

**Internal Revenue Service**

Department of the Treasury

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Refer Reply To:

CC:CORP:B03 PLR-152887-01

Date:

December 17, 2001

LEGEND:

Purchaser =

Target =

Sellers =



Tax Professional =

Date A =

This is in response to your letter dated September 25, 2001, requesting a modification to a ruling letter dated May 22, 2001, our control number PLR-130413-00, PLR 200134009, issued to Purchaser and Sellers (the "Prior Letter Ruling"). The Prior Letter Ruling granted an extension of time under §§301.9100-1 through 301.9100-3 of the Procedure and Administration Regulations for Purchaser and Sellers to file an election under §§338(g) and 338(h)(10) of the Internal Revenue Code and §1.338(h)(10)-1(d) of the Income Tax Regulations (as in effect on Date A) with respect to Purchaser's acquisition of the stock of Target from Sellers (hereinafter referred to as the "Election"), on Date A. Additional information was submitted in a letter dated October 24, 2001.

The granting of an extension in the Prior Letter Ruling was conditioned, in part, on the filing, within 120 days of the issuance of the Prior Letter Ruling, of all returns and amended returns (if any) necessary to report the transaction in accordance with the Election ("the Condition"). However, for various reasons, some of Sellers were unable to satisfy the Condition. Information and affidavits submitted by Purchaser, Sellers and Tax Professional explain the circumstances that resulted in the failure of some of Sellers to satisfy the Condition.

Based on the facts and information submitted, granting additional time to satisfy the Condition will not prejudice the interests of the government. Accordingly, the Condition will be deemed satisfied if all returns and amended returns necessary to report the transaction in accordance with the Election are filed within 75 days of the date on this letter.

A copy of this letter is being sent to Purchaser pursuant to powers of attorney on file with this office. Purchaser must provide each of the Sellers with a copy of this letter. Also, a copy of this letter and the Prior Letter Ruling must be attached to any returns filed after the date described in the Condition in the Prior Letter Ruling.

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

Sincerely yours,  
Ken Cohen  
Senior Technician Reviewer, Branch 3  
Office of Associate Chief Counsel (Corporate)