

26 CFR 601.105: Examination of returns and claims for refund, credit, or abatement; determination of correct tax liability.
(Also Part I, §§ 1502; 1.1502-77)

Rev. Proc. 2015-26

SECTION 1. PURPOSE

This revenue procedure provides instructions for all communications relating to the identification of the agent to act on behalf of the consolidated group pursuant to § 1.1502-77(c) of the Income Tax Regulations. This revenue procedure is the exclusive procedure under § 1.1502-77(c) for making the communications identified in section 3 of this revenue procedure.

SECTION 2. GENERAL BACKGROUND

In general, the corporation that is the common parent of a consolidated group for a consolidated return year is the sole agent (agent) with regard to the group's income tax liability. See §§ 1.1502-77(a)(1)-(2) and (c)(1). The common parent generally remains the agent for a consolidated return year that has ended (a completed year within the meaning of § 1.1502-77(b)(6)), even if in a later year another corporation becomes the common parent or the group terminates. However, the common parent cannot act as

agent for that completed year or any subsequent completed years if it ceases (or will cease) to exist or resigns pursuant to § 1.1502-77(c)(7) (permitting certain agents to resign). In that case, the group may need an agent to function with respect to those completed years. Alternatively, the Commissioner may, if the Commissioner deems it advisable, deal directly with any member with respect to that member's liability under § 1.1502-6 for the consolidated tax of the group for any completed year. The group may also need an agent for a consolidated return year that has not ended (generally a current year within the meaning of § 1.1502-77(b)(7)).

Section 1.1502-77(c) provides rules regarding the identity of the agent in circumstances in which: (1) the common parent or agent ceases to exist; (2) a terminating agent or the Commissioner designates an agent; (3) a common parent is replaced by a new common parent as a result of a group structure change; or (4) the agent resigns. Section 1.1502-77(f)(2)(i) provides procedures for the Commissioner to deal directly with any member of the group with respect to its liability under § 1.1502-6 for the consolidated tax of the group. This revenue procedure sets forth procedures for communications necessary under the rules of § 1.1502-77(c) and (f)(2)(i). In this revenue procedure, references to a terminating, terminated, or resigning common parent include an agent whose existence is terminating or terminated or that is resigning.

SECTION 3. SPECIFIC BACKGROUND INFORMATION REGARDING DIFFERENT MEANS OF IDENTIFYING AN AGENT

.01 In general. Section 1.1502-77(c) provides for several different means of identifying an agent to act on behalf of a consolidated group. Each method is described

below and applies to consolidated return years beginning on or after April 1, 2015. For consolidated return years beginning prior to April 1, 2015, see Rev. Proc. 2002-43.

.02 Terminating agent's default successor is the agent. See § 1.1502-77(c)(1).

The general rule is that if a terminating agent has a sole successor (within the meaning of § 1.1502-77(b)(1)), that successor is the default successor and automatically becomes the agent. In such cases, approval of the Commissioner is not required before the default successor is the agent, but the Commissioner is not required to send communications to, or act on communications from, the default successor until the default successor provides the notification required under § 1.1502-77(c)(4) (notification to Commissioner of status as a default successor) in the manner prescribed in section 6 of this revenue procedure.

.03 Terminating agent's designation of an agent. See § 1.1502-77(c)(5). In general, if an agent's existence terminates and there is no default successor for a completed year, the terminating agent may designate as the agent any member of the consolidated group during any part of that completed year, or any entity that is a successor of such a member as provided under § 1.1502-77(c)(5)(ii). A terminating agent previously designated by the Commissioner under § 1.1502-77(c)(6)(i)(A)(~~2~~)-(4) cannot make a designation under § 1.1502-77(c)(5). The notification by the terminating agent to the Commissioner required under § 1.1502-77(c)(5)(iii) must be provided in the manner prescribed in section 7 of this revenue procedure.

.04 Commissioner's designation of an agent. See § 1.1502-77(c)(6). The Commissioner can designate an agent: (1) on the Commissioner's own accord under four

circumstances pursuant to § 1.1502-77(c)(6)(i)(A), or (2) upon a request from a member of the group pursuant to § 1.1502-77(c)(6)(i)(B).

