

**Internal Revenue Service**

**Department of the Treasury**

Washington, DC 20224

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Person To Contact:

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CC:CORP:B01

PLR-108839-23

Date:

August 03, 2023

Distributing =

Subsidiary =

Business A =

Business B =

Distributing Business A =

Distributing Business B =

State A =

State B =

Distributing Debt =

Revolver Amount =

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Acquisition =

Pension Plan =

Internal Separation  
Transactions =

Continuing Arrangements =

Equity Awards =

Bank =

Year A =

Year B =

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a =

b =

c =

d =

e =

f =

Dear :

This letter responds to your authorized representatives' letter dated March 31, 2023, as supplemented, requesting rulings on certain federal income tax consequences of a series of proposed transactions (the "Proposed Transaction"). The material information submitted in that request and subsequent correspondence is summarized below.

This letter is issued pursuant to Rev. Proc. 2017-52, 2017-41 I.R.B. 283, as amplified and modified by Rev. Proc. 2018-53, 2018-43 I.R.B. 667, and section 6.03(2) of Rev. Proc. 2023-1, 2023-1 I.R.B. 1, regarding a "covered transaction" under sections 355 and 368 of the Internal Revenue Code (the "Code"). This office expresses no opinion as to any issue not specifically addressed by the rulings below.

The rulings contained in this letter are based upon information and representations submitted by the taxpayer and accompanied by a penalties of perjury statement executed by an appropriate party. While this office has not verified any of the material submitted in support of the request for rulings, it is subject to verification on examination.

We have made no determination regarding whether the Distribution (i) satisfies the business purpose requirement of Treas. Reg. § 1.355-2(b), (ii) is used principally as a device for the distribution of the earnings and profits of Distributing, Controlled, or both, see section 355(a)(1)(B) and Treas. Reg. § 1.355-2(d), or (iii) is part of a plan (or series of related transactions) pursuant to which one or more persons will acquire directly or indirectly stock representing a 50 percent or greater interest in Distributing, Controlled, or any predecessor or successor of Distributing or Controlled, within the meaning of Treas. Reg. § 1.355-8. See section 355(e)(2)(A)(ii) and Treas. Reg. § 1.355-7.

### **Summary of Facts**

Distributing, a publicly traded State A corporation, is the parent of a worldwide group that includes both domestic and foreign entities engaged in Business A and Business B. Distributing and its eligible members, including Subsidiary, join in the filing of a consolidated U.S. federal income tax return on a calendar year basis using the accrual method of accounting.

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Distributing has outstanding Distributing Debt, including the Revolver Amount. Subsidiary has outstanding debt owed to Distributing that was incurred in connection with the Acquisition (the “Subsidiary Note”).

Distributing sponsors and maintains the Pension Plan. The Pension Plan was closed to new entrants, and future accruals for some participants were frozen, in Year A. Future accruals for all other participants were frozen in Year B.

Distributing will rely on Distributing Business A and Controlled will rely on Distributing Business B to satisfy the active trade or business requirements of section 355(b) with regards to the Proposed Transaction. Distributing has submitted financial information in accordance with Rev. Proc. 2017-52 indicating that each of Distributing Business A and Distributing Business B will have had gross receipts and operating expenses representing the active conduct of a trade or business for each of the past five years at the time of the Proposed Transaction.

### **Proposed Transaction**

In preparation for the Proposed Transaction, Distributing has undertaken or will undertake the Internal Separation Transactions. For what are represented to be valid business reasons, Distributing proposes to separate Business A from Business B in the following steps:

- 1) Distributing will form a State B limited liability company (“Controlled”).
- 2) Distributing will contribute to Controlled the Business B assets (including all of the Distributing Business B assets), the interests in entities conducting Business B (including Subsidiary), and all of the Pension Plan assets. Distributing also may contribute the Subsidiary Note to Controlled. Controlled will assume liabilities associated with Business B, liabilities associated with the Pension Plan, and other liabilities as set forth in the Continuing Arrangements.
- 3) Distributing will cause Controlled to convert from a State B limited liability company to a State A corporation (the “Conversion”). As a result of the Conversion, Distributing will hold all the outstanding Controlled stock, consisting of a single class of common stock.

