversions .....	172
4.5	Non-Resident Withholding Tax on Convertible Debt.....	174
4.6	Stock Splits and Consolidations.....	178
4.7	Stock Dividends.....	179
4.7.1	Shareholder Benefit on the Payment of a Stock Dividend.....	183
4.8	Capitalization of Surplus: Section 84(1) .....	184
4.8.1	Exceptions under Section 84(1) .....	186
4.9	Redemption of Shares: Section 84(3).....	189
4.10	Returns of Capital .....	193
4.10.1	Private Corporations: Section 84(4).....	193
4.10.2	Public Corporations: Section 84(4.1).....	194
4.10.3	Preferred Shares: Sections 84(4.2) and (4.3).....	197
4.11	Section 86.1: Foreign Spin-offs .....	198
<b>5</b>	<b>SURPLUS STRIPPING.....</b>	<b>203</b>
5.1	Section 84.1 .....	203
5.1.1	Relevant Transferors and Transferees .....	204
5.1.2	Non-Arm’s Length .....	205
	(a) Factual Non-Arm’s Length.....	205
	(b) Expanded Meaning of Non-Arm’s Length for Section 84.1.....	208
	(c) Expanded Meaning of Non-Arm’s Length for Section 84.1(2)(a.1).....	210
5.1.3	“Connected” Corporations .....	210
5.1.4	Paid-up Capital Reduction.....	212
5.1.5	Deemed Dividend .....	214

5.1.6	Capital Dividends, Eligible Dividends and RDTOH .....	217
5.1.7	Arm’s Length Adjusted Cost Base .....	218
5.2	Section 212.1: Non-Arm’s Length Sales of Shares by Non-Residents .....	221
<b>6</b>	<b>SHARE FOR SHARE EXCHANGES—SECTION 85.1</b> .....	<b>225</b>
6.1	Domestic Exchanges .....	225
6.1.1	Vendor Must Be a “Taxpayer” .....	228
6.1.2	Effect on Vendor .....	229
6.1.3	Effect on Purchaser .....	228
6.1.4	Paid-up Capital of Issued Shares .....	231
6.2	Exchanges Involving Foreign Affiliates .....	232
6.3	Foreign Exchanges .....	234
6.4	Cross-Border Share-for-Share Exchanges .....	237
<b>7</b>	<b>AMALGAMATIONS</b> .....	<b>241</b>
7.1	Definition .....	241
7.2	Amalgamated Corporation .....	258
7.2.1	Taxation Year .....	258
7.2.2	Inventory .....	260
7.2.3	Income Computation .....	261
7.2.4	Depreciable Property .....	262
7.2.5	Capital Property .....	274
7.2.6	Partnership Interests .....	274
7.2.7	Property Used in an Insurance or Money Lending Business .....	276
7.2.8	Certain Property of Financial Institutions .....	276
7.2.9	Eligible Capital Property .....	276
7.2.10	Reserves .....	277
	(a) General .....	278
	(b) Bad Debts .....	278
	(c) Doubtful Debts .....	279
	(d) Contingent Reserves for Banks and Insurers .....	279
	(e) Properties Sold in the Course of Business .....	280
	(f) Undelivered Goods and Services .....	280
	(g) Capital Properties .....	281
	(h) Quadrennial Surveys .....	282
	(i) Uncollectible Proceeds .....	282
	(j) Credit Unions .....	283
7.2.11	Holdbacks .....	283
7.2.12	Interest Income .....	284
7.2.13	Prepaid Expenses .....	284
7.2.14	Injected Substances .....	285

