

TAX GUIDE FOR BUYING AND SELLING A BUSINESS

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APPENDIX B

SELECTED PROVISIONS OF THE INTERNAL REVENUE CODE AND REGULATIONS

PLEASE SEE THE CD-ROM FOR THE FULL TEXT OF THESE CODE SECTIONS AND REGULATIONS
(parts of the Code and Regulations are intentionally omitted)

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| I.R.C. § 1(h) | Tax Imposed |
| I.R.C. § 72 | Annuities; certain proceeds of endowment and life insurance contracts |
| I.R.C. § 167 | Depreciation |
| I.R.C. § 168 | Accelerated Cost Recovery System |
| I.R.C. § 172 | Net operating loss deduction |
| Treas. Reg. § 1.172-1 | Net operating loss deduction |
| Treas. Reg. § 1.172-2 | Net operating loss in case of a corporation |
| Treas. Reg. § 1.172-3 | Net operating loss in case of a taxpayer other than a corporation |
| Treas. Reg. § 1.172-4 | Net operating loss carrybacks and net operating loss carryovers |
| Treas. Reg. § 1.172-5 | Taxable income which is subtracted from net operating loss to determine carryback or carryover |
| I.R.C. § 179 | Election to expense certain depreciable business assets |
| Treas. Reg. § 1.179-1 | Election to expense certain depreciable assets |
| Treas. Reg. § 1.179-2 | Limitations on amount subject to section 179 election |
| Treas. Reg. § 1.179-3 | Carryover of disallowed deduction |
| Treas. Reg. § 1.179-4 | Definitions |
| Treas. Reg. § 1.179-5 | Time and manner of making election |

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| I.R.C. § 197 | Amortization of goodwill and certain other intangibles |
| I.R.C. § 269 | Acquisitions made to evade or avoid income tax |
| Treas. Reg. § 1.269-1 | Meaning and use of terms |
| Treas. Reg. § 1.269-2 | Purpose and scope of section 269 |
| Treas. Reg. § 1.269-3 | Instances in which section 269(a) disallows a deduction, credit, or other allowance |
| Treas. Reg. § 1.269-4 | Power of district director to allocate deduction, credit, or allowance in part |
| Treas. Reg. § 1.269-5 | Time of acquisition of control |
| Treas. Reg. § 1.269-7 | Relationship of section 269 to sections 382 and 383 after the Tax Reform Act of 1986 |
| I.R.C. § 301 | Distributions of property |
| Treas. Reg. § 1.301-1 | Rules applicable with respect to distributions of money and other property |
| I.R.C. § 302 | Distributions in redemption of stock |
| Treas. Reg. § 1.302-1 | General |
| Treas. Reg. § 1.302-2 | Redemptions not taxable as dividends |
| Treas. Reg. § 1.302-3 | Substantially disproportionate redemption |
| Treas. Reg. § 1.302-4 | Termination of shareholder's interest |
| I.R.C. § 311 | Taxability of corporation on distribution |
| I.R.C. § 316 | Dividend defined |
| I.R.C. § 318 | Constructive ownership of stock |
| I.R.C. § 331 | Gain or loss to shareholders in corporate liquidations |
| Treas. Reg. § 1.331-1 | Corporate liquidations |
| I.R.C. § 332 | Complete liquidations of subsidiaries |
| I.R.C. § 334 | Basis of property received in liquidations |
| Treas. Reg. § 1.334-1 | Basis of property received in liquidations |
| I.R.C. § 336 | Gain or loss recognized on property distributed in complete liquidation |
| Former I.R.C. § 337 | Gain or loss on sales or exchanges in connection with certain liquidations (REPEALED) |
| I.R.C. § 337 | Nonrecognition for property distributed to parent in complete liquidation of subsidiary |
| I.R.C. § 338 | Certain stock purchases treated as asset acquisitions |
| Treas. Reg. § 1.338-6 | Allocation of ADSP and AGUB among target assets |
| I.R.C. § 341 | Collapsible corporations |
| I.R.C. § 351 | Transfer to corporation controlled by transferor |
| Treas. Reg. § 1.351-1 | Transfer to corporation controlled by transferor |
| I.R.C. § 356 | Receipt of additional consideration |
| I.R.C. § 357 | Assumption of liability |
| I.R.C. § 358 | Basis to distributees |
| I.R.C. § 361 | Nonrecognition of gain or loss to corporations; treatment of distributions |
| I.R.C. § 362 | Basis to corporations |
| I.R.C. § 368 | Definitions relating to corporate reorganizations |
| Treas. Reg. § 1.368-1 | Purpose and scope of exception of reorganization exchanges |
| Treas. Reg. § 1.368-2 | Definition of terms |
| I.R.C. § 381 | Carryovers in certain corporate acquisitions |
| I.R.C. § 382 | Limitation on net operating loss carry forwards and certain built-in losses following ownership change |
| I.R.C. § 453 | Installment method |
| I.R.C. § 453B | Gain or loss on disposition of installment obligations |
| I.R.C. § 701 | Partners, not partnership, subject to tax |
| I.R.C. § 702 | Income and credits of partner |
| I.R.C. § 703 | Partnership computations |
| I.R.C. § 704 | Partner's distributive share |
| I.R.C. § 705 | Determination of basis of partner's interest |
| I.R.C. § 706 | Taxable years of partner and partnership |
| I.R.C. § 707 | Transactions between partner and partnership |
| Treas. Reg. § 1.707-3 | Disguised sales of property to partnership; general rules |
| Treas. Reg. § 1.707-8 | Disclosure of certain information |
| I.R.C. § 708 | Continuation of partnership |
| I.R.C. § 721 | Nonrecognition of gain or loss on contribution |
| Treas. Reg. § 1.721-1 | Nonrecognition of gain or loss on contribution |

