



DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
WASHINGTON, D.C. 20224

OFFICE OF
CHIEF COUNSEL

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INTERNAL REVENUE SERVICE NATIONAL OFFICE FIELD SERVICE ADVICE

MEMORANDUM FOR DISTRICT COUNSEL
DISTRICT COUNSEL, NORTH FLORIDA CC:SER:NFL:JAX

FROM: Assistant Chief Counsel
(Field Service) CC:DOM:FS:PROC

SUBJECT: Request for Chief Counsel Advice
Issuance of Statutory Notice of Deficiency to Successor
Corporation

This Chief Counsel Advice responds to your memorandum dated May 19, 2000. Chief Counsel Advice is not binding on Examination or Appeals and is not a final case determination. This document is not to be cited as precedent.

LEGEND:

A=
B=
C=
D=
Date 1=
Date 2=
Statute 1=

ISSUE:

To which party should the Internal Revenue Service (Service) issue the statutory notice of deficiency?

CONCLUSION:

The Service should issue the statutory notice of deficiency to B, as successor in interest to A.

FACTS:

A was incorporated in State C. B is a taxable corporation organized under tribal law. B was incorporated on Date 1 when the certificate of incorporation was filed with the Secretary of D. The articles of merger dated Date 2 between A and B were prepared and filed with the Secretary of State of State C. The articles of merger provide that A will merge into B, with B the surviving entity. The articles further provide that B shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed of A without the necessity for any separate transfer and that B shall be responsible and liable for all obligations of A and neither the rights of the creditors nor any liens on the property of A shall be impaired by the merger. Statute 1 renders the surviving corporation responsible and liable for all the liabilities and obligations of each corporate party to the merger. A filed its final return for the short year ending Date 2. It is this period for which the Service wishes to issue a statutory notice of deficiency for A's tax liability.

LAW AND ANALYSIS

The statutory notice of deficiency for A's tax liability for the short year ending Date 2, should be issued to B, as successor in interest to A.

CASE DEVELOPMENT, HAZARDS AND OTHER CONSIDERATIONS:

None.

If you have any further questions, please call the branch telephone number.