xii TABLE OF CONTENTS

7.2.15	Employee Benefit Plans .....	286
7.2.16	Lease Cancellation Payments .....	287
7.2.17	Inducement Payments and Government Assistance .....	287
7.2.18	Ineligible Partnership Transfers .....	288
7.2.19	Cooperative Corporations .....	289
7.2.20	Financial Institutions .....	289
7.2.21	Income Attribution .....	288
7.2.22	Employee Payments .....	290
7.2.23	Scientific Research and Experimental Development .....	291
7.2.24	Replacement Property .....	291
7.2.25	Warranty Outlays .....	292
7.2.26	Options .....	292
7.2.27	Foreign Affiliate Shares .....	293
7.2.28	Resource Properties .....	294
7.2.29	Interest Expense .....	298
7.2.30	Penalties, Bonuses, and Rate Reduction Payments .....	299
7.2.31	Charitable Donations .....	299
7.2.32	Debts of a Predecessor .....	300
7.2.33	Public Corporation Status .....	303
7.2.34	Livestock .....	304
7.2.35	Fuel Tax Rebates .....	305
7.2.36	Losses .....	305
	(a) Restricted Farm Loss and Farm Loss .....	305
	(b) Non-Capital Loss and Net Capital Loss .....	306
	(c) Dividends on Shares .....	310
	(d) Losses on Certain Shares .....	310
	(e) Superficial Losses .....	311
7.2.37	Corporate Loss Trading .....	311
7.2.38	Tax Credits .....	311
	(a) Small Business Deduction .....	311
	(b) Manufacturing and Processing Profits Deduction .....	313
	(c) Investment Tax Credit .....	313
	(d) Foreign Tax Credit .....	314
	(e) Large Corporations Tax and Financial Institutions Tax .....	315
7.2.39	Special Tax Accounts .....	316
	(a) Capital Dividend Account .....	316
	(b) Refundable Dividend Tax on Hand .....	317

	(c) Pre-1972 Capital Surplus on Hand.....	318
	(d) Contributed Surplus .....	319
	(e) GRIP and LRIP .....	319
7.2.40	Special Corporations.....	320
	(a) Mutual Fund Corporation.....	320
	(b) Investment Corporations .....	320
	(c) Non-Resident-Owned Investment Corporation.....	320
	(d) Life Insurance Corporation.....	321
7.2.41	Parts III and III.1 Tax.....	321
7.2.42	Parts IV.1 and VI.1 Tax on Taxable Preferred Shares.....	322
7.2.43	Transfer of Part VI.1 Tax Liability .....	322
7.2.44	Paid-Up Capital .....	322
7.2.45	Functional Currency Rules .....	326
7.2.46	Superficial Losses .....	327
7.2.47	Instalment Deferral.....	327
7.2.48	Qualifying Environmental Trusts .....	328
7.2.49	Film and Video Productions .....	328
7.2.50	Section 80.....	329
7.2.51	Gift of a Non-Qualifying Security.....	329
7.2.52	SIFT Wind-Up Corporation .....	330
7.2.53	Eligible Derivatives .....	330
7.2.54	Balance-Due Date.....	330
7.2.55	Canada Pension Plan and Employment Insurance Payments .....	331
7.2.56	Use of Amalgamation to Access Tax Benefits .....	331
7.2.57	Goods and Services Tax .....	332
7.2.58	Non-Resident Trusts and Other Non-Resident Entities .....	332
7.2.59	Employees Profit Sharing Plan.....	333
7.3	Securityholders of Predecessor Corporations.....	333
	7.3.1 Proceeds of Disposition and Cost .....	333
	7.3.2 Term Preferred Shares .....	339
	7.3.3 Other Preferred Shares.....	340
	7.3.4 Rights to Acquire “Grandfathered” Shares .....	341
	7.3.5 Flow-Through Shares .....	342
	7.3.6 Options.....	343
	7.3.7 Tax-Deferred Shares of an Agricultural Co-operative Corporation.....	344
	7.3.8 Transitional Rules .....	345
	7.3.9 Creditors of Predecessor Corporations.....	346