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| I.R.C. § 731 | Extent of recognition of gain or loss on distribution |
| Treas. Reg. § 1.731-1 | Extent of recognition of gain or loss on distribution |
| I.R.C. § 732 | Basis of distributed property other than money |
| I.R.C. § 733 | Basis of distributee partner's interest |
| I.R.C. § 734 | Optional adjustment to basis of undistributed partnership property |
| I.R.C. § 735 | Character of gain or loss on disposition of distributed property |
| I.R.C. § 736 | Payments to a retiring partner or a deceased partner's successor in interest |
| Treas. Reg. § 1.736-1 | Payments to a retiring partner or a deceased partner's successor in interest |
| I.R.C. § 741 | Recognition and character of gain or loss on sale or exchange |
| Treas. Reg. § 1.741-1 | Recognition and character of gain or loss on sale or exchange |
| I.R.C. § 742 | Basis of transferee partner's interest |
| Treas. Reg. § 1.742-1 | Basis of transferee partner's interest |
| I.R.C. § 743 | Optional adjustment to basis of partnership property |
| I.R.C. § 751 | Unrealized receivables and inventory items |
| I.R.C. § 752 | Treatment of certain liabilities |
| I.R.C. § 1001 | Determination of amount of and recognition of gain or loss |
| Treas. Reg. § 1.1001-1 | Computation of gain or loss |
| Treas. Reg. § 1.1001-2 | Discharge of liabilities |
| I.R.C. § 1011 | Adjusted basis for determining gain or loss |
| Treas. Reg. § 1.1011-1 | Adjusted basis |
| I.R.C. § 1012 | Basis of property - cost |
| Treas. Reg. § 1.1012-1 | Basis of property |
| I.R.C. § 1060 | Special allocation rules for certain asset acquisitions |
| Treas. Reg. § 1.1060-1 | Special allocation rules for certain asset acquisitions |
| I.R.C. § 1202 | Partial exclusion for gain from certain small business stock |
| I.R.C. § 1221 | Capital asset defined |
| Treas. Reg. § 1.1221-1 | Meaning of terms |
| I.R.C. § 1222 | Other terms relating to capital gains and losses |
| I.R.C. § 1223 | Holding period of property |
| Treas. Reg. § 1.1223-1 | Determination of period for which capital assets are held |
| I.R.C. § 1231 | Property used in the trade or business and involuntary conversions |
| Treas. Reg. § 1.1231-1 | Gains and losses from the sale or exchange of certain property used in the trade or business |
| I.R.C. § 1244 | Losses on small business stock |
| Treas. Reg. § 1.1244(a)-1 | Loss on small business stock treated as ordinary loss |
| Treas. Reg. § 1.1244(b)-1 | Annual limitation |
| Treas. Reg. § 1.1244(c)-1 | Section 1244 stock defined |
| Treas. Reg. § 1.1244(c)-2 | Small business corporation defined |
| Treas. Reg. § 1.1244(e)-1 | Records to be kept |
| I.R.C. § 1245 | Gain from dispositions of certain depreciable property |
| I.R.C. § 1250 | Gain from dispositions of certain depreciable realty |
| I.R.C. § 1361 | S corporation defined |
| I.R.C. § 1362 | Election; revocation; termination |
| I.R.C. § 1363 | Effect of election on corporation |
| I.R.C. § 1366 | Pass-through of items to shareholders |
| I.R.C. § 1368 | Distributions |
| I.R.C. § 1374 | Tax imposed on certain built-in gains |
| Treas. Reg. § 1.1374-1 | General rules and definitions |
| Treas. Reg. § 1.1374-2 | Net recognized built-in gain |
| Treas. Reg. § 1.1374-3 | Net unrealized built-in gain |
| Treas. Reg. § 1.1374-4 | Recognized built-in gain and loss |
| I.R.C. § 1378 | Taxable year of S corporation |
| I.R.C. § 2703 | Certain rights and restrictions disregarded |
| I.R.C. § 7701 | Definitions |
| Treas. Reg. § 301.7701-2 | Business entities; definitions |
| Treas. Reg. § 301.7701-3 | Classification of certain business entities |