More specifically, the Commissioner may designate any member or successor of a member as the agent on the Commissioner's own accord if: (1) the terminating agent does not have a default successor and does not designate an agent under § 1.1502-77(c)(5)(i) (see § 1.1502-77(c)(6)(i)(A)(1)); (2) an agent previously designated by the Commissioner is no longer a member of the group in a current year and does not have a default successor that is a member of the group (see § 1.1502-77(c)(6)(i)(A)(2)); (3) the Commissioner believes that an agent or its default successor exists but such entity has not timely responded to Internal Revenue Service (IRS) notices sent to the entity's last known address or left at the entity's usual place of business or in situations in which the agent fails to perform its obligations as agent as prescribed by the Code or regulations promulgated thereunder (see § 1.1502-77(c)(6)(i)(A)(3)); or (4) the agent is or becomes a foreign entity (see § 1.1502-77(c)(6)(i)(A)(4)).

In addition, the Commissioner may designate an agent to replace an agent previously designated by the Commissioner if a member submits a written request to replace such agent (see § 1.1502-77(c)(6)(i)(B)). Any written request to the Commissioner to designate an agent, whether under § 1.1502-77(c)(6)(i)(A) or § 1.1502-77(c)(6)(i)(B), must be provided in the manner prescribed in section 8 of this revenue procedure.

.05 Resignation of an agent. See § 1.1502-77(c)(7). An agent may resign for a completed year in the following circumstances: (i) the agent provides written notice to the Commissioner that it no longer intends to be the agent for the completed year, (ii) an

entity that will replace the resigning agent consents in writing to be the agent with respect to the completed year for which the agent wishes to resign, (iii) the agent that is resigning is not the agent for any year other than a completed year immediately after its resignation takes effect, and (iv) the Commissioner does not object to the agent's resignation. The written notice by the resigning agent and the consent of the agent that will replace the resigning agent, under § 1.1502-77(c)(7), must be provided in the manner prescribed in section 9 of this revenue procedure.

.06 Certain communications by the Commissioner. See § 1.1502-77(c)(6)(ii) and (iv); § 1.1502-77(c)(7)(i)(D); § 1.1502-77(f)(2)(i). The Commissioner will notify, in writing, an agent designated by the Commissioner pursuant to § 1.1502-77(c)(6) in the manner prescribed in section 10.02 of this revenue procedure. In addition, the Commissioner will object to an agent's resignation request pursuant to § 1.1502-77(c)(7) in the manner prescribed in section 10.03 of this revenue procedure. The Commissioner will also provide written notice to the agent under § 1.1502-77(f)(2)(i) that the Commissioner will deal with a member separately with regard to its income tax liability under § 1.1502-6 in the manner prescribed in section 10.04 of this revenue procedure.

.07 Documentation to the Commissioner. All documentation to be provided to the Commissioner should be submitted in the manner prescribed by section 5 of this revenue procedure.

SECTION 4. SCOPE

.01 In general. This revenue procedure applies to any notification of the existence of a default successor under § 1.1502-77(c)(4), a designation of an agent by an agent

under § 1.1502-77(c)(5), a designation of an agent by the Commissioner under § 1.1502-77(c)(6), or a designation by an agent that is resigning under § 1.1502-77(c)(7).

.02 References to Commissioner. References in this revenue procedure to the Commissioner include any IRS official to whom the Commissioner's authority under § 1.1502-77 has been duly delegated.

SECTION 5. WHERE TO FILE

.01 In general. Except as provided in section 5.02 of this revenue procedure, all documents to be provided to the Commissioner in accordance with this revenue procedure must be filed at the following address:

Ogden Submission Processing Center
P.O. Box 9941
Mail Stop 4912
Ogden, UT 84409

.02 Request that Commissioner replace any agent previously designated by Commissioner. To the extent an agent has been previously designated by the Commissioner, a member that requests the Commissioner to designate an agent under § 1.1502-77(c)(6)(i)(B) must file such request in accordance with the requirements described in section 8 of this revenue procedure with the IRS office that previously designated the agent that the request seeks to replace.

