

Office of Chief Counsel
Internal Revenue Service

memorandum

CC:NER:NJD:NEW:TL-N-7446-99

JACannarozzi

date:

to: Nicholas Filannino, Team manager, Group 1142
Mountainside, New Jersey

from: District Counsel, New Jersey District, Newark

subject: Form 872 Language for [REDACTED] F/K/A [REDACTED]
[REDACTED] F/K/A [REDACTED]

DISCLOSURE STATEMENT

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OPINION

We write in response to your request for proposed language to be used for the Form 872 required to extend the statute for assessment with respect to the Form 1120 of [REDACTED], F/K/A/ [REDACTED] for the period [REDACTED] to [REDACTED]. The facts which we relied upon are as follows:

On [REDACTED], [REDACTED] (hereafter, [REDACTED]) acquired, by merger, [REDACTED] (EIN: [REDACTED]). This was accomplished through the merger of [REDACTED] (a wholly-owned subsidiary of [REDACTED]) with [REDACTED]. After the merger, [REDACTED] was designated as the surviving corporation

and thus became a subsidiary of [REDACTED]. The name of [REDACTED] was changed to [REDACTED], then changed again to [REDACTED]. However, the EIN has remained the same, and [REDACTED] continues to exist.

[REDACTED] was the common parent of a consolidated group during the years for which you are seeking to extend the statute for assessment. [REDACTED] then merged into [REDACTED], in [REDACTED]. The new company was re-named "[REDACTED]".

As required by the consolidated return regulations, [REDACTED] filed a short period return for the period [REDACTED] to [REDACTED]. The name appearing on the return was "[REDACTED], F/K/A [REDACTED]" For tax periods subsequent to this short period return, [REDACTED] (renamed [REDACTED]) filed as part of the consolidated [REDACTED] (then [REDACTED]) return.

You are seeking to secure an extension of the statute of limitations for the short period return. This is a year prior to the merger. [REDACTED] is not an agent for the company now known as [REDACTED], as the period sought to be extended is not a consolidated return year. There was no parent/subsidiary relationship between [REDACTED] (now [REDACTED]) and [REDACTED] (now [REDACTED]) for that period. Moreover, [REDACTED], did not go out of existence; it was merely renamed. Accordingly, [REDACTED] (which is the renamed [REDACTED]) is the correct entity to execute the waiver.

The caption for the 872 should read as follows:

[REDACTED] F/K/A [REDACTED]
[REDACTED], F/K/A [REDACTED] (EIN [REDACTED]).

If we can be of any other assistance in this matter, please do not hesitate to contact Ms. Julia A. Cannarozzi at (973) 645-3656.

MATTHEW MAGNONE
District Counsel

By: _____
WILLIAM F. HALLEY
Assistant District Counsel

cc: Clora Seals (via facsimile)