If Controlled undertakes the Controlled Borrowing (as defined in Step 5) or issues the Controlled Securities (as defined in Step 6) before the Conversion, Controlled will retroactively make an election under Treas. Reg. § 301.7701-3 (the “Election”) to be treated as an association taxable as a corporation before the Conversion, the Controlled Borrowing, and the issuance of the Controlled Securities, as applicable.

- 4) After the Conversion, and before or after the Distribution, an investor may acquire stock in Controlled directly from Controlled in exchange for cash (the “New Investor Acquisition”).

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- 5) Controlled will borrow, or will cause a related entity to borrow, cash from one or more third-party lenders (the "Controlled Borrowing"), approximately equal to (i) the amount of cash to be distributed to Distributing in Step 6, (ii) an amount determined to be needed for Controlled's working capital or other internal purposes, and (iii) an amount (the "Note Amount") to repay the Subsidiary Note. All or a portion of the Controlled Borrowing may occur before the contribution of Business B to Controlled in Step 2. If an entity related to Controlled is a borrower in the Controlled Borrowing, it will transfer the Controlled Distributed Debt Proceeds (as defined in Step 6) to Controlled before Step 6.

If the Subsidiary Note is not contributed in Step 2, Subsidiary will use a portion of the proceeds from the Controlled Borrowing (which will first be transferred to Subsidiary if Subsidiary is not a borrower in the Controlled Borrowing) to repay and extinguish the Subsidiary Note. If the Subsidiary Note is contributed in Step 2, the Note Amount will be included in the Controlled Distributed Debt Proceeds and the Cash Boot Purge (as defined in Step 6).

- 6) Controlled (i) will distribute a portion of the proceeds from the Controlled Borrowing (the "Controlled Distributed Debt Proceeds") to Distributing, (ii) in the event there is a Debt-for-Debt Exchange (as defined in Step 7), will issue debt securities (the "Controlled Securities") to Distributing, and, (iii) in the event that the New Investor Acquisition occurs before the Distribution, will distribute some or all of the proceeds of the New Investor Acquisition (the "New Investor Distributed Proceeds") to Distributing. Steps 2, 3 (including the Election, if applicable), 5, and 6 together are the "Contribution." Neither the Controlled Distributed Debt Proceeds nor the New Investor Distributed Proceeds will be segregated in a separate bank account or otherwise.

The Controlled Securities may be issued (and any Debt-for-Debt Exchange may be completed) before the contribution of Business B to Controlled in Step 2.

Within a months following the Distribution Date (as defined in Step 8), Distributing will use an aggregate amount of cash equal to the Controlled Distributed Debt Proceeds and the New Investor Distributed Proceeds (if any) to: (i) make distributions to its shareholders (ii) repurchase its outstanding common or preferred stock; (iii) repay principal, interest, or premium on Distributing Debt; (iv) satisfy ordinary course liabilities whenever incurred; or (v) a combination of (i)-(iv) (the "Cash Boot Purge").

- 7) Before or after the Distribution, the following steps (collectively, the "Debt-for-Debt Exchange") may occur:
  - a) The Bank will make one or more loans to Distributing (the "First Refinancing Debt") in an amount based upon the anticipated amount of Controlled Securities to be issued in the Contribution. The proceeds of the First Refinancing Debt will not be segregated in a separate bank account or otherwise.

Within a months following the Distribution Date, Distributing will use an amount

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equal to the proceeds of the First Refinancing Debt to pay principal, interest or premium on the Distributing Debt.

- b) At least b days after issuance of the First Refinancing Debt, Distributing will enter into an exchange agreement (the "Debt-for-Debt Exchange Agreement") with the Bank pursuant to which Distributing will transfer the Controlled Securities to the Bank in exchange for (and in retirement of) the First Refinancing Debt.

After Distributing and the Bank enter into the Debt-for-Debt Exchange Agreement, Distributing will deliver the Controlled Securities to the Bank in satisfaction of the First Refinancing Debt. It is expected that the Bank will sell the Controlled Securities pursuant to one or more public offerings or private placements.

The Debt-for-Debt Exchange is expected to be executed before or contemporaneously with the Distribution. However, depending on market conditions, Distributing may hold the Controlled Securities and incur the First Refinancing Debt, and at a later time enter into the Debt-for-Debt Exchange Agreement. In any event, the Debt-for-Debt Exchange Agreement will be entered into and the Controlled Securities will be transferred to the Bank in satisfaction of the First Refinancing Debt within a months following the Distribution Date.

