

Department  
of the  
Treasury

Internal  
Revenue  
Service

Office of  
Chief Counsel

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# Notice

N(30)000-351

October 8, 2000

Division Counsel,  
Subject: Large and Mid-Size Business

Upon Incorporation  
Cancel Date: into the CCDM

This notice is intended to advise Counsel employees of the organizational structure and assignment of duties within the Office of the Division Counsel of the Large and Mid-Size Business.

## Generally

Effective October 8, 2000, the Office of the Division Counsel (Large and Mid-Size Business) will be headed by a Division Counsel (Large and Mid-Size Business) [DC (LMSB) or Division Counsel] and is headquartered in Washington, D.C. The DC (LMSB) reports to, and is supervised by, the Chief Counsel through the Deputy Chief Counsel (Operations). The DC (LMSB) supervises a Deputy Division Counsel (LMSB) [DDC (LMSB) or Deputy]. The DC (LMSB) also supervises, either directly or through or with the Deputy, the five Area Counsels who are located in Manhattan, NY; Edison, NJ; Downers Grove, IL; Houston, TX and Oakland, CA. Each Area Counsel is responsible for LMSB legal work within a defined geographic area and for developing specialized knowledge of the industries served nationally by the IRS LMSB Industry Director headquartered in the city where the Area Counsel is located, i.e., Financial Services and Healthcare; Heavy Manufacturing, Construction and Transportation; Retailers, Food and Pharmaceuticals; Natural Resources; and Communications, Technology and Media. The DC (LMSB) is responsible for the effective management and oversight, through the five Area Counsel (LMSB), of the entire LMSB attorney organization, including Pre-filing and Technical Guidance Counsel, International Counsel, Special Trial Attorneys, and other attorneys dedicated to the work of the LMSB Division.

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## Further Information

Attached is the functional statement for the Office of the Division Counsel, LMSB. This statement provides a detailed description of the duties and responsibilities of the various LMSB officers and offices. Questions about this notice or its attachment should be directed to Linda Burke, DC (LMSB), and/or Cynthia Mattson, DDC (LMSB). They may be reached by phone at (202) 283-8604.

\_\_\_\_\_/s/\_\_\_\_\_  
Stuart L. Brown  
Chief Counsel

Attachment (1)

**OFFICE OF THE  
DIVISION COUNSEL AND AREA COUNSEL (LARGE AND MID-SIZE BUSINESS)  
FUNCTIONAL STATEMENT**

A. DIVISION COUNSEL (LARGE AND MID-SIZE BUSINESS)

(1) MISSION: The mission of the Office of the Division Counsel (Large and Mid-Size Business) is to provide impartial top quality legal services to the Large and Mid-Size Business Division of the Internal Revenue Service.

(2) ORGANIZATIONAL STRUCTURE: The Office of the Division Counsel (Large and Mid-Size Business) is headed by a Division Counsel (Large and Mid-Size Business) [DC (LMSB) or Division Counsel] and is headquartered in Washington, D.C. The DC (LMSB) reports to, and is supervised by, the Chief Counsel through the Deputy Chief Counsel (Operations). The DC (LMSB) supervises a Deputy Division Counsel (LMSB) [DDC (LMSB) or Deputy]. The DC (LMSB) also supervises, either directly or through or with the Deputy, the five Area Counsel located in Manhattan, NY; Edison, NJ; Downers Grove, IL; Houston, TX; and Oakland, CA and other subordinate officers, including three Senior Legal Counsel and an Executive Assistant in LMSB Headquarters. The DC (LMSB) is responsible for the effective management and oversight, through the five Area Counsel (LMSB), of the entire LMSB attorney organization, including the Pre-filing and Technical Guidance Counsel, International Counsel, Special Trial Attorneys, and other attorneys dedicated to the work of the LMSB Division.

(3) ROLES AND RESPONSIBILITIES: The DC (LMSB) provides a full range of legal services to the Large and Mid-Size Business Division and serves as the senior legal advisor to the Commissioner (LMSB) and also serves as a senior legal advisor to the Commissioner of Internal Revenue, Commissioners of the other Operating Divisions, the Chief Counsel, and other senior IRS and Treasury officials on the legal issues confronting subchapter C corporations, subchapter S corporations, and partnerships with assets greater than \$5 million. The DC (LMSB) works closely with the Commissioner (LMSB) to formulate and execute the policies, strategies, and objectives of the LMSB Division. The DC (LMSB) provides effective legal advice to support a comprehensive and customer-oriented tax administration program and to ensure that LMSB taxpayers understand and comply with the tax law. To accomplish its mission, the function:

- a. Assists the LMSB Division in setting strategic goals, policies, and procedures to ensure the correct application of the tax law and delivers all necessary legal resources to support LMSB strategic programs and initiatives on significant issues;
- b. Through the five Area Counsel, provides impartial top quality legal services by identifying significant issues and supporting the programs and initiatives of the five Industry Directors in the LMSB Division;
- c. Supervises and coordinates the rendering of legal advice and assistance to the LMSB Division, other Divisions and other IRS and Counsel offices concerning LMSB cases under examination, either in the audit of returns or in the consideration of claims for refund; and including summons and bankruptcy.
- d. Through the five Area Counsel, supervises, directs and coordinates the handling and processing of litigation pending in the U.S. Tax Court and, with the assistance of the five area counsels, oversees the Notice Case program;