SECTION 6. NOTIFICATION BY A DEFAULT SUCCESSOR UNDER § 1.1502-77(c)(4)

.01 In general. If a terminating agent has a default successor (as defined in § 1.1502-77(b)(4)), such default successor is the agent. Such default successor must provide notification to the Commissioner pursuant to the requirements set forth in this section 6 to insure that the default successor will receive communications from the

Commissioner to the group and to insure that the Commissioner will act on the default successor's communications to the Commissioner on behalf of the group.

.02 When to file. The appropriate time for the default successor to file the notification is after the terminating agent ceases to exist.

.03 Contents. The notification by the default successor under § 1.1502-77(c)(4) must be in writing and contain the following information:

(1) The heading "REV. PROC. 2015-26: NOTIFICATION BY DEFAULT SUCCESSOR UNDER § 1.1502-77(c)(4)" must be typed or legibly printed at the top of the notification;

(2) Name, address, and employer identification number of the terminated agent;

(3) Name, address, and employer identification number of the default successor and the consolidated return year(s) for which it is the agent;

(4) The name and employer identification number of the common parent under which the return(s) for which the default successor is the agent was (were) filed, if different from the agent named in section 6.03(2) of this revenue procedure;

(5) The Internal Revenue Service Center (Service Center) where the consolidated return(s) was (were) or will be filed, as the case may be, for the consolidated return year(s) for which the default successor is the agent;

(6) The date of termination of the prior agent;

(7) The name, address, and phone number of the Examination Team Manager, Appeals Officer or Counsel Attorney, if any, who currently has jurisdiction of the consolidated return year(s) for which the default successor is the agent; and

(8) A statement in which the default successor, if it was not a member of the group during the consolidated return year(s) for which it is the default successor, acknowledges that it is primarily liable as a successor of the former agent of the group for the consolidated tax liability for such consolidated return year(s).

.04 Signature requirements. The notification by a default successor must contain the following declaration, signed by a person duly authorized to sign on behalf of the default successor: **Under penalties of perjury, I declare that I am authorized to submit this notification on behalf of the default successor and that, to the best of my knowledge, the information provided is true, correct, and complete.**

.05 No approval required. Commissioner approval is not required for a default successor, but the Commissioner is not required to send communications to, or act on communications from, a default successor until it provides notification under this section 6.

SECTION 7. DESIGNATION BY A TERMINATING AGENT

.01 In general. A terminating agent (including an agent previously designated by the Commissioner under § 1.1502-77(c)(6)(i)(A)(1)) may designate an agent if it has no default successor. Designation by a terminating agent is available for any and all taxable years that are subject to this revenue procedure and for which the terminating agent is agent. However, a terminating agent may only designate an agent for a completed year, and no designation can be made by an agent that was designated by the Commissioner under § 1.1502-77(c)(6)(i)(A)(2)-(4), or any successor of such an agent; in those cases, the terminating agent should request that the Commissioner designate an agent pursuant to § 1.1502-77(c)(6)(i)(B). Provided the terminating agent's designation complies with

the requirements set forth in this section 7, that designation is automatically approved without further communication from the Commissioner, and no written approval will be provided. Such designation will be effective upon the termination of the designating agent. A designation by a terminating agent, before its existence terminates, must be filed in accordance with the requirements set forth in this section 7. The terminating agent may designate an entity meeting these two requirements:

(1) Any member of the group during any part of the consolidated return year for which the designation is made or an entity that is a successor of such member or will become a successor at the time the agent's existence terminates; and

(2) An entity that was not replaced as agent by the Commissioner under § 1.1502-77(c)(6)(i)(A)(2)-(4) (although the terminating agent may submit a request pursuant to § 1.1502-77(c)(6)(i)(B) that the Commissioner designate such entity previously replaced).

.02 When to file. (1) In general. Except as provided in section 7.02(2) of this revenue procedure, a terminating agent's designation of an agent must be executed and filed by the terminating agent before its existence terminates.