- 8) Distributing will distribute at least c (a number greater than or equal to 80) percent of the common stock of Controlled either (i) as a pro rata dividend on the shares of Distributing common stock, (ii) pursuant to an exchange offer in redemption of outstanding shares of common stock of Distributing stock held by Distributing public shareholders, or (iii) a combination of both (i) and (ii) (collectively, the "Distribution," and the date of the Distribution, the "Distribution Date"). Distributing may retain not more than d percent of the common stock of Controlled (the "Remainder Shares").
- 9) After the Distribution, if Distributing retains the Remainder Shares, the following steps (collectively, the "Debt-for-Equity Exchange") may occur:
  - a) The Bank will make one or more loans to Distributing (the "Second Refinancing Debt," together with the First Refinancing Debt, the "Refinancing Debt") in an amount based upon the anticipated value of the Remainder Shares. The proceeds of the Second Refinancing Debt will not be segregated in a separate bank account or otherwise.

Within a months following the Distribution Date, Distributing will use an amount equal to the proceeds of the Second Refinancing Debt to pay principal, interest or premium on the Distributing Debt.

- b) At least b days after issuance of the Second Refinancing Debt, Distributing will enter into an exchange agreement (the "Debt-for-Equity Exchange Agreement") with the Bank pursuant to which Distributing will transfer some or all of the Remainder Shares to the Bank in exchange for (and in retirement of) the Second

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### Refinancing Debt.

After Distributing and the Bank enter into the Debt-for-Equity Exchange Agreement, Distributing will deliver the Remainder Shares to the Bank in satisfaction of the Second Refinancing Debt. It is expected that the Bank will sell the Remainder Shares pursuant to one or more public offerings or private placements. The Debt-for-Equity Exchange Agreement will be entered into and the Remainder Shares will be transferred to the Bank in satisfaction of the Second Refinancing Debt no later than a months following the Distribution Date.

- 10) If Distributing retains the Remainder Shares and does not enter into the Debt-for-Equity Exchange with all of the Remainder Shares within a months following the Distribution Date, Distributing may (i) distribute such shares within a months of the Distribution Date as a pro rata dividend on the shares of Distributing common stock (a "Clean-Up Spin"), or pursuant to an exchange offer in redemption of outstanding shares of common stock of Distributing stock held by Distributing public shareholders (a "Clean-Up Split"), or (ii) sell some or all of the Remainder Shares in one or more public or private sales as soon as warranted, taking into account the business purpose for the retention, market and general economic conditions and sound business judgment, but in any event, not later than e years after the Distribution.

### Additional Information

Following the Distribution, certain individuals may serve as members of the boards of directors of Distributing and Controlled (the "Overlapping Directors"). The Overlapping Directors, if any, will constitute a minority of Controlled's board of directors. Under Controlled's governing documents, the Overlapping Directors, if any, will be subject to reelection as directors of Controlled in a manner consistent with Controlled's other directors.

After the Proposed Transaction, Distributing, Controlled, and their respective subsidiaries will engage in the Continuing Arrangements.

### Representations

Except as set forth below, Distributing has made all of the representation in section 3 of the Appendix to Rev. Proc. 2017-52 with respect to the Proposed Transaction.

Distributing has made the following alternative representations: 3(a), 8(b) as modified below, 11(a), 15(a), 22(a), 31(a), and 41(a).

Distributing has not made representations 24, 25, and 40, which do not apply to the Proposed Transaction. To the extent Distributing distributes securities and other property to creditors, representation 5 does not apply. To the extent the Distribution is a pro rata distribution, representation 7 does not apply, and Distributing makes representations 5 and 6 as modified below. To the extent the Distribution is a non-pro rata distribution,

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representation 6 does not apply, and Distributing makes representation 7 as modified below.

Distributing has made the following modified representations:

Representation 2: In the Distribution, Distributing will distribute on the same day at least c percent of the stock of Controlled.

Representation 4: Other than potentially the Controlled Securities, no indebtedness owed by Controlled to Distributing after the Distribution will constitute stock or securities of Controlled or any other entity.

Representation 5: To the extent the Distribution is effected as a pro rata dividend, other than Controlled Securities transferred in the Debt-for-Debt Exchange, Controlled stock transferred in the Debt-for-Equity Exchange, or the cash transferred in the Cash Boot Purge, none of the Controlled stock, Controlled Securities, or Other Property to be distributed in the Distribution will be received in any capacity other than that of a shareholder of Distributing.

