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DEPARTMENT OF THE TREASURY

Internal Revenue Service

26 CFR Part 1

REG-130863-04

RIN 1545-BD56

Corporate Reorganizations; Transfers of Assets or Stock Following a Reorganization

AGENCY: Internal Revenue Service (IRS), Treasury.

ACTION: Notice of proposed rulemaking.

SUMMARY: This document contains proposed regulations that provide guidance regarding the effect of certain transfers of assets or stock on the qualification of certain transactions as reorganizations under section 368(a). This document also contains proposed regulations that provide guidance on the continuity of business enterprise requirement and the definition of a party to a reorganization. These regulations affect corporations and their shareholders.

DATES: Written or electronic comments must be received by November 15, 2004.

ADDRESSES: Send submissions to: CC:PA:LPD:PR (REG-130863-04), room 5203, Internal Revenue Service, PO Box 7604, Ben Franklin Station, Washington, DC 20044. Submissions may be hand-delivered Monday through Friday between the hours of 8 a.m. and 4 p.m. to CC:PA:LPD:PR (REG-130863-04), Courier's Desk, Internal Revenue Service, 1111 Constitution Avenue, NW., Washington, DC, or sent electronically, via the IRS Internet site at www.irs.gov/regs or via the Federal eRulemaking Portal at www.regulations.gov (IRS - REG-130863-04).