

Rev. Proc. 2022-28

## SECTION 1. PURPOSE

This revenue procedure amplifies Rev. Proc. 2022-3, 2022-1 IRB 144, which sets forth areas of the Internal Revenue Code (Code) relating to issues on which the Internal Revenue Service (IRS) will not issue letter rulings or determination letters. This revenue procedure announces that the IRS will not issue letter rulings on whether certain transactions result in an employer reversion within the meaning of § 4980(c)(2) of the Code.

## SECTION 2. BACKGROUND

In the interest of sound tax administration, the IRS answers inquiries from individuals and organizations regarding their status for tax purposes and the tax effects of their acts or transactions. See Rev. Proc. 2022-1, 2022-1 IRB 1. There are, however, areas in which the IRS will not issue rulings or determination letters. The IRS incorporates these no-rule areas annually into the third revenue procedure of the year, currently Rev. Proc. 2022-3. Sections 3, 4, 5 and 6 of Rev. Proc. 2022-3 set forth lists of those areas in which rulings or determination letters (1) will not be issued, (2) will not ordinarily be issued, (3) will temporarily not be issued while the area is under study, and (4) will not be issued because automatic approval procedures apply. In addition, section 2.01 of Rev. Proc. 2022-3 provides that additions or deletions to these lists may be made; changes will be published as they occur throughout the year and will be

incorporated annually in a new revenue procedure published as the third revenue procedure of the year. The IRS has determined that it is in the interest of sound tax administration not to issue rulings on the transactions described in section 3 of this revenue procedure.

### SECTION 3. APPLICATION

The IRS will not issue letter rulings on whether an employer reversion from a qualified plan occurs for purposes of § 4980(c)(2) in connection with a spin-off/termination transaction that involves excess assets. For this purpose, a “spin-off/termination transaction that involves excess assets” means a transaction in which: (1) less than 100 percent of the assets of a defined benefit plan are spun off to another defined benefit plan sponsored or maintained by the same employer (or any entity that would be considered to be in a group of employers treated as a single employer with the employer under § 414(b), (c), (m), or (o)); (2) the defined benefit plan receiving the assets that have been spun off is terminated within a short period of time after receiving those assets; and (3) assets remain in the trust of the terminated defined benefit plan after all benefits are distributed to or on behalf of all participants and their beneficiaries.

### SECTION 4. EFFECT ON OTHER DOCUMENTS

Rev. Proc. 2022-3 is amplified.

### SECTION 5. EFFECTIVE DATE

This revenue procedure applies to all ruling requests pending with or received by the IRS on or after June 21, 2022. Any request for a ruling on the issue described in section 3 of this revenue procedure that is pending with the IRS on June 21, 2022 will

be closed, and the user fee will be returned in full.

#### SECTION 6. DRAFTING INFORMATION

The principal author of this revenue procedure is Gregory Burns of the Office of Associate Chief Counsel (Employee Benefits, Exempt Organizations, and Employment Taxes). For further information regarding this revenue procedure, contact Mr. Burns at (202) 317-4545 (not a toll-free call).