Representation 6: To the extent the Distribution is effected as a pro rata dividend, no shareholder of Distributing will surrender Distributing stock in the Distribution.

Representation 7: To the extent the Distribution is effected as an exchange offer in redemption of outstanding shares of Distributing stock, the fair market value of Controlled stock, Controlled Securities, or Other Property to be received by each shareholder of Distributing that surrenders Distributing stock will be approximately equal to the fair market value of Distributing stock surrendered by the shareholder in the transaction.

Representation 8(b): Distributing has securities outstanding, but it will not distribute Controlled stock, Controlled Securities or Other Property to any holder of such securities in the Distribution, in satisfaction thereof, other than potentially pursuant to the Cash Boot Purge, the Debt-for-Debt Exchange, or the Debt-for-Equity Exchange.

Representation 17: Distributing makes representation 17, except to the extent that certain pension, environmental, and other liabilities for which Controlled will be responsible pursuant to the Proposed Transaction are associated with Business A and/or discontinued businesses.

Representation 23: Other than potentially as a result of a Continuing Arrangement and income and expense items arising in the ordinary course of business, the Proposed Transaction does not involve and will not result in a situation in which one party recognizes income but another party recognizes the deductions associated with such income or a situation in which one party owns Property but another party recognizes the income associated with such Property.



Representation 32: Except for the Continuing Arrangements, ordinary course payables and receivables, or potentially the Controlled Securities, no intercorporate debt will exist between Distributing and Controlled at the time of, or subsequent to, the Distribution of Controlled stock.

Representation 33: Except as contemplated by the Continuing Arrangements, payments made in connection with all continuing transactions, if any, between Distributing and Controlled after the Distribution will be for fair market value based on arm's-length terms.

Representation 35: The payment of cash in lieu of fractional shares of Controlled is solely for the purpose of avoiding the expense and inconvenience of issuing fractional shares and does not represent separately bargained-for consideration. The fractional share interests of each Distributing shareholder will be aggregated and no Distributing shareholder of record will receive cash in an amount equal to or greater than the value of one full share of Controlled stock (with the possible exception of shareholders who hold Distributing stock in multiple accounts or with multiple brokers).

Representation 45: Distributing will not dispose of any Controlled stock in anticipation of the Distribution, other than potentially pursuant to the Debt-For-Equity Exchange.

Representation 46: Other than potentially pursuant to the Controlled Borrowing and the New Investor Acquisition, Controlled will not issue stock or securities to a person other than Distributing in anticipation of the Distribution.

Except as set forth below, Distributing has made all of the representations in section 3.04 of Rev. Proc. 2018-53 with respect to the Proposed Transaction.

Distributing has made the following modified representations:

Representation 1: Distributing is in substance the obligor of each Distributing Debt that will be assumed or satisfied. Distributing is the state law obligor of the Refinancing Debt, which will be incurred to repay principal, interest, or premium on Distributing Debt.

Representation 3: The holder or holders of the First Refinancing Debt and the Second Refinancing Debt that will be satisfied will not hold such debt for the benefit of Distributing, Controlled, or any Related Person. Neither Distributing, nor Controlled, nor any Related Person will participate in any profit gained by the Bank upon an exchange of § 361 Consideration; nor will any such profit be limited by agreement or other arrangement. The value of the § 361 Consideration received by the Bank in satisfaction of the First Refinancing Debt and the Second Refinancing Debt, respectively, will be determined pursuant to arm's length negotiations.

Representation 4: Other than the Refinancing Debt, the Revolver Amount, and ordinary course liabilities, Distributing incurred the Distributing indebtedness that will

be assumed or satisfied pursuant to the Proposed Transaction (a) before the request for any relevant ruling is submitted and (b) no later than 60 days before the earliest of the following dates: (i) the date of the first public announcement (as defined in Treas. Reg. § 1.355-7(h)(10)) of the Proposed Transaction or a similar transaction, (ii) the date of the entry by Distributing into a binding agreement to engage in the Proposed Transaction or a similar transaction, and (iii) the date of approval of the Proposed Transaction or a similar transaction by the board of directors of Distributing.

