Internal Revenue Code Section 346(a)
Definition and special rule

(a) Complete liquidation.
For purposes of this subchapter, a distribution shall be treated as in complete liquidation of a
Corporation if the distribution is one of a series of distributions in redemption of all of the stock
of the corporation pursuant to a plan.

(b) Transactions which might reach same result as partial liquidations.
The Secretary shall prescribe such regulations as may be necessary to ensure that the purposes of
Subsections (a) and (b) of section 222 of the Tax Equity and Fiscal Responsibility Act of 1982
(which repeal the special tax treatment for partial liquidations) may not be circumvented through
the use of section 355, 351, or any other provision of law or regulations (including the
consolidated return regulations).