(2) Special rule. If the agent designated by the terminating agent under this section 7 does not come into existence before the designating agent's existence terminates, the designating agent must still execute the designation before its existence terminates, and the designated agent must promptly complete the designation after it comes into existence by executing the statement required in section 7.03(8) of this revenue procedure and filing the designation.

.03 Contents. The terminating agent's designation of an agent must be in writing and contain the following information:

(1) The heading "REV. PROC. 2015-26: TERMINATING AGENT'S DESIGNATION OF AGENT UNDER § 1.1502-77(c)(5)" must be typed or legibly printed at the top of the designation;

(2) Name, address, and employer identification number of the terminating agent making the designation;

(3) Name, address, and employer identification number of the designated agent and the consolidated return year(s) for which the designation applies (or a statement that it applies to all completed year(s) ending on or before the date of termination of the agent);

(4) The name and employer identification number of the common parent under which the return(s) for which the designation applies was (were) filed, if different from the agent named in section 7.03(2) of this revenue procedure;

(5) The Service Center where the consolidated return(s) was (were) or will be filed, as the case may be, for the year(s) for which the designation applies;

(6) The expected date of termination of the designating agent;

(7) The name, address, and phone number of any Examination Team Manager, Appeals Officer or Counsel Attorney who currently has jurisdiction of consolidated return year(s) for which the designation applies; and

(8) A statement on behalf of the designated agent in which it:

(a) Agrees to serve as the group's agent pursuant to the terminating agent's designation; and

(b) If it was not a member of the group during the consolidated return year(s) for which it is designated, acknowledges that it is or will be primarily liable as a successor of the terminating agent for the consolidated tax liability for such consolidated return year(s).

.04 Signature requirements. (1) The terminating agent's designation of an agent must contain the following declaration, signed by a duly authorized officer of the terminating agent: **Under penalties of perjury, I declare that I am authorized to make this designation on behalf of the terminating agent and that, to the best of my knowledge, the information provided is true, correct, and complete.**

(2) The statement required under section 7.03(8) of this revenue procedure must contain the following declaration, signed by a duly authorized officer of the designated agent: **Under penalties of perjury, I declare that I am authorized to sign this statement on behalf of the designated agent and that, to the best of my knowledge, the information provided is true, correct, and complete.**

SECTION 8. REQUEST FOR THE COMMISSIONER TO DESIGNATE AN AGENT UNDER § 1.1502-77(c)(6)

.01 In general. Any written request to the Commissioner to designate an agent pursuant to § 1.1502-77(c)(6) should be made in the manner prescribed in this section 8. Such request may (but is not required to) propose a member (or a successor of a member) for the Commissioner to designate as agent.

.02 When to file. A request that the Commissioner designate an agent under § 1.1502-77(c)(6)(i)(A)(1) may be filed at any time after the agent's existence terminates and before the Commissioner designates an agent in the manner prescribed in section

10.02 of this revenue procedure. Other written requests that the Commissioner designate another agent under § 1.1502-77(c)(6) can be filed at any time.

.03 Contents. A request for designation of an agent must be in writing and contain the following information:

(1) The heading "REV. PROC. 2015-26: REQUEST FOR DESIGNATION OF AGENT UNDER § 1.1502-77(c)(6)" must be typed or legibly printed at the top of the designation;

(2) Name, address, and employer identification number of the agent to be replaced;

(3) Name, address, and employer identification number of the proposed agent, if any, and the consolidated return year(s) for which the designation is requested;

(4) The name and employer identification number of the common parent under which the return(s) for which the designation is requested was (were) filed, if different from the agent named in section 8.03(2) of this revenue procedure;

(5) The Service Center where the consolidated return(s) was (were) or will be filed, as the case may be, for the year(s) for which the designation is requested;

(6) If relevant, the date the agent's existence terminated and the circumstances under which it terminated (for example, dissolution under state law or merger into a limited liability company) or the date that the agent ceased (or will cease) to be a member of the group and the circumstances under which it ceased (or will cease) to be a member of the group;

(7) The reason for the written request for the Commissioner to designate an agent;

(8) The name and address of the corporation(s) (or other person(s)) that has (have) custody of the books and records with respect to the consolidated return year(s) for which the designation is requested, if different from any proposed agent named in section 8.03(3) of this revenue procedure, and if so, a description of the arrangements available to the proposed agent for access to the books and records; and

(9) The name, address, and phone number of the Examination Team Manager, Appeals Officer or Counsel Attorney, if any, who currently has jurisdiction of the consolidated return year(s) for which the designation is requested.

