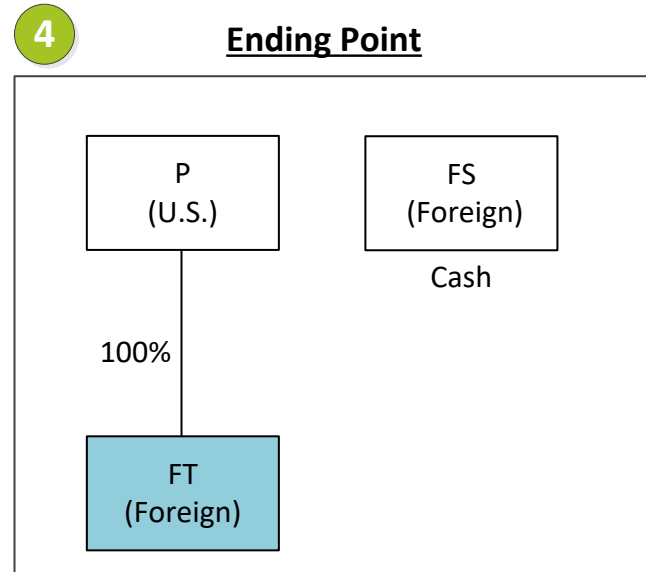
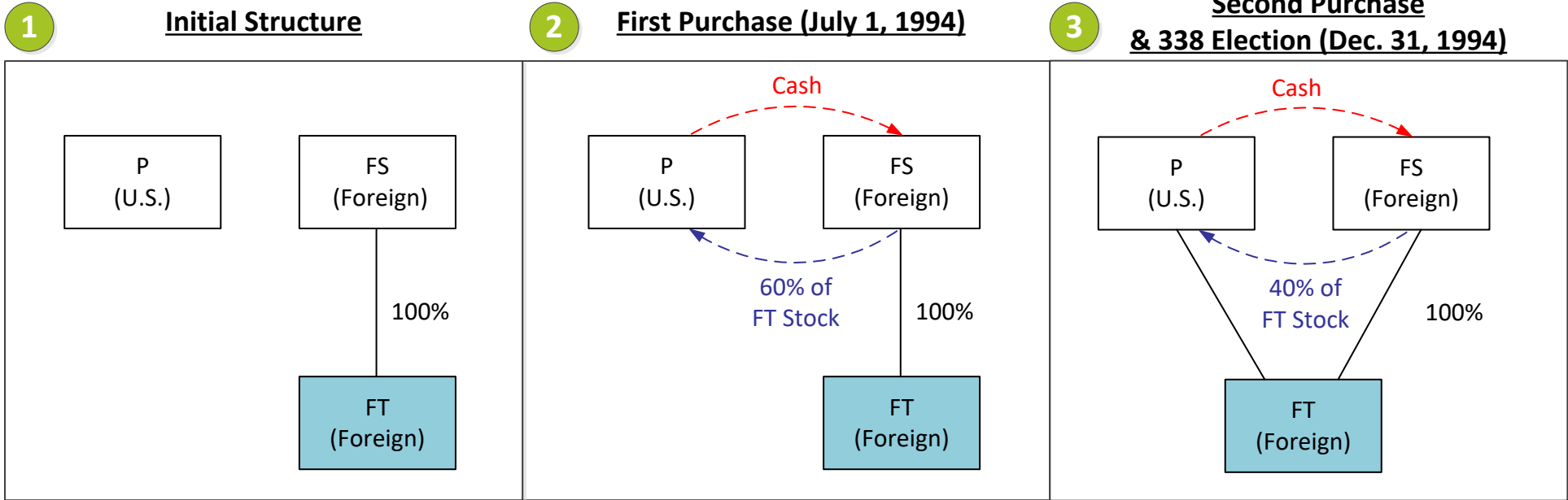


Creeping Acquisition of CFC
(Foreign Seller)



FS owns 100% of the FT stock. On July 1, 1994, P buys 60% of the FT stock. On December 31, 1994, P buys the remaining 40% of the FT stock and makes a section 338 election for FT. For tax year 1994, FT has earnings and profits of \$1,000 (including earnings resulting from the deemed sale). The section 338 election results in \$500 of subpart F income. As a result of the section 338 election, P must include in gross income the following amount under section 951(a)(1)(A) (see § 1.951-(b)(2)):

| | |
|--|----------|
| FT's subpart F income for 1994 | \$500 |
| Less: reduction under section 951(a)(2)(A) for period (1-1-94 through 7-1-94) during which FT is not a controlled foreign corporation (\$500 X 182/365)..... | 249.32 |
| Subpart F income as limited by section 951(a)(2)(A) | \$250.68 |
| P's pro rata share of subpart F income as determined under section 951(a)(2)(A) (60% X 250.68) | \$150.41 |