- e. Through the five Area Counsel, advises the Department of Justice as to the facts and law and prepares recommendations concerning the handling of LMSB litigation in federal courts;
- f. Provides input to the appropriate Associate Chief Counsel on the preparation of Actions on Decision and recommendations concerning appeal or certiorari as to decisions in LMSB cases;
- g. Establishes and maintains the processes necessary for proper coordination of all DC (LMSB) work products with other Division Counsel and Associate Chief Counsel, as appropriate;
- h. Develops and monitors performance measures and program goals for the provision of legal services and the implementation, compliance, and outreach initiatives on issues involving LMSB taxpayers;
- i. Implements and evaluates operational policies and procedures, designed to improve the delivery of legal services;
- j. Serves as the principal liaison officer for the Chief Counsel with congressional committees, the Department of the Treasury, the Commissioner's Office, the Department of Justice, and other departments and agencies of the Government on matters within his/her jurisdiction;
- k. Disposes of all matters under his/her jurisdiction, referring to the Chief Counsel, the Deputy Chief Counsel (Operations), or other appropriate official such matters as he/she deems proper, or as directed;
- l. Recommends further necessary changes in the organizational structure of the function to the Chief Counsel with reference to changes in the organizational structure of the Internal Revenue Service or other components of the Office of Chief Counsel; and
- m. Discharges such other responsibilities as the Chief Counsel may from time to time prescribe.

(4) OTHER MANAGERIAL AND SUPERVISORY DUTIES: The DC (LMSB) performs the following and other necessary managerial and supervisory duties:

- a. Provides oversight of the technical issues and management areas under the jurisdiction of the LMSB Division Counsel;
- b. Ensures that performance and program goals, strategy, and organizational policies are clearly communicated to employees;
- c. Assigns and reviews work products and appraises the performance of subordinate personnel, as necessary;
- d. Assigns, reassigns, and transfers DC (LMSB) personnel among any of the function's subordinate offices, as necessary;
- e. Develops and executes policies, procedures, and directives designed to manage the budget process for all aspects of the operations of the DC (LMSB);
- f. Prepares and maintains records and reports with respect to the work of the function;

- g. Provides management, budget, personnel, and other support to subordinate managers and branch employees;
- h. Partners with the National Treasury Employees Union on the Partnership Council;
- i. Redelegates his/her authority as necessary, except where such redelegation is expressly restricted or otherwise restricted by law, regulation, or policy; and
- j. Ensures requirements in the areas of professionalism, ethics, career development, training, UNAX, EEO, and other administrative requirements are met by subordinates.

**B. DEPUTY DIVISION COUNSEL (LARGE AND MID-SIZE BUSINESS)**

The Deputy Division Counsel (Large and Mid-Size Business) works in partnership with the DC (LMSB) by assisting the Division Counsel in the full scope of the Division Counsel's responsibilities, including all aspects of the management and operations of the function, and by acting for the Division Counsel in his/her absence or when directed or authorized. The Deputy consults with the Division Counsel on the most important issues facing the office and LMSB and works closely with other officials in the function to assist them in accomplishing their work. Unless otherwise restricted, the Deputy performs those functions the Division Counsel is authorized to perform that arise out of, relate to, or concern the activities or functions administered by the Division Counsel, subject to the continuing supervision, control, and review of the Division Counsel.

**C. AREA COUNSEL (LARGE AND MID-SIZE BUSINESS)**

(1) MISSION: The mission of each Area Counsel (LMSB) is to provide impartial top quality legal services to the Large and Mid-Size Business Division of the Internal Revenue Service, with particular focus on supporting the LMSB Industry Director and the geographic area headquartered in the city where he/she maintains the area's principal office.

(2) ROLES AND RESPONSIBILITIES: Each Area Counsel reports to, and is supervised by the DC (LMSB), either directly or through or with the DDC (LMSB). Each Area Counsel supervises and is responsible for the effective management and oversight of the field operations and personnel within his/her assigned area, including the Pre-filing and Technical Guidance Counsel, Special Trial Attorneys, International Counsel assigned to him/her, and other attorneys dedicated to the work of the LMSB Division. Each Area Counsel also supervises a Senior Legal Counsel, located in LMSB Headquarters, Associate Area Counsel (Strategic Litigation), Associate Area Counsel (Pre-filing and Technical Guidance) and Associate Area Counsel (Practice Groups), as well as other staff supporting the work of the LMSB Division Counsel Office.

