## Rule which "is the antithesis of reorganization." Mascot Stove Co. v. Commissioner, 6 Cir., 120 F.2d 153, 156, certiorari denied 315 U.S. 802, 62 S.Ct. 630. 86 L.Ed. Analysis Motor Works was not the "transferor" of All these transactions demonstrate the the personal property which is the basis soundness of the Board's conclusion. The of the controversy in this case. In dissolution of Motor Works was not addition to being dead and incapable of such a corporate act, Motor Works was intended to be a step in a reorganization; it was intended to be a not even the owner of the property; dissolution of its corporate powers and Ammon was the owner. He had the right to a statutory liquidation dispose of it as he chose after acquiring title at the sheriff's sale. Analysis Clause C covers transfers "by a The plan to organize petitioner to take corporation" of all or a part of its over the assets of Motor Works in assets "to another corporation", and exchange for stock was not conceived, as clause E covers a "mere change in the Board found, until after both of identity, form, or place of these important events had occurred organization, however effected." Rule

"no more than intermediate procedural

the assets of the old one [Motor Works]

plan." Helvering v. Alabama Asphaltic

Limestone Co., 315 U.S. 179, 185, 62

S.Ct. 540, 86 L.Ed. 775.

devices utilized to enable the new corporation [petitioner] to acquire all

pursuant to a single reorganization

Analysis The facts found by the Board, and

supported by abundant evidence, are that Motor Works was in financial difficulty

in 1931. Ammon having acquired a

December, 1932, proposed a plan of

Manufacturing Co., and the McGrew

and his brother. The proposal was

rejected and on February 25, 1933,

notice was sent to the stockholders of

Motor Works calling a special meeting

for March 6, 1933, "for the purpose of

either: Reorganizing and raising among

the stockholders at least \$65,000.00 or

dissolving and liquidating the corporation."

Machine Co. The Easy Manufacturing Co.

was a partnership consisting of Ammon

controlling interest in its stock, in

merger of Motor Works, Easy

Analysis

"Therefore, Be It Resolved by these

stockholders here assembled that the

assets of the corporation of whatsoever

corporation and distribute the remaining

assets to the stockholders as provided

by the articles of incorporation and the

further resolved that the officers of

State a report of said dissolution as

by-laws, and as provided by the laws of

the Company file with the Secretary of

required by law."

the State of Nebraska.\n\n981\*981 "Be it

corporation be dissolved: that the

directors be instructed to sell the

nature, wind up the affairs of the

Analysis

Analysis

Rule

It is equally impossible to bring the transaction within the meaning of § 112(g) (1) (C) or (E).

## Analysis

No statutory exceptions in Nebraska giving to a dissolved corporation authority to be a "party" to a "reorganization" within the meaning of § 112(g) (2) of the Act have been called to our attention, and we find none.

## Rule

In Moss v. Kansas City Life Ins. Co., 8 Cir., 96 F.2d 108, 114, this court said: "When a corporation is dissolved, it is, absent statutory exceptions, for all purposes dead as a legal entity or personality."

## Rule

the Nebraska statute and the decision of the Supreme Court of Nebraska in Schmidt & Bro. Co. v. Mahoney, 60 Neb. 20, 82 N.W. 99. Section 24-220, Comp. Stat. Nebr. 1929, reads: "Corporations whose charters expire \* \* \* by the voluntary act of the stockholders, may continue to act for the purpose of 980\*980 closing their business, but for no other purpose." Section 24-107 provides: "Upon the dissolution \* \* \* of any corporation \* \* \* the directors \* \* \* acting last before the time of its dissolution, \* \* \* shall be the trustees of the creditors and stockholders of the corporation dissolved, and shall have full power to settle the affairs of the same, collect and pay the outstanding debts, and divide among the stockholders the moneys and property that shall remain, in proportion to the stock of each stockholder paid up \* \* \*." Other provisions authorize the trustees to sue "by the name of the trustees of such corporation, describing it by its corporate name", and provide that no suit against a corporation shall abate in consequence of such dissolution.

Conclusion

Affirmed.