.04 Signature requirement. A request under this section 8 must contain the following declaration, signed by a duly authorized officer of at least one of the requesting members that was a member of the group for the consolidated return year(s) for which the designation is requested: **Under penalties of perjury, I declare that I am authorized to make this request on behalf of the named member of the group and that, to the best of my knowledge, the information provided is true, correct, and complete.**

.05 Designation by the Commissioner. (1) In response to a request under this section 8, the Commissioner may, in the Commissioner's sole discretion, designate as the agent the member (or successor of the member) proposed by the request, if any, or another member (or successor of another member). In determining whether to make the requested designation, the Commissioner may request information from, or communicate information relating to the designation request to, any member of the group. Thus, for example, in the case of a request by a member that the Commissioner designate another agent to replace the existing agent of a group, the Commissioner may request information from, or communicate information to, the agent the request seeks to replace.

(2) The Commissioner will notify any designated agent by providing the notice described in section 10.02 of this revenue procedure.

SECTION 9. RESIGNATION OF AN AGENT

.01 In general. If the agent requests to resign as agent for a completed year pursuant to § 1.1502-77(c)(7), the request to resign as agent must be made in the manner set forth in this section 9. Such request must propose a member, or successor of a member, to serve as an agent to replace the resigning agent and include a signed statement by the proposed agent consenting to serve as agent.

.02 When to file. A request by an agent to resign as agent for a completed year may be filed at any time after the completed year has ended.

.03 Contents. A request by an agent to resign as agent must be in writing and contain the following information:

(1) The heading "REV. PROC. 2015-26: AGENT'S REQUEST TO RESIGN UNDER § 1.1502-77(c)(7)" must be typed or legibly printed at the top of the request;

(2) Name, address, and employer identification number of the agent that wishes to resign;

(3) Name, address, and employer identification number of the entity that has consented to replace the resigning agent and the consolidated return year(s) for which the agent's resignation is requested;

(4) The name and employer identification number of the common parent that filed the return(s) for the consolidated return year(s) for which the agent's resignation is requested;

(5) The Service Center where the consolidated return(s) was (were) filed for the year(s) for which approval of the agent's resignation is requested;

(6) The name and address of the corporation(s) (or other person(s)) that have custody of the books and records with respect to the consolidated return years for which the resignation is requested, if different from the proposed replacement agent named in section 9.03(3) of this revenue procedure, and if so, a description of the arrangements available to the proposed replacement agent for access to the books and records;

(7) The name, address, and phone number of the Examination Team Manager, Appeals Officer or Counsel Attorney, if any, who currently has jurisdiction of the consolidated return year(s) for which the agent's resignation is requested;

(8) The reason(s) for the request to resign as agent;

(9) A disclosure confirming that immediately after its resignation takes effect, the resigning agent will not be the agent for any year other than a completed year (see § 1.1502-77(c)(7)(i)(C)); and

(10) A statement on behalf of the replacement agent in which it:

(a) Agrees to serve as the group's agent pursuant to the resigning agent's designation; and

(b) If it was not a member of the group during the consolidated return year(s) for which it is designated, acknowledges that it is or will be primarily liable as a member, or a successor of a member, for the consolidated tax liability for such consolidated return year(s).

