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1) Enable the shift of corporate control (e.g., to younger generation members in a closely-held corp.). 2) Buy out of the share interest of a disgruntled or deceased shareholder. 3) Stock buyback program for a publicly held corporation, e.g., to reduce the equity base.

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§334(a) – tax basis to the shareholder for any property received in a liquidation is its FMV at the time of the liquidation distribution. Timing issues: (i) installment obligations distributed - §453(h)(1)(A)

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