Representation 6: There are one or more substantial business reasons for any delay in satisfying Distributing Debt pursuant to the Cash Boot Purge or the proceeds of the Refinancing Debt beyond 30 days after the Distribution Date. All the Distributing Debt that will be satisfied pursuant to the Cash Boot Purge or the proceeds of the Refinancing Debt will be satisfied no later than a months after the Distribution. All of the First Refinancing Debt that will be satisfied with Controlled Securities will be satisfied no later than a months after such debt was issued to the Bank. All of the Second Refinancing Debt that will be satisfied with Controlled stock will be satisfied no later than a months after such debt was issued to the Bank.

Distributing has made the following additional representations with respect to the Proposed Transaction:

1. Distributing's retention of the Remainder Shares will allow Distributing to engage in a Debt-for-Equity Exchange and/or otherwise allow Distributing to repay Distributing Debt and improve Distributing's liquidity, strengthen its balance sheet, and achieve its desired leverage target.
2. Other than the Overlapping Directors, none of Distributing's directors or officers will serve as directors or officers of Controlled as long as Distributing retains the Remainder Shares.
3. The Remainder Shares will be disposed of as soon as is warranted consistent with the business purposes, but in any event, not later than e years after the Distribution.
4. Distributing will vote, or cause to be voted, any Remainder Shares in proportion to the votes cast by Controlled's other shareholders, and Distributing may grant a proxy to Controlled to effectuate such voting.
5. The New Investor Acquisition (alone or in combination with any other acquisitions described herein) will not prevent the Distribution from satisfying the requirements of section 355(a)(1)(A), section 355(a)(1)(D), or section 355(e).
6. The Debt-for-Debt Exchange will occur no earlier than f days before the Distribution Date.

## **Rulings**

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Based solely on the information submitted and the representations set forth above, we rule as follows:

1. The Contribution, together with the Distribution (and any Clean-Up Spin or Clean-Up Split), will constitute a reorganization within the meaning of section 368(a)(1)(D) to which section 355 applies. Distributing and Controlled will each be a party to the reorganization within the meaning of section 368(b).
2. Distributing will not recognize gain or loss on the Contribution. Sections 357(a), 361(a), and 361(b).
3. Controlled will not recognize gain or loss on the Contribution. Section 1032(a); Treas. Reg. § 1.61-12(c).
4. Controlled's basis in each asset received in the Contribution will be the same as the basis of the asset in the hands of Distributing immediately before the Contribution. Section 362(b).
5. Controlled's holding period in each asset received in the Contribution will include the period during which Distributing held the asset. Section 1223(2).
6. Distributing will not recognize gain or loss on the Distribution or any Clean-Up Spin or Clean-Up Split. Section 361(c).
7. Distributing's shareholders will not recognize gain or loss (and no amount otherwise will be includible in their income) upon the receipt of Controlled stock in the Distribution or any Clean-Up Spin or Clean-Up Split. Section 355(a).
8. The Controlled Distributed Debt Proceeds, the New Investor Distributed Proceeds (if any), the Controlled Securities, and the Remainder Shares transferred in the Debt-for-Equity Exchange, Clean-Up Spin or Clean-Up Split will be treated as being distributed pursuant to the plan of reorganization for purposes of sections 361(b)(1)(A), 361(b)(3), and 361(c).
9. Distributing will not recognize gain or loss on the Debt-for-Debt Exchange, other than (i) deductions attributable to the fact that the Distributing Debt may be redeemed at a premium, (ii) income attributable to the fact that Distributing Debt may be redeemed at a discount, and (iii) interest expense accrued with respect to Distributing Debt. Section 361(c).
10. To the extent the Distribution is effected as a pro rata dividend and with respect to any Clean-Up Spin, the aggregate basis of the Distributing common stock and Controlled stock in the hands of Distributing's shareholders immediately after the Distribution (or Clean-Up Spin) will be the same as the aggregate basis of the Distributing common stock held by Distributing's shareholders immediately before the Distribution (or Clean-Up Spin), allocated between Distributing stock and

Controlled stock in proportion to the fair market value of each in accordance with Treas. Reg. § 1.358-2(a)(2). Section 358(a)-(c).