.04 Signature requirement. (1) A request under this section 9 must contain the following declaration, signed by a duly authorized officer of the agent for the completed

year(s) for which the resignation is requested: **Under penalties of perjury, I declare that I am authorized to make this request on behalf of the resigning agent and that, to the best of my knowledge, the information provided is true, correct, and complete.**

(2) The statement required under section 9.03(10) of this revenue procedure must contain the following declaration, signed by a duly authorized officer of the designated agent: **Under penalties of perjury, I declare that I am authorized to sign this statement on behalf of the designated agent and that, to the best of my knowledge, the information provided is true, correct, and complete.**

.05 Process for Commissioner objections. The Commissioner shall have 90 days from the date of the postmark of the agent's request to object to the agent's request to resign and be replaced by another agent (that is a member or a successor of a member). If the Commissioner does not object to the agent's resignation in writing within 90 days of the postmark of the agent's request, the agent's request will be deemed granted, the agent will be permitted to resign, and the resigning agent shall be replaced by the designated replacement agent as set forth in the request. During the 90-day period, the Commissioner may, but is not required to, send a written notification advising that the Commissioner has no objection to the requested resignation. The agent that replaces the agent that resigned should give written notice that it is the new agent to each member of the group during any part of the completed year.

.06 Effective date of requested resignation. If the Commissioner does not object to the resignation in writing within 90 days of the postmark of the request, the resignation will become effective the earlier of:

- (1) The date of the Commissioner's written notification of no objection, if any; or
- (2) Ninety (90) days from the postmark of the request.

SECTION 10. NOTIFICATIONS BY THE COMMISSIONER

.01 In general. The Commissioner, or the Commissioner's duly authorized delegate, will notify, in writing, an entity that it has been designated as the agent by the Commissioner pursuant to § 1.1502-77(c)(6) in the manner prescribed in section 10.02 of this revenue procedure. If the Commissioner objects to the resignation of an agent, the Commissioner, or the Commissioner's duly authorized delegate, will notify, in writing, the agent seeking to resign pursuant to § 1.1502-77(c)(7), in the manner prescribed in section 10.03 of this revenue procedure. The Commissioner will notify, in writing, the agent in the manner prescribed by section 10.04 of this revenue procedure when expressly invoking the authority of § 1.1502-77(f)(2)(i) to deal directly with any member of the group with respect to its liability under § 1.1502-6 for the consolidated tax of the group.

.02 Commissioner designations. The Commissioner will notify an entity that pursuant to § 1.1502-77(c)(6) the Commissioner has designated it to be the agent by providing a written notice that contains the following information (see Appendix A for a sample letter that incorporates this information):

- (1) Name, address, and employer identification number of the agent to be designated;
- (2) Name, address, and employer identification number of the agent, or member, if any, requesting the designation;

(3) The consolidated return year(s) for which the designation applies, and, to the extent applicable, the date the designation is effective;

(4) The name and employer identification number of the common parent that filed the return(s) for the consolidated return year(s) for which the designation applies;

(5) Unless otherwise specified in the notice, the effective date of the designation is the date of the notice described in this section 10.02.

(6) The Commissioner should inform the agent designated by the Commissioner that, pursuant to § 1.1502-77(c)(6)(ii), it should provide written notice to each member of the group that it is the new agent; and

(7) The Commissioner, or the Commissioner's duly authorized delegate, should include the title and name of the appropriate person executing the designation on behalf of the Commissioner. The written notice should be executed by signing (either manually, by imprint, or initials) and dating such written notice. The written notice should be sent via mail to the last known address of the designated agent, and a copy should be sent to the address specified in section 5.01 of this revenue procedure.

.03 Commissioner's response to requested resignation. (1) If the Commissioner objects to an agent's request to resign, pursuant to § 1.1502-77(c)(7)(i)(D), the Commissioner, within 90 days of the postmark of the request of the agent seeking to resign, must send a written notice to the agent containing the following information:

(a) Name, address, and employer identification number of the agent seeking to resign;

(b) The consolidated return year(s) for which the requested designation would apply;

(c) The name and employer identification number of the common parent under which the return(s) for which the designation is requested was (were) filed, if different from the agent named in section 10.03(1) of this revenue procedure;

(d) The reason(s) for the Commissioner's objection to the agent's resignation; and

(e) The title and name of the appropriate person executing the objection to the agent's resignation on behalf of the Commissioner or the Commissioner's duly authorized delegate. The written notice should be executed by signing (either manually, by imprint, or initials) and dating such written notice. The written notice should be sent via mail to the address of the agent seeking to resign as set forth in the resignation request, and a copy should be sent to the address specified in section 5.01 of this revenue procedure.

