

**Internal Revenue Service**

Department of the Treasury

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Person to Contact:

Telephone Number:

Refer Reply To:

CC:INTL:PLR-156884-01

Date:

October 23, 2002

**LEGEND**

Taxpayer =

Corporation X =

Corporation Y =

Foreign Country =

Individual A =

CPA Firm =

Date A =

Dear :

This replies to a letter dated September 6, 2001, in which Taxpayer requests a ruling under Treas. Reg. § 301.9100-3 for an extension of time to satisfy the requirements of § 1.897-2(h) and § 1.1445-5(d)(2) with respect to the liquidation of Corporation X into Taxpayer, as described below. The information submitted is substantially as set forth below.

The ruling contained in this letter is predicated upon facts and representations submitted by the taxpayer and accompanied by a penalty of perjury statement executed by an appropriate party. This office has not verified any of the material submitted in support of the request for a ruling. Verification of the factual information, representations, and other data may be required as a part of the audit process.

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On Date A, Taxpayer acquired Corporation X in a reorganization pursuant to IRC § 368(a)(1)(B). Corporation X was subsequently liquidated into Taxpayer pursuant to IRC § 332. This liquidation was accomplished by virtue of a “check the box” election pursuant to § 301.7701-3. At the time of the liquidation, Corporation X owned all the stock of Corporation Y, a California corporation. Taxpayer and Corporation X are Foreign Country corporations.

At the time of the above transactions, Individual A was a partner with CPA Firm and the engagement partner for Taxpayer. The affidavit of Individual A describes the circumstances surrounding his failure to advise Taxpayer of the statement and notice required pursuant to § 1.897-2(h) and § 1.1445-5(d)(2) with respect to the liquidation of Corporation X into Taxpayer.

Treas. Reg. § 301.9100 -1(b) provides that an election includes an application for relief in respect of tax, and defines a regulatory election as an election whose due date is prescribed by a regulation, a revenue ruling, revenue procedure, notice, or announcement.

Treas. Reg. § 301.9100-1(c) provides that the Commissioner has discretion to grant a taxpayer a reasonable extension of time under the rules set forth in § 301.9100-3 to make a regulatory election under all subtitles of the Internal Revenue Code except subtitles E, G, H, and I.

Treas. Reg. § 301.9100-3(a) provides that requests for relief subject to this section will be granted when the taxpayer provides the evidence (including affidavits described in § 301.9100-3(e)) to establish to the satisfaction of the Commissioner that the taxpayer acted reasonably and in good faith, and the grant of relief will not prejudice the interests of the Government.

In the present situation, the statement and notice fall within the definition of regulatory elections. Therefore, the Commissioner has discretionary authority under § 301.9100–1(c) to grant Taxpayer an extension of time, provided that Taxpayer satisfies the standards set forth in § 301.9100-3(a).

Based on the facts and circumstances of this case, we conclude that Taxpayer satisfies § 301.9100-3(a). Accordingly, Taxpayer is granted an extension of time until 30 days from the date of this ruling letter to satisfy the requirements of § 1.897-2(h) and § 1.1445-5(d)(2) with respect to the liquidation of Corporation X into Taxpayer.

The granting of an extension of time is not a determination that Taxpayer is otherwise eligible to file the statement and notice. § 301.9100-1(a).

This ruling is directed only to the taxpayer who requested it. I.R.C. § 6110(k)(3) provides that it may not be used or cited as precedent.

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A copy of this ruling letter should be associated with the copy of the statement and notice.

No ruling has been requested, and none is expressed, as to the application of any other section of the Code or regulations to the facts presented.

Pursuant to a power of attorney on file in this office, a copy of this letter is being sent to Taxpayer.

Sincerely,

/s/ Allen Goldstein \_\_\_\_\_

Allen Goldstein

Reviewer

Office of the Associate Chief Counsel (International)