



## 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.
  - 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 where the transferee is located;
    - 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 [www.cra.gc.ca/tso](http://www.cra.gc.ca/tso).
- Unless otherwise noted, all legislative references are to the *Income Tax Act* and the *Income Tax Regulations*.

Do not use this area

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

Corporation's name (transferee)										Business Number																				
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 is subject to 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 in these situations, 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

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Amount A \_\_\_\_\_  $\times 1/4 \times 1\% \times N^* =$  ..... \_\_\_\_\_

B

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$\$100 \times N^* =$  ..... \_\_\_\_\_

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**

On the following page, list, describe, and state the fair market value of properties transferred. The description and fair market value 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 space on the form is insufficient, attach schedules giving similar details. You have to designate the order of disposition of each depreciable property. With this election, you do not have to file 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 fair market value of each property transferred. However, you have to keep them as Canada Revenue Agency 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**, provide details of amounts and dates received, and attach a schedule). ..... 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	Paid-up capital of shares transferred (under the <i>Income Tax Act</i> )

**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 shares retractable?*
					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"/>

\* Retractable means redeemable at the option of the holder.

**Informative notes**

- The rules for section 85 elections are complex. Essential information is contained in Information Circular 76-19, 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, the Canada Revenue Agency 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.

**Particulars of 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 note 5)	Consideration received		
	Description	Elected amount limits (see note 1)		Fair market value	A	Non-share			Share	Fair market value	
		Description	Number and class								
Capital property excluding depreciable property	(Brief legal)		(see note 2)								
Depreciable property	(Description and prescribed class)		(see note 3)								
Eligible capital property	(Kind)		(see note 4)								
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. See Folio S4-F3-C1 for an explanation of the limits.

Note 2. Adjusted cost base (subject to adjustment per 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.