(2) If the Commissioner does not object to an agent's request to resign, the Commissioner may, but is not required to, provide a written notice to the agent before the expiration of the 90-day period from the date of the request. That notice may be in such form as the Commissioner may determine and should be sent to the agent seeking to resign, and a copy should be sent to the address specified in section 5.01 of this revenue procedure. The Commissioner's notice may contain any or all of the following information:

(a) Name, address, and employer identification number of the agent seeking to resign;

(b) Name, address, and employer identification number of the entity that has consented to replace the resigning agent;

(c) The consolidated return year(s) for which the requested designation would apply;

(d) The name and employer identification number of the common parent under which the return(s) for which the designation is requested was (were) filed, if different from the agent named in section 10.03(1) of this revenue procedure;

(e) A statement that the Commissioner does not object to the agent's resignation;
and

(f) The title and name of the appropriate person executing the notice on behalf of the Commissioner or the Commissioner's duly authorized delegate.

.04 Commissioner deals separately with a member. The Commissioner, or a duly authorized delegate, should prepare a notice informing the agent in writing that the Commissioner will deal separately with a member of the group, and not the agent, pursuant to § 1.1502-77(f)(2)(i). The notice should contain the following information:

(1) Name, address, and employer identification number of the agent that will no longer be the agent for the member(s) identified in section 10.04(2) of this revenue procedure as a result of the Commissioner's decision to deal separately with such member(s);

(2) Name, address and employer identification number of each member the Commissioner will be dealing with separately;

(3) The consolidated return year(s) for which the notification applies and, to the extent applicable, the effective date;

(4) The name and employer identification number of the common parent that filed the return(s) for the consolidated return year(s) for which the notification applies; and

(5) The Commissioner, or a delegated authority, should include the title and name of the appropriate person executing the notice on behalf of the Commissioner. The

document should be executed by signing (either manually, by imprint, or initials) and dating such written notice and it should be sent via mail to the last known address of the agent.

SECTION 11. EFFECTIVE DATE, EFFECT ON OTHER DOCUMENTS

This revenue procedure applies to designations of agents and notifications of the existence of default successors, to requests for designation of an agent or for replacement of a previously designated agent, and to resignations of agents with respect to consolidated return years beginning on or after April 1, 2015. For prior years beginning on or after June 28, 2002 and before April 1, 2015, see § 1.1502-77B and Rev. Proc. 2002-43, 2002-28 I.R.B. 99. However, pursuant to § 1.1502-77(c)(7) and (j)(2), sections 9 and 10.03 of this revenue procedure govern the resignation of an agent for the group for a completed year that began before April 1, 2015.

Rev. Proc. 2002-43 is modified by inserting “§ 1.1502-77B” for “§ 1.1502-77” each time it occurs and is obsoleted with respect to consolidated return years beginning on or after April 1, 2015.

SECTION 12. PAPERWORK REDUCTION ACT

The collection of information contained in this revenue procedure has been reviewed and approved by the Office of Management and Budget in accordance with the Paperwork Reduction Act (44 U.S.C. 3507) under control number 1545-1699.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless the collection of information displays a valid OMB control number.

The collections of information in this revenue procedure are in sections 5 through

10, as well as in § 1.1502-77(f)(3). These collections of information are required in the following circumstances: (1) for the agent, upon becoming the default successor, to notify the Commissioner in writing that it is the default successor and, if the default successor was not a member of the group during the consolidated return year(s) for which it is the agent, to provide a statement acknowledging that it is primarily liable for the consolidated tax liability for such consolidated return year(s); (2) when the agent designates an agent under circumstances in which the designating agent's existence terminates without a default successor, the agent must notify the Commissioner, in writing, of the designation and provide a statement executed by the designated entity consenting to serve as the agent, and, if the designated entity was not a member of the group during the consolidated return year(s) for which it is designated to be the agent, the designated entity is required to provide a statement acknowledging that it is or will be primarily liable for the consolidated tax liability for such consolidated return year(s); (3) when a member of the group requests the Commissioner to designate an entity to act as the agent if the existing agent fails to perform its obligations as agent as prescribed by the Code or regulations promulgated thereunder, the agent for a current year ceases to be a member of the group, a terminating agent requests the designation of an agent previously replaced by the Commissioner, or in situations in which the Commissioner has previously designated another agent; (4) in situations for which an agent that has been designated by the Commissioner and must provide written notice to each member of the group when the Commissioner has designated a new agent; (5) if an agent serving after a designation by the Commissioner is no longer a member without a default successor that is a member, a member should request, in writing, that the Commissioner designate another

