

Consent To Extend Period of Limitation on Assessment of Income Taxes

Under Section 332(b) of the Internal Revenue Code

| | |
|-------------------------------|--------------------------------|
| Name of receiving corporation | Employer identification number |
|-------------------------------|--------------------------------|

Number, street, and room or suite no. (If a P.O. box, see instructions below.)

City or town, state, and ZIP code

| | |
|----------------------------------------------|--------------------------------|
| Name of subsidiary (liquidating corporation) | Employer identification number |
|----------------------------------------------|--------------------------------|

Address of subsidiary (Do not complete if same as receiving corporation.)

Will all of the assets of the liquidating subsidiary be distributed to the receiving corporation by the end of the subsidiary's tax year in which the first distribution was made under the plan of liquidation? Yes No

If "No," you must file Form 952 for each tax year or part of a tax year that falls within the period of liquidation.

In accordance with a plan of complete liquidation of the subsidiary named above under the conditions prescribed in section 332(b), the receiving corporation will receive the property of the liquidating subsidiary in complete cancellation or redemption of the subsidiary's stock. Under the provisions of section 332(b), the receiving corporation and an authorized Internal Revenue official consent as follows:

Any income taxes due on any tax return made by or for the receiving corporation for the tax year ending _____, _____, may be assessed at any time during the 4-year period that begins on the later of the due date of the receiving corporation's income tax return or the date that the return is filed for the 3rd tax year beginning after the end of the tax year of the first distribution.

Signature of Receiving Corporation's Officer _____
(Signature and Title) (Date signed)

By _____
(Signature and Title) (Date signed)

IRS USE ONLY

Authorized Internal Revenue Official Title

By _____
(Signature and Title) (Date signed)

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form. Form 952 is used to extend the period of assessment of all income taxes of the receiving corporation on the complete liquidation of a subsidiary under section 332. Form 952 must be used if the liquidation will be completed within the 3-year period following the end of the subsidiary's tax year that the first distribution was made.

Address. Include the suite, room, or other unit number after the street address. If the Post Office does not deliver mail to the street address and the corporation has a P.O. box, show the box number instead.

When and Where To File. File Form 952 by the due date (including extensions) of the receiving corporation's income tax return for each tax year or part of a tax year that falls within the liquidation period. File the form with the District Director for the IRS district where the receiving corporation's principal place of business is located.

Suspension of Period To Assess Income Tax. This consent establishes an extended period for assessing tax. The expiration of the extended period may be suspended or otherwise affected by the operation of law in the same manner as the original period. For example, if a notice of deficiency in tax covered by this consent is issued, the period for assessing tax will not end prior to the end of the suspension period provided for by section 6503(a), plus any time that remained in the assessment period, as extended, at the time the suspension took effect. Under no circumstances will this consent reduce the period of time otherwise provided by law for making an assessment.

Recognition of Gain or Loss. Gain or loss on complete liquidation of a subsidiary is generally not recognized when the assets of the subsidiary are distributed. However, gain or loss will be recognized if the distribution is not completed within the 3-year period or if the receiving corporation can no longer meet the requirements of section 1504(a)(2).

Signature. Form 952 must be signed and dated by a corporate officer authorized to sign the form. If Form 952 is signed by an attorney or an agent of the receiving corporation, attach a copy of the authorization.

Affiliated groups filing a consolidated income tax return should see Regulations section 1.1502-77 for rules about a receiving corporation signing as an agent for subsidiaries and alternative agents for affiliated groups.