Each Area Counsel provides a full range of legal services within the specific geographic area for which he/she is responsible. Each Area Counsel maintains a principal office and other subordinate offices. The principal offices of the five Area Counsel are located in: Manhattan, NY; Edison, NJ; Downers Grove, IL; Houston, TX; and Oakland, CA. Each Area Counsel serves as the principal legal advisor to the LMSB Industry Director headquartered in the city where that Area Counsel maintains his/her principal office: Financial Services and Healthcare; Heavy Manufacturing, Construction and Transportation; Retailers, Food and Pharmaceuticals; Natural Resources; and Communications, Technology and Media, respectively. Each Area Counsel develops significant specialized knowledge of the industries served nationally by the Industry Director headquartered in the city where he/she maintains the principal office. In this regard, the Area Counsel works closely with that LMSB Industry Director to formulate and execute the policies, strategies, and objectives of the LMSB Division.

Each Area Counsel also serves as the principal legal advisor to other LMSB Directors with operations or personnel within the geographic area for which he/she is responsible. The Area Counsel also act as senior legal advisors to the Commissioner, LMSB, other operating division Commissioners, the DC (LMSB), other Division Counsel, the Chief Counsel, the Commissioner, and other senior IRS and Treasury officials on the legal issues confronting subchapter C corporations, subchapter S corporations, and partnerships with assets greater than \$5 million. The LMSB Area Counsel will provide effective legal advice to support a comprehensive and customer-oriented tax administration program and to ensure that LMSB taxpayers understand and comply with the tax law. To accomplish its mission, each Area Counsel function:

- a. Assists its LMSB Director in setting strategic goals, policies, and procedures to ensure the correct application of the tax law;
- b. Delivers all necessary legal resources to support LMSB strategic programs and initiatives on significant issues;
- c. Provides impartial top quality legal services to support all programs and initiatives of the Commissioner, LMSB, and his/her subordinates;
- d. Provides and coordinates the rendering of legal advice and assistance to the Commissioner, LMSB, and his/her subordinates, Appeals offices, and Service Center offices concerning LMSB cases under examination, either in the audit of returns or in the consideration of claims for refund;
- e. Staffs, manages, and coordinates the handling and processing of litigation pending in the U.S. Tax Court and manages the Notice Case program within his/her jurisdiction;
- f. Prepares, reviews, and coordinates as appropriate, pleadings, motions, briefs, settlement documents, notices of appeal, and other material prepared in connection with U.S. Tax Court litigation within his/her jurisdiction;
- g. Coordinates large case petitions and other appropriate matters with the DC (LMSB), other Division Counsel, and the appropriate Associate Chief Counsel;
- h. Approves on behalf of the Chief Counsel actions to be taken with respect to U.S. Tax Court subpoenas and disclosure of information in U.S. Tax Court litigation conducted under his/her jurisdiction in coordination with the Associate Chief Counsel (Procedures and Administration) and the Associate Chief Counsel (International), as appropriate;
- i. Advises the Department of Justice as to the facts and law and prepares recommendations concerning the handling of LMSB litigation in federal courts;
- j. Provides input to the DC (LMSB) and the appropriate Associate Chief Counsel on the preparation of Actions on Decision and recommendations concerning appeal or certiorari as to decisions in LMSB cases;
- k. Establishes and maintains the processes necessary for proper coordination of all DC (LMSB) work products with other Division Counsel and Associate Chief Counsel, as appropriate;
- l. Develops and monitors performance measures and program goals for the provision of legal services and the implementation, compliance, and outreach initiatives on issues involving LMSB taxpayers;

m. Implements and evaluates operational policies and procedures designed to improve the delivery of legal services; and

n. Discharges such other responsibilities as the DC (LMSB) may from time to time prescribe.

(3) OTHER MANAGERIAL AND SUPERVISORY DUTIES: Each Area Counsel (LMSB) performs the following and other necessary managerial and supervisory duties:

a. Supervises the handling of technical issues and management areas under his/her jurisdiction;

b. Ensures that performance and program goals, strategy and organizational policies are clearly communicated to employees;

c. Assigns and reviews work products and appraises the performance of subordinate personnel, as necessary;

d. Assigns, reassigns, and transfers Area Counsel personnel among its subordinate offices, as necessary;

e. Develops and executes policies, procedures, and directives designed to manage the budget process for all aspects of the operations for which he/she is responsible;

f. Prepares and maintains records and reports with respect to the work of the function;

g. Provides management, budget, personnel and other support to subordinate managers and branch employees;

h. Partners with the National Treasury Employees Union on the Partnership Council;

i. Redelegates his/her authority as necessary, except where such redelegation is expressly restricted or otherwise restricted by law, regulation, or policy;

j. Designates an Acting Area Counsel or other acting officials of the function, during the temporary absence of an incumbent;

k. Ensures requirements in the areas of professionalism, ethics, UNAX, EEO, career development, training, and other administrative requirements are met by subordinates; and

l. Signs on behalf of the Chief Counsel by use of the "by-line" (described in (30)7(l 1)0, Office of Chief Counsel Correspondence Handbook) or in his/her own name as Area Counsel (whichever is appropriate) correspondence and other papers pertaining to the functions of the office and which are considered in the course of official duties of the Area Counsel.