member to be the agent for the current year; (6) for an agent that resigns to provide written notice to the Commissioner that it no longer intends to be the agent for a completed year, and the newly designated agent's consent, in writing, to be the new agent, and, if the newly designated agent was not a member of the group during the consolidated return year(s) for which it is designated to be the agent, it must provide a statement acknowledging that it is or will be primarily liable as a member, or a successor of a member, for the consolidated tax liability for such consolidated return year(s); (7) if the Commissioner does not object to the resignation of the agent, the agent that replaces the agent that resigned must give written notice that it is the new agent to each member of the group during any part of the completed year; and (8) under § 1.1502-77(f)(3), if an entity ceases to be a member of the group during or after a consolidated return year, that entity may file a written notice of that fact with the Commissioner and request a copy of any notice of deficiency with respect to the tax for a consolidated return year during which it was a member, or a copy of any notice and demand for payment of such deficiency, or both.

The collections of information are required to obtain a benefit in the case of a designation by the agent or default successor, or a request or notice by an agent to the Commissioner to designate another agent, or a notice to the Commissioner, or other members, that the agent will resign. The likely respondents are businesses or other for-profit institutions.

The estimated total annual reporting burden is 400 hours.

The estimated annual burden per respondent varies from one hour to 3 hours, depending on individual circumstances, with an estimated average of two hours. The

estimated number of respondents is 200.

The estimated annual frequency of responses is on occasion.

Books or records relating to a collection of information must be retained as long as their contents may become material in the administration of any internal revenue law.

Generally tax returns and tax return information are confidential, as required by section 6103.

SECTION 13. INQUIRIES

Inquiries regarding this revenue procedure may be addressed to the Commissioner of Internal Revenue, ATTN: CC:CORP:BO2, P.O. Box 7604, Ben Franklin Station, Washington, D.C. 20044.

SECTION 14. DRAFTING INFORMATION

The principal authors of this revenue procedure are Richard M. Heinecke and Gerald B. Fleming of the Office of Associate Chief Counsel (Corporate). For further information regarding this revenue procedure, contact Mr. Heinecke at (202) 317-6065 or Mr. Fleming at (202) 317-6975 (not toll-free numbers).

APPENDIX A

Appendix A provides an example of a letter designating an agent. This sample letter is consistent with the guidelines specified in section 10.02 of this revenue procedure.

[Name of Designated Agent]
[Address]

Dear Sir or Madam:

Pursuant to Treasury Regulation § 1.1502-77(c)(6), [Name of Designated Agent] (EIN xx-xxxxxxx) is hereby designated as the agent for the members of the [Name of Common Parent] (EIN xx-xxxxxxx) and Subsidiaries consolidated group with respect to the group's consolidated tax liability for the consolidated return year ending [date].

This designation was generated based on a request for the Commissioner to designate an agent by [Name and address of Agent, or member, requesting the Commissioner designate an agent] (EIN xx-xxxxxxx). *[This paragraph may be omitted if no member requested the designation of an agent.]*

This designation is effective as of the date of this letter. In accordance with Treasury Regulation § 1.1502-77(c)(6)(ii), please give notice of this designation to each corporation that was a member of the group during any part of the consolidated return year for which this designation applies.

If you have any questions, please contact [Title – e.g., Revenue Agent], [Name of contact] at [phone number].

Sincerely,

[Authorized Official]*

* See Delegation Order 4-45 for the officials that are authorized to designate an agent on behalf of the Commissioner.