7.3.10	Continuation of Listed Status .....	348
7.3.11	Flow-Through Entities.....	348
7.4	Triangular Amalgamations .....	349
7.5	Vertical Amalgamations.....	353
7.6	Foreign Mergers .....	353
<b>8</b>	<b>CAPITAL GAINS STRIPS AND DIVISIVE REORGANIZATIONS</b> .....	<b>357</b>
8.1	Capital Gains Strips: Section 55(2).....	357
8.1.1	Relevant Dividends: Section 55(2.1)(a).....	361
8.1.2	Purpose of a Transaction or Series of Transactions: Section 55(2.1)(b) .....	362
	(a) The Purpose Test.....	362
	(b) Reduction of the Fair Market Value of a Share: Section 55(2.1)(b)(ii)(A).....	364
	(c) Increase in the Cost of Property: Section 55(2.1)(b)(ii)(B).....	365
8.1.3	Stock Dividends.....	367
8.1.4	Part IV Tax Exception.....	367
8.1.5	Safe Income Exception: Section 55(2.1)(c).....	367
	(a) Income Earned or Realized after 1971 and before the Safe-Income Determination Time.....	373
	(b) Uncertainties About Safe Income: Series of Dividends and Sections 55(5)(f) and 55(2.3) .....	383
	(c) Safe-Income Determination Time.....	386
8.2	“Divisive” Reorganizations: Overview and Historical Perspective.....	388
8.2.1	Types of Divisive Reorganizations .....	394
	(a) Section 55(3)(a) “Internal Butterfly” Reorganization .....	394
	(b) Section 55(3)(b) Butterfly Reorganization ....	394
8.2.2	Undefined Terms .....	397
	(a) “Reorganization”.....	397
	(b) “Series of Transactions” .....	400
	(c) “In Contemplation Of”.....	407
	(d) “Immediately Before” and “Immediately After” .....	409
8.3	The Section 55(3)(a) Exemption .....	413
8.3.1	Interpretive Rules .....	413
	(a) Unrelated Persons.....	415
	(b) Dividend Recipient .....	420



	(c) Amalgamations and Windings-up .....	421
	(d) Section 55(3.01): Proceeds of Disposition .....	422
	(e) “Series of Transactions” and “Immediately” .....	425
	(f) Significant Increase in the Total Direct Interest .....	425
8.3.2	Prohibited Transactions .....	428
	(a) Section 55(3)(a)(i)—Dispositions of Property .....	428
	(b) Section 55(3)(a)(ii)—Significant Increase in Interest in a Corporation .....	431
	(c) Section 55(3)(a)(iii)—Dispositions of Shares of the Dividend Payer or Derivative Property .....	433
	(d) Section 55(3)(a)(iv)—Dispositions of Shares of the Dividend Recipient or Derivative Property .....	435
	(e) Section 55(3)(a)(v)—Significant Increase in Direct Interest in Dividend Payer.....	437
	(f) GAAR Issues .....	437
8.4	The Section 55(3)(b) Exemption.....	438
8.4.1	Defined Terms.....	442
	(a) Distribution .....	442
	(b) Specified Class.....	447
	(c) Permitted Redemption .....	450
	(d) Permitted Exchange .....	454
	(e) Permitted Acquisition .....	467
	(f) Qualified Person .....	468
8.4.2	Types of Property.....	473
	(a) Consolidated Look-Through Approach .....	475
	(b) Valuation of Types of Property: Net Equity or Gross Equity .....	478
8.4.3	Divisive Reorganizations—The Butterfly Exemption: Section 55(3)(b).....	481
	(a) Specified Corporations: Spin-Off Butterfly Reorganizations Involving Public Corporations and Their Subsidiaries .....	481
	(b) Section 55(3)(b): The Basic Exemption.....	484
	(c) Prohibition on Property Becoming Property: Section 55(3.1)(a).....	485
	(d) Requirement for Continuity of Share Ownership: Section 55(3.1)(b) .....	492