11. To the extent the Distribution is effected as a redemption of Distributing stock and with respect to any Clean-Up Split, the aggregate basis of the Controlled stock held by Distributing's shareholders who exchange Distributing stock for Controlled stock in the Distribution (or Clean-Up Split) immediately after the Distribution (or Clean-Up Split) will be the same as the aggregate basis of the Distributing stock exchanged therefor. Section 358(a).
12. If a holder of Distributing stock that purchased or acquired shares on different dates or at different prices is not able to identify which particular share of Controlled stock is received as a distribution with respect to, or in exchange for, a particular share of Distributing stock, the holder may designate which particular share of Controlled stock is received as a distribution with respect to, or in exchange for, a particular share of the Distributing stock, provided the designation is consistent with the terms of the Distribution (or Clean-Up Spin or Clean-Up Split). Treas. Reg. § 1.358-2(a)(2)(vii).
13. The holding period of the Controlled stock received by each Distributing shareholder in the Distribution (or Clean-Up Spin or Clean-Up Split) will include the holding period of the Distributing stock held by such shareholder with respect to which the Distribution (or Clean-Up Spin or Clean-Up Split) is made, provided that such Distributing stock is held by the shareholder as a capital asset on the date of the Distribution (or Clean-Up Spin or Clean-Up Split). Section 1223(1).
14. The receipt by Distributing's shareholders of cash in lieu of fractional shares, if any, of Controlled stock will be treated for U.S. federal income tax purposes as if the fractional shares had been distributed to the Distributing shareholders as part of the Distribution (or Clean-Up Spin or Clean-Up Split) and then had been disposed of by such shareholders for the amount of such cash in a sale or exchange. The gain (or loss) recognized (determined using the basis allocated to the fractional shares in Rulings 11 – 13, as applicable), if any, will be treated as capital gain (or loss) under section 1001, provided the stock was held as a capital asset by the selling shareholder. Such gain (or loss) will be short-term or long-term capital gain (or loss) determined using the holding period determined in Ruling 14.
15. Earnings and profits of Distributing will be allocated between Distributing and Controlled in accordance with section 312(h), Treas. Reg. § 1.312-10(a), and Treas. Reg. § 1.1502-33(e)(3), as applicable.
16. Distributing's continuing ownership of any Remainder Shares potentially until its disposal within e years after the Distribution will not adversely impact the qualification of the Proposed Transaction under sections 355, 368(a)(1)(D), and 361 and will not be in pursuance of a plan having as one of its principal purposes the avoidance of U.S. federal income tax for purposes of section 355(a)(1)(D).

17. Any Equity Awards currently outstanding and any Equity Awards issued in connection with or after the Distribution (and any Controlled stock underlying or issued following the Distribution pursuant to any such Equity Awards) will not be taken into account (i.e., will not be included in the numerator or the denominator) for purposes of determining whether Distributing distributed an amount of Controlled stock constituting control under section 368(c). See Rev. Rul. 98-27, 1998-1 C.B. 1159.
18. Any payments made between any of Distributing and Controlled and their respective affiliates under the Continuing Arrangements regarding liabilities, indemnities, or other obligations that (i) have arisen or will arise for a taxable period ending on or before the Distribution Date or for taxable year beginning before and ending after the Distribution Date and (ii) will not become fixed and ascertainable until after the Distribution Date will be characterized in a manner consistent with the proper treatment if such payments had occurred immediately before the Distribution. See *Arrowsmith v. Comm'r*, 344 U.S. 6 (1952); Revenue Ruling 83-73, 1983-1 C.B. 84.
19. Following the Distribution, Controlled will not be a successor of Distributing for purposes of section 1504(a)(3). Therefore, Controlled and its direct and indirect subsidiaries that are “includible corporations” under section 1504(b) and satisfy the ownership requirements of section 1504(a)(2) will be members of an affiliated group of corporations entitled to file a consolidated U.S. federal income tax return with Controlled as the common parent.

### **Caveats**

No opinion is expressed about the tax treatment of the Proposed Transaction under other provisions of the Code or regulations, or about the tax treatment of any conditions existing at the time of, or effects resulting from the Proposed Transaction that are not specifically covered by the above rulings.

### **Procedural Statements**

This letter ruling is directed only to the taxpayer requesting it. Section 6110(k)(3) of the Code provides that it may not be used or cited as precedent.

A copy of this letter must be attached to any income tax return to which it is relevant. Alternatively, taxpayers filing their returns electronically may satisfy this requirement by attaching a statement to their returns that provides the date on and control number of this letter ruling.

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In accordance with the Power of Attorney on file with this office, copies of this letter are being sent to your authorized representatives.

Sincerely,

*Austin Diamond-Jones*

Austin Diamond-Jones

Chief, Branch 3

Office of Associate Chief Counsel (Corporate)

cc: