



Election on Disposition of Property by a Partnership to a Taxable Canadian Corporation

- For use by a taxable Canadian corporation and all the members of a partnership, to jointly elect under subsection 85(2) where the partnership has disposed of property to the corporation and has received as consideration shares of any class of the capital stock of the corporation.
 - Unless otherwise noted, all legislative references are to the *Income Tax Act*.
 - Mail one copy of the election and related schedules (if any), completed by the partner designated by the partnership, as follows:
 - to the tax centre serving the area of the transferee;
 - on or before the earlier date on which any party to the election has to file an income tax return for the tax year in which the transaction occurred (due date);
 - separately from any other return,
- Find your tax centre's address by going to canada.ca/tax-centres.

Do not use this area

Name of partnership (transferor)					Partnership account number					R	Z					
Address										Postal code						
Tax year of partnership	from	Year	Month	Day	to	Year	Month	Day	Tax services office							

Corporation's name (transferee)					Business Number					R	C					
Address										Postal code						
Tax year of corporation	from	Year	Month	Day	to	Year	Month	Day	Tax services office							
Name of person to contact for more information										Telephone number						

Penalty for late-filed and amended elections

An election that is filed after its due date will be charged a late-filing penalty. Form T2058 can be filed within 3 years after its due date if an estimate of the penalty is paid at the time of filing. Form T2058 can also be amended or filed after the 3-year period, but a written explanation of the reason the election is amended or late-filed must be attached for consideration by the minister and an estimate of the applicable penalty must be paid at the time of filing.

Calculation of late-filing penalty:

Fair market value of property transferred _____

Deduct: agreed amount _____

A

Amount A _____ × 1/4 × 1% × _____

B

\$100 × _____

C

Amount C cannot exceed \$8,000

Late-filing penalty (the lesser of amount B and amount C) _____

Amount enclosed _____

Do not use this area

* N represents the sum of each month or each part of a month in the period from the due date to the actual filing date.

Make cheque or money order payable to the receiver general. **Specify** "T2058" on the remittance and, to ensure proper credit, indicate the name of the partnership (transferor), the partnership number, or business number if a corporation.

Unpaid amounts, including late-filing penalties, are subject to daily compound interest at a prescribed rate.

Information required

List, describe, and state the fair market value (FMV) of properties transferred on page 3. The description and FMV of the consideration received has to be shown opposite the related property transferred. Where the transferred property is a partnership interest, attach a schedule of the calculation of the adjusted cost base. If there is not enough space on the form, attach schedules giving similar details. You have to designate the order of disposition of each depreciable property. You should have the following materials: schedules supporting this designation; documentation relating to the responses to the questions below; and a brief summary of the method of evaluating the FMV of each property transferred. Do not attach the materials listed, but keep them as we may ask to see them at a later date.

1. Is there a written agreement relating to this transfer? Yes No
2. Does a price adjustment clause apply to any of the properties? (See Folio S4-F3-C1 for details). Yes No
3. Do any persons other than the members of the partnership own or control, directly or indirectly, any shares of any class of the transferee? Yes No
4. Does a non-arm's length rollover exist between the partnership(s) and the transferee corporation? Yes No
- a) Have all or substantially all (90% or more) of all properties of the partnership been transferred to the corporation? Yes No
5. Are any partners non-residents of Canada? Yes No
6. Are any of the properties transferred capital properties? Yes No
- If yes,
- a) have they been owned continuously since Valuation Day (V-Day)? Yes No
- b) have they been acquired after V-Day in a transaction considered not to be at arm's length? Yes No
- c) since V-Day, has the partnership or any person from whom shares were acquired in a non-arm's length transaction received any subsection 83(1) dividends for transferred shares? (If **yes**, attach a schedule and provide details of amounts and dates received). Yes No
7. Is the agreed amount of any of the transferred properties based on an estimate of fair market value on V-Day? Yes No
- a) If **yes**, does a formal documented V-Day value report exist? Yes No
8. Has an election under subsection 26(7) of the *Income Tax Application Rules* (Form T2076) been filed by or on behalf of the transferor? Yes No

Where shares of the capital stock of a private corporation are included in the property disposed of, provide the following:

Corporation's name

Business number

R C

Paid-up capital of shares transferred (under the *Income Tax Act*)

Description of shares received

Number of shares transferor received	Class of shares	Redemption value per share	Paid-up capital (under the <i>Income Tax Act</i>)	Voting or non-voting	Are the shares redeemable at the holder's option?
					Yes <input type="checkbox"/> No <input type="checkbox"/>
					Yes <input type="checkbox"/> No <input type="checkbox"/>
					Yes <input type="checkbox"/> No <input type="checkbox"/>
					Yes <input type="checkbox"/> No <input type="checkbox"/>
					Yes <input type="checkbox"/> No <input type="checkbox"/>

Informative notes

- The rules for section 85 elections are complex. Essential information is contained in Information Circular IC76-19, Folio S4-F3-C1, Interpretation Bulletins IT-291 and IT-378.
- Complete all the information areas and answer all questions. If this form is incomplete, we may consider the election invalid and subsequent submissions may be subject to a late-filing penalty.
- If the agreed amount exceeds the adjusted cost base of the property in the election, you must report the difference as a capital gain, as income or a combination of both, whichever applies.

Information on the property disposed of and consideration received

	Date of sale or transfer of all properties listed below:			Year	Month	Day	Note: For properties sold or transferred on different dates, use separate Form T2058.				
	Property disposed of						Agreed amount (cannot be zero) B	Amount to be reported B - A (if greater than 0, see [])	Consideration received		
	Description	Elected amount limits (see [])		A	Non-share	Share			Fair market value		
		Fair market value			Description	Number and class					
Capital property excluding depreciable property	(Brief legal)										
Depreciable property	(Description and prescribed class)										
Eligible capital property	(Kind)										
Inventory excluding real property	(Kind)			(cost amount)							
Resource property	(Brief legal)			nil							
Security or debt obligation property	(Description)			(cost amount)							
Specified Debt Obligation (For financial institutions only)				(cost amount)							

- Note 1. Read Interpretation Bulletin IT-291 for an explanation of the limits.
- Note 2. Adjusted cost base (subject to adjustment under section 53.)
- Note 3. The lesser of undepreciated capital cost of all property of the class and the cost of the property.
- Note 4. The lesser of 4/3 x cumulative eligible capital and the cost of the property.
- Note 5. This amount is to be reported either as a capital gain or as income, whichever applies. Also, in the case of depreciable property and eligible capital property, a portion of the amount may have to be reported as a capital gain while another portion of the amount may have to be reported as income.

Election and certification

The corporation and all members of the partnership hereby jointly elect under subsection 85(2) in respect of the property specified, and certify that the information given in this election, and in any documents attached, is true, correct and complete to the best of their knowledge.

	Date	Signature of authorized officer of corporation	Position or office
1	Social insurance number or business number	Name of partner, authorized person or authorized officer	Partner's tax services office
	Signature of partner, authorized person or authorized officer	Position of office of authorized person or authorized officer	Date
2	Social insurance number or business number	Name of partner	Partner's tax services office
	Signature of partner, authorized person, or authorized officer		Date
3	Social insurance number or business number	Name of partner	Partner's tax services office
	Signature of partner, authorized person, or authorized officer		Date

The election form must be signed by all partners, or by a person authorized in writing by all partners to sign for them, and by an authorized officer of the transferee. A person who is authorized to sign for all the partners should complete area 1 above, and attach a copy of the authorizing agreement. If space is insufficient, attach "Election and certification" giving similar details. Attach a list containing the name, social insurance number, or business number of each partner. If a member of the partnership is in itself a partnership, attach a list showing the name, social insurance number, or business number of each member of that partnership. Also, indicate the fiscal period of the partnership.

Privacy statement

Personal information is collected under the *Income Tax Act* to administer tax, benefits, and related programs. It may also be used for any purpose related to the administration or enforcement of the Act such as audit, compliance and the payment of debts owed to the Crown. It may be shared or verified with other federal, provincial/territorial government institutions to the extent authorized by law. Failure to provide this information may result in interest payable, penalties or other actions. Under the *Privacy Act*, individuals have the right to access their personal information and request correction if there are errors or omissions. Refer to Info Source at canada.ca/cra-info-source, Personal Information Bank CRA PPU 047.