	(e) Post-Butterfly Restrictions: Sections 55(3.1)(c) and (d) .....	516
<b>9</b>	<b>WINDING-UP</b> .....	531
9.1	Definition .....	531
9.2	Winding-up of Resident Corporation Where Section 88(1) Applies .....	534
9.2.1	Rules Applicable to the Subsidiary .....	535
9.2.2	Rules Applicable to the Parent .....	540
	(a) Shares of the Subsidiary .....	540
	(b) Cost to Parent of Property of the Subsidiary and Other Flow-Through Provisions.....	541
	(c) Carryover of Losses to Parent .....	547
	(d) The Bump .....	550
	(e) The Bump Denial Rule.....	563
9.2.3	Rules Applicable to Creditors .....	582
9.2.4	Rules Applicable to Minority Shareholders.....	582
9.3	Winding-up of Resident Corporations Where Section 88(1) Does Not Apply .....	583
9.3.1	Deemed Sale of Property .....	583
9.3.2	Deemed Dividend .....	584
9.3.3	Pre-1972 Capital Surplus on Hand.....	588
9.3.4	Deemed Disposition of Shares .....	589
9.3.5	Part XIII and Section 116.....	590
9.4	Liability of Legal Representatives and Clearance Certificates .....	592
9.4.1	Section 159 .....	592
	(a) Requirement to Obtain Clearance Certificate.....	592
	(b) Legal Representatives .....	596
<b>10</b>	<b>CONTINUANCE AND CORPORATE MIGRATION</b> .....	601
10.1	Continuance within Canada.....	601
10.2	Corporate Emigration.....	602
10.2.1	Continuance Outside Canada.....	602
10.2.2	Deemed Disposition of Property .....	604
10.2.3	Deemed Year End .....	604
10.2.4	Foreign Exploration and Development Expenses/ Foreign Resources Expenses .....	605
10.2.5	Additional Tax on Corporate Emigration .....	605
10.3	Corporate Immigration.....	607
10.3.1	Continuance into Canada .....	607
10.3.2	Deemed Disposition of Property .....	607
10.3.3	Deemed Year End .....	607

10.3.4	Deemed Dividend by Canadian Subsidiary .....	608
10.3.5	Branch Tax.....	609
10.3.6	Adjustments to Paid-Up Capital .....	609
10.3.7	Deemed Dividend by the Corporation .....	610
10.3.8	Cost of Shares of the Corporation .....	611
10.3.9	Adjustments to Paid-up Capital: Foreign Affiliate Debt Dumping .....	611
10.3.9	Former Foreign Affiliate.....	612
<i>APPENDIX A</i> .....		614
<b>11</b>	<b>ACQUISITIONS OF CONTROL</b> .....	615
11.1	Control.....	615
11.2	Acquisition of Control Determination.....	617
11.2.1	Share Acquisitions, Redemptions and Cancellations, and Changes in Share Attributes ...	617
11.2.2	Amalgamations.....	623
11.2.3	Reverse Takeover Share Exchanges.....	625
11.2.4	SIFT Reverse Takeover Transactions.....	627
11.2.5	Other Share Exchanges .....	629
11.2.6	SIFT Trust Conversions .....	631
11.2.7	Corporation Without Share Capital .....	633
11.2.8	Change of Trustee .....	633
11.2.9	Loss Restriction Event in a Controlling Trust.....	635
11.2.10	Distribution of Securities from a Trust or Partnership .....	639
11.2.11	Bankruptcy.....	639
11.3	Consequences of an Acquisition of Control .....	639
11.3.1	Taxation Year-End .....	639
11.3.2	Expiration of Net Capital Losses .....	641
11.3.3	Expiry of ABILs.....	642
11.3.4	Streaming of Non-Capital Losses and Farm Losses.....	642
	(a) Non-Capital Losses from a Business .....	645
	(b) “That Business” .....	647
	(c) One Business or Multiple Businesses .....	647
	(d) Continuity of That Business.....	650
	(e) Reasonable Expectation of Profit.....	659
	(f) Deductible from Income from the Same or Similar Business .....	660
	(g) Meaning of Income .....	666
	(h) Substantially all the Income.....	668
	(i) Income Derived .....	669
11.3.5	Recognition of Accrued Losses .....	670

xviii TABLE OF CONTENTS

	(a) Non-Depreciable Capital Property .....	671
	(b) Depreciable Capital Property .....	672
	(c) Inventory .....	672
	(d) Accounts Receivable .....	673
	(e) Suspended losses .....	673
11.3.6	Recognition of Accrued Capital Gains and Recapture .....	674
11.3.7	Foreign Currency Debt .....	676
11.3.8	Debt Forgiveness .....	677
11.3.9	Scientific Research and Experimental Development Expenditures .....	678
11.3.10	Investment Tax Credits .....	679
11.3.11	Resource Expenses .....	680
11.3.12	Charitable Donation Deductions and Other Gifts .....	682
11.3.13	CCPC and Capital Dividend Account .....	682
11.3.14	Foreign Affiliates .....	683
11.4	Anti-Avoidance Rules .....	685
11.4.1	The General Anti-Avoidance Rule .....	685
11.4.2	Acquiring Control to Recognize Accrued Losses..	688
11.4.3	Deemed Exercise of Rights .....	688
11.4.4	Resource Property Acquired Prior to the Acquisition of Control .....	689
11.4.5	Depreciable Capital Property Acquired Prior to the Acquisition of Control .....	690
11.4.5	Section 69(11) .....	691
<b>12</b>	<b>THE ELIGIBLE DIVIDEND REGIME .....</b>	<b>695</b>
12.1	Legislative Purpose .....	695
12.2	Essential Components .....	696
12.3	Eligible Dividends .....	697
12.3.1	Definition .....	659
12.3.2	Designation Requirement .....	697
12.3.3	Non-Resident Shareholders .....	699
12.3.4	Section 55(2) .....	700
12.4	GRIP .....	700
12.4.1	GRIP Definition .....	700
12.4.2	Opening 2006 GRIP Balance .....	701
12.4.3	Acquisition of a CCPC .....	703
12.5	LRIP .....	704
12.6	Section 89(11) Election .....	705
12.7	Status Changes (Sections 89(4) and 89(8)) .....	707
12.7.1	Becoming a CCPC .....	707

12.7.2	Ceasing to be a CCPC .....	708
12.8	Amalgamations (Sections 89(5) and 89(9)) .....	710
12.8.1	Amalgamated Corporation is a CCPC .....	710
12.8.2	Amalgamated Corporation is a Non-CCPC .....	711
12.9	Wind-ups (Sections 89(6) and 89(10)).....	711
12.9.1	Parent Corporation is a CCPC .....	712
12.9.2	Parent Corporation is a Non-CCPC .....	712
12.10	EEDD/Part III.1 Tax .....	712
12.10.1	Liability for Part III.1 Tax.....	712
12.10.2	Calculation of Part III.1 Tax .....	713
12.10.3	Relief from Part III.1 Tax.....	713
12.10.4	Anti-Avoidance and Part III.1 Tax .....	714
12.10.5	Shareholder Liability .....	714
12.10.6	Corporate Filing Obligation.....	715
12.11	Conclusion .....	715
<b>13</b>	<b>EMPLOYEE STOCK OPTIONS</b> .....	<b>717</b>
13.1	Overview of Section 7: Employee Stock Options .....	718
13.2	Tax Consequences to the Employee .....	719
13.2.1	Grant of Employee Stock Options .....	719
13.2.2	Exercise of Employee Stock Options.....	719
(a)	Partial Dispositions of Shareholdings.....	720
(b)	Relief from Taxation for Certain Dispositions of Shares .....	723
13.2.3	Dispositions of Employee Stock Options .....	726
13.2.4	Death of Employee Holding Employee Stock Option .....	732
13.2.5	Deduction in Computing Taxable Income.....	733
(a)	Employee Stock Options.....	733
(b)	CCPC Options.....	745
(c)	Charitable Donation of Shares Acquired on Exercise of Employee Stock Options.....	746
13.2.6	Adjusted Cost Base Considerations.....	748
13.3	Tax Consequences to Employer or Issuer.....	752
13.3.1	Consequences in Computing Income.....	752
13.3.2	Withholding Obligations .....	755
13.4	Employee Stock Options in the Context of Extraordinary Transactions.....	757
13.4.1	Exchanging Employee Stock Options: Section 7(1.4).....	757
(a)	Use of Exchanges under Section 7(1.4) .....	761
(b)	Interaction Between Section 7(1.4) and Deduction in Computing Taxable Income....	762

xx TABLE OF CONTENTS

	(c) Exchange of Employee Stock Options: Issuer Considerations.....	764
13.4.2	Eliminating Options in the Context of a Cash Takeover Bid, Going Private Transaction, or other Significant Reorganization .....	764
	(a) Accommodating Exercise of Options .....	765
	(b) Surrender of Options for Cash.....	767
	(c) Cancellation of Options for No Consideration .....	773
13.4.3	Repricing Options.....	774
13.4.4	Stock Dividends, Subdivisions and Consolidations.....	779
<